

NICHE
is Opportunity

Forward-Looking Statement

In this Annual Report, we have disclosed forward looking information to enable investors to comprehend our prospects and take investment decisions. This report and other statements - written and oral - that we periodically make contain forward looking statements that set out anticipated results based on the management's plans and assumptions. We have tried, wherever possible, to identify such statements by using words such as 'anticipate', 'estimate', 'expects', 'projects', 'intends', 'plans', 'believes', and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in our assumptions. The achievements of results are subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should keep this in mind. We undertake no obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise.

CONTENTS

Corporate Overview

- World of Techno Electric **01**
- Progressing with Confidence **05**
- Powering Possibilities **06**
- Message from Managing Director **08**
- Board of Directors **11**
- Key Financial Highlights **12**
- Niche is Opportunity **13**
- Business Divisions **20**
- Being responsible towards communities **26**
- Our Esteemed Clients **28**

Statutory Reports

- Management Discussion and Analysis **30**
- Directors' Report **44**
- Report on Corporate Governance **76**
- Business Responsibility Report **92**

Financial Statements

Standalone

- Independent Auditors' Report **102**
- Balance Sheet **108**
- Statement of Profit and Loss **109**
- Cash Flow Statement **110**
- Notes on Financial Statements **112**

Consolidated

- Independent Auditors' Report **155**
- Consolidated Balance Sheet **160**
- Statement of Consolidated Profit and Loss **161**
- Consolidated Cash Flow Statement **162**
- Notes on Consolidated Financial Statements **164**

Free cash

500 cr.

EBITDA

312.51 cr.

PAT

192.96 cr.

Net worth

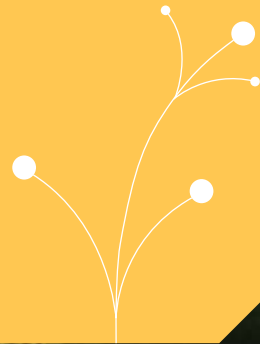
1,107.03 cr.

India's power sector is changing radically. The Government of India is taking multiple initiatives to revive the power sector to provide reliable and affordable power to millions of people. Even state governments are proactively implementing various measures to revamp the power infrastructure in a spirit of competitive federalism.

As India's leading pure play EPC company in the power sector, we are suitably positioned to make the most of the emerging opportunities.

We are enhancing our competencies across regions, markets and customers, and partnering with manufacturers of best-in-class technologies to sustain our niche positioning in the market.

As a high-tech solutions provider in the power sector with proven expertise in turnkey project management, we believe niche is opportunity.



WORLD OF TECHNO ELECTRIC

Established in 1963, Techno Electric & Engineering Company (Techno) is one of the leading players in the country's power-infrastructure space. At Techno, we are engaged in three business types – EPC, Asset Ownership, and Operations & Maintenance. As a prominent engineering, procurement and construction (EPC) company in India's power sector, we provide services to all three industry segments - generation, transmission and distribution. We have grown our business to include Green Power, and Build Own Operate and Transfer (BOOT) and Build Own Operate and Maintain (BOOM) project segments as well.



Mission and Vision

Techno was established with a mission to provide comprehensive EPC services to core sector industries in India. The Company has assumed a leadership position on the back of association with state-of-the-art technology manufacturers and high standards of quality management, competent human resources, and resourceful financing.

35+ Years of rich experience in the power sector EPC

340+ Projects completed since inception

500+ Team of professionals (engineering, commercial, graduates and post-graduates) driving the Company's progress

25+ Years of average experience of core engineering team

AA- Long Term Credit Rating by CRISIL and ICRA for the last two years

A1+ Short Term Credit Rating by CRISIL and ICRA for the preceding two years

Business Divisions



EPC

We provide engineering, procurement and construction services to all three segments of India's power sector. In addition, we serve the metallurgical and petrochemical sectors, among many others.

We offer solutions for a wide range of projects - right from complete power generation plants to plant packages customised and complement larger systems supplied by others.

We deliver complete solutions for EHV Substations and Distribution System.



GENERATION

We are an independent renewable energy producer with 129.9 MW wind energy capacity*.



TRANSMISSION LINKAGES

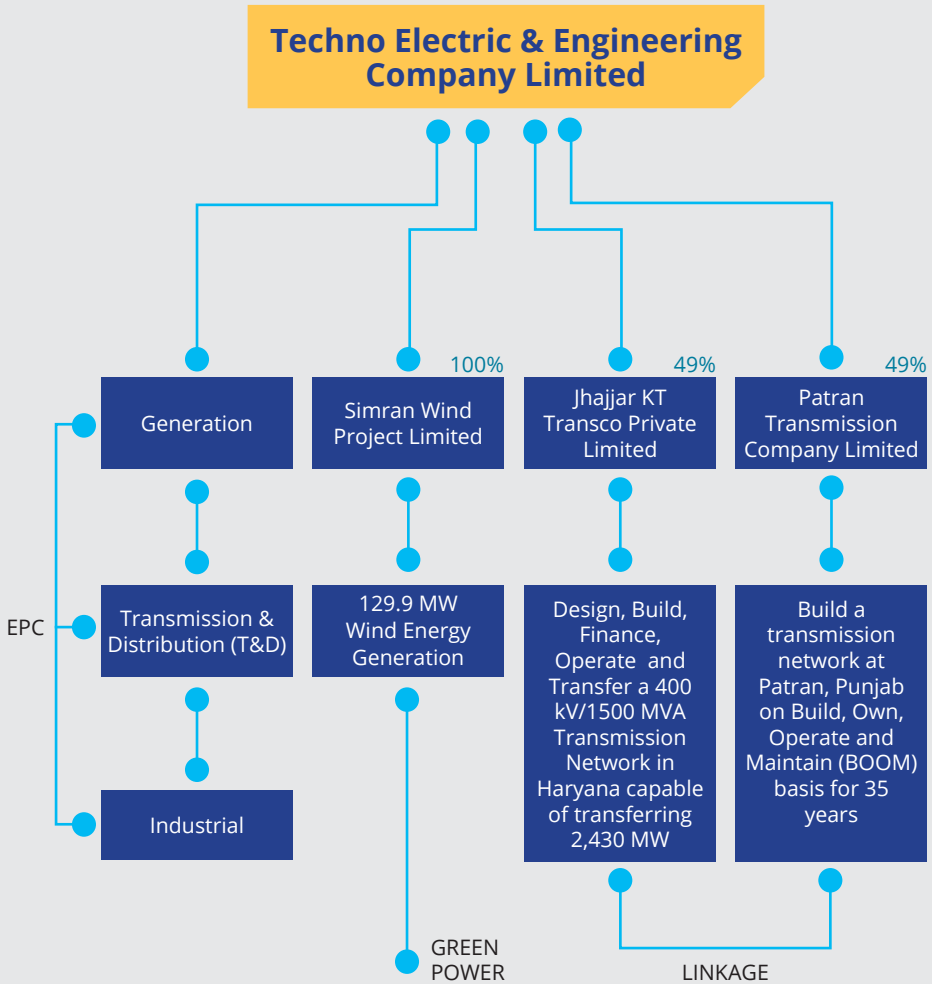
We are associated with building transmission linkages.

Our business includes a 25-year concession in consortium with Kalpataru Power for a transmission link at Jhajjar, Haryana.

A 35-year concession for transmission network at Patran, Punjab.

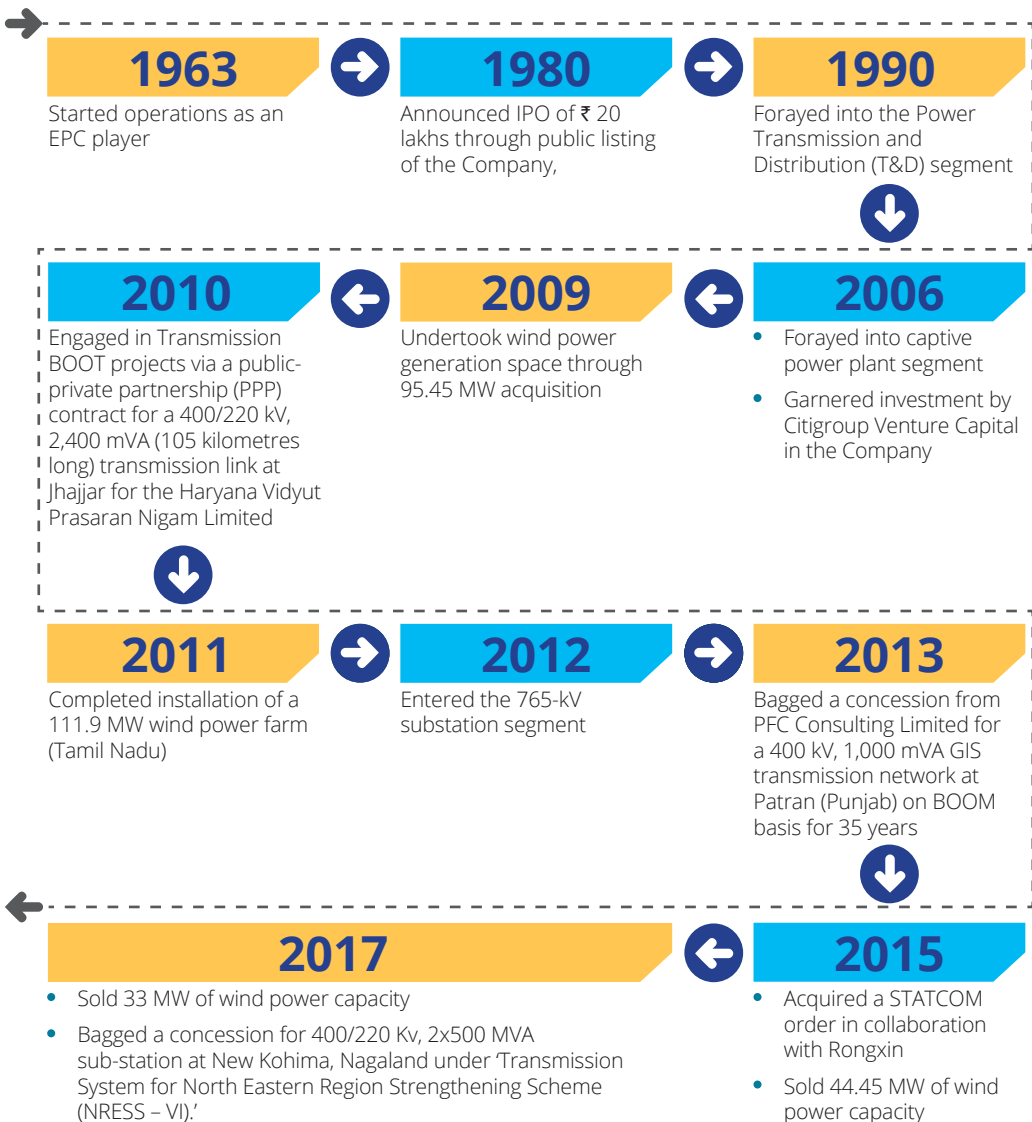
*The Company sold 33 MW of wind energy assets during the Financial Year 2016 - 17.

Operating Structure



PROGRESSING WITH CONFIDENCE

We forayed into the power business as a contractor for large transmission and power generation companies. We have progressed over the years and have invested in the ownership of annuity-income generating assets. From a pure contractor, we have acquired an asset-management personality; and today, generate operations and maintenance revenues from BOOT and BOOM projects in transmission.



POWERING POSSIBILITIES

Rich experience



We possess a rich experience of more than three decades in India's challenging EPC space; and we have been strengthening our competencies across regions, markets and customers.

Timeline driven



We have demonstrated our capability by delivering projects across shrinking timelines that have now become industry benchmarks in terms of project completion. This has helped us grow our order book and retain customers.

Pan-India presence



We have successfully executed over 340 pan-India projects; besides being associated in some capacity or other with more than 50% of India's National Power Grid projects and over 50% of National Thermal Power Corporation (NTPC) projects.

Committed to compliance



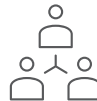
Our quality commitment is accredited with ISO 9001:2008, ISO 14001:2004 and BS OHSAS 18001:2007. This ensures unmatched quality commitment, environmental management and employee safety.

Competent team



Our 175-member engineering team possesses an average industry experience of over 25 years. Our areas of competence comprise design, construction, project management, procurement, quality assurance, business development, and marketing and financial management. During FY 2016-17, we invested a total of 1,675 hours for training our personnel across various departments. We plan to invest a total of an estimated 2,000 training hours in FY 2017-18.

Asset-light model



Our asset-light, lean organisation structure has helped us to control our overheads. Our fixed overhead structure has enabled us to have a margin advantage over our peers.

Prudent working capital management



We typically do not have more than 20 open sites and are unlikely to undertake more than one distribution contract at one point of time. This enables strong managerial and supervisory control over the execution pace, working capital management and cost control. Besides, we incline towards projects in hard-to-operate regions like Bihar to protect our margins. Our exemplary track record in terms of working capital and margins demonstrates this reality.

Best-in-class technology



Our business model gives us the flexibility to partner with the best vendors from around the world and source state-of-the-art technology not available in India. We enjoy enduring relationships with 1,500+ vendors, facilitating timely execution of projects.

Bidding expertise



Our strategic bidding enables us to compete with relatively high margin in low competition segments. Our strong growth over the last 20 years with limited balance sheet risk and consistent profitability indicate high bidding discipline. We are selective in our pursuit of projects and focus on our core area of expertise, bidding aggressively only if we are familiar with the package or region. We are constantly looking for new technology (like STATCOM, HVDC) and avenues that would enable us to participate in less crowded projects.

Awards and recognition



Our credibility has been recognised and awarded by several institutions over the years. During FY 2016-17, Mr. P.P. Gupta was recognised in the top 100 Indian CEO's by Business Today – PWC 2016-17. We received a certificate of appreciation from the North Bihar Power Distribution Company Limited and a letter of compliment from Bihar State Power Holding Company Limited in November, 2016. We won the IEI Industry Excellence Award 2016 from The Institution of Engineers (India) for demonstrating 'Highest Order of Business Excellence'.

MESSAGE FROM MANAGING DIRECTOR



Our focus is to remain a high-tech solutions provider and bring emerging technologies to India. We are constantly looking for cutting-edge technologies (STATCOM, HVDC) and avenues that would enable us to execute projects in less crowded segments.



Dear Shareowners,

It gives me immense pleasure to share with you that FY 2016-17 was a remarkable year for us at Techno Electric. Your Company made encouraging progress on all fronts during the year. You will be happy to know that we have doubled our top line and bottom line, compared to what they were three years ago. Our consolidated revenue for the year surged by 24% to ₹ 1,357 crores vis-à-vis ₹ 1,097 crores in FY 2015-16. If we take into consideration our other income, our top line is over ₹ 1,400 crores now. Our PAT grew by 61% for the year at ₹ 193 crores against ₹ 120 crores.

Our performance is the outcome of the larger macro-economic opportunity that we see around us. India is now at an inflection point from where the country is going to transform radically in terms of the quality of life it provides to millions of people. And in that context, the availability of 24/7 reliable power plays a critical role. Sustained economic growth, growing urbanisation and rising aspirations of people continue to drive the country's demand for power.

The Government has taken multiple policy initiatives to revive the power sector. Some of the measures undertaken include bolstering domestic coal supply through increased coal production by Coal India, increasing inter-regional transmission capacity and implementing the Ujwal DISCOM Assurance Yojana (UDAY) scheme to improve the financial health of DISCOMS.

The Government of India's focus on attaining 'Power for all' has helped accelerate capacity addition in the country. This provides ample choice and flexibility to policy makers to formulate policies to cater to the rising demand for power. The Ministry of Power had planned to provide electricity to over 18,000 villages under the Deendayal Upadhyaya Gram Jyoti Yojana (DDUGJY) in 2015; and it is heartening to note that more than 13,000 villages have already been electrified. Interestingly, on the World Bank's ease of getting electricity index, India has moved up from 99th position in 2015 to 26th position in 2017.

OPPORTUNITIES AND STRENGTHS

We believe the business of power will qualitatively undergo a transformation in the coming years. Going forward, the market is going to see a lot of correction in terms of the availability of power as more and more states redefine their agenda of power procurement and power distribution. Such a scenario will generate more business in the T&D segment. We expect our business to flourish in major states like Jharkhand, UP, MP, Rajasthan and Tamil Nadu. On the other hand, if we look at the total PGCIL capex pie, the capital spent on the substation EPC component will continue to see growth, creating more opportunities for Techno.

How do we address these opportunities?

My simple answer would be by sharpening and strengthening our core strengths. Our competitive edge comprises best-in-class design capabilities, consistent focus on quality standards, agile execution to match timelines and prudent working capital management. In this context, it would also be pertinent to mention that we focus on selective bidding, based on our rich domain experience and expertise.

Our focus is to remain a high-tech solutions provider and bring emerging technologies to India. We are constantly looking for cutting-edge technologies (STATCOM, HVDC) and avenues that would enable us to execute projects in less crowded segments.

We also see significant EPC opportunities in 'Green Energy Corridor' projects, which will facilitate the flow of renewable energy into the national grid. We are among the first few companies to get an order worth ₹ 600 crores for sub-station package at Chittorgarh, Tuticorin, Ajmer and Bikaner. We expect to secure more orders, going forward.

We will continue to grow our EPC business by 15-20% annually till 2020. Our objective is to fully leverage our transmission expertise, focus on big-ticket projects with high returns on investments and to help build India's national grid to reduce power deficit.

FUTURE PRIORITIES

Going forward, we will continue to concentrate on our EPC and BOOT business in the transmission segment. Our PPP projects in the transmission segment at Haryana in partnership with Kalpataru Power and at Patran in Punjab are operating successfully with no major challenges. While revenue has grown, our trade receivables continue to be healthy. Our focus remains to efficiently manage working capital, while growing your Company profitably.

With the growing pace of execution, we are executing order worth ₹ 100 crores a month, which we would like to improve further. However, I must share with you that Techno believes, at the end of the day, bottom line is superior to any top line growth. Moreover, that bottom line must happen in cash otherwise



We also see significant EPC opportunities in 'Green Energy Corridor' projects, which will facilitate the flow of renewable energy into the national grid. We are among the first few companies to get an order worth ₹ 600 crores for sub-station package at Chittorgarh, Tuticorin, Ajmer and Bikaner.



there is no need to be part of the business. Therefore, 2017 is going to be a year of consolidation for us. This will entail more emphasis on closing of contracts and faster collection of cash, so that in the next two years, we can again grow at no less than 25% to 30%. In other words, we will continue to focus on operational excellence to complete projects in a timebound and cost-bound manner.

BUILDING A SUSTAINABLE BUSINESS

We believe a sustainable business is more than just winning and executing projects with precision and growing profitably. It is also about caring about our teams who drive the business forward, and the community of which we are a part. We continue to strengthen the capabilities of our people by providing them relevant technical and behavioural trainings to build the future pipeline of leaders. At the same

time, our community efforts revolve around promoting education among rural children. We support government schools and higher institutions of learning in India.

The road ahead for us is to continue to excel in our niche, margin-accretive business and demonstrate the differentiation of our brand in terms of turnaround speed, quality benchmarks, technological strengths and the passion to deliver.

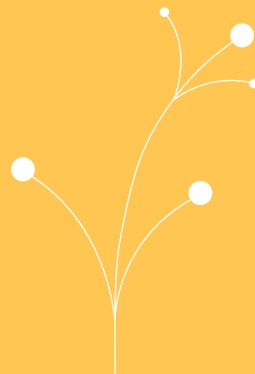
We will also remain true to our stakeholders and continue to create value that endures.

Warm Regards

P. P. Gupta
Managing Director



The road ahead for us is to continue to excel in our niche, margin-accretive business and demonstrate the differentiation of our brand in terms of turnaround speed, quality benchmarks, technological strengths and the passion to deliver.



BOARD OF DIRECTORS

MR. P. P. GUPTA

Managing Director

Mr. Gupta holds a bachelor's degree in Engineering and a master's degree in Business Management from Indian Institute of Management, Ahmedabad. He was associated as a financial analyst with the Planning Commission, Government of India; management consultant deputed to Bharat Heavy Electricals Limited (BHEL) and as an advisor in the merchant banking division of the erstwhile ANZ Grindlays Bank, Kolkata. Besides, he has served as Vice-President of Indian Electricals and Electronics Manufacturers Association (IEEMA). Mr. Gupta continues to complement the Company with over 30 years of experience in the domain.

MR. K. M. PODDAR

Director

Mr. Poddar is a Commerce graduate. He is a renowned industrialist and has more than 45 years of vast experience.

MR. K. VASUDEVAN

Director

Mr. Vasudevan is an Engineering (Electrical) graduate and a fellow member of Institute of Engineers and Institute of Standard Engineers. He is the Chairman of Green Business Centre for Southern India. Mr. Vasudevan is a member of the National Committee on Power -- CII and was the former President of Indian Electrical and Electronics Manufacturers Association (IEEMA).

MR. K. K. RAI

Director

Mr. Rai holds a bachelor's degree in Arts and is a member of Chartered Associate of Indian Institute of Banker (CAIIB). He is a retired banking professional with 40 years of experience and has held several important portfolios. He was the Executive Director of Allahabad Bank from 2001 to 2004.

MR. S. N. ROY

Director

Mr. Roy holds a bachelor's degree in Engineering (Electrical) from Indian Institute of Technology (IIT), Kharagpur. He started his career with Indian Oil Corporation (IOC) as a management trainee, and thereafter joined Bharat Heavy Electricals Limited (BHEL) in 1978. He retired as the Executive Director of BHEL in 2003.

DR. RAJENDRA PRASAD SINGH

Director

Dr. Singh is a Post Graduate in Mechanical Engineering from BHU, Ex. Chairman & MD of Power Grid Corporation of India Ltd. He has served TISCO, NTPC and POWERGRID. He has been conferred with many awards notably SCOPE Award for Excellence & outstanding contribution to the Public Sector Management, Degree of Doctor of Science (Honoris Causa) by BHU, Power Delivery Product Champion Award by Electric Power Research Institute (EPRI) USA and Green Award by World Bank. He is associated with bodies like CIGRE – Paris; CIGRE – India; World Energy Council – USA; Indian National Academy of Engineering (INAE).

MR. ANKIT SARAIYA

Director

Mr. Saraiya holds a bachelor's degree in Science (Corporate Finance and Accounting) with minor in Computer Information Systems (CIS) from Bentley University in Waltham, Massachusetts, USA. He holds sound financial and commercial knowledge, along with an experience of over five years in the related field.

MS. AVANTIKA GUPTA

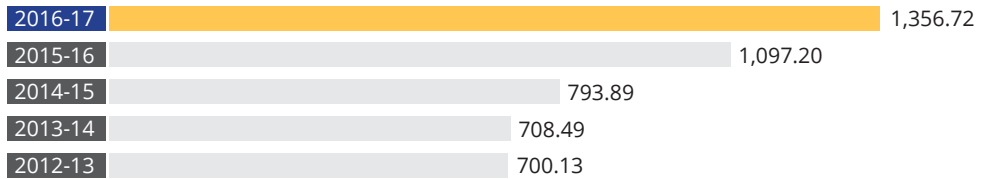
Director

Ms. Gupta is a Science graduate (Economics and Finance) with minor in Accountancy and Creative Writing from Bentley University in Waltham, Massachusetts, USA. She holds strong financial and commercial knowledge and experience of over two years.

KEY FINANCIAL HIGHLIGHTS

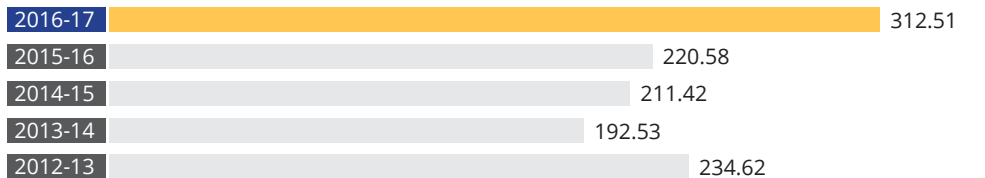
Revenue

₹ in crores



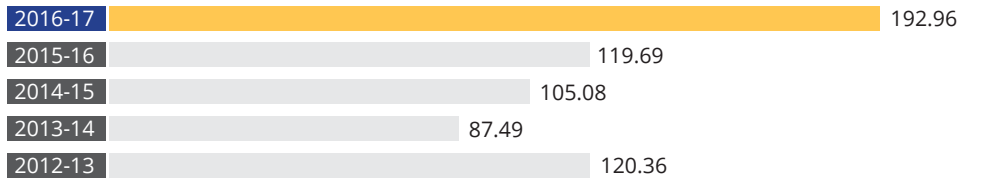
EBITDA

₹ in crores



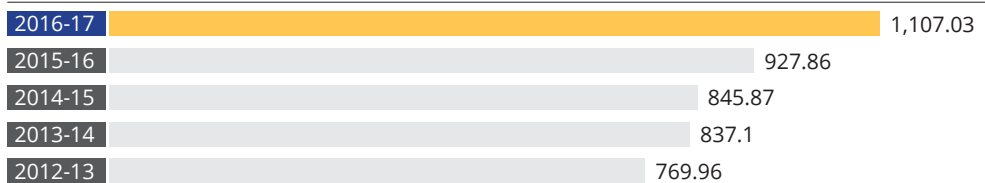
PAT

₹ in crores



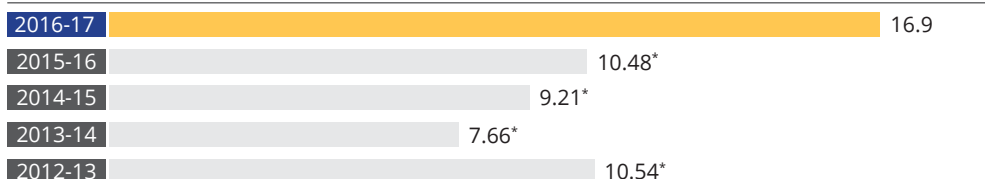
Net Worth

₹ in crores



EPS

₹



* Adjusted on issue of Bonus Shares in the ratio of 1:1

Case Study 1



Timebound execution, every time

Any project which is not completed on time runs the risk of cost escalation, therefore on-time completion of project and closure of contract is crucial for our organisation. More than 80% of our business comes from repeat customers, which is a testimony of our reliable execution record.

We had been awarded a contract by Materials Chemicals and Performance Intermediaries Private Limited for the construction of three coal fired Hot Oil Heater systems of 13.5 GCal/

hour capacity, each in their purified Terephthalic Acid Hydrocarbon Plant at Haldia. We had the responsibility of engineering, procurement and the commission of Balance of Plant (BoP). The project involved meeting multi-disciplinary functions across electrical, mechanical and instrumentation as per Japanese standards of quality. The project faced numerous challenges, especially during the construction of the sub-structure and super-structure of a height ranging from 7m underground to 52 m.

To execute the project on time, we divided the fabrication and erection jobs of the structures into adequate number of sub-suppliers and sub-contractors and provided them with sufficient cranes. Further, we ensured that every aspect within the scope of the project was addressed. We continuously monitored the operations and promptly provided additional resources whenever necessary. Despite several hurdles, we successfully executed the project within its timeline.

Case Study 2

Strategic bidding drives profitability

Over the last 20 years, we have been successful because of a 'bidding discipline', thereby minimising the risk on our balance sheet. This strategy has translated into consistent profitability and has determined our success. However, we are flexible towards the segments of allied contracts (such as distribution and captive power) and asset ownership of transmission and generation assets. We like to take calculated risks and tightly control our operations; our decisions are complemented by the senior management's extensive experience in the space.

In the last few years, we have been conservative in the pursuit of projects. We concentrated on our core area of expertise and bid aggressively only when we were familiar with the package or the region. We are confident that our presence across transmission, generation and distribution would enable us to execute more lucrative segments, depending on the opportunity.

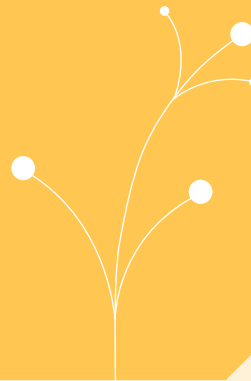
During FY 2014-15, we won the coveted Gopalganj District project of the North Bihar Power Distribution Company (NBPDC). The job involved

Rural Electrification (RE) in the district comprising 1,389 villages. The project benefits one lakh Below Poverty Line (BPL) consumers. The scope of work also entailed civil works in the district on an EPC basis.

NBPDC had floated tenders for RE work in 21 Districts. We secured the job for Gopalganj district against stringent competition. Moreover, we were the first agency to have completed the entire village electrification work with a total executed order value of ₹ 374.26 crores.

Once a customer, always a customer

We operate on the philosophy 'Once a customer, always a customer' and thus, retain our customers through prudent project management and timely delivery. Further, we have garnered a reputation of being a niche player by our judicious selection of projects that demonstrate our strengths. Our objective is not to undertake all projects but to be the best in the industry, providing the best possible EPC solutions.



Clients	Project	Plant/location	Scope
North Bihar Power Distribution Co. Ltd., Patna, Bihar.	Rajiv Gandhi Grameen Vidyutiikaran Yojana	Gopalgunj, Bihar	Execution of Rural Electricity Infrastructure and Household Electrification including associated Civil Works in Gopalgunj District of Bihar including two 33/11 KV S/S, a 37 KM of 33 KV Line, 2000 KM of 11 KV Line and 4,462 DTR, covering 2,14,000 consumers on EPC basis.



THE OPPORTUNITY LANDSCAPE

1,108 TW

Total electricity production in India

1,905 TW

Total electricity demand expected by 2022

5th Largest

Producer and consumer of electricity

88.5 GW

Targets capacity addition under the 12th Five-Year Plan (2012–17)

100 GW

Targets capacity addition under the 13th Five-Year Plan (2017–22)

100%

Rural electrification target set to be achieved by May 2018 in the Union Budget 2016-17

The power sector in India has witnessed a major addition in capacity in the last couple of years. The Government aims to generate two trillion units (kilowatt hours) of energy by 2019. And thus, is undertaking initiatives aimed at doubling the current production capacity to provide 24x7 electricity for residential, industrial, commercial and agricultural use.

Moreover, the Central Government has adopted a multi-pronged approach to resolve the power sector problems in the country. Initiatives have been taken right from improving coal production and linkages, reviving the T&D segment, and pushing renewable energy in the recent years.

WELL-PLACED TO CASH IN EMERGING OPPORTUNITIES IN EPC SPACE

We are well equipped to capitalise on opportunities in the EPC segment during the 13th Five-Year Plan period. Further, several State Electricity Boards (SEBs) are likely to increase their ordering of substations, especially in Rajasthan, Madhya Pradesh, Tamil Nadu, Chhattisgarh and Telangana. Increased T&D spending, and huge capex by Power Grid Corporation of India Limited (PGCIL) will allow us to tap opportunities in the power T&D space.

STATCOM

The Government aims to install 50 STATCOMs with total investment of ~₹ 80 billion over a period of three to five years. As we have emerged as the first service provider to implement complete Static Synchronous Compensator (STATCOM) solutions, we expect this space to offer huge opportunities to us. Earlier we have successfully bagged

comprehensive STATCOM orders aggregating ₹ 2.68 billion at Solapur, Satna and Aurangabad & ₹ 2.43 billion at Lucknow, Nalagarh and Gwalior. This will serve as pre-qualification credential for us for securing big-ticket orders in the medium term.

Sub-transmission system in north eastern states

PGCIL is to build sub-transmission systems of 220/132kV in six North East States with an estimated outlay of ₹ 150 billion in the next three years. We have bagged order for ₹ 3.5 billion to build GIS sub-station in Assam and Meghalaya under the World Bank funded NER Power System Improvement Project.

Green energy corridor

The Government plans to roll out 'Green Energy Corridor' project with an estimated outlay of ₹ 430 billion to facilitate the flow of renewable energy into National Grid. Germany has committed developmental and technical assistance of €1 billion for the project. Besides, Asian Development Bank is to provide USD 1 billion loan for Green Energy Corridors' transmission lines, dedicated to carry electricity from renewable energy projects. We are among the first few companies to get order worth ₹ 6 billion for sub-station package at Chittorgarh, Tuticorin, Ajmer and Bikaner under this project. We expect to secure more orders under this flagship project, going forward.



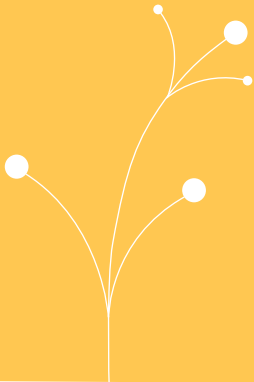
GROWING ORDER BOOK WITH CHALLENGING PROJECTS

At Techno, we selectively bid on projects, while focusing on delivery instead of overbooking our order book. Our working philosophy attaches significance to margins, quality of projects, and leveraging cash flow rather than just order intake. Our focus remains to efficiently manage working capital, while growing the Company profitably.

We concentrate on our core areas of expertise, bidding aggressively only if we are familiar with the package or the region. Based on the opportunity, we appropriately price the technologies, terms of payment, location risk, while successfully executing a project. We focus on complex jobs, which normally entail higher profitability and cash flows. We bid for

projects funded by either bilateral, multilateral or government funding agencies to ensure reliable payments and cash flows.

With a strong order book, we achieved a 18.8% growth in our EPC segment and 74.83% in energy business in FY17.



STATE-OF-THE-ART TECHNOLOGY

We specialise in implementing cutting-edge technologies that enables us to participate in less-crowded projects. For instance, we were among the first few standalone Transmission and Distribution (T&D) contractors participate in STATCOM projects, albeit partnering Chinese manufacturer, Rongxin. We believe building our intellectual property will help in increasing the value of our Company in the long run.

Through our core competency in substation EPC we are strengthening our EPC business, by taking up innovative projects.

CONTEMPORARY TECHNOLOGY - STATCOM

Transmission plays a key role in collecting power from different generating stations and distributing it to consumers. Regulation of power transmission has become a complex procedure, especially when it has to satisfy the growing urban demand. Further, there is a need for reactive power support for the transmission system. After a thorough research, the Static Synchronous Compensator (STATCOM) technology was chosen for India's grid conditions. STATCOM does not have any rotating or moving parts like the synchronous condensers and yet it offers a fast and step-less Volt Ampere Reactive (VAR) compensation. It is based on Voltage Source Converter (VSC) technology, which uses low-voltage cells in series to realise a high voltage output. With the help of STATCOM technology, all power related disturbances in the system and constraints arising due to its various applications can be balanced out.

IMPLEMENTATION

With ~50% of India's STATCOM orders in our bag, STATCOM technology has become one of our niche areas of growth. We jointly bid with the Chinese company - RONGXIN to win the first STATCOM installation in India at 400 kV substation at Solapur, Satna and Aurangabad. Our scope of work is worth ₹ 2,680 million. Our partnership with RONGXIN is under the Make in India scheme for bringing in the STATCOM technology. With this project, we have the first-mover advantage in India's STATCOM segment.

Details of the STATCOM Project:

STATCOM installations at 400 kV substation at Lucknow, Nalagarh and Gwalior

Date of Order 04.07.2016

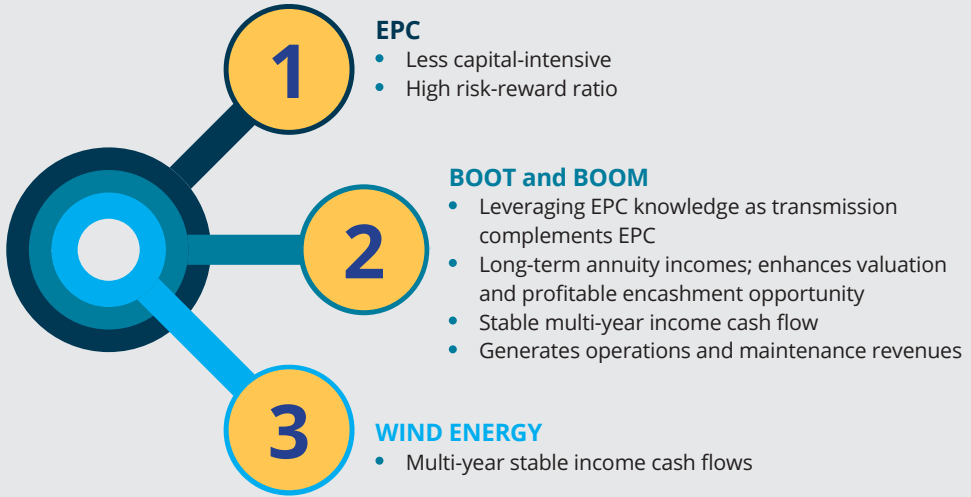
Order Value – ₹ 242.89 crores

STATCOM installations at 400 kV substation at Solapur, Satna and Aurangabad

Order Value – ₹ 267.86 crores

BUSINESS DIVISIONS

With our widespread presence across three business segments – the contracting business (EPC), wind power-generation assets, and BOOT and BOOM assets, we have established Techno as the one-stop solutions provider in India’s power segment. As a result, we are able to take advantage of benefits of all the three segments.



Our EPC business provides solutions to a large number of India’s installed thermal and inter-regional transmission capacity. EPC services for Transmission and Distribution (T&D) sector represents our key strength and is the primary source of revenue generation for us.

We possess specific domain knowledge that enables us to serve the EPC needs of power, steel, fertiliser, metals and petrochemicals sectors, among others.

OUR EPC COMPETITIVENESS

- Partnership with large international manufacturers
- Integrated solutions (design to production and supply)
- Rich terrain understanding
- Good management of customer expectations and contractual obligations
- Continuous graduation to industry-next technology and ability to embrace challenges
- Robust vendor eco-system
- Pioneered power distribution solutions for aluminium smelters (360 kA busbar systems, 2013)
- Quicker project completion than industry standard
- Owns 60% share of 765 kV EhV substation segment
- Efficient working capital management

105%

ROCE

₹ 150 cr.

Annual cash surplus from EPC

₹ 2,600 cr.

Order book

90 days

Receivables of turnover

24 months

Revenue visibility

1. Power Generation



We provide complete solutions for captive power plants, balance of plant (BOP) for thermal and hydro power projects and utilities for power projects. Our services are primarily related to basic engineering, design, detailed engineering, civil and structural works, commissioning, and stabilisation, among others.

CAPABILITIES

- Building captive power plants upto 100MW on a turnkey basis
- Parts of the Balance of Plant (BoP) contracts, such as fuel oil handling system, comprehensive electrical systems, piping, power evacuation systems and others
- Serves both Government/PSU and private customers

2. Transmission and Distribution (T&D)



As an extension of our presence in the power segment, we provide construction services for both air-insulated and gas-insulated substations. Besides, we install overhead lines for transmission projects for captive power plant projects.

CAPABILITIES

- Executed over 300 T&D projects
- Building sub-stations and switchyards, specialised in building substations ranging between 132 kV and 765 kV
- STATCOM installation up to 250 MVar
- Services largely PGCIL and multi-laterally funded state projects
- Rural electrification and distribution management systems under Central Government programmes
- Primarily works with state distribution companies

3. Industrial Sector



We forayed into the industrial sector with various EPC-based projects. This strategic move helped us reap the benefits of attractive opportunities available in this segment.

CAPABILITIES

We have executed numerous successful EPC projects in the industrial sector for power intensive industries, aluminium smelters and refineries.

- Power distribution systems to power intensive industries
- Offsite piping systems
- Naphtha and diesel system for turbine based power plant
- Oil handling plant for power station and process industries
- Water and allied systems
- Fire protection systems
- Plant electrical and illumination systems


 BUSINESS SEGMENT
2

Green Power

We are an independent renewable energy producer with 129.9 MW wind energy capacity.

We entered the renewable energy generation space through the acquisition of two wind power generating companies in 2009 – Simran Wind Project Private Limited (Simran) and Super Wind Project Limited (Techno Electric). We had set up a 111.9 MW wind farm in Tamil Nadu through our IFC-funded subsidiary – Simran Wind Project Ltd.

KEY DEVELOPMENTS

- Bought back 3.38% stake held by IFC in Simran in 2015.

- During FY 2014-15, we sold 44.45 MW of wind power assets at an effective valuation of ₹ 215 crores. The wind assets were in Tamil Nadu and belonged to Simran.
- We sold another 33 MW of wind energy assets at an effective valuation of ₹ 1650 million in FY 2016-17.
- Transferred 12 MW of wind energy assets from Techno Electric to Simran Wind in March 2017.

ROAD AHEAD

We intend to divest the balance portfolio of 129.9 MW wind assets. This will serve to improve our strength for bidding in more PPP projects in transmission sector and help us focus on our core EPC vertical.


 BUSINESS SEGMENT
3

BOOT and BOOM Projects

With rich knowhow of the EPC space, we made inroads into the BOOT and BOOM segment to provide transmission network solutions. This has helped us create transmission assets in our books. Besides, we aimed to generate one-off EPC revenues during project commissioning, while delivering annuity income from project maintenance.

The business includes:

JHAJJAR KALPATARU, HARYANA

Jhajjar KT Transco is a joint venture between Techno (49%) and Kalpataru Power Transmission Limited (51%). The joint-venture

is a 400kV intra-state power transmission project in Haryana commissioned in 2012. It became the first transmission project to receive a viability gap funding support from the Government of India.

- Includes two substations of 400 kV of 100(*2) km long transmission link connecting 24 bays each at Rohtak and Sonapat.
- Comprises a double circuit quad moose line that extends from Jharli to Rohtak (35 kilometres) and extending to Sonapat (64 kilometres).

- Transmission network is designed to evacuate 2,400 MW.
- DBFOT arrangement spanning 25 years (extendable by 10 years). If the contract is not extended, the terminal value derived from this project will be 60 months of revenue (following 25 years of concession period).

PATRAN, PUNJAB

In 2013, we received a concession from PFC Consulting Limited to build a transmission network at Patran, Punjab. The ₹ 2 billion project under the BOOM transmission network is estimated to have a total revenue of ₹ 10 billion over the entire concession period of 35 years.

- 400 kV transmission system commissioned in June 2016
- Comprises LILO of both circuits
- 1,000 MVA evacuation capacity
- 400/220kV substation with 14 bays in Patran
- Patiala-Kaithal 400 kV double circuit triple snow bird line at Patran

NEW KOHIMA, NAGALAND

In 2017, we bagged a concession with Kalpataru Power Transmission Ltd (26 :74) for 35 years to build a transmission network at New Kohima in Nagaland under Transmission System for North

Eastern Region Strengthening Scheme (NRESS - VI). Project will have an Annual Levellised Tariff of ₹ 2 billion & will give us O&M revenue over the concession period.

OUR TRANSMISSION COMPETITIVENESS

- Higher strike rate in acquiring projects
- Active solutions orientation in the 400 kVA to 765 kVA substations range
- Extensive vendor ecosystem with timely project delivery, excellent negotiation ability and quality control
- Low gearing, high credit rating and low-cost debt
- Delivered most EPC and BOOT/BOOM projects on or before schedule

ROAD AHEAD

- Execute one or two project/s annually
- Generate increasing insourcing of EPC contracts
- Increase expertise and focus in establishing substations
- Augment project portfolio - four to five projects by 2020
- Enhance EPC orders from PPP projects - from 10% in 2015 to ~20% by 2020
- Increase competitiveness, translating it into project selectivity - high internal rate of return (IRR)
- Build efficient evacuation facilities for the nation



BEING RESPONSIBLE TOWARDS COMMUNITIES

At Techno Electric, we are committed towards creating a sustainable business organisation for a better future. We are determined to significantly influence communities around us by contributing towards protecting the environment and the society at large. The Oriental Charitable Foundation is our CSR arm, which undertakes projects in the spheres of education, healthcare and livelihood.

During FY 2016-17, we undertook the project of providing electricity in a government school called Braja Ballavpur Shikya Niketan in Patharpratima, South 24 Parganas. We installed an off-grid system of solar panels of 8 kWp powered with a battery storage technology. We also installed 120 energy efficient LED lights and more than 50 fans to reduce the load consumption. The project has the potential of generating more than 13 MWh of electricity annually, which can offset 10 tons of carbon dioxide. Our aim was to create a better future for 1,500 students by lighting up their lives. We supported the Robin Hood Army's Mission 500K to help eradicate hunger by feeding the underprivileged community on Independence Day - 15th August, 2016.

Our CSR foundation took the task of restoration and conservation of Dorm D-6 at the heritage campus of the Indian Institute of Management, Ahmedabad. The restoration project spans across FY 2016-17 and FY 2017-18 and funds have been appropriately provided for.

We also supported the BhaloPahar Society for culture, ecology and rural development which is located at the Bandwan block of Purulia District in West Bengal. Through the society, we have been able to organise interventions covering education, healthcare, community development and employment opportunities. During FY 2016-17, we recognised the opportunity for organic farming to produce spices, oils and flour. There is also a need to set up adequate vocational trainings for enhancing employment opportunities.

Following are some of the other interventions of the society:



EDUCATION AND EMPLOYMENT

Contribution towards the expansion of the local school which is expected to expand its capacity for its students. It also provided mid-day meals for all its students



HEALTHCARE

Provided healthcare support to an average of 500+ patients every month



COMMUNITY DEVELOPMENT AND ENVIRONMENTAL SUSTAINABILITY

- Supported destitute and socially abandoned women by providing them shelter and food. Also, the women find purpose in life by offering their services to the society
- Cultivation and transformation of barren land in BhaloPahar



OTHER NOTEWORTHY CONTRIBUTIONS MADE BY OUR FOUNDATION ARE:

- Contributed towards the HDFC Debt Fund programme for cancer
- Funded education and meals for children through Friends of Tribal Society
- Purchased eye machinery for the Lions Clubs International District and Howrah Lions Hospital
- Contributed towards the upkeep of the Central Chinmaya Mission
- Distributed food to the underprovided community at the Shri Radha Krishna Mandir and Gousala Trust



OUR ESTEEMED CLIENTS

ABB Limited

Alstom T&D Limited

Transmission Corporation of Andhra Pradesh Limited (APTRANSCO)

Transmission Corporation of Telangana Limited (TSTRANSCO)

Assam State Electricity Board

Bengal Energy Limited

Bharat Aluminium Company Limited

Bharat Heavy Electricals Limited

Bihar State Electricity Board

Bihar State Power Transmission Company Limited

North Bihar Power Distribution Company Limited

Calcutta Electricity Supply Corporation

Damodar Valley Corporation

Delhi Vidyut Board

Eastern Central Railway

Electrosteel Castings Limited

General Electric Technical Services, USA

Haldia Petrochemicals Limited

Himachal Pradesh State Electricity Board Limited

Haryana Vidyut Prasaran Nigam Limited

Hindalco Industries Limited

Indian Oil Corporation Limited

Indian Petrochemicals Limited

Madhya Pradesh Power Transmission Company Limited

Maharashtra State Electricity Board

National Aluminium Company Limited

National Hydroelectric Power Corporation Limited

National Thermal Power Corporation Limited

NTPC Tamilnadu Energy Company Limited

North Bihar Power Distribution Co Ltd

North Eastern Electric Power Corporation Limited

Orissa Power Generation Corporation

Power Grid Corporation of India Limited

Rajasthan Rajya Vidyut Prasaran Nigam Limited

Reliance Infrastructure Limited

TBEA Shenyang Transformer Group Company Limited

Tamil Nadu Electricity Board

Tata Chemicals Limited

Thermax Limited

Uganda Electricity Transmission Company Limited

Uttar Pradesh State Electricity Board

Vedanta Limited

West Bengal State Electricity Transmission Company Limited

Statutory Reports

Management Discussion and Analysis **30**

Directors' Report **44**

Report on Corporate Governance **76**

Business Responsibility Report **92**

A decorative graphic consisting of several white circles of varying sizes connected by thin white lines, resembling a stylized tree or a network diagram, set against a solid yellow background.

MANAGEMENT DISCUSSION AND ANALYSIS



INDIAN ECONOMY

The Indian economy grew at a GDP of 7.1% in FY 2016-17 amid a sluggish global economic landscape. Despite uncertainties in global capital markets, India was a preferred destination for foreign direct investments (FDIs). A decent monsoon, reduction in inflation rates and a 3.5% fiscal deficit helped India's economy grow. Moreover, the Government of India rolled out several bold reforms to balance the inflation, improve both current and fiscal deficits and enable the country reach its true potential. The consumer price index (CPI) inflation rate was the lowest at 3.8% since 2012, which was primarily due to a slowdown in food prices. Further, the Reserve Bank of India's (RBI's) tightly controlled Repo Rate that remained unchanged at 6.25% in the last monetary policy review in April 2017 too, helped to discipline the CPI inflation rate.

Major government reforms and schemes that influenced India's economy in FY 2016-17:

Demonetisation

The Government of India announced India's biggest economic reform in FY 2016-17 by demonetising high value currency notes. The decision was targeted against corruption, circulation of fake currency and black money. Moreover, it aimed to increase the inflow of financial savings into the banking system. Although retail trade was influenced in November and December post demonetisation, demand picked pace January onwards. Going forward, demonetisation is expected to have a positive impact on GDP growth with greater tax obedience, digitalisation and formal channeling of the savings system.

Goods and Services Tax (GST)

The Goods and Service Tax (GST) bill has been implemented w.e.f. 1st July, 2017. The reform is intended to streamline the current tax structure and achieve simplification and transparency in indirect taxes. It is expected to contribute significantly to the growth of GDP. However, making projections for GST revenue in its first year of implementation will be mere speculation.

Make in India

The manufacturing sector of any emerging economy is its core driver; and the Government has shown strong intent to make India a global manufacturing hub through the 'Make in India'

initiative. The campaign aims to build best-in-class manufacturing infrastructure by enabling investments, promoting innovation, encouraging skill development and strengthening intellectual property protection. Consequently, India is expected to become the fifth largest manufacturing country in the world by the end of CY2020.

Other government initiatives such as Digital India, Skill India, Start-up India, and Stand-up India are expected to lead the country to a higher GDP growth, greater digitalisation and strengthen its manufacturing sector.

India's GDP growth

Sector	2014-15	2015-16	(%) 2016-17*
Agriculture, forestry and fishing	1.1	1.1	4.1
Industry	5.9	6.1	5.2
Services	10.6	10.9	8.8
GDP at market prices	7.4	7.6	8%

Source: Economic survey, 2016

WORLD POWER SECTOR

After the Paris Agreement in November 2016, international communities are committed towards decreasing their carbon footprint and achieving a sustainable infrastructure. Besides, countries are focused on leveraging technology and diversifying their energy resources to cater to the rising energy needs. The growth of renewables in the electricity sector has been pronounced across the world.

However, access to electricity remains a major challenge for over 17% of the world's population. Going forward, the demand for energy will increase globally and it is imperative that a transition is made to a more sustainable, affordable, secure and inclusive energy system.



INDIAN POWER SECTOR

India's power sector is a diverse mix of conventional and non-conventional energy sources. Power generation resources range from non-renewable sources such as coal, lignite, natural gas, oil, hydro and nuclear power to renewable sources like wind, solar, agricultural and domestic waste. Over the years, India's demand for electricity has increased rapidly and is expected to rise further as India's population is likely to surpass China by 2019. India's power sector is gradually undergoing a significant change that has redefined the industry outlook. Sustained economic growth continues to drive electricity demand in India. The Government of India's ambitious plans for providing energy for all under its campaign 'Power for all' by 2019 has accelerated capacity expansion in the country. Simultaneously, there is an increased competition at both the market and supply sides (fuel, logistics, finances, and manpower).

Total Installed Capacity as on 31.03.2017

Sector	MW*	% of Total
State Sector	103,967	32.53
Central Sector	80,257	25.11
Private Sector	135,382	42.36
Total	3,19,606	

Source: Government of India, Ministry of Power
(*MW - Megawatts)

GENERATION

The total power generated in FY 2016-17 was 1,160.14 billion units (BU) against a target of 1,178 BU at a growth of 4.7% vis-à-vis 5.64% of FY 2015-16. The annual growth rate in conventional energy generation is 18% and 27% in renewable energy. The Government added 8.5 GW of conventional generation capacity during the 9M FY17 period, thereby adding a total of 93.5 GW of power generation capacity.

Generation and growth in conventional power generation in India during 2009-10 to 2016-17

Year	Energy Generation from Conventional Sources (BU*)	Growth (%)
2009-10	777.551	6.6
2010-11	811.143	5.56
2011-12	876.887	8.11
2012-13	912.056	4.01
2013-14	967.150	6.04
2014-15	1,048.67	8.43
2015-16	1,107.82	5.64
2016-17	1,160.14	4.72

Source: Government of India, Ministry of Power, *BU-Billion Units

Installed Capacity

As of 30th April 2017, the total thermal installed capacity was 220 GW, while hydro installed capacity stood at 44.59 GW. The nuclear energy capacity marginally rose to 6.78 GW compared to 5.78 GW. Other renewable energy sources including small hydro power projects, biomass gasifier, biomass power, urban and industrial waste power and wind energy stood at 57.26 GW. India's solar power

capacity grew at a phenomenal rate to 12.29 GW. The Government plans to double the solar park capacity to 40 GW in the next three years; and it is expected to increase the business opportunity worth up to ₹ 20,000 crores for power transmission companies. Going forward, adding new 50 ultra-mega solar parks across 21 states will significantly widen India's green energy corridor.

Total installed capacity (sector wise)

Sector	Megawatts	% of Total
State sector	1,04,303	31.58
Central sector	81,167	24.58
Private sector	1,44,790	43.84
Total	3,30,261	

Source: Government of India, Ministry of Power

Total installed capacity (region wise)

Sector	Megawatts
Thermal	2,21,626
Nuclear	6,780
Hydro	44,594
RES* ^	57,260
Total	3,30,261

*Installed capacity in respect of RES (MNRE) as on 31.03.2017

^RES - (Renewable energy sources) include Small Hydro Project, Biomass Gasifier, Biomass Power, Urban & Industrial Waste Power, Solar and Wind Energy.

Source: Government of India, Ministry of Power

Demand-Supply Scenario

The peak deficit for India's power sector remarkably reduced to 0.7% in FY 2016-17 from 2.1% of FY 2015-16. This was primarily due to rising coal stock availability at major power stations and an increase in the installed power capacity. There was significant contribution from renewable energy sources to enhance power generation capacity in India. The peak power requirement stood at 159 GW, of which 157 GW was supplied.

A sustained economic growth continues to be a key driver for electricity demand in the country. The Ministry of Power has set a target of 1,229.4 billion units (BU) of electricity to be generated in the financial year 2017-18, which is 69 BU higher than the target for 2016-17.

0.7%

Was the peak deficit for India's power sector in FY 2016-17



Power supply position of India from 2009-10 to 2016-17

Sector	Energy				Peak			
	Requirement	Availability	Surplus (+)/ Deficits (-)		Peak Demand	Peak Met	Surplus (+)/ Deficits (-)	
Year	(*MU)	(MU)	(MU)	(%)	(*MW)	(MW)	(MW)	(%)
2009-10	8,30,594	7,46,644	(83,950)	(10.1)	1,19,166	1,04,009	(15,157)	(12.7)
2010-11	8,61,591	7,88,355	(73,236)	(8.5)	1,22,287	1,10,256	(12,031)	(9.8)
2011-12	9,37,199	8,57,886	(79,313)	(8.5)	1,30,006	1,16,191	(13,815)	(10.6)
2012-13	9,95,557	9,08,652	(86,905)	(8.7)	1,35,453	1,23,294	(12,159)	(9.0)
2013-14	10,02,257	9,59,829	(42,428)	(4.2)	1,35,918	1,29,815	(6,103)	(4.5)
2014-15	10,68,923	10,30,785	(38,138)	(3.6)	1,48,166	1,41,160	(7,006)	(4.7)
2015-16	11,14,408	10,90,850	(23,558)	(2.1)	1,53,366	1,48,463	(4,903)	(3.2)
2016-17	11,42,929	11,35,334	(7,595)	(0.7)	1,59,542	1,56,934	(2,608)	(1.6)

Source: Central Electricity Authority (CEA) *MU - Million units, **MW- Megawatts

The Government has targeted a capacity addition of around 100 GW under its 13th Five-Year Plan (2017-22) as power consumption is estimated to increase from 1,174.07 Terawatt-hour (TWh) in 2015 to 1,894.7 Terawatt-hour (TWh) in 2022. Key drivers for the increase in demand are:

- Expanding industrial activity and increase in per-capita usage
- Growing population, and increasing penetration of electricity
- Rising Foreign Direct Investment (FDI) inflows in the power sector with 100% FDI allowed - total FDI inflows in the sector reached USD11.58 billion during April 2000

to March 2017, accounting for 3% of total FDI inflows in India

- Sanctioning seven new transmission systems that include strengthening of national grid
- Escalating investments across the value chain and ambitious projects
- Multiplying growth avenues owing to diversification into renewable sources
- Implementing schemes like Deen Dayal Upadhyay Gram Jyoti Yojana (DDUGJY) and Integrated Power Development Scheme (IPDS) for rural and urban areas

(Source: Central Electricity Authority, Department of Industrial Policy and Promotion, TechSci Research)

The Government has targeted a capacity addition of around 100 GW under its 13th Five-Year Plan (2017-22) as power consumption is estimated to increase from 1,174.07 Terawatt-hour (TWh) in 2015 to 1,894.7 Terawatt-hour (TWh) in 2022

Challenges of the power sector

Fuel security: Thermal capacity addition is deeply affected by issues around availability of fuel. Coal supplies by Coal India Limited (CIL) are restricted to around 65% of actual coal requirement for coal-based thermal plants. This leads to an increased dependence on imported coal and results in high power generation costs.


State DISCOMS: Politically driven tariff schemes, operational efficiencies, and Aggregate Technical and Commercial (AT&C) losses have adversely impacted the financial health of State DISCOMS as they suffer from very high debts.

Under-procured power: Increase in power generation costs due to limited fuel availability, poor financial health of state DISCOMS, and high AT&C losses have contributed in suppressed demand projections by state DISCOMS.

Financial environment: Lending rates increase significantly from the time of project appraisal resulting in higher costs for running projects and higher tariffs.

Absence of robust policy: Policies governing the fuel cost pass-through bidding guidelines; and mega power policy are not in sync with the National Electricity Policy.

Increase in power generation costs due to limited fuel availability, poor financial health of state DISCOMS, and high AT&C losses have contributed in suppressed demand projections by state DISCOMS.



Porter's five forces analysis of India's power sector

Competitive rivalry	Threats of new entrants	Substitute products	Bargaining power of suppliers	Bargaining power of customers
<ul style="list-style-type: none"> • Oligopoly structure prevents intense rivalry 	<ul style="list-style-type: none"> • Capital intensive industry makes it difficult for new players to enter 	<ul style="list-style-type: none"> • No substitutes 	<ul style="list-style-type: none"> • Bargaining power of suppliers is high as presence of bigger players block the new entrants 	<ul style="list-style-type: none"> • Medium - for retail consumers, government sometimes interferes to regulate prices. However, prices are not regulated for industrial customers
<ul style="list-style-type: none"> • In India, the projected demand is already above the supply levels 	<ul style="list-style-type: none"> • Regulatory approvals and land remain a major problem 	-	-	-
<ul style="list-style-type: none"> • Competitive rivalry is likely to increase due to government encouraging private players to enter the sector 	-	-	-	-

(Source: IBEF)

Government strategies encouraging the power sector

- Developing captive coal fields by companies to reduce price volatility and ensure uninterrupted supply of fuel to control power generation cost
- Reducing cost of transport fuel by establishing power companies near the energy source
- Securing adequate fuel supplies by targeting domestic and overseas resources
- Enabling swapping of coal supplies by power utilities with the nearest sources, to save miscellaneous costs and decongest the rail network
- Utilising multiple generation technologies by companies for their projects
- Piloting smart grid mission with 14 DIS-COMS
- Incorporating smart metering for high-end users of electricity
- Generating additional revenues through sale of carbon credits by employing super-critical technology

Government initiatives

Spinning reserve

To meet the peak load shortages and grid stability, spinning reserves have been created. A spinning reserve is a generation capacity that is on-line but unloaded and that can respond within 10 minutes to compensate for generation or transmission outages. 'Frequency-responsive' spinning reserve responds within 10 seconds to maintain system frequency. Spinning reserves are the first to be used when a shortfall occurs.

Energy conservation campaign

The Government has been encouraging replacement of nationwide street lights with LED lights to promote energy conservation. Within one year, one crore bulbs in Delhi have been replaced. As per research estimates, saving 10% energy will help India light up 11 crore lives.

National Mission on Enhanced Energy Efficiency (NMEEE)

The National Mission for Enhanced Energy Efficiency (NMEEE) was launched in August 2014 with an investment of USD 128 million. It aims to strengthen the market for energy efficiency by creating conducive regulatory and policy regime. NMEEE seeks to upscale the efforts to unlock the market for energy efficiency, which is estimated to be around ₹ 74,000 crores. And help fuel savings of around 23 million tonnes per year and reductions in greenhouse gas (GHG) emissions of 98.55 million tonnes per year at its full implementation stage.



Project UDAY

The Ujwal DISCOM Assurance Yojana (UDAY) was implemented to enable electrification of all villages by reducing losses through programmes that involve public participation. Under the scheme, the state governments would take over 75% of the debt of their respective state DISCOMS and pay the lenders by selling bonds. The remaining 25% of the debt would be paid by bonds issued to the DISCOMS. The UDAY scheme is in line with the Government's vision of providing affordable and unrestricted power for all across India; and 27 states have signed up for it

National tariff policy (2016)

The Government of India amended the National Tariff Policy for Electricity in January 2016; and aims to achieve the objectives of UDAY scheme. The policy focuses on renewable energy and has proposed to increase solar Renewable Purchase Obligation (RPO) to 8% by 2022.

Ultra Mega Power Projects (UMPP)

The Government plans to increase the generation capacity and the development of UMPP projects will significantly contribute towards meeting the requirement of power across states. These are large projects of 4,000 MW each involving an estimated investment of about ₹ 25,000 crores. The projects will substantially reduce power shortages in the country. The Central Government has accordingly taken the initiative for facilitating the development of a few Ultra Mega Power Projects of about 4,000 MW capacity each. These projects will remain under tariff-based competitive bidding route using super critical technology on build, own and operate basis.

The projects are aimed to address the energy needs of a number of states; and distribution companies located in these states are being developed on the basis of develop, build, finance and operate and transfer (DBFOT) formats. In the last two fiscal years, the Government of In-

dia re-introduced generation-based incentives for wind power projects to motivate capacity addition in the sector. Moreover, it introduced a deduction of 2% excise duty on the import of capital goods. A total of USD 147.3 million has been allocated to Ministry of New and Renewable Energy (MNRE). To reduce the dependency of imported coal, a public private partnership (PPP) policy framework would be devised with Coal India to increase coal production.

(Source: Government of India, Ministry of Power)

The Government plans to increase the generation capacity and the development of UMPP projects will significantly contribute towards meeting the requirement of power across states. These are large projects of 4,000 MW each involving an estimated investment of about ₹ 25,000 crores.



TRANSMISSION

The natural resources for electricity generation in India are unevenly distributed and concentrated in a few pockets. Hydro resources are mostly located in the Himalayan foothills of North Eastern Region (NER). Coal reserves are concentrated in Jharkhand, Odisha, West Bengal, Chhattisgarh, parts of Madhya Pradesh, whereas lignite is located in Tamil Nadu and Gujarat. Moreover, many power stations have been installed in various parts of country using gas and renewable energy sources like solar, wind, biogas, and so on.

Powergrid Corporation of India Limited (POWERGRID), a central transmission utilities (CTU), is responsible for planning inter-state transmission system (ISTS). Similarly, there are State Transmission Utilities (STU) (namely State Transco/ SEBs) engaged with development of Intra State Transmission System.

An extensive network of transmission lines has been developed over the years for evacuating power produced by different electricity generating stations and distributing the same to consumers. Depending upon the quantum of power and the distance involved, lines of appropriate voltages are laid. The nominal Extra High Voltage lines in use are ± 800 kV HVDC and 765kV, 400 kV, 230/220 kV, 110 kV and 66kV AC lines. These have been installed by all State Electricity Boards (SEBs), and by generation, transmission and distribution utilities including those in under the Centre's control.

4,027 ckm

Of transmission lines have been commissioned between April and May 2017

Between April and May 2017, 4,027 circuit kilometers (ckm) of transmission lines have been commissioned, which includes 17.4% of the annual target of 23,086 ckm fixed for 2017-18. Similarly, 9,170 MVA of transformation capacity of substations have been added that constitute 17% of the annual target of 53,978 MVA fixed for 2017-18.

(Source: Government of India, Ministry of Power)

DISTRIBUTION

The financial health of the power sector is dependent on the scale of its distribution; thus, making it the most important link the value chain of the power sector. The responsibility of distribution and supply of power lies with the states. Unlike generation and transmission, distribution of power is a daunting task as consumers are varied, numerous and disparate. The Government of India has introduced several schemes for assisting states improving the distribution sector. They are:

Integrated Power Development Scheme (IPDS)

The scheme was approved on 20th September 2014, with a total outlay of ₹ 32,612 crores, which includes a budgetary support of ₹ 25,354 crores by the Government. The objectives of scheme are:

- Strengthening of sub-transmission and distribution networks in urban areas
- Metering of distribution transformers / feeders / consumers in urban region
- Incorporating IT to enhance distribution sector and strengthen distribution network

The component of IT enablement programme of the distribution sector and network approved in June 2013 in the form of Restructured Accelerated Power Development and Reforms Programme (RAPDRP) for 12th and 13th Five-



Year Plans got subsumed in this scheme. And the programme has an approved outlay of ₹ 44,011 crores including a budgetary support of ₹ 22,727 crores carried over to the new scheme of Integrated Power Development Scheme (IPDS).

Deendayal Upadhyaya Gram Jyoti Yojana (DDUGJY)

This scheme aims at rural electrification. The other primary objectives of the scheme include:

- Separation of agriculture and non-agriculture feeders
- Strengthening of sub-transmission and distribution networks in rural areas
- Metering distribution transformers / feeders / consumers in the rural region

The scheme has an approved cost of ₹ 39,275 crores including a budgetary support of ₹ 35,447 crores carried over to the new scheme of DDUGJY.

National Electricity Fund (NEF)

The Government of India set up a National Electricity Fund (Interest Subsidy Scheme) in March 2012 to promote investment in the distribution sector; and provide interest subsidy on loans disbursed to distribution companies (DISCOMS) in both public and private sector. The scheme is focused to improve the distribution network for areas not covered by Rajiv Gandhi Grameen Vidyutikaran Yojana (RGGVY) and Restructured Accelerated Power Development and Reforms Programme (R-APDRP) project areas. The

The Government of India set up a National Electricity Fund (Interest Subsidy Scheme) in March 2012 to promote investment in the distribution sector; and provide interest subsidy on loans disbursed to distribution companies (DISCOMS) in both public and private sector.

pre-conditions for eligibility are connected to reform measures of state governments, while the amount of interest subsidy is linked to the progress achieved in reforms-linked parameters.

RENEWABLE ENERGY

Renewable energy is steadily emerging as a major source of power in India. Wind power is India's largest source of renewable energy and accounts for approximately 64.77% of the total renewable power installed capacity. Biomass is considered as the second largest source of renewable energy and contributes to 12% of total installed capacity. Moving forward, the Government plans to double wind power generation capacity to 20 GW by 2022 and increase solar power generation capacity target to 100 GW by 2022. The Ministry of New and Renewable Energy (MNRE) plans to launch an integrated bio-energy mission with an investment of ₹ 10,000 crores (USD 1.5 billion) between FY 2017-18 to FY 2021-22. This will be aimed at enhancing the use of bio-fuels like ethanol and biogas on one hand, and reduce consumption of fossil fuels, on the other. The MNRE plans to generate over 310 gigawatts of green energy and will collaborate with the Development Bank to fund the ₹ 300 crores (USD 45 million) solar project in Maharashtra and Kerala.

GOVERNMENT INITIATIVES

- Introduction of a fixed-cost component to the tariff for electricity generated from renewable energy sources like solar or wind
- Rationalise various categories of electricity consumers across states. This move is expected to bring transparency and efficiency in billing, improve tariff collection and improve the health of distribution companies in the country
- Launch of the new app and web portal, Tarang - Transmission App for Real Time Monitoring and Growth - for electronic bidding for transmission projects
- Install as many as 10,000 solar, wind and biomass power projects in next five years, with an average capacity of 50 kilowatts per project, thereby adding 500 megawatts to the total installed capacity
- Provide 24*7 affordable electricity to every home in India by 2020
- Launch of the app – GARV-II in March 2017 to provide real time data related to rural electrification regarding all un-electrified villages in India
- Shift towards renewable energy resources due to a fall in the prices of solar power caused by international companies interested in building capacities

(Source: IBEF.org – June'17)

ABOUT TECHNO ELECTRIC & ENGINEERING CO. LTD.

Established in 1963, Techno Electric & Engineering Company (Techno) is one of the leading players in the country's power-infrastructure space. It is engaged in three types of business – EPC, Asset Ownership, and Operations and Maintenance. Techno provides its expertise to all three industry segments - generation, transmission and distribution. Over the years, it has grown its business to include Green Power, and Build Own Operate and Transfer (BOOT) and Build Own Operate and Maintain (BOOM) project segments as well.

Techno provides complete solutions for captive power plants, balance of plant (BOP) for thermal and hydro power projects. The Company extended into the captive waste heat recovery segment in 2006 through the delivery of integrated turnkey solutions. Techno's capabilities comprise basic engineering, design, detailed engineering, civil-cum-structural works, commissioning and stabilisation. Over

the decades, the Company has established a formidable record in the execution of up to 100 MW captive projects in record time.

Techno has demonstrated its excellence in the transmission and distribution segment. Within the EHV substation segment, Techno services comprise the EPC delivery of air-insulated and gas insulated substations (GIS).

The Company entered into the distribution and rural electrification sector in 2004. Over time, it has executed large rural and urban distribution packages across three districts in Assam and six districts in Bihar and Maharashtra. Techno has provided distribution services under the Accelerated Power Development and Reform Programme (APDRP) scheme and executed rural electrification projects under the Rajiv Gandhi Grameen Vidyutikaran Yojana (RGGVY).



STRENGTHS

1

Competence: The Company has proven track record of combining light construction and heavy engineering capabilities related to the power sector. Turnkey solutions provider, independent transmission asset owner and wind power producer.

2

Execution: Techno has a reputation of on-time completion of projects, thereby setting new benchmarks in project delivery. It has executed more than 340 projects since inception.

3

Experience: More than three decades of experience in handling complex engineering, procurement and construction services.

4

Intellectual capital: Techno family consists of an engineering team with diverse capabilities (design, construction, project management, procurement and quality assurance).

5

Vendor management: The Company has been building and leveraging relationships with over 1,500 vendors facilitating timely completion of projects

FINANCIAL PERFORMANCE

During the year, Techno Electric’s consolidated gross revenue stood at ₹ 1,356.72 crores as compared to ₹ 1,097.20 crores in 2015-16. The Company’s consolidated net profit stood at ₹ 192.96 crores in 2016-17 vis-à-vis ₹ 119.69 crores in 2015-16.

RISK MANAGEMENT

Techno’s risk management policy has ensured a sustainable business growth with a nimble approach in identifying, evaluating, and resolving risks associated with the business. The policy

helps in informed decision making, monitoring the associated business risks and protects the organisation. Moreover, it ensures compliance with appropriate regulations, wherever applicable, through the adoption of best practices.

340+

Projects completed on time by Techno

Industry risk : Slowdown in the industry could impact the Company’s business sustainability

Mitigation: The Power Ministry has set a target of installing 93,000 MW capacity in the 13th Five Year Plan (2017-2022). The International Energy Agency estimates USD 6.1 trillion of investments in T&D sectors during 2005-30. Moreover, the Government has allowed 100% FDI (Foreign Direct Investment) so as to expand the country’s installed capacity

Liquidity risk: Any delay in receivables could affect the Company’s viability

Mitigation: Techno Electric transacts with financially robust clients with comfortable liquidity. Majority of the Company’s clients comprise reputed Indian companies. It works with clients, who have projects that have achieved financial closure. Additionally, Techno selects customers that have been favourably appraised by rating agencies. Besides, Techno Electric has been consistently cash positive, and prudently employs working capital

Segment risk: Presence in a single business segment may hamper the growth of the Company

Mitigation: The Company widened its presence – EPC contracting services and development, operations and maintenance of transmission network to de-risk itself from an excessive dependence on one business segment

Timebound completion risk: Any delay in the completion of project could affect the Company’s profitability

Mitigation: The Company has completed more than 340 projects well within their timelines According to its track record and experience in execution and completion of projects undertaken, the Company expects to deliver its future projects on time

Working capital risk: Working capital requirement may increase in an event of delayed payments by clients

Mitigation: Techno chooses to pick orders backed by multilateral funding, thus securing itself to a great extent.

Price-based competition risk:

Inability to remain cost-competitive could mean the Company losing out on contracts to its sectoral peers

Mitigation: Techno's competitive bidding strategy ensures that it is preferred by its clients above its competition

HUMAN RESOURCE DEVELOPMENT AND INDUSTRIAL RELATIONS

Techno Electric has invested in its human capital by a consistently recruiting, training and retaining talent. The Company had an employee base of 500 as on 31st March, 2017. It has a bottom to top approach to train and retain its people, thereby minimising the attrition rate. Techno's manpower is a talented mix of experienced engineers and technicians with a vast knowledge about the industry which reflects in the success of the organisation.

During FY 2016-17, the Company organised various training sessions, workshop, seminar for knowledge upgradation of employees.

INTERNAL CONTROL SYSTEMS

Techno Electric has an adequate internal control system, commensurate with the size and nature of business, with regard to purchases of inventory and fixed assets and for sale of goods and services. The system is being upgraded continuously in order to meet and adapt to statutory requirements and changing business conditions.

CAUTIONARY STATEMENT

Statements in the management discussion and analysis describing the Company's objectives, projections, estimates, expectations may be forward-looking statements within the meaning of applicable laws and regulations. Actual results could differ materially from those expressed or implied. Factors that could make a difference to the Company's operations, inter alia, include the economic conditions, government policies and their related/incidental factors.

DIRECTORS' REPORT

To,
The members of
Techno Electric & Engineering Company Limited

Your Directors take pleasure in presenting the 12th Annual Report, along with the audited accounts of the Company, for the year ended 31st March, 2017.

FINANCIAL PERFORMANCE

Your Company has registered comparatively a better financial performance for the year ended 31st March, 2017. Brief financial details of its EPC business and Power Generation business are provided below:

Particulars	₹ In Lakhs	
	Year ended 31st March, 2017	Year ended 31st March, 2016
Profit before finance cost and depreciation	24385.26	18663.82
Less : Finance Cost	1594.26	2081.09
Depreciation	1305.26	1359.23
Profit before tax	21485.74	15223.50
Provision for taxation	6939.07	4509.53
Profit after taxation	14546.67	10713.97
Other Comprehensive Income	22.30	(37.23)
Balance brought forward from previous year	170.82	1078.06
	14739.79	11754.80
Appropriations		
Interim dividend paid during the year	-	1712.74
Proposed final dividend paid during the year	1141.82	867.05
Provision for tax on proposed dividend	-	4.19
Transfer to Debenture Redemption Reserve	-	1000.00
Transfer to general reserve	10000.00	8000.00
Surplus carried to balance sheet and OCI	3597.97	170.82
	14739.79	11754.80

DIVIDEND

Your Directors have not recommended any dividend for the financial year ended 31st March, 2017.

RESERVES

Your Directors have proposed to transfer ₹10,000 lakhs to General Reserve for the year under review.

OPERATIONAL PERFORMANCE

EPC Business:

Your Company has registered better performance during the year under review and achieved turnover of ₹120494.29 Lakhs and profit after tax at ₹14546.67 lakhs from EPC Business. During the year, the Company had successfully participated in bidding process of many projects on its own and partnership with others. The Order Book position was remarkably increased during the year. Once again, timely completion of quality projects have contributed towards the goodwill and performance of the Company and earned it the trust of customers. Since the power sector in the Country is in the growth path, the Company's future growth is also visible and sustainable.

During the year 2016-17 the following projects were completed successfully:

1. Turnkey contract for substation package for - i) Extension of 765 kV Angul sub-station, 765 kV Jharsuguda sub-station and 765 kV Dharamjaigarh sub-station under transmission system associated with East Coast and NCC power projects in Srikakulam area, Andhra Pradesh – Part-B (Under Project ID 159), ii) Construction of 400 kV Srikakulam (New) sub-station and extension of 765 kV Angul sub-station under transmission system associated with East Coast and NCC power projects in Srikakulam area, Andhra Pradesh – Part-C (under Project ID 160), iii) Extension of 400 kV Srikakulam pooling station under consultancy to East Coast Energy Pvt. Ltd. (Under project ID 353), iv) Extension of 400/220 kV (AIS) Melakottaiyur sub-station under SRSS-XVIII (under Project ID278), v) Extension of Kota sub-station under RAPP 7&8, Part A (under Project ID 295) for PGCIL.
2. Turnkey contract for supply, erection, testing, commissioning works of 400/220/132 kV sub-station at Jammalamadugu (Kondapuram) with 2x400 kV bay extensions at Narnoor (Kurnool) from APTRANSCO.
3. Turnkey contract for construction of 400/220/66 kV Switchyard at 2x660 MW Kudgi TPS in Bijapur district of Karnataka from NTPC.
4. Contract for supply, inland transportation, insurance, installation, testing, commissioning of switchyard package for Meja TPP (2x660 MW) of Meja Urga Nigam Pvt. Ltd.
5. Turnkey execution of 400/132 kV switchyard for Kameng Hydroelectric Project (Package-VI), Arunachal Pradesh for NEEPCO Ltd., Shillong.
6. Turnkey contract for supply, erection, testing and commissioning of 400/220 kV sub-station at Asupaka and extension of 400 kV & 220 kV power supply to Indira Sagar Rudramkota Lift Irrigation Project at Asupaka, Khammam District for Transmission Corporation of Andhra Pradesh Ltd.
7. Turnkey contract for construction of (2x160+2x50) MVA, 220/132/33 kV Grid sub-station Samastipur (new) with 2 nos. 132 kV bays extension at remote end with SAS under BRGF Phase-III of Bihar State Power Transmission Co. Ltd.
8. Design, manufacture, testing at manufacture's works and delivery of equipments required for work of construction of (2x160+3x50) MVA, 220/132/33 kV Grid sub-station, Musahari (Muzaffarpur) complete with (SAS) under Special Plan/BRGF, Phase-III against NIT No. -477/PR/BSPTCL/2013 on turnkey basis on firm prices.

9. Turnkey contract for portion of work of sub-station package S1 for extension of 765/400 kV Raigarh (Tamnar) sub-station under transmission system associated with Bus Reactor & ICT in WRTS.
10. Turnkey construction of (2x160+2x50) MVA, 220/132/33 kV Grid sub-station, Kishanganj (New), 2 Nos. 220 kV line bay extension at existing 220/132/33 kV Madhepura GSS, 4 Nos. 220 kV line bay extension at 220/132/33 kV Supaul (New) GSS and 2 Nos. 132 kV line bay extension at existing 132/33 kV GSS at Kishanganj & Forbisganj on turnkey basis with (SAS) under Special Plan (BRGF) Phase-III -Part-II.
11. Supply relating to Balance of Plant (BOP) and construction package for Coal Fired Thermic Fluid Heaters (CHH) Project for Mitsubishi Chemicals Corporation PTA India Corp. (P) Ltd. at Haldia, West Bengal.
4. Turnkey contract for substation package SS01 for 765/400kV Chittorgarh (New) substation and extension of 400kV Chittorgarh (RVPN) substation associated with Green Energy Corridors-ISTS-Part-A in North Region.
5. Turnkey execution of distribution package for Village electrification works in Gopalganj district of Bihar on turnkey basis under 12th Plan of Rajiv Gandhi Grameen Vidyutikaran Yojana.
6. Construction of 400 kV / 220 kV GSS at Ramgarh (Jaisalmer) and Augmentation work at existing 400 / 220 kV GSS Akal (Jaisalmer) on turnkey basis (ADB funded).
7. Turnkey construction of 400/220 kV Mathura new sub-station (including Transformer and Reactor) (for Element-I) associated with transmission system for evacuation of Power from Lalitpur TPP, UPPTCL under consultancy services to PGCIL.

The following projects are on-going and are in advance stage of completion and are expected to be completed as per schedule:

1. Turnkey contract for installation of Green Energy Corridors-ISTS-Part-A in SR i) 400/220 kV Tirunelveli GIS sub-station along with 2 x 125 MVAR, 400 kV Bus Reactor & 2 x 500 MVA, 400/220 kV 3 Phase Auto Transformer ii) extension of 400 kV Tuticorin pooling station.
2. Construction of 4 Nos. 400kV feeder bays for terminating 400kV PGCIL lines at existing IEC:61850 compliant 400kV GSS Chittorgarh including supply, erection, testing & commissioning of equipments / material and associated civil works of RRVNPL.
3. Turnkey contract for sub-station package SS02 for 765/400 kV Ajmer (New) sub-station and extension of 400 kV Ajmer (RVPN) sub-station associated with Green Energy Corridors-ISTS-Part-A in North Region.
8. Turnkey contract for sub-station Package S2: 1) Under installation of Bus Reactor and ICT in WR a) 400/220 kV Damoh sub-station extn. including 500 MVA, 400/220 kV ICT, b) 2 x 63 MVAR, 400 kV Switchable Line Reactors at Rajgarh sub-station for Rajgarh-Sardar Sarovar 400 kV D/C line. 2) Under Solapur STPP Part-A, a) 400 kV Solapur sub-station extn. 3) Under RAPP 7 & 8 a) extension of 400 kV Sujalpur sub-station with 2x50 MVAR Line Reactors.
9. On-Shore Supply, Service and Off-Shore contract for substation package for STATCOM Installations at 400kV Solarpur, 400kV Satna & 400kV Aurangabad in Western Region.
10. Contract for Ex-works (India) & CIF (Indian Port-of-Entry) supply and providing all services of Switchyard Package for Tanda Thermal Power Project, Stage-II (2x660 MW) of NTPC Ltd.

11. Contract for Supply and Service of Substation Package-SS01 for (a) Extension of 400kV Bachau S/s under Transmission system strengthening associated with Mundra UMPP (Part-A) & (b) Extension of 400kV & Construction of 220kV (New) Indore Substation [including 2x500 MVA, 400/220/33kV auto transformer] and (c) Extension of 400kV & 220kV Itarsi Substation [including 1x500 MVA, 400/220/33kV auto transformer] under WRSS-XIV of PGCIL.
 12. Contract for Supply and Service of Substation Package-SS02 for (i) 765kV Vindhyachal Pooling Station Extension & 765kV Jabalpur Pooling Station extension under Vindhyachal-V Project; (ii) 765kV Jabalpur Pooling Station extension under Part-A of TS for Gadarwara STPS of NTPC & (iii) 765kV Solarpur Substation Extension & 400kV Parli (PG) Switching station extension under WRSS-XV of PGCIL.
 13. On-Shore Supply, Service and Off-Shore contract for GIS Substation package ASM-SS04 under NER Power System Improvement Project – World Bank Funded: Intra-State-Assam of PGCIL.
 14. Contract for Supply and Service of Substation Package-SS02 (AIS) for (i) Extension of 400kV Tuticorin substation under connectivity with Kundankulam 3 & 4 (2x1000 MW) with Inter-state Transmission System (ii) Extension of 400/220kV NP Kunta Substation (with 4 nos. of 220kV line bays) under Transmission system for Ultra Mega Solar Park in Anantpur Distt, AP-Part-B and (iii) Extension of 400/220kV NP Kunta Substation including supply of 1x500MVA, 400/220kV Autotransformer under Transmission system for Ultra Mega Solar Park in Anantpur Distt, AP-Part-C.
- During the year, the Company was successful in bagging many prestigious orders, the major amongst them are:**
1. Substation Package SS01 for construction of 765/400 KV Bikaner (New) Sub-station (including supply of 765 KV Circuit Breaker and 400 KV Bus Reactor) and Extensions of 765 KV Ajmer Moga Sub-station associated with Green Energy Corridor ISTS-Part-D.
 2. GIS Sub-station Package MEG-SS-02 for Meghalaya associated with NER Power System Improvement Project. i) 220/132/33kV New Shillong (New) GIS, ii) 220/132kV Mawngap GIS (Upgrade), iii) 220kV Byrnihat AIS (Extn)].
 3. GIS Sub-station Package-SS01 for Extension of 765kV (i) 765 kv 400kV GIS s/s at Jharsuguda S/s.(ii) 765 kv outdoor GIS (bus-section) at Jharsuguda S/S (iii) Extn. of 400kv Jharsuguda GIS S/S under POWERGRID works associated TBCB Line under Common Transmission System for Phase-II Generation Projects in Odisha.
 4. Contract for execution of 2 Nos. 765 kV bay at 765kV D/C Darlipalli - Jharsugda line (NTPC Ckt.-1&2) at 765/400kV Jharsugda (Sundergarh) Pooling Station under Transmission System associated with Darlipalli TPS.
 5. Substation package for STATCOM installations at: i) 400 kV Lucknow and 400 kV Nalagarh substations under installation of STATCOMs in northern region; and ii) 400 kV Gwalior substation under installation of STATCOMs in Western Region.
 6. Contract for Supply & Services for Construction of IEC:61850 complaint 400 kV Grid Substation at Jodhpur (New), Kankani of RRVPNL
 7. Substation Package – SS02 for i) 765 kv Champa Pooling station, ii) Extension of 765/400 kV Dharmjaygarh Substation (including 1 no. 125 MVAR, 420 kV Bus Reactor), iii) 765/400 kV Raigarh (Kotra) Pooling Station (including 1 no. 125 MVAR, 420 kV Bus Reactor) under WRSS-18, iv) Extension of 765 Kv Indore station : v) 400 kV Rajgarh Substation (including 1 no. 63 MVAR, 420 kV Reactor) under Khargaon

TPS & vi) Procurement of 1 No. 50 MVAR, 420 kV Spare Reactor along with associated NGR & SA at ITARSI substation.

8. Contract for Rural Electrification work of Dhanbad Package comprising of Dhanbad, Bokaro & Ramgarh District in Jharkhand State under Deendayal Upadhyay Gram Jyoti Yojna (DDUJY) of Jharkhand Bijli Vitran Nigam Ltd.

Energy Sale Business:

During the year, the Company sold 76.65 million units of energy (power) up to 31st December, 2016, earning revenue of ₹2540.02 lakhs.

The Company has sold 22 WTGs having capacity of 33MW and transferred 8 WTGs having capacity of 12MW to its wholly owned subsidiary Simran Wind Project Ltd. with effect from 1st January, 2017.

Therefore, the Company has no wind energy business at the end of the financial year under review.

MATERIAL CHANGES AND COMMITMENTS

No material changes have occurred subsequent to the close of the financial year of the Company to which the Balance Sheet relates and the date of this report that have any effect on the financial position of the Company.

SIGNIFICANT AND MATERIAL ORDERS BY REGULATORS

No significant and material orders have been passed by any regulators or courts or tribunals impacting the going concern status and company's operations in future.

INTERNAL FINANCIAL CONTROL

The Company has adequate internal financial controls in place to manage its affairs. Proper policies and procedures are adopted by the company 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 and the same is reviewed at regular intervals depending upon the situation of the business of the Company.

SUBSIDIARIES & ASSOCIATES

Material Subsidiary:

Your Company has one material non-listed wholly-owned subsidiary namely Simran Wind Project Limited (SWPL). SWPL is engaged in the business of green power generation with a capacity of 129.90 MW spreading across Tamilnadu and Karnataka (including 12 MW acquired from the holding company during the year). During the year, it has generated 247.38 million units and earned revenue of ₹12037.30 lakhs.

Pursuant to provisions of section 129(3) of the Act, a statement containing salient features of the financial statements of the Company's subsidiary in Form AOC-1 is attached to the financial statements of the Company.

Non-material Subsidiary:

Your company has the following non-material non-listed subsidiaries namely: Techno Infra Developers Private Limited, Techno Green Energy Private Limited, Techno Clean Energy Private Limited and Techno Wind Power Private Limited and one Associate Company namely, Patran Transmission Company Ltd. (PTCL).

The Annual Reports of the subsidiary companies are not attached to the Annual report; however, the same shall be made available to any member for inspection at the Registered Office / Corporate Office of the Company during working hours. Relevant financial information of the Subsidiary/s has been disclosed in this Annual Report in compliance with the general circular.

OUTLOOK & OPPORTUNITIES

Every industry around the world have been transformed by technological innovation within the last couple of decades. At last, innovation in the power sector is finally taking place as well. To bring clean, affordable electricity to all of its

citizens, India has announced an impressive goal to add 60 GW of medium- and large-scale grid-connected solar projects and 40 GW of rooftop solar by 2022. Adding clean energy will drastically change the lives of India's citizens while simultaneously working to fulfill its international commitments to combat climate change.

Achieving nationwide electrification will be no easy feat, no matter whether it is through either source of energy. It will require bringing electricity to about 240 million people, many of which live in rural villages where nearly half of households lack access to electricity. Utilities typically cannot afford to buy more expensive power generation when demand is high, which leads to regular blackouts. India has an enormous opportunity to leapfrog the large-scale, centralised power system paradigm that dominated the 20th century, and instead settle into a model of small-scale, distributed power systems that are cleaner, more affordable, and more reliable at once.

Techno, being a major player in implementing projects for the power generators, distributors and transmitters, statcoms etc., has placed itself in a strong footing and prepared for taking the challenges that may arise from the electrification vision of the Govt. and capitalise on the opportunities that may come to it. There are many opportunities in the offing which shall bring substantial growth to the Company in coming years.

MEETINGS OF DIRECTORS

Board Meeting

During the year 2016-17, seven meetings of the board were held. For details of the meetings of the board, please refer to the corporate governance report, which forms part of this report.

Independent Directors Meeting

The Independent Directors had met on February 10, 2017 to review the performance of non-independent directors and the Chairperson of the Company including overall assessment on the effectiveness of the Board in performing its duties

and responsibilities. The Board comprises Members having expertise in Technical, Banking and Finance.

The Directors evaluate their performance and contribution at every Board and Committee Meetings based on their knowledge, experience and expertise on relevant field vis-s-vis the business of the Company.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

At present, the Board has Five Independent (Non-Executive) Directors, One Managing Director (Executive) and Two Non-Independent Non-Executive Directors, including One Woman Director.

New Appointment

The Board of Directors has appointed Dr. Rajendra Prasad Singh, as an Additional Independent Director with effect from 05th August, 2016. In terms of Section 161 of the Companies Act, 2013, Dr. Rajendra Prasad Singh holds office up to the date of ensuing Annual General Meeting. The Company has received requisite notice in writing from a member proposing his name for the office of Director. Accordingly, the Board recommends the resolution in relation to appointment of Dr. Rajendra Prasad Singh as an Independent Director, for the approval by the shareholders of the Company.

Dr. Rajendra Prasad Singh, Director (DIN:00004812) aged about 68 years residing at A-1, PWO Housing Society, Sector-43, Gurgaon, Haryana – 122002 is a Post Graduate in Mechanical Engineering from BHU, Ex. Chairman & MD of Power Grid Corporation of India Ltd. In his career of more than 37 years, he has served TISCO, NTPC and POWERGRID.

Resignation

During the Year under review Mr. V. D. Mohile (DIN: 00060785) Independent Director has resigned from the office of the Board w.e.f. 05th August, 2016. The Board has placed on record its sincere appreciation and gratitude for contributions made by him during his tenure as Independent Director.

None of the Independent Directors are due for re-appointment.

Director retiring by rotation

Mr. Ankit Saraiya, Non-Independent Non-Executive Director is liable to retire by rotation at the ensuing Annual General Meeting and seeking re-appointment be re-appointed by the shareholders. A brief profile of Mr. Ankit Saraiya is given below:

Mr. Ankit Saraiya, aged about 31 years residing at 2B, Hastings Park Road, Block - C, Alipore, Kolkata - 700027 is a Bachelor of Science (Corporate Finance & Accounting) with Minor in Computer Information Systems from Bentley University in Waltham, Massachusetts, U.S.A with sound financial and commercial knowledge and experience of more than 5 years in the related field.

Statement on declaration by independent directors

The Company has received Statement on declaration from each independent director under Section 149(7) of the Companies Act, 2013, that they meet the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached with the report as a separate annexure. A formal letter of appointment to Independent Directors as provided in Companies Act, 2013 has been issued and disclosed on website of the Company viz. www.techno.co.in

Board Evaluation

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, mandates that the Board shall monitor and review the Board evaluation framework. The Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and individual directors. Schedule IV of the Companies Act, 2013 states that

the performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated.

The board of directors has carried out an annual evaluation of its own performance, board committees and individual directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 ("SEBI Listing Regulations").

In a separate meeting of independent directors, performance of non-independent directors, performance of the board as a whole and performance of the chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent directors, at which the performance of the board was also discussed. Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION AND OTHER DETAILS

The Company's policy on directors' appointment and remuneration and other matters provided in section 178(3) of the Act is available on our website (http://www.techno.co.in/Content/SEBI_CODE/Nomination_and_Remuneration_Policy.pdf). There has been no change in the policy since the last fiscal year in the corporate governance report, which forms part of this report.

DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors confirm:

- a) That in the preparation of the annual accounts, the applicable Accounting Standards were followed, along with proper explanation relating to material departures;

- b) That the selected accounting policies are reasonable and prudent so as to give a true and fair view of the Company's state of affairs and profit at the end of the financial year, and applied them consistently;
- c) That proper and sufficient care was taken for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the Company's assets and for preventing and detecting fraud and other irregularities;
- d) That the accounts for the period ended 31st March, 2017 are on a going-concern basis.
- e) That proper internal financial control has been laid down and followed by the company and that such internal financial controls are adequate and are operating effectively.
- f) That proper system has been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

NOMINATION AND REMUNERATION COMMITTEE AND POLICY

The Nomination and Remuneration Committee of the Board comprising three independent directors has formulated the policy for appointment of Directors and Key Managerial Personnel and determination of remuneration including the criteria for determining qualification, positive attributes independence of a director and other matters as provided under sub-section (3) of section 178 of the Companies Act, 2013. In terms of the Policy, the non-executive directors and the independent directors shall not receive any remuneration, except the sitting fees for attending meetings of the Board and its Committees. During the year under review, the Committee had recommended on the appointment, terms and conditions of Dr. Rajendra Prasad Singh (DIN: 00004812) as an Independent director.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The CSR Committee constituted by the Board has formulated the CSR Policy. In adherence to the CSR Policy, the Company has spent on solar energy in rural areas and committed 1.50 crores to Indian Institute of Management, Ahmedabad for the year under review which contribution is coming under item (v) of Schedule VII (i.e. protection of National heritage, including restoration of buildings of historical importance and works etc. A detail report on the CSR activities and expenditures is annexed to this report.

RISK MANAGEMENT COMMITTEE AND POLICY

The Company has a Risk Management Committee comprising of three directors. The purpose of risk management committee of the Board of Directors shall be to assist the Board in fulfilling its corporate governance oversight responsibilities with regard to the identification, evaluation and mitigation of operational, strategic and external environment risks. The committee has overall responsibility for monitoring and approving the risk policies and associated practices of the company. The risk management committee is also responsible for reviewing and approving risk disclosure statements in any public documents or disclosures. The role and responsibility of the Risk Management Committee has been briefly mentioned in the Corporate Governance Report.

VIGIL MECHANISM

The Company has established the vigil mechanism and formulated the Whistleblower policy which intends to cover serious concerns that could have grave impact on the operations and performance of the business of the Company. The policy neither releases employees from their duty of confidentiality in the course of their work, nor can it be used as a route for raising malicious or unfounded allegations against people in authority and / or colleagues in general.

AUDIT COMMITTEE

The Company has duly constituted Audit Committee in place with 3 independent directors as its members. The Audit Committee had met four times during the year under review. The details of the committee including its role and responsibilities are given in the Corporate Governance Report.

DEPOSITS

The Company has not accepted any deposits from public or others during the year under review.

AUDITORS

The office of present Auditors, M/s. S. S. Kothari & Co., Chartered Accountants is subject to ratification at every Annual General Meeting. However, the Company has received a proposal from a Shareholder proposing M/s. Singhi & Co., Chartered Accountants, Kolkata for appointment as Auditors of the Company for 5 years from the financial year 2017-18 subject to ratification at the Annual General Meeting every year. The proposed Auditors have conveyed their eligibility and willingness to the appointment.

AUDITORS REPORT

The Directors believe that there is no qualification, reservation or adverse remarks or disclaimer made by the Statutory Auditors on the Annual Financial Statements of the Company for the year ended 31st March, 2017.

SECRETARIAL AUDIT REPORT

The Secretarial Auditor, Babulal Patni, Company Secretary have carried out the Secretarial Audit for the year ended 31st March, 2017 as required under the Companies Act, 2013 and the audit report is attached to this Directors Report. There is no qualification, reservation, adverse remark or disclaimer by the Secretarial Auditor in its report that requires explanation or comments by the Board.

COST AUDIT

The Cost Auditor, Mr. Saibal Sekhar Kundu, Cost Accountant had conducted the audit of Cost records maintained by the Company to the extent applicable under law and had

submitted his report for the year 2015-16 to the Board during the year under review.

The Cost Audit for the year under review is conducted on time and the Report for the year ended 31st March, 2017 will be forwarded to the Central Government within the statutory time limit.

EXTRACT OF ANNUAL RETURN

In accordance with Section 134(3)(a) of the Companies Act, 2013, (as amended) an extract of the annual return in the prescribed format is attached to this report.

SHARE CAPITAL

There was a change in the share capital of the Company during the year under review.

BONUS SHARES

The Company had issued 57091200 equity shares of ₹2 as Bonus Shares to the existing shareholders of the Company in the proportion of 1:1 share in accordance with the provisions of Section 63 of the Companies Act, 2013 read with Rule 14 of the Companies(Share Capital and Debentures), Rules 2014. Consequently, the issued, subscribed and paid up equity share capital was increased to ₹22,83,64,800 divided into 114182400 equity shares of ₹2 each as on 31st March, 2017.

BUY BACK OF SECURITIES

The Company had proposed to buyback 1500000 Equity Shares of ₹2 each at a price of ₹400/- per share for a total consideration of ₹60,00,00,000 in accordance with the provisions of Section 68 of the Companies Act, 2013 read with Rule 17 of the Companies (Share Capital and Debentures) Rules, 2014 during the year under review which was completed on 12th April, 2017. Post Buyback of shares, the issued, subscribed and paid up capital was reduced to ₹22,53,64,800 divided into 112682400 equity shares of ₹2 each.

STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee had met once in every quarter to look after the Grievances of Stakeholders. One grievance was

received in the year under review that required the attention of the Committee for resolution. The grievance was examined by the Committee and necessary direction was issued to resolve the same. Subsequently, the grievance was resolved. However, no complaints / grievances were received through SCORES during the year under review.

INVESTOR EDUCATION AND PROTECTION FUND

The Company has transferred a sum of ₹1,16,837/- being the unpaid / unclaimed dividend for the year ended 31st March, 2009, to the Investor Education and Protection Fund on October 10, 2016 after giving prior intimation to the claimants well before time of transfer. The dividend for the year ended 31st March, 2010 that remains unpaid / unclaimed is due for transfer in the current year which can be claimed by 30th September, 2017.

PARTICULARS OF EMPLOYEES

The relation between the employees and the management continued to be cordial and stable at all levels. Your Directors wish to place on record their appreciation for the devoted services of all the Company's executives and staff.

During the year, no employee was in receipt of remuneration of or in excess of the amount prescribed under the Companies Act, 2013. The particulars of employees pursuant to Section 134(3)(q) of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed to this report.

DISCLOSURE REQUIREMENTS

As per SEBI Listing Regulations, corporate governance report with auditors' certificate thereon and management discussion and analysis are attached, which form part of this report.

With reference to the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2015 read with Circular No. SEBI/LAD-NRO/GN/2015-16/27 dated 22nd December, 2015, the Business Responsibility Report (BRR) annexed as part of the Annual Report.

CORPORATE GOVERNANCE

Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 a report on Corporate Governance and a Certificate from Mr. Kaushik Sonee, Company Secretary in Whole-time Practice (Membership No. F7921, C.P. NO: 14302), Proprietor, M/s. K Sonee & Associates, confirming compliance with the requirements of the Corporate Governance is annexed to this report.

PARTICULARS OF LOANS AND GUARANTEES

The Company has not given any loans or guarantee for loans taken by others under Section 186 of the Companies Act, 2013 and also not made any investments beyond the limits prescribed under the aforesaid section during the year.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

The Company has not entered into any contract or arrangement with related parties during the year under review. However, some minor business transactions entered into with related parties have been disclosed in the notes to the annual accounts which form part of the Annual Report.

MANAGEMENT DISCUSSION AND ANALYSIS

A management discussion and analysis report is annexed and forms an integral part of the annual report.

ACKNOWLEDGEMENTS

Your Directors wish to express their gratitude to the shareholders, various customers and their consultants, different government departments and the Company's bankers for their continued support to the Company. The Directors look forward to their support in future.

For and on behalf of the Board of Directors

Place : Kolkata,
Date : 26th May, 2017

(P.P.Gupta)
Chairman

ANNEXURES TO THE DIRECTORS REPORT

Annexure I

Particulars pursuant to Section 134(3) of the Companies Act, 2013

A. CONSERVATION OF ENERGY

As the Company's activities do not involve, by and large, any significant level of energy consumption, no comments are necessary in respect of energy conservation and reduction of energy consumption. In any event, continuous efforts are made to conserve energy to the extent possible.

B. TECHNOLOGY ABSORPTION

As per Form B given as hereafter

FORM - B

Disclosure of particulars with respect to technology absorption forming part of the Directors' Report for the year ended 31st March, 2017

Technologies absorbed:

Research & development (R & D)

1. Specific areas in which R&D was carried out by the Company	: NIL
2. Benefit derived as a result of the above R&D	: N.A.
3. Future plan of action	: None
4. Expenditure on R & D	: N.A.
5. Technology absorption, adaptation	: Constant efforts are made by the Company to develop cost-effective new systems/ technologies.

C. FOREIGN EXCHANGE EARNING AND OUTGO

Foreign exchange earning	: ₹283.59 lakhs
Foreign exchange outgo	: ₹50.68 lakhs
CIF Value of Imports	: ₹1572.74 lakhs

For and on behalf of the Board of Directors

(P.P.Gupta)
Chairman

Place : Kolkata,

Date : 26th May, 2017

Annexure II

Statement on declaration given by the independent director under sub-section (6) of section 149 of the Companies Act, 2013

The Board comprises five Independent Directors who have submitted declaration in individual capacity as follows:

- (a) He is an Independent Director and a person of integrity and possesses relevant expertise and experience;
- (b) (i) He is or was not a promoter of the company or its holding, subsidiary or associate company;
- (ii) He is not related to promoters or directors in the company, its holding, subsidiary or associate company;
- (c) He has or had no pecuniary relationship with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
- (d) None of his relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- (e) He neither himself nor any of his relatives—
 - (i) holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the current financial year;
 - (ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the current financial year of—
 - (A) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
 - (B) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent or more of the gross turnover of such firm;
 - (iii) holds together with his relatives two per cent or more of the total voting power of the company; or
 - (iv) is a Chief Executive or director, by whatever name called, of any non-profit organisation that receives twenty-five percent or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent. or more of the total voting power of the company.

Babu Lal Patni
Company Secretary

51, Nalini Sett Road
5th Floor, Room No 19
Kolkata – 700 007
Tel No: 2259-7715/6
Mail id: patnibl@yahoo.com

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 Personnel) Rules, 2014]

To,
The Members,
Techno Electric & Engineering Company Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Techno Electric & Engineering Company Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Techno Electric & Engineering Company Limited'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 authorised representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2017 generally complied with the statutory provisions listed hereunder and also the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Techno Electric & Engineering Company Limited ("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;
- ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 – Not applicable during the year.
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ;(Not applicable during the year).
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 – Not applicable during the year.
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993

regarding the Companies Act and dealing with client;

g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 – Not applicable during the year.

h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.

vi) I have been informed that no other sector/ industry specific law is applicable to the Company.

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

- i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii) The Listing Agreements entered into by the Company with National Stock Exchange and Bombay Stock Exchange.
- iii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above. -NIL-

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the audit period 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.

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

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

I further report that during the Audit period:

(i) The Company has issued Bonus Shares in the proportion of 1(One) Bonus Share of ₹2/- each for every existing 1(One) fully paid-up Equity Shares of ₹2/- each. The resolution passed through Postal Ballot on 29.08.2016.

(ii) The Company has transferred its “Wind Power Assets” in terms of Special Resolution under section 180(1)(a) of the Act, passed through Postal Ballot on 29.12.2016.

(iii) In the meeting held on 10.02.2017, the Board of Directors of the Company has approved buy-back of 1500000 Equity Shares of the Company at a price of ₹ 400 per share. The Company has completed the buy- back in April, 2017.

(iv) The Company has altered Clause II of its Memorandum of Association, subject to the approval of the Central Government, to shift its Registered Office from the State of West Bengal to the State of Uttar Pradesh, vide Special Resolution passed through postal ballot on 29.12.2016. Necessary approval of the Central Government for alteration has been obtained in April, 2017.

Sd/-

Name: BABU LAL PATNI

Company Secretary in practice

Place: Kolkata

FCS No : 2304

Dated: 19th May, 2017

C.P. No. : 1321

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

Babu Lal Patni
Company Secretary

51, Nalini Sett Road
5th Floor, Room No 19
Kolkata – 700 007
Tel No: 2259-7715/6
Mail id: patnibl@yahoo.com

'Annexure A'

To,
The Members,
Techno Electric & Engineering Company Limited

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

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

Date: 19th May, 2017
Place: Kolkata

Sd/-
Babu Lal Patni
Membership No- 2304
Certificate of Practice Number-1321

Annexure IV

FORM No MGT-9**EXTRACT OF ANNUAL RETURN**

As on the financial year ended on 31/03/2017 of

TECHNO ELECTRIC & ENGINEERING COMPANY LIMITED

[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	L40108UP2005PLC094304 L40108WB2005PLC139595 upto 20.06.2017)
ii) Registration Date	26/10/2005
iii) Name of the Company	Techno Electric & Engineering Company Limited
iv) Category/Sub-Category of the Company	Public Limited Company
v) Address of the Registered office and contact details	C-218, Ground Floor (GR 1), Sector-63, Noida, Gautam Budhha Nagar, Uttar Pradesh, India - 201307. Ph : (033) 4051 3000, E-mail : desk.investors@techno.co.in
vi) Whether listed company (Yes/No)	Yes - BSE & NSE
vii) Name, Address and Contact details of Registrar and Transfer Agent	Niche Technologies Pvt. Ltd. D-511, Bagree Market, 5th Floor, 71, B.R.B.Basu Road, Kolkata-700001, Ph : 033 2235-7270

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% To Total turnover of the Company
1	EPC (Construction)	45204	97.46
2	ENERGY (Power)	40108	2.05

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING / SUBSIDIARY / ASSOCIATE	% of shares held	Applicable Section
1	Simran Wind Project Ltd.	U40108UP2005PLC094368	Subsidiary	100.00%	2(87)
2	Techno Infra Developers Private Limited	U45400WB2014PTC201760	Subsidiary	99.99%	2(87)
3	Techno Clean Energy Private Limited	U40300WB2015PTC206293	Subsidiary	99.96%	2(87)
4	Techno Green Energy Private Limited	U40300WB2015PTC206298	Subsidiary	99.96%	2(87)
5	Techno Wind Power Private Limited	U40300WB2015PTC206294	Subsidiary	99.96%	2(87)
6	Patran Transmission Company Ltd.	U40101DL2012GOI246421	Associate	49.00%	2(6)

IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. PROMOTER & PROMOTER GROUP									
(1) Indian									
a) Individual/HUF	942620	-	942620	1.651	985240	-	985240	0.863	(0.788)
b) Central Govt		-				-			
c) State Govt(s)									
d) Bodies Corporate	32158018	-	32158018	56.327	65216036	-	65216036	57.116	0.789
e) Banks / Financial Institutions	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub Total of (A)(1)	33100638	-	33100638	57.979	66201276	-	66201276	57.979	0.000
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks / Financial Institutions	-	-	-	-	-	-	-	-	-
e) Any other									
Sub Total of (A)(2)	0	0	0	0.000	0	0	0	0.000	0.000
Total Shareholding of Promoter & Promoter Group (A)=(A)(1)+(A)(2)	33100638	0	33100638	57.979	66201276	0	66201276	57.979	0.000
B. PUBLIC SHAREHOLDING									
1. Institutions									
a) Mutual Funds	9850403	-	9850403	17.254	20331417	0	20331417	17.806	0.552
b) Banks / Financial Institutions	65528	-	65528	0.115	118368	0	118368	0.104	(0.011)
c) Central Governments	-	-	-	-	-	-	-	-	-
d) State Governments	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) Foreign Institutional Investors (FII)	3095986	-	3095986	5.423	23388	-	23388	0.020	(5.403)
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
i) Others (Specify)									
FPI - Corporate Cat-I	4872	-	4872	0.009	70716	-	70716	0.062	0.053
FPI - Corporate Cat-II	1325352	-	1325352	2.321	5617850	-	5617850	4.920	2.599
FPI - Corporate Cat-III	50000	-	50000	0.088	328879	-	328879	0.288	0.200
Sub-total (B)(1)	14392141	-	14392141	25.209	26490618	-	26490618	23.200	(2.009)
2. Non-Institutions									
a) Bodies Corporate	-	-	-	-	-	-	-	-	-
i) Indian	7248576	7200	7255776	12.709	14323078	3600	14326678	12.547	(0.162)
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	1527540	169003	1696543	2.972	5141081	326856	5467937	4.789	1.817
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	387263	56195	443458	0.777	893988	112390	1006378	0.881	0.104
c) Others Specify									
1. NRI	31866	-	31866	0.056	151046	-	151046	0.132	0.076
2. Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
3. Foreign Nationals	-	-	-	-	-	-	-	-	-
4. Clearing Members	170778	-	170778	0.299	531727	-	531727	0.466	0.167
5. Trusts	-	-	-	-	6740	-	6740	0.006	0.006
6. Foreign Bodies - D.R.	-	-	-	-	-	-	-	-	-
Sub-total (B)(2)	9366023	232398	9598421	16.812	21047660	442846	21490506	18.821	2.009
Total Public Shareholding (B)=(B)(1)+ (B)(2)	23758164	232398	23990562	42.021	47538278	442846	47981124	42.021	0.000
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	56858802	232398	57091200	100.000	113739554	442846	114182400	100.000	0.000

ii) Shareholding of Promoters

Sl No.	Shareholder's Name	No. of Shares held at the beginning of the year			No. of Shares held at the end of the year			% change in share holding during the year
		No. of Shares	% of Total shares of the company	% of Shares Pledged / encumbered To total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	ANKIT SARAIYA	108000	0.189	0.000	216000	0.189	0	0.000
2	AVANTIKA GUPTA	36000	0.063	0.000	72000	0.063	0	0.000
3	CHECONS LIMITED	1064403	1.864	0.000	2353806	2.061	0	0.197
4	KUSUM INDUSTRIAL GASES LTD	7083000	12.406	0.000	14591000	12.779	0	0.373
5	P.P. GUPTA	599400	1.050	0.000	598800	0.524	0	-0.526
6	PADAM PRAKASH GUPTA	153000	0.268	0.000	6000	0.005	0	-0.263
7	PRAGYA COMMERCE PRIVATE LIMITED	717753	1.257	0.000	1435506	1.257	0	0.000
8	RAJ PRABHA GUPTA	46220	0.081	0.000	92440	0.081	0	0.000
9	TECHNO LEASING AND FINANCE CO. PVT. LTD.	6894000	12.075	0.000	13788000	12.075	0	0.000
10	TECHNO POWER PROJECTS LTD.	3204000	5.612	0.000	6408000	5.612	0	0.000
11	TRIMURTI ASSOCIATES PRIVATE LIMITED	999962	1.752	0.000	2034924	1.782	0	0.030
12	VARANASI COMMERCIAL LTD.	12194900	21.360	0.000	24604800	21.549	0	0.189
	Total	33100638	57.979		66201276	57.979	0.000	0.000

iii) Change in Promoter's Shareholding

Sl No.	Name	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	ANKIT SARAIYA				
	a) At the Beginning of the Year	108000	0.189		
	b) Changes during the year				
	Date Reason				
	08/09/2016 Allotment (BONUS)	108000	0.095	216000	0.189
	c) At the End of the Year			216000	0.189
2	AVANTIKA GUPTA				
	a) At the Beginning of the Year	36000	0.063		
	b) Changes during the year				
	Date Reason				
	08/09/2016 Allotment (BONUS)	36000	0.032	72000	0.063
	c) At the End of the Year			72000	0.063
3	CHECONS LIMITED				
	a) At the Beginning of the Year	1064403	1.864		
	b) Changes during the year				
	Date Reason				
	08/09/2016 Allotment (BONUS)	1064403	0.932	2128806	1.864
	31/03/2017 Transfer	225000	0.197	2353806	2.061
	c) At the End of the Year			2353806	2.061

Sl No.	Name	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
4	KUSUM INDUSTRIAL GASES LTD				
	a) At the Beginning of the Year	7083000	12.406		
	b) Changes during the year				
	Date Reason				
	08/09/2016 Allotment (BONUS)	7083000	6.203	14166000	12.406
	31/03/2017 Transfer	425000	0.372	14591000	12.779
	c) At the End of the Year			14591000	12.779
5	P.P. GUPTA				
	a) At the Beginning of the Year	599400	1.050		
	b) Changes during the year				
	Date Reason				
	08/09/2016 Allotment (BONUS)	599400	0.525	1198800	1.050
	31/03/2017 Transfer	(600000)	0.525	598800	0.524
	c) At the End of the Year			598800	0.524
6	PADAM PRAKASH GUPTA				
	a) At the Beginning of the Year	153000	0.268		
	b) Changes during the year				
	Date Reason				
	08/09/2016 Allotment (BONUS)	153000	0.134	306000	0.268
	31/03/2017 Transfer	(300000)	0.263	6000	0.005
	c) At the End of the Year			6000	0.005
7	PRAGYA COMMERCE PRIVATE LIMITED				
	a) At the Beginning of the Year	717753	1.257		
	b) Changes during the year				
	Date Reason				
	08/09/2016 Allotment (BONUS)	717753	0.629	1435506	1.257
	c) At the End of the Year			1435506	1.257
8	RAJ PRABHA GUPTA				
	a) At the Beginning of the Year	46220	0.081		
	b) Changes during the year				
	Date Reason				
	08/09/2016 Allotment (BONUS)	46220	0.040	92440	0.081
	c) At the End of the Year			92440	0.081
9	TECHNO LEASING AND FINANCE CO. PVT. LTD.				
	a) At the Beginning of the Year	6894000	12.075		
	b) Changes during the year				
	Date Reason				
	08/09/2016 Allotment (BONUS)	6894000	6.038	13788000	12.075
	c) At the End of the Year			13788000	12.075
10	TECHNO POWER PROJECTS LTD.				
	a) At the Beginning of the Year	3204000	5.612		
	b) Changes during the year				
	Date Reason				
	08/09/2016 Allotment (BONUS)	3204000	2.806	6408000	5.612
	c) At the End of the Year			6408000	5.612

Sl. No.	Name	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
11	TRIMURTI ASSOCIATES PRIVATE LIMITED				
	a) At the Beginning of the Year	999962	1.752		
	b) Changes during the year				
	Date Reason				
	08/09/2016 Allotment (BONUS)	999962	0.876	1999924	1.752
	31/03/2017 Transfer	35000	0.031	2034924	1.782
	c) At the End of the Year			2034924	1.782
12	VARANASI COMMERCIAL LTD.				
	a) At the Beginning of the Year	12194900	21.360		
	b) Changes during the year				
	Date Reason				
	08/09/2016 Allotment (BONUS)	12194900	10.680	24389800	21.360
	31/03/2017 Transfer	215000	0.188	24604800	21.549
	c) At the End of the Year			24604800	21.549
	Total	33100638	57.979	66201276	57.979

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

Sl. No.	For Each of the Top 10 Shareholders	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	CANARA ROBECO MUTUAL FUND A/C - CANARA R				
	a) At the Beginning of the Year	464339	0.813		
	b) Changes during the year				
	Date Reason				
	22/04/2016 Transfer	866	0.002	465205	0.407
	08/07/2016 Transfer	13000	0.023	478205	0.419
	08/09/2016 Allotment (BONUS)	478205	0.419	956410	0.837
	16/09/2016 Transfer	21000	0.018	977410	0.856
	23/09/2016 Transfer	7000	0.006	984410	0.862
	21/10/2016 Transfer	8600	0.008	993010	0.870
	31/12/2016 Transfer	20000	0.018	1013010	0.887
	10/02/2017 Transfer	(4305)	0.004	1008705	0.883
	17/02/2017 Transfer	(58019)	0.051	950686	0.833
	24/02/2017 Transfer	(18019)	0.016	932667	0.817
	31/03/2017 Transfer	10000	0.009	942667	0.826
	c) At the End of the Year			942667	0.826
2	DSP BLACKROCK 3 YEARS CLOSE ENDED EQUITY				
	a) At the Beginning of the Year	3448149	6.040		
	b) Changes during the year				
	Date Reason				
	29/04/2016 Transfer	(105842)	0.185	3342307	2.927
	01/07/2016 Transfer	43851	0.077	3386158	2.966
	07/09/2016 Transfer	5256	0.009	3391414	2.970

Sl. No.	For Each of the Top 10 Shareholders	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
	08/09/2016 Allotment (BONUS)	3391414	2.970	6782828	5.941
	21/10/2016 Transfer	10928	0.010	6793756	5.950
	28/10/2016 Transfer	(10512)	0.009	6783244	5.941
	25/11/2016 Transfer	164016	0.144	6947260	6.084
	31/03/2017 Transfer	1225400	1.073	8172660	7.158
	c) At the End of the Year			8172660	7.158
3	FRANKLIN INDIA SMALLER COMPANIES FUND				
	a) At the Beginning of the Year	0	0.000		
	b) Changes during the year				
	Date Reason				
	13/01/2017 Transfer	546891	0.479	546891	0.479
	20/01/2017 Transfer	1000000	0.876	1546891	1.355
	c) At the End of the Year			1546891	1.355
4	GMO EMERGING DOMESTIC OPPORTUNITIES FUND				
	a) At the Beginning of the Year	1179818	2.067		
	b) Changes during the year				
	Date Reason				
	15/07/2016 Transfer	(3117)	0.005	1176701	1.031
	22/07/2016 Transfer	(17433)	0.031	1159268	1.015
	05/08/2016 Transfer	586245	1.027	1745513	1.529
	08/09/2016 Allotment (BONUS)	1745513	1.529	3491026	3.057
	23/12/2016 Transfer	(41417)	0.036	3449609	3.021
	20/01/2017 Transfer	(779045)	0.682	2670564	2.339
	c) At the End of the Year			2670564	2.339
5	GOVERNMENT PENSION FUND GLOBAL				
	a) At the Beginning of the Year	1073571	1.880		
	b) Changes during the year				
	Date Reason				
	06/05/2016 Transfer	105000	0.184	1178571	1.032
	01/07/2016 Transfer	330000	0.578	1508571	1.321
	08/09/2016 Allotment (BONUS)	1508571	1.321	3017142	2.642
	23/09/2016 Transfer	(9583)	0.008	3007559	2.634
	30/09/2016 Transfer	(5473)	0.005	3002086	2.629
	07/10/2016 Transfer	(100000)	0.088	2902086	2.542
	14/10/2016 Transfer	(46129)	0.040	2855957	2.501
	28/10/2016 Transfer	(6853)	0.006	2849104	2.495
	04/11/2016 Transfer	(19051)	0.017	2830053	2.479
	11/11/2016 Transfer	(36887)	0.032	2793166	2.446
	18/11/2016 Transfer	(174000)	0.152	2619166	2.294
	16/12/2016 Transfer	(340000)	0.298	2279166	1.996
	23/12/2016 Transfer	(40000)	0.035	2239166	1.961
	06/01/2017 Transfer	(800000)	0.701	1439166	1.260
	17/02/2017 Transfer	(80689)	0.071	1358477	1.190
	24/02/2017 Transfer	(50629)	0.044	1307848	1.145
	17/03/2017 Transfer	(5056)	0.004	1302792	1.141
	24/03/2017 Transfer	(47387)	0.042	1255405	1.099
	31/03/2017 Transfer	(1205405)	1.056	50000	0.044
	c) At the End of the Year			50000	0.044

Sl. No.	For Each of the Top 10 Shareholders	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
6	ICICI PRUDENTIAL LIFE INSURANCE COMPANY				
	a) At the Beginning of the Year	792448	1.388		
	b) Changes during the year				
	Date Reason				
	08/09/2016 Allotment (BONUS)	792448	0.694	1584896	1.388
	17/02/2017 Transfer	(40000)	0.035	1544896	1.353
	24/02/2017 Transfer	(47224)	0.041	1497672	1.312
	c) At the End of the Year			1497672	1.312
7	J. P. FINANCIAL SERVICES PVT. LTD.				
	a) At the Beginning of the Year	2904711	5.088		
	b) Changes during the year				
	Date Reason				
	08/09/2016 Allotment (BONUS)	2904711	2.544	5809422	5.088
	c) At the End of the Year			5809422	5.088
8	KOTAK MAHINDRA BALANCE UNIT SCHEME 99				
	a) At the Beginning of the Year	1162214	2.036		
	b) Changes during the year				
	Date Reason				
	15/04/2016 Transfer	(1284)	0.002	1160930	1.017
	22/04/2016 Transfer	(16)	0.000	1160914	1.017
	10/06/2016 Transfer	5490	0.010	1166404	1.022
	17/06/2016 Transfer	10583	0.019	1176987	1.031
	24/06/2016 Transfer	3198	0.006	1180185	1.034
	01/07/2016 Transfer	196	0.000	1180381	1.034
	15/07/2016 Transfer	(848)	0.001	1179533	1.033
	22/07/2016 Transfer	(5000)	0.009	1174533	1.029
	29/07/2016 Transfer	(38000)	0.067	1136533	0.995
	26/08/2016 Transfer	5000	0.009	1141533	1.000
	08/09/2016 Allotment (BONUS)	1141533	1.000	2283066	1.995
	09/09/2016 Transfer	10240	0.008	2293306	2.009
	16/09/2016 Transfer	14676	0.013	2307982	2.021
	07/10/2016 Transfer	315580	0.276	2623562	2.298
	14/10/2016 Transfer	13922	0.012	2637484	2.310
	21/10/2016 Transfer	18000	0.016	2655484	2.326
	28/10/2016 Transfer	20000	0.018	2675484	2.343
	11/11/2016 Transfer	35060	0.031	2710544	2.374
	18/11/2016 Transfer	27516	0.024	2738060	2.398
	25/11/2016 Transfer	39617	0.035	2777677	2.433
	02/12/2016 Transfer	4258	0.004	2781935	2.436
	09/12/2016 Transfer	7000	0.006	2788935	2.443
	16/12/2016 Transfer	2014	0.002	2790949	2.444
	23/12/2016 Transfer	120657	0.106	2911606	2.550
	20/01/2017 Transfer	1000	0.001	2912606	2.551
	27/01/2017 Transfer	9703	0.008	2922309	2.559
	03/02/2017 Transfer	7077	0.006	2929386	2.566
	10/02/2017 Transfer	1706	0.001	2931092	2.567
	24/02/2017 Transfer	14797	0.013	2945889	2.580
	03/03/2017 Transfer	20000	0.018	2965889	2.598
	10/03/2017 Transfer	150000	0.131	3115889	2.729
	17/03/2017 Transfer	10697	0.009	3126586	2.738

Sl. No.	For Each of the Top 10 Shareholders	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
	24/03/2017 Transfer	65000	0.057	3191586	2.795
	31/03/2017 Transfer	109819	0.096	3301405	2.891
	c) At the End of the Year			3301405	2.891
9	L AND T MUTUAL FUND TRUSTEE LTD-L AND T				
	a) At the Beginning of the Year	2121571	3.716		
	b) Changes during the year				
	Date Reason				
	29/04/2016 Transfer	2000	0.004	2123571	1.860
	06/05/2016 Transfer	2000	0.004	2125571	1.862
	13/05/2016 Transfer	2000	0.004	2127571	1.863
	20/05/2016 Transfer	3000	0.005	2130571	1.866
	27/05/2016 Transfer	1500	0.003	2132071	1.867
	17/06/2016 Transfer	2500	0.004	2134571	1.869
	01/07/2016 Transfer	219508	0.384	2354079	2.062
	08/07/2016 Transfer	85326	0.149	2439405	2.136
	15/07/2016 Transfer	4000	0.007	2443405	2.140
	22/07/2016 Transfer	(34504)	0.060	2408901	2.110
	29/07/2016 Transfer	(394385)	0.691	2014516	1.764
	19/08/2016 Transfer	5000	0.009	2019516	1.769
	08/09/2016 Allotment (BONUS)	2019516	1.769	4039032	3.537
	09/09/2016 Transfer	2780	0.002	4041812	3.539
	16/09/2016 Transfer	5000	1.773	4046812	3.544
	07/10/2016 Transfer	7000	0.006	4053812	3.550
	02/12/2016 Transfer	5000	0.004	4058812	3.555
	16/12/2016 Transfer	(685500)	0.600	3373312	2.954
	23/12/2016 Transfer	(673283)	0.590	2700029	2.365
	13/01/2017 Transfer	958733	0.840	3658762	3.204
	27/01/2017 Transfer	50620	0.044	3709382	3.249
	03/02/2017 Transfer	175000	0.153	3884382	3.402
	31/03/2017 Transfer	354684	0.311	4239066	3.713
	c) At the End of the Year			4239066	3.713
10	MAX LIFE INSURANCE CO LTD A/C PARTICIPATION				
	a) At the Beginning of the Year	1975192	3.460		
	b) Changes during the year				
	Date Reason				
	15/04/2016 Transfer	49387	0.087	2024579	1.773
	22/04/2016 Transfer	(417)	0.001	2024162	1.773
	06/05/2016 Transfer	98	0.000	2024260	1.773
	01/07/2016 Transfer	(350000)	0.613	1674260	1.466
	08/07/2016 Transfer	(165007)	0.289	1509253	1.322
	22/07/2016 Transfer	(4227)	0.007	1505026	1.318
	29/07/2016 Transfer	(86189)	0.151	1418837	1.243
	08/09/2016 Allotment (BONUS)	1418837	1.243	2837674	2.485
	09/09/2016 Transfer	(16)	0.000	2837658	2.485
	07/10/2016 Transfer	(17868)	0.016	2819790	2.470
	14/10/2016 Transfer	(40000)	0.035	2779790	2.435
	21/10/2016 Transfer	(38614)	0.034	2741176	2.401
	11/11/2016 Transfer	(7545)	0.007	2733631	2.394
	25/11/2016 Transfer	(404057)	0.354	2329574	2.040
	02/12/2016 Transfer	(300000)	0.263	2029574	1.777

Sl. No.	For Each of the Top 10 Shareholders	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
	23/12/2016 Transfer	(309113)	0.271	1720461	1.507
	31/12/2016 Transfer	(45563)	0.040	1674898	1.467
	06/01/2017 Transfer	(144439)	0.126	1530459	1.340
	31/03/2017 Transfer	(30250)	0.026	1500209	1.314
	c) At the End of the Year			1500209	1.314
11	NOBLE COMMUNICATIONS PVT LTD				
	a) At the Beginning of the Year	1298912	2.275		
	b) Changes during the year				
	Date Reason				
	15/04/2016 Transfer	35000	0.061	1333912	1.168
	08/09/2016 Allotment (BONUS)	1333912	1.168	2667824	2.336
	c) At the End of the Year			2667824	2.336
12	TATA BALANCED FUND				
	a) At the Beginning of the Year	1335000	2.338		
	b) Changes during the year				
	Date Reason				
	10/06/2016 Transfer	(6000)	0.011	1329000	1.164
	19/08/2016 Transfer	(2500)	0.004	1326500	1.162
	26/08/2016 Transfer	(11500)	0.020	1315000	1.152
	08/09/2016 Allotment (BONUS)	1315000	1.152	2630000	2.314
	23/09/2016 Transfer	(34000)	0.029	2596000	2.274
	30/09/2016 Transfer	(5000)	0.004	2591000	2.269
	07/10/2016 Transfer	(283000)	0.248	2308000	2.021
	14/10/2016 Transfer	(19000)	0.017	2289000	2.005
	28/10/2016 Transfer	(53500)	0.047	2235500	1.958
	04/11/2016 Transfer	(35000)	0.031	2200500	1.927
	11/11/2016 Transfer	(70100)	0.061	2130400	1.866
	20/01/2017 Transfer	(40000)	0.035	2090400	1.831
	03/02/2017 Transfer	(178000)	0.156	1912400	1.675
	10/02/2017 Transfer	(10000)	0.009	1902400	1.666
	17/02/2017 Transfer	(300000)	0.263	1602400	1.403
	24/02/2017 Transfer	(70000)	0.061	1532400	1.342
	03/03/2017 Transfer	(375000)	0.328	1157400	1.014
	10/03/2017 Transfer	(125000)	0.109	1032400	0.904
	24/03/2017 Transfer	(20000)	0.018	1012400	0.887
	31/03/2017 Transfer	(510000)	0.447	502400	0.440
	c) At the End of the Year			502400	0.440
	TOTAL	17755925	31.101	32900780	28.814

(v) Shareholding of Directors and Key Managerial Personnel

Sl. No.	For Each of the Directors and KMP	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	Mr. Padam Prakash Gupta, MD cum KMP				
	At the beginning of the year	153000	0.268		
	Changes during the year				
	Date				
	Reason				
	09-08-2016	153000	0.134		
	31/03/2017	(300000)	(0.263)		
	At the End of the year			6000	0.005
2	Mr. K K Rai, Director				
	At the beginning of the year	1000	0.002		
	Changes during the year				
	Date				
	Reason				
	09-08-2016	1000	0.001		
	At the End of the year			2000	0.002
3	Mr. Ankit Saraiya, Director				
	At the beginning of the year	108000	0.189		
	Changes during the year				
	Date				
	Reason				
	09-08-2016	108000	0.095		
	At the End of the year			216000	0.189
4	Ms. Avantika Gupta, Director				
	At the beginning of the year	36000	0.063		
	Changes during the year				
	Date				
	Reason				
	09-08-2016	36000	0.032		
	At the End of the year			36000	0.032
5	Mr.K Vasudevan, Director				
	At the beginning of the year	0	0.000		
	Changes during the year	No change during the year			
	At the End of the year			0	0.000
6	Mr. K. M. Poddar, Director				
	At the beginning of the year	0	0.000		
	Changes during the year	No change during the year			
	At the End of the year			0	0.000
7	Mr. S. N. Roy, Director				
	At the beginning of the year	0	0.000		
	Changes during the year	No change during the year			
	At the End of the year			0	0.000

Sl. No.	For Each of the Directors and KMP	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
8	Mr. R. P. Singh, Director				
	At the beginning of the year	0	0.00		
	Changes during the year	No Change During the year			
	At the End of the year			0	0.00
9	Mr. P. K. Lohia, CFO cum KMP				
	At the beginning of the year	0	0.00		
	Changes during the year	No Change During the year			
	At the End of the year			0	0.00
10	Mr. Niranjana Brahma, CS cum KMP				
	At the beginning of the year	0	0.00		
	Changes during the year	No Change During the year			
	At the End of the year			0	0.00

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	1465481666	250000000	0	1715481666
ii) Interest due but not paid				
iii) Interest accrued but not due	12596283	0	0	12596283
Total (i+ii+iii)	1478077949	250000000	0	1728077949
Change in Indebtedness during the financial year				
* Addition		0		0
* Reduction	1178077949	250000000		1428077949
Net Change	(1178077949)	0		(1178077949)
Indebtedness at the end of the financial year				
i) Principal Amount	300000000	0	0	300000000
ii) Interest due but not paid				
iii) Interest accrued but not due	5218192	0	0	5218192
Total (i+ii+iii)	305218192	0		305218192

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. no.	Particulars of Remuneration	Name of MD/ WTD/ Manager P P Gupta(MD)				Total Amount
1	Gross salary		-	-	-	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	4927500				
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	394200				
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961					
2	Stock Option					
3	Sweat Equity					
4	Commission - as % of profit others specify	0				
5	Others, please specify					
	Total (A)	5321700				5321700
	Ceiling as per the Act					728.45 lakhs

B. Remuneration to other directors:

Sl. no.	Particulars of Remuneration	Name of Directors					
		K Vasudevan	V D Mohile	K K Rai	S N Roy	K M Poddar	R P Singh
1	Independent Directors						
	Fee for attending board committee meetings	60000	20000	90000	90000	50000	30000
	Commission	0	0	0	0	0	0
	Others, please specify	0	0	0	0	0	0
	Total	60000	20000	90000	90000	50000	30000
	Total (1)						340000
2	Other Non-Executive Directors						
	Ankit Saraiya		Avantika Gupta				

Sl. no.	Particulars of Remuneration	Name of Directors				
	Fee for attending board committee meetings	50000	50000			
	Commission	0	0			
	Others, please specify	0	0			
	Total	50000	50000			
	Total (2)					100000
	Total (B)=(1+2)					440000
	Total Managerial Remuneration					440000
	Overall Ceiling as per the Act					4400000

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

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	1394250	2040460	3434710
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	0
2	Stock Option	-	-	-	0
3	Sweat Equity	-	-	-	0
4	Commission	-	-	-	0
	- as % of profit	-	-	-	0
	others, specify...	-	-	-	0
5	Others, please specify	-	-	-	0
	Total		1394250	2040460	3434710

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

Particulars of Employees pursuant to Section 134(3)(q) of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Requirement	Details																											
(i) the ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;	<p>Director :-</p> <table border="1"> <tr><td>Mr. P. P. Gupta, MD</td><td>-</td><td>10.30 : 1</td></tr> <tr><td>Mr. K. Vasudevan</td><td>-</td><td>0.12 : 1</td></tr> <tr><td>Mr. V D Mohile</td><td>-</td><td>0.04 : 1</td></tr> <tr><td>Mr. K. K. Rai</td><td>-</td><td>0.17 : 1</td></tr> <tr><td>Mr. S. N. Roy</td><td>-</td><td>0.17 : 1</td></tr> <tr><td>Mr. K. M. Poddar</td><td>-</td><td>0.10 : 1</td></tr> <tr><td>Mr. R.P. Singh</td><td>-</td><td>0.06 : 1</td></tr> <tr><td>Mr. Ankit Saraiya</td><td>-</td><td>0.10 : 1</td></tr> <tr><td>Ms. Avantika Gupta</td><td>-</td><td>0.10 : 1</td></tr> </table>	Mr. P. P. Gupta, MD	-	10.30 : 1	Mr. K. Vasudevan	-	0.12 : 1	Mr. V D Mohile	-	0.04 : 1	Mr. K. K. Rai	-	0.17 : 1	Mr. S. N. Roy	-	0.17 : 1	Mr. K. M. Poddar	-	0.10 : 1	Mr. R.P. Singh	-	0.06 : 1	Mr. Ankit Saraiya	-	0.10 : 1	Ms. Avantika Gupta	-	0.10 : 1
Mr. P. P. Gupta, MD	-	10.30 : 1																										
Mr. K. Vasudevan	-	0.12 : 1																										
Mr. V D Mohile	-	0.04 : 1																										
Mr. K. K. Rai	-	0.17 : 1																										
Mr. S. N. Roy	-	0.17 : 1																										
Mr. K. M. Poddar	-	0.10 : 1																										
Mr. R.P. Singh	-	0.06 : 1																										
Mr. Ankit Saraiya	-	0.10 : 1																										
Ms. Avantika Gupta	-	0.10 : 1																										
(ii) the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year	<p>Directors:-</p> <table border="1"> <tr><td>Mr. P. P. Gupta, MD</td><td>-</td><td>No increase in remuneration due to waiving of commission</td></tr> </table> <p>Key Managerial Personnel :-</p> <table border="1"> <tr><td>Mr. P. K. Lohia, CFO</td><td>-</td><td>11%</td></tr> <tr><td>Mr. N. Brahma, Company Secretary</td><td>-</td><td>12%</td></tr> </table>	Mr. P. P. Gupta, MD	-	No increase in remuneration due to waiving of commission	Mr. P. K. Lohia, CFO	-	11%	Mr. N. Brahma, Company Secretary	-	12%																		
Mr. P. P. Gupta, MD	-	No increase in remuneration due to waiving of commission																										
Mr. P. K. Lohia, CFO	-	11%																										
Mr. N. Brahma, Company Secretary	-	12%																										
(iii) the percentage increase in the median remuneration of employees in the financial year;	7.80%																											
(iv) the number of permanent employees on the rolls of company;	437																											
(v) the explanation on the relationship between average increase in remuneration and company performance;	Average increase in remuneration of all employees was 7.8% for the year 2016-17 on the basis of individual performance of the employee with the performance of the company. Total Turnover/PAT of the company increased by 20% and 36% for Standalone and 24% and 61% for Consolidated.																											
(vi) comparison of the remuneration of the Key Managerial Personnel against the performance of the company;	The increase in remuneration of the CFO and Company Secretary is around 11% to 12% as compared to performance of the company which is around 36% growth of PAT.																											

Requirement	Details																												
(vii) 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, and in case of unlisted companies, the variations in the net worth of the Company as at the close of the current financial year and previous financial year;	<table border="1"> <thead> <tr> <th></th> <th>As on 31.03.2016</th> <th>As on 31.03.2017</th> <th>% Change</th> </tr> </thead> <tbody> <tr> <td>Market Capitalisation: Increase (₹ In crores) :-</td> <td></td> <td></td> <td></td> </tr> <tr> <td>BSE - ₹ 3062.08</td> <td></td> <td>₹ 4587.28</td> <td>49.80%</td> </tr> <tr> <td>NSE - ₹ 3108.90</td> <td></td> <td>₹ 4573.57</td> <td>47.11%</td> </tr> <tr> <td>Price Earnings Ratio:</td> <td></td> <td></td> <td></td> </tr> <tr> <td>BSE 28.68*</td> <td></td> <td>31.49</td> <td></td> </tr> <tr> <td>NSE 29.12*</td> <td></td> <td>31.39</td> <td></td> </tr> </tbody> </table> <p>* Adjusted for Bonus shares issued in the ratio of 1:1 in September, 2016 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 - Not Applicable</p>		As on 31.03.2016	As on 31.03.2017	% Change	Market Capitalisation: Increase (₹ In crores) :-				BSE - ₹ 3062.08		₹ 4587.28	49.80%	NSE - ₹ 3108.90		₹ 4573.57	47.11%	Price Earnings Ratio:				BSE 28.68*		31.49		NSE 29.12*		31.39	
	As on 31.03.2016	As on 31.03.2017	% Change																										
Market Capitalisation: Increase (₹ In crores) :-																													
BSE - ₹ 3062.08		₹ 4587.28	49.80%																										
NSE - ₹ 3108.90		₹ 4573.57	47.11%																										
Price Earnings Ratio:																													
BSE 28.68*		31.49																											
NSE 29.12*		31.39																											
(viii) 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>Average Salary increase of non-managerial employees is around 7%, whereas the average increase of managerial employee (CFO/CS) is around 11% to 12%. There are no exceptional circumstances for increase in managerial remuneration.</p>																												
(ix) comparison of the each remuneration of the Key Managerial Personnel against the performance of the company;	Same as in sl. No. (iv) above																												
(x) the key parameters for any variable component of remuneration availed by the directors;	There is no such key parameters for any variable component of remuneration availed by the directors.																												
(xi) 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	There is no such employee who received more than the highest remuneration paid to Managing Director.																												
(xii) affirmation that the remuneration is as per the remuneration policy of the Company.	The remuneration paid during the year is as per the Remuneration policy of the Company.																												

Annexure VI

List of Policies available in the Website of the Company i.e.

www.techno.co.in>Investors>Codes&Policies

1. Nomination and Remuneration Policy;
2. CSR Policy;
3. Whistle Blower Policy;
4. Policy on Related Party Transactions;
5. Policy for Material Subsidiary.

REPORT ON CORPORATE GOVERNANCE

The Directors present the Company's Report on Corporate Governance for the year ended 31st March, 2017, in terms of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("The Listing Regulations").

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

The Company's philosophy on Corporate Governance is based on the principles of equity, fairness, transparency, spirit of law and honest communication. Timely disclosures, transparent accounting policies, independent Board, right and equitable treatment of shareholders, protecting the interest of stakeholders goes a long way in preserving shareholders trust along and ensuring efficient working and proper conduct of the business of the Company. The Company believes in true implementation of the same to achieve proper governance for the benefit of all stakeholders.

The Company is in full compliance with the provisions regarding Corporate Governance as entailed in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in Chapter IV read with Schedule V of the Listing Regulations as given below:

BOARD OF DIRECTORS:

The Board of Directors is constituted in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board is entrusted with an ultimate responsibility of the Management, directions and performance of the Company. The Board functions either as a full Board and / or through various committees constituted in terms of the requirements of the Code of Corporate Governance to oversee various operational areas. There are eight members on the Board, out of which five members is Non-Executive Independent, two members are Non-Executive Non-independent and one is Executive i.e. the Managing Director.

The number of other directorships and positions held in other Board Committee as at 31st March, 2017 are listed below:

Name of the Director	Category of Director	No. of other Directorships* (excluding Techno)	No. of other Committee Positions (excluding Techno)	
			Member	Chairman
Mr. P. P. Gupta DIN: 00055954	Executive, Managing Director	2	-	-
Mr. K. M. Poddar DIN: 00028012	Independent, Non-Executive	1	-	-
Mr. K. Vasudevan DIN: 00018023	Independent, Non-Executive	-	-	-
Mr. K. K. Rai DIN: 00629937	Independent, Non-Executive	-	-	-
Mr. S. N. Roy DIN: 00408742	Independent, Non-Executive	8	4	4
Dr. Rajendra Prasad Singh DIN: 00004812	Independent, Non-Executive	3	-	-

Name of the Director	Category of Director	No. of other Directorships* (excluding Techno)	No. of other Committee Positions (excluding Techno)	
			Member	Chairman
Mr. Ankit Saraiya DIN: 02771647	Non-Independent, Non-Executive	2	-	-
Ms. Avantika Gupta DIN: 03149138	Non-Independent, Non-Executive	5	4	2

* This does not include Directorship in Private Limited Companies, Foreign Companies and Section 8 Companies.

The number of Committees (Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee, Share Transfer and Transmission Committee and Risk Management Committee) of public limited companies in which a Director is a member/chairman were within the limits prescribed under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for all the Directors of the Company.

Details of Directors seeking appointment/reappointment

Mr. Ankit Saraiya, Non-Independent Non-Executive Director is liable to retire by rotation at the ensuing Annual General Meeting and seeking re-appointment. He shall be re-appointed by the shareholders. A brief profile of Mr. Ankit Saraiya is given below:

Mr. Ankit Saraiya, aged about 31 years residing at 2B, Hastings Park Road, Block – C, Alipore, Kolkata – 700027 is a Bachelor of Science (Corporate Finance & Accounting) with Minor in Computer Information Systems from Bentley University in Waltham, Massachusetts, U.S.A with sound financial and commercial knowledge and experience of more than 5 years in the related field.

Dr. Rajendra Prasad Singh, who was appointed as additional independent director by the board on 05th August, 2016 seeking

confirmation at the ensuing Annual General Meeting. He is a Non-Executive Independent Director.

Dr. Rajendra Prasad Singh, Director (DIN:00004812) aged about 68 years residing at A-1, PWO Housing Society, Sector-43, Gurgaon, Haryana – 122002 is a Post Graduate in Mechanical Engineering from BHU, Ex. Chairman & MD of Power Grid Corporation of India Limited. In his career of more than 37 years, he has served TISCO, NTPC and POWERGRID.

Director's Meetings, Annual General Meeting, Attendance and Remuneration

The Board meets at regular intervals to discuss and decide on business strategies/policies and review the financial performance of the Company and its subsidiary. The notice and detailed agenda along with the relevant notes and other material information are sent in advance separately to each Director.

During the financial year ended 31st March, 2017, Seven Board meetings were held on 28th May, 2016; 14th July, 2016; 5th August, 2016; 8th September, 2016; 19th November, 2016; 2nd January, 2017 and 10th February, 2017 and one separate Meeting of the Independent Directors was held on 10th February, 2017. The Annual General Meeting was held on 6th August, 2016. The interval between two Meetings was well within the maximum period mentioned under Section 173 of the Companies Act, 2013 and Regulation 17(2) of the Listing Regulations.

The Attendance of the Directors at the meetings and the Annual General Meeting and remuneration paid to them for attending the meetings are given below:

Name of Director	No. of Board Meetings		Fees Paid (₹)	Attendance at AGM held on 06/08/2016
	Held	Attended		
Mr. P.P. Gupta, Managing Director	7	7	-	Yes
Mr. K. M. Poddar, Director	7	6	60000	No
Mr. V.D. Mohile, Director*	7	1	10000	No
Dr. Rajendra Prasad Singh, Director**	7	2	20000	No
Mr. K. Vasudevan, Director	7	3	30000	Yes
Mr. K. K. Rai, Director	7	4	40000	Yes
Mr. S. N. Roy, Director	7	4	40000	Yes
Mr. Ankit Saraiya, Director	7	7	70000	No
Ms. Avantika Gupta, Director	7	7	70000	Yes

*Mr. V. D. Mohile, Director resigned w.e.f. 5th August, 2016.

**Dr. Rajendra Prasad Singh, Director appointed w.e.f. 5th August, 2016.

The separate Meeting of Independent Directors was attended by the Directors namely, Mr. K. K. Rai, Mr. K. M. Poddar, Mr. S. N. Roy and Dr. Rajendra Prasad Singh. Leave of absence was granted to Mr. K. Vasudevan as informed by the Chairman of the meeting. In the meeting, Independent Directors had reviewed the performance of other Non-Executive Directors including the executive Chairman. The Directors were also paid fees for attending the meeting.

The performance of the Independent Directors was also reviewed by the Non-Executive Directors during the year under review.

Disclosure on relationship between Directors

The Directors have no relationship between themselves except as Board colleagues. However, Mr. Ankit Saraiya and Ms. Avantika Gupta who are Non-Independent Non-Executive Directors are relatives of Mr. P. P. Gupta, Managing Director.

Information placed before the Board

The Company provides the information as set out in Regulation 17 read with Part A of Schedule II of the Listing Regulations to the Board and the Board Committees to the extent it is applicable and relevant. Such information is submitted either as part of the agenda papers in advance of the respective Meetings or by way of presentations and discussions during the Meetings.

Board Support

The Company Secretary attends the Board Meetings and advises the Board on Compliances with applicable laws and governance.

Shareholding of Directors and Key Managerial Personnel

As on 31st March, 2017, the shareholding of Directors and Key Managerial Personnel are given below:

Name	Designation	No. of Shares
Mr. P. P. Gupta	Managing Director cum KMP	6000
Mr. Ankit Saraiya	Non-Executive Non-Independent Director	216000
Ms. Avantika Gupta	Non-Executive Non-Independent Director	72000
Mr. K. K. Rai	Independent Director	2000

Name	Designation	No. of Shares
Dr. Rajendra Prasad Singh	Independent Director	Nil
Mr. K Vasudevan	Independent Director	Nil
Mr. S. N. Roy	Independent Director	Nil
Mr. K. M. Poddar	Independent Director	Nil
Mr. P. K. Lohia	Chief Financial Officer & KMP	Nil
Mr. N. Brahma	Company Secretary & KMP	Nil

Code of Fair Disclosure and Conduct

All Board Members and Senior Management personnel of the Company have affirmed compliance with the Code of conduct for the year ended 31st March, 2017. The Code of Conduct is available at the official website of the Company at www.techno.co.in. The Code of Fair Disclosure relating to disclosure of Unpublished Price Sensitive Information (UPSI) as prescribed by SEBI in terms of the SEBI (Prohibition of Insider Trading) Regulations, 2015 is also available at the Company's above mentioned Website.

AUDIT COMMITTEE Composition

The Audit Committee has three independent directors as its Members, Mr. K. Vasudevan, is the Chairman of the Committee and other Members are Mr. S. N. Roy and Mr. K. K. Rai. Mr. N. Brahma, Company Secretary acts as the secretary to the committee. However during the year one of the member namely Mr. V.D. Mohile resigned from the committee consequent upon his resignation from the Board of Directors.

Terms of Reference

The Audit Committee acts in accordance with the terms of reference specified in writing by the Board which shall, inter alia, includes -

- The recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Examination of the financial statement and the auditors' report thereon;
- Approval or any subsequent modification of transactions of the company with related parties;

- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Monitoring the end use of funds raised through public offers and related matters.

Powers of Audit Committee

The Audit committee shall have the authority -

- To call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board.
- To discuss any related issues with the internal and statutory auditors and the management of the company.
- To investigate into any matter in relation to the items or referred to it by the Board.
- To obtain professional advice from external sources.
- To have full access to information contained in the records of the company.

Right to be heard

The auditors of a company and the Key Managerial Personnel (KMP) shall have a right to be heard in the meetings of the Audit Committee when it considers the auditor's report but shall not have the right to vote.

Attendance and Remuneration:

As on 31st March, 2017 four meetings of the Audit Committee were held on 28th May, 2016; 05th August, 2016; 19th November, 2016 and 10th February, 2017. The requisite quorum was present at all the Meetings. The attendance of

the Directors at these committee meetings and remuneration paid to them is given below:

Name	No. of Meetings		Fees Paid (₹)
	Held	Attended	
Mr. K. Vasudevan, Chairman	4	3	30000
Mr. S. N. Roy, Member	4	4	40000
Mr. V. D. Mohile, Member*	4	1	10000
Mr. K. K. Rai, Member	4	4	40000

*Mr. V. D. Mohile, Director resigned w.e.f. 5th August, 2016.

Mr. P. P. Gupta, Managing Director, Mr. P. K. Lohia, CFO, Mr. N. Brahma, Company Secretary, representatives of the Statutory Auditors and Internal Auditors of the Company also attended the meetings.

Vigil Mechanism

The Company has established the Vigil Mechanism and implemented the Whistle Blower Policy within the Organisation. The vigil mechanism provides adequate safeguards against victimisation of employees and directors who avail of the mechanism and also provide for direct access to the Chairperson of the Audit Committee. In case of repeated frivolous complaints being filed by a director or an employee, the audit committee may take suitable action against the concerned director or employee.

The role of the Audit committee has been defined by the Board, which includes the matters prescribed in Part A of Schedule II of Corporate Governance of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Audit Committee is also empowered to review the following information:

- i. Management discussion and analysis of financial condition and results of operations;
- ii. Statement of significant related party transactions submitted by the management;
- iii. Management letters/letters of internal control weaknesses issued by the statutory auditors;
- iv. Internal audit reports relating to internal control weaknesses; and

- v. The appointment, removal and terms of remuneration of the internal auditor.

Internal Audit:

The Company has appointed M/s KSMN & Co., Chartered Accountant as Internal Auditor of the Company who has conducted the audit and submits their report on time to time before the Audit Committee including action taken reports on the findings and discrepancies, if any.

NOMINATION AND REMUNERATION COMMITTEE

Composition:

The Nomination and Remuneration Committee has three independent directors as its Members Mr. S. N Roy, is the Chairman of the Committee and other Members are Mr. K. K. Rai and Mr. K. M. Poddar. The Composition of Remuneration and Nomination Committee is in accordance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations.

The Key Objectives of the Committee are:

- i. To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- ii. To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation.
- iii. To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.

Meeting & Attendance:

During the year 2016-17, the Nomination and Remuneration Committee met twice on 28th May, 2016 and 05th August, 2016. The requisite quorum was present at the Meeting.

The committee recommended for the re-appointment of and remuneration payable to Mr. Padam Prakash Gupta (holding DIN: 00055954) as Managing Director of the Company. Further the Committee has recommended on the terms and conditions for the appointment of Dr. Rajendra Prasad Singh (DIN:00004812) as an additional independent director of the Company.

Responsibilities:

The Committee shall -

- Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down,
- Recommend to the Board their appointment and removal,
- Carry out evaluation of every director's performance.
- Formulate the criteria for determining qualifications, positive attributes and independence of a director and
- Recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.

Details of Remuneration to all the Directors:

Total remuneration paid to Mr. P. P. Gupta, Managing Director, for the year ended 31st March, 2017 is given below:

(₹ In Lakhs)			
Name	Salary	Commission	Total
Mr. P. P. Gupta, Managing Director	53.22	-	53.22

Total remuneration paid to Non-Executive Directors for attending meetings of the Board and Committee during the year ended 31st March, 2017 is given below:

Name	Sitting Fees	Commission	Total
Mr. K. M. Poddar, Director	50000	Nil	50000
Mr. V. D. Mohile, Director	20000	Nil	20000
Mr. K. Vasudevan, Director	60000	Nil	60000
Mr. K. K. Rai, Director	90000	Nil	90000
Mr. S. N. Roy, Director	90000	Nil	90000
Dr. Rajendra Prasad Singh, Director	30000	Nil	30000
Mr. Ankit Saraiya, Director	50000	Nil	50000
Ms. Avantika Gupta, Director	50000	Nil	50000

STAKEHOLDERS' RELATIONSHIP COMMITTEE:

Composition:

The Stakeholders Relationship Committee has three directors as its Members. Mr. K. Vasudevan, is the Chairman of the Committee and other Members are Mr. Ankit Saraiya and Ms. Avantika Gupta.

Key Objectives

The primary function of the Stakeholders Relationship Committee ("the Committee") is inter-alia to consider and resolve the grievances of Stakeholders of the Company like -

- To monitor redressal of stakeholder's complaints/grievances including and relating to non-receipt of allotment /

- refund, transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends etc.
- ii. To authorise to maintain, preserve and keep in its safe custody all books and documents relating to the issue of share certificates, including the blank forms of share certificates.
 - iii. To oversee the performance of the Registrar and Transfer Agents and to recommend measures for overall improvement in the quality of investor services.
 - iv. To perform all functions relating to the interests of security holders of the Company and as assigned by the Board, as may be required by the provisions of the Companies Act, 2013 and Rules made thereunder and in Part D of the Schedule II of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other regulatory authority.

Mr. N. Brahma, Company Secretary acts as the Secretary of the Committee.

There was no complaint at the beginning of the year, however one complaint was received during the year and it was resolved to the satisfaction of shareholders and therefore there is no pending complaints at the end of the year against the company. However, no complaints were received through SCORES.

RISK MANAGEMENT COMMITTEE:

The risk management committee of the Company is constituted in line with the provisions of Regulation 21 of SEBI Listing Regulations. The Committee has been assigned the job to frame, implement and monitor the risk management plan for the Company. The committee is responsible for reviewing the risk management plan and ensuring its effectiveness.

One meeting of the risk management committee was held during the year. The meeting was attended by Mr. Padam Prakash Gupta, Mr. S. N. Roy and Mr. Ankit Saraiya.

SHARE TRANSFER AND TRANSMISSION COMMITTEE:

The Share Transfer and Transmission Committee have three directors as its Members. Ms. Avantika Gupta, as the Chairman of the Committee and other Members are Mr. S. N. Roy and Mr. Ankit Saraiya.

The key objectives of the committee are to consider and approve issue of share certificates (including issue of renewed or duplicate share certificates), transfer and transmission of securities, etc.

Three meetings of the Committee were held during the year on 30th June, 2016, 09th January, 2017 and 23rd February, 2017. The meetings were attended by Ms. Avantika Gupta, Mr. S. N. Roy and Mr. Ankit Saraiya.

CORPORATE SOCIAL RESPONSIBILITY ("CSR") COMMITTEE:

CSR Committee of the Company is constituted in line with the provisions of Section 135 of the Act.

The Corporate social responsibility ("CSR") Committee have three directors as its Members. Mr. K. M. Poddar, as the Chairman of the Committee and other Members are Mr. S. N. Roy and Ms. Avantika Gupta.

The broad terms of reference CSR committee is as follows:

- Formulate and recommend to the board, a CSR policy indicating the activities to be undertaken by the Company as specified in Schedule VII of the Act;
- Recommend the amount of expenditure to be incurred on the activities referred to above;
- Monitor the CSR Policy of the Company from time to time;

Three meetings of the Committee were held during the year on 28th May, 2016, 05th August, 2016 and 19th November, 2016. The meetings were attended by Mr. K. M. Poddar, Mr. S. N. Roy and Ms. Avantika Gupta.

Mr. N. Brahma, Company Secretary acts as the Secretary of the Committee.

GENERAL BODY MEETINGS:

Particulars of general body meetings for the last three years:

Financial year Ended	Day & date of AGM	Venue	Time	No. of special resolutions passed
31st March, 2014	Saturday, July 26, 2014	Bhartiya Bhasha Parisad, 36, Shakespeare Sarani, Kolkata-17	10.30 a.m.	2
31st March, 2015	Friday, August 07, 2015	Bhartiya Bhasha Parisad, 36, Shakespeare Sarani, Kolkata-17	02.30 p.m.	2
31st March, 2016	Saturday, August 06, 2016	Bhartiya Bhasha Parisad, 36, Shakespeare Sarani, Kolkata-17	10.30 a.m.	0

The Company had provided e-voting facility and voting through ballot to Shareholders for all the resolutions that was mentioned in the Notice of Annual General Meeting and the same was carried with requisite majority.

Postal Ballot:

During the year the Company has passed the following Resolutions through Postal Ballot:-

Date of passing of Resolution:	Description of the Resolution:
August 29, 2016	Ordinary resolution for Issue of Bonus Shares in the proportion of 1(One) Bonus Share of ₹2/- each for every existing 1(One) fully paid-up Equity Shares of ₹ 2/- each.
December 29, 2016	Special resolution for Shifting of Registered Office from State of West Bengal to State of Uttar Pradesh.
December 29, 2016	Special resolution under Section 180(1)(a) of the Companies Act, 2013 for Sale, Transfer, and/or disposal of Wind Assets.

The above resolutions were passed with requisite majority.

Mr. Sushil Tiwari, Practicing Company Secretary (Membership No.6199 & CP No.1903) was appointed as Scrutiniser to conduct the e-voting/ physical ballot/postal ballot process in a fair and transparent manner. The e-voting process was conducted through the e-voting platform of National Securities Depository Ltd. (NSDL).

Subsidiary Companies:

The Company has a material non-listed Indian subsidiary company, and an Independent Director of the Company is also a Director of the subsidiary. The financial statement of the subsidiary was reviewed by the Audit Committee on a quarterly basis. The minutes of the subsidiary company was placed before the Board of Directors at Quarterly meetings

on regular basis. Further a statement of all significant transactions entered into by the unlisted subsidiary company is placed before the Company's Board as and when applicable.

Disclosures:

1. There were no materially significant related party transactions i.e. transactions of material nature, with its promoters, directors or the management or their relatives etc. (except the payment of remuneration to the Managing Director and sitting fees to a relative of Managing Director), during the year, that may have potential conflict with the interest of the Company at large.
2. There was no non-compliance by the Company during the last year on any

- matter related to the capital markets and no penalties or strictures imposed on the Company by stock exchanges or SEBI or any other statutory authority.
3. No treatment different from the prescribed Accounting Standard have been followed in the preparation of the financial statements.
 4. The Board assesses the risk on a regular basis and advises the steps and procedures for its minimisation. Now onwards the Risk Management Committee shall assess the risks involved in the business of the Company and shall report to the Board on regular basis.
 5. The Company has not raised any amount through public issues, rights issues, preferential issue etc. during the year.
 6. The non-executive Directors have not been paid any remuneration other than sitting fees.
 7. Management discussion and analysis report forms part of this Annual Report.

MEANS OF COMMUNICATION:

The Company has established systems and procedures to enable its stakeholders to have access to the complete information about the company. Maximum information is available at the website of the Company (www.techno.co.in).

The investors can send their complaints through “SCORES”, a platform provided by SEBI or may send through email to desk.investors@techno.co.in.

All information which could have a material bearing on the Company's share price is disseminated to the National Stock Exchange of India Limited (NSE), the BSE Limited (BSE). All official news releases and presentations are posted on the Company's website www.techno.co.in.

Quarterly and annual results of the Company are published in widely circulated national newspapers - “The Hindu Business Line” and “Business Standard” and the local vernacular daily “Arthik Lipi”. The quarterly compliance report on Corporate Governance as prescribed under Regulation 27(2)(a), the shareholding pattern of the Company as prescribed under Regulation 31(1)(b), the Statement Grievance Redressal Mechanism Report under Regulation 13(3), the Reconciliation of Share Capital Audit Report of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Financial Results are also filed through NSE Electronic Application Processing (NEAP) System and BSE Listing Center.

General Shareholder Information:

1. 12th Annual General Meeting is scheduled to be held on 12th September, 2017 and the notice convening the same shall be sent to the shareholders within the time prescribed by the Companies Act.
2. Financial Year: April to March
3. Financial Calendar:

Financial Year 2017-2018		
1	First Quarter Results	Within 45 days from 30th June
2	Second Quarter and Half-Yearly Results	Within 45 days from 30th September
3	Third Quarter Results	Within 45 days from 31st December
4	Fourth Quarter and Annual Audited Results	Within 60 days from financial year ending

4. Date of Book closure: From 6th September, 2017 to 12th September, 2017 (Both days inclusive). The Book closure dates be intimated through stock exchanges, newspaper and with the notice convening the Annual General Meeting.

5. Dividend payment date: Within 15 days from the date of declaration at the AGM, if declared.

6. Listing on Stock Exchanges:

Stock Exchange	Stock Code / Symbol
BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001.	533281
National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai - 400051.	TECHNO

Note: Annual Listing Fees for the year 2017-18 have been paid to all the Stock Exchanges as mentioned above.

7. Market Price Data:

Stock Exchange	BSE			NSE		
	High	Low	Volume	High	Low	Volume
Month	(₹)	(₹)	(Nos.)	(₹)	(₹)	(Nos.)
April, 2016	550.00	507.00	3,517	550.00	509.00	175,144
May, 2016	579.00	500.05	10,193	555.00	500.35	104,038
June, 2016	569.00	522.10	118,199	575.00	518.50	609,529
July, 2016	695.85	534.00	499,978	697.90	559.05	1,234,810
August, 2016	720.00	624.35	57,604	723.00	614.30	334,024
September, 2016*	667.85	294.00	68,929	669.45	289.15	555,115
October, 2016	346.50	297.00	278,969	343.40	295.00	1,617,803
November, 2016	325.40	261.60	314,955	325.20	242.50	1,997,206
December, 2016	317.00	290.20	499,231	318.00	290.00	2,365,874
January, 2017	360.00	299.65	1,189,160	359.50	299.00	2,484,180
February, 2017	384.00	346.55	987,088	384.00	346.00	2,506,790
March, 2017*	404.00	333.00	1,920,637	404.00	331.90	2,050,060

* Issue of Bonus Shares in the ratio 1:1.

8(i). Comparison of Stock Performance with BSE Sensex:

Month	Price at BSE			BSE Sensex		
	Opening	Closing	Change(%)	Opening	Closing	Change(%)
April, 2016	545.00	520.45	(4.50)	25,302	25,607	1.21
May, 2016	520.00	539.85	3.82	25,565	26,668	4.31
June, 2016	540.00	564.95	4.62	26,684	27,000	1.18
July, 2016	569.50	688.50	20.90	27,064	28,052	3.65
August, 2016	720.00	650.55	(9.65)	28,083	28,452	1.31
September, 2016*	660.00	295.75	(55.19)	28,459	27,866	(2.08)
October, 2016	305.00	317.45	4.08	27,997	27,930	(0.24)
November, 2016	310.00	304.15	(1.89)	27,966	26,653	(4.70)
December, 2016	301.20	301.30	0.03	26,757	26,626	(0.49)
January, 2017	303.00	354.50	17.00	26,711	27,656	3.54
February, 2017	352.00	372.50	5.82	27,669	28,743	3.88
March, 2017*	373.00	401.75	7.71	28,849	29,621	2.67

* Issue of Bonus Shares in the ratio 1:1.

(ii). Comparison of Stock Performance with NSE Nifty:

Month	Price at NSE			Nifty		
	Opening	Closing	Change(%)	Opening	Closing	Change(%)
April, 2016	549.95	519.80	(5.48)	7,718	7,850	1.71
May, 2016	513.00	542.50	5.75	7,823	8,160	4.31
June, 2016	539.95	569.75	5.52	8,179	8,288	1.33
July, 2016	569.95	686.55	20.46	8,313	8,639	3.91
August, 2016	700.00	652.30	(6.81)	8,654	8,786	1.52
September, 2016*	657.90	298.45	(54.64)	8,794	8,611	(2.07)
October, 2016	300.00	316.65	5.55	8,666	8,626	(0.47)
November, 2016	317.10	304.10	(4.10)	8,653	8,225	(4.95)
December, 2016	308.00	301.10	(2.24)	8,244	8,186	(0.71)
January, 2017	304.00	353.95	16.43	8,210	8,561	4.28
February, 2017	351.00	372.55	6.14	8,570	8,880	3.61
March, 2017*	374.55	400.55	6.94	8,904	9,174	3.02

* Issue of Bonus Shares in the ratio 1:1.

9. Registrar and Transfer Agents:

Niche Technologies Pvt. Limited
D-511, Bagree Market, 71, B.R.B.B. Road
Kolkata - 700001.
Tel : (033) 22357270 / 22357271
Fax : (033) 22156823
Email : nichetechpl@nichetechpl.com

10. Share Transfer & Transmission System:

The share transfers / transmissions in physical form are normally processed within 15 days from the date of receipt of the valid documents complete in all respect. The Company had received 1 (One) transfer and 2 (Two) transmission requests during the year ended 31st March, 2017 and the same were processed within the prescribed time

11(i). Distribution of Shareholding as on 31st March, 2017:

Slab	No. of Shareholders		No. of Shareholders	
	Number	Percentage (%)	Number	Percentage (%)
1 - 500	10977	82.745	1935371	1.695
501 - 1000	1267	9.551	880668	0.771
1001 - 5000	754	5.684	1598185	1.400
5001 - 10000	121	0.912	855458	0.749
10001 - 50000	90	0.678	1770983	1.551
50001 - 100000	15	0.113	1056980	0.926
100001 & Above	42	0.317	106084755	92.908
	13266	100.00	114182400	100.00

(ii) Shareholding Pattern as on 31st March, 2017:

Shareholders (Category)	No. of Shares held	% of Total Shares
Promoters	66201276	57.98
Bodies Corporate	14326678	12.55
Financial Institution / Banks	118368	0.10
Indian Public	6474315	5.67
Foreign Institutional Investors (FIIs) and Foreign Portfolio Investors (FPIs)	6040833	5.29
Mutual Funds	20331417	17.81
Non-Resident Indians (NRIs)	151046	0.13
Other (Clearing Member)	538467	0.47
	114182400	100.00

12. The Shares of the Company are compulsorily traded in dematerialised form and tradable with both the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The ISIN of the Company's Shares is INE286K01024.

Details of dematerialisation of shares as on 31st March, 2017 are given below:-

Name of the Depository	No. of Shares	% of Total Share Capital
National Securities Depository Limited	109802989	96.16
Central Depository Services (India) Limited	3936565	3.45

13. The Company has not issued any GDRs / ADRs / Warrants or any convertible instruments during the financial year

14. Company Details:

Address for Correspondence	Techno Electric & Engineering Company Ltd. 1B, Park Plaza, South Block, 71, Park Street, Kolkata – 700016. Tel : (033) 40513000, Fax : (033) 40513326 E-mail : desk.investors@techno.co.in Website : http://www.techno.co.in
Corporate Identity Number	L40108UP2005PLC094304 (w.e.f 21.06.2017) L40108WB2005PLC139595 (till 20.06.2017)

CERTIFICATE

To the Members of
Techno Electric & Engineering Company Limited

We have examined the compliance of conditions of code of Corporate Governance by Techno Electric & Engineering Company Limited (the Company), for the year ended 31st March, 2017 as stipulated in Regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively referred to as "SEBI Listing Regulations, 2015).

The compliance of the conditions of Corporate Governance is the responsibility of the company's management. Our examination has been limited to a review of the procedures and implementations thereof adopted by the Company for ensuring compliance with the conditions of Corporate Governance. It is neither an audit nor an express of an opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the aforementioned Listing Agreements/Listing Regulations, as applicable.

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

Sonee House
21, Sarkar bye Lane,
Kolkata-700 007

Place: Kolkata
Date: 26th May, 2017

For K Sonee & Company
Company Secretary

Sd/-
(Kaushik Sonee)
Proprietor

Membership No.F7921 C.P. NO: 14302

COMPLIANCE CERTIFICATE FROM DIRECTOR OFFICER PURSUANT TO REGULATION 17(8) OF PART B OF SCHEDULE II OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

We, P. P. Gupta, Managing Director and P. K. Lohia, Chief Financial Officer of Techno Electric & Engineering Company Limited hereby certify that:

- (a) We have reviewed the Financial Statements and the Cash Flow Statement for the financial year ended 31st March, 2017 and that to the best of our knowledge and belief:
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the period, which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) We are responsible for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the Auditors and the Audit Committee that :
 - i. there have been no significant changes in internal control over financial reporting during the year;
 - ii. there have been no significant changes in accounting policies during the year; and
 - iii. there have been no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: Kolkata
Date: 26th May, 2017

P. P. Gupta
Managing Director

P. K. Lohia
Chief Financial Officer

DECLARATION UNDER REGULATION 26(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Pursuant to Regulation 26(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is hereby declared that all the Board Members and senior management personnel of Techno Electric & Engineering Company Limited have affirmed compliance with the Code of Conduct for the year ended 31st March, 2017.

Place: Kolkata
Date: 26th May, 2017

P. P. Gupta
Managing Director

P. K. Lohia
Chief Financial Officer

CSR EXPENDITURE FOR THE FINANCIAL YEAR 2016-17

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	(13)	(14)	(15)	(16)	(17)
Address of Registered Office	Main Business Activity of the Company	Prescribed CSR Budget of 2% of Average Net Profit for F.Y. 2013-14, 2014-15 & 2015-16	Allocated CSR Budget 2016-17	Actual CSR spent in F.Y. 2016-17	Administrative Overhead Expenditure not spending (if any)	Reasons for spending	Details of CSR Projects/Activities	Description	Sector(s) covered within Schedule VII	Geographical areas where project was implemented	States where under taken	Districts where under taken	Out-lay (Programme/ project)	Expenditure on Project or	Mode of implementation (Direct or through agencies)	Details of agencies implementing
C-218, Ground Floor (G-1), Sector 63, Noida - 201307, UP.	EPC & Power Generation	₹ 1.74 crores	₹ 1.75 crores	₹ 1.50 crores (Committed)	Nil	Nil	Preservation and Restoration of Heritage Building, Contribution to poverty eradication and Eye Healthcare	IIM Ahmedabad for construction and preservation of building, Friends of Tribal Society, Lions Club	Protection of Heritage Building item No. v of Schedule VII Social Business Projects item No. viii of Schedule VII	Ahmedabad Gujarat West Bengal	Gujarat West Bengal	Gandhinagar Kolkata, Howrah	N/A	₹ 1.50 crores (Committed) ₹ 0.21 crores	Self by the Company Implementing Agency	Self by the Company Charitable Trust

BUSINESS RESPONSIBILITY REPORT

The Business Responsibility Report as required by Regulation 34(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed and forms an integral part of this Report

SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

1. **Corporate Identity Number (CIN) of the Company:** L40108UP2005PLC094304
2. **Name of the Company:** Techno Electric & Engineering Company Limited
3. **Registered address:** C-218, Ground Floor (GR-1), Sector 63, Noida - 201307, Uttar Pradesh.
4. **Website:** www.techno.co.in
5. **E-mail id:** desk.investors@techno.co.in
6. **Financial Year reported:** 2016-17
7. **Sector(s) that the Company is engaged in (industrial activity codewise):**
45204 – EPC (Construction)
40108 – Energy (Power)
8. **List three key products/services that the Company manufactures/ provides (as in balance sheet):**
 - (a) Power Generation System: Complete solution provider for captive power plants, balance of plants and utilities for power projects.
 - (b) Transmission & Distribution: Construction of air insulated and gas insulated substations, installation of overhead lines.
 - (c) Industrial: Plant electrical and illumination, oil handling plants, fire protection system, air conditioning and ventilation system.

9. **Total number of locations where business activity is undertaken by the Company:**

- (a) Number of International Locations – 1
- (b) Number of National Locations- 40

10. **Markets served by the Company-** Local/ State/National/International: National and International

SECTION B: FINANCIAL DETAILS OF THE COMPANY

1. **Paid up Capital (INR):** 22.53 crores (Post Buyback of Shares)
2. **Total Turnover (INR):** 1236.34 crores
3. **Total profit after taxes (INR):** 145.46 crores
4. **Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)**
Committed – ₹ 1.50 crores to IIM, Ahmedabad, Spent for Solar power in remote villages – ₹ 22.27 lakhs, which is 1.18% of the profit after tax for the year ended 31st March, 2017.
5. **List of activities in which expenditure in 4 above has been incurred:-**
Please refer Annexure C to Board's Report for CSR Activities.

SECTION C: OTHER DETAILS

1. **Does the Company have any Subsidiary Company/ Companies?**
As on 31st March, 2017 the Company has 5 Subsidiaries.
2. **Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s).**
The Subsidiaries are separate entities and hence they follow BR Initiatives as per the rules and regulations applicable to them.

3. Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]

The Company has not mandated any supplier, distributor etc., to participate in BR Initiatives of the Company. However, they are encouraged to adopt BR Initiatives and follow the concept expected from responsible businesses.

It is difficult to establish the extent of their support in Company's BR initiatives.

SECTION D: BR INFORMATION

1. Details of Director/Directors responsible for BR

(a) Details of the Director/Director responsible for implementation of the BR policy/policies

1. DIN Number: 00055954
2. Name: Mr. P. P. Gupta
3. Designation: Managing Director

(b) Details of the BR head

(b) Details of the BR head

No.	Particulars	Details
1	DIN Number (if applicable)	00055954
2	Name	Mr. P. P. Gupta
3	Designation	Managing Director
4	Telephone number	033-40513000
5	E-mail id	desk.md@techno.co.in

2. Principle-wise (as per NVGs) BR Policy/policies
(a) Details of compliance (Reply in Y/N)

No. Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
	Ethics	Product Life Cycle Sustainability	Employee well Being	Stakeholder Engagement	Human Rights	Environment	Policy Advocacy	Community Development	Customer Value
1	Y	Y	Y	Y	Y	Y	Y	Y	Y
2	Y	Y	Y	Y	Y	Y	Y	Y	Y
3	The Policies confirm to the principles of National Voluntary Guidelines.								
4	Y	Y	Y	Y	Y	Y	Y	Y	Y
5	Y	Y	Y	Y	Y	Y	Y	Y	Y
6	Restricted to Stakeholders								
7	Y	Y	Y	Y	Y	Y	Y	Y	Y
8	Y	Y	Y	Y	Y	Y	Y	Y	Y
9	Y	Y	Y	Y	Y	Y	Y	Y	Y
10	The Policies are reviewed and evaluated from time to time and getting modified as required depending upon the internal or external agency situation.								

- b) If answer to the question at serial number 1 against any principle, is 'No', please explain why: (Tick up to 2 options) NOT APPLICABLE

No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	The company has not understood the Principles	-	-	-	-	-	-	-	-	-
2	The company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles	-	-	-	-	-	-	-	-	-
3	The company does not have financial or manpower resources available for the task	-	-	-	-	-	-	-	-	-
4	It is planned to be done within next 6 months	-	-	-	-	-	-	-	-	-
5	It is planned to be done within the next 1 year	-	-	-	-	-	-	-	-	-
6	Any other reason (please specify)	-	-	-	-	-	-	-	-	-

3. GOVERNANCE RELATED TO BR

- a) Indicate the frequency with which the Board of Directors, Committee of the Board or CEO assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year.

There is no defined frequency. However, the BR performance of the Company is periodically assessed by the Management.

- b) Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?

This is the first Business Responsibility Report of the Company and the Company proposes to publish BR annually.

As a result, the Company has adopted a Code of Business Conduct & Ethics ('the Code'). This Code is applicable to the Board of Directors and all employees of the Company. The members of the Board of Directors and the members of the Senior Management of the Company are required to affirm semi-annual compliance of this code.

This Code requires the Directors and employees of the Company to act honestly, fairly, ethically and with integrity. This Code helps the Directors and employees to conduct themselves in professional, courteous and respectful manner and also to ensure that their independent judgement is not subordinated.

The Corporate Governance framework is further supported by a Vigil Mechanism Policy which serves as a mechanism for its Directors and employees to report any genuine concerns about unethical behavior, actual or suspected fraud or violation of the Code of Conduct without fear of reprisal, and hence to help ensure the Company continues to uphold its high standards.

PRINCIPLE 1

1. Does the policy relating to ethics, bribery and corruption cover only the company? Yes/ No. Does it extend to the Group/ Joint Ventures/ Suppliers/ Contractors / NGOs/ others?

Techno considers Corporate Governance as an integral part of good management.

2. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.

The Company takes action on the complaints and provides a suitable reply to the stakeholders on immediate basis. The details of shareholder complaints received and resolved during the financial year are given in the Corporate Governance Report.

PRINCIPLE 2

1. List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.

The Company is a solution provider in the Power Sector and has no products of its own. It executed projects for the and as per the requirement of the Clients.

2. Does the company have procedures in place for sustainable sourcing (including transportation)?

The Company endeavors to focus on protection of environment, stakeholders' interest and cost effectiveness while procuring any material or goods for execution of projects. The main materials - transformer, circuit breaker, steel, aluminium, cement, cables and various items relating to the industry are procured from manufacturers / producers who are well reputed keeping in mind the need for quality and consistency. Adequate steps are taken for safety during transportation and optimisation of logistics, which, in turn, help to mitigate the impact on climate.

3. Has the company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work? Yes

The Company procures sand, stone chips etc. from local vendors at the location of the projects which provides them the earning opportunity.

4. Does the company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.

The Company is a service / solution provider in power sector and has no manufacturing facility. However, it send the scrap to through local vendors for recycling. The Company endeavors to manage the environmental impacts of organisational activities, products and services. The percentage of recycling of products and waste is very negligible.

PRINCIPLE 3

1. Please indicate the Total number of employees. - 437

2. Please indicate the Total number of employees hired on temporary/ contractual/casual basis.-Nil

3. Please indicate the Number of permanent women employees.-18

4. Please indicate the Number of permanent employees with disabilities-1

5. Do you have an employee association that is recognised by management? No

6. What percentage of your permanent employees is members of this recognised employee association? NA

7. Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year. Nil

Category	No. of Complaints filed during the Financial Year	No. of complaints pending as on end of the Financial
Child labour/forced labour/ involuntary labour	NIL	NA
Sexual harassment	NIL	NA
Discriminatory employment	NIL	NA

8. What percentage of your under mentioned employees were given safety and skill up-gradation training in the last year?

- a. Permanent Employees - 43%
- b. Permanent Women Employees -54%
- c. Casual/Temporary/Contractual Employees- Contractual employees are given training
- d. Employees with Disabilities- 0%

PRINCIPLE 4

1. Has the company mapped its internal and external stakeholders? Yes/No

Yes, the Company has mapped its key internal and external stakeholders.

2. Out of the above, has the company identified the disadvantaged, vulnerable & marginalised stakeholders?

The Company engages with its stakeholders on an ongoing basis. It is committed to the welfare of marginalised and vulnerable stakeholders and endeavors to meet the expectations of the said stakeholders.

The Company has also identified specific areas like educating and training underprivileged / vulnerable stakeholders which help them in improving their standard of living.

3. Are there any special initiatives taken by the company to engage with the disadvantaged, vulnerable and marginalised stakeholders?

The Company gives emphasis on the small and marginal stakeholders engaged in the civil construction works at project sites and at the place of rural electrification projects by guiding them on the basis technical skills and apprising them the potential risks / hazards that may happen during performing their jobs.

PRINCIPLE 5

1. Does the policy of the company on human rights cover only the company or extend to the Group/Joint Ventures/Suppliers/ Contractors/NGOs/Others?

The Company remains committed to respect and protect human rights. The Company's Code of Business Conduct & Ethics and the human resource practices cover most of these aspects. The Company does not hire child labour, forced labour or involuntary labour. The Company never discriminates between its employees. This practice extends to the Techno Group.

2. How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?

No stakeholder complaints, relating to human rights, discrimination have been received in the last financial year.

PRINCIPLE 6

1. Does the policy related to Principle 6 cover only the company or extends to the Group/Joint Ventures/Suppliers/ Contractors/ NGOs/others?

The Company strives to preserve the environment by striking a balance between economic growth and preservation of the environment with due concern for ecology. The Company is committed to implement all its projects as per the specification and benchmark provided by its clients in an environment friendly manner giving specific emphasis on the health and safety of its employees / stakeholders. The Subsidiaries and Joint Ventures are encouraged to adopt the practices of Company.

2. Does the company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc? Y/N. If yes, please give hyperlink for webpage etc.

The Company's policy requires implementation of projects in such a manner, so as to ensure safety of all concerned, compliances of environmental regulations and preservation of natural resources which is the criteria specified by the clients. In line with the Company's commitment towards conservation of energy, all its units continue with their efforts aimed at improving energy efficiency through innovative measures to reduce wastage and optimise consumption. The wholly-owned

subsidiary of the Company is a green power generator from wind turbines.

3. Does the company identify and assess potential environmental risks? Y/N

Yes, the Company has a mechanism to identify and assess risks which includes environmental risks. The Company is a ISO 9001 Company.

4. Does the company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed?

The Company carries on its clean energy development program through its wholly-owned subsidiary company and has 129.90 MW wind energy project installed in Tamilnadu and Karnataka and environmental audit conducted every year and a report filed to the environmental agency.

5. Has the company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc.? - No.

6. Are the Emissions/Waste generated by the company within the permissible limits given by CPCB/SPCB for the financial year being reported?

The Company is not a manufacturing or processing company, so there is no generation of emissions / wastes.

7. Number of show cause/ legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.

This is not applicable on the Company.

PRINCIPLE 7**1. Is your company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with:**

- a. Indian Electrical & Electronics Manufacturers' Association (ieema);
- b. Confederation of Indian Industry (CII);
- c. Bengal Chamber of Commerce, Kolkata.
- d. Indo-German Chamber of Commerce.

2. Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No; if yes specify the broad areas (Drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)

From time to time, the Company has been raising various issues concerning its business through the above mentioned associations.

PRINCIPLE 8**1. Does the company have specified programmes/initiatives/projects in pursuit of the policy related to Principle 8? If yes details thereof.**

The Company has a well-defined CSR policy which is in line with the Companies Act, 2013. The Company, its Subsidiaries and Joint Ventures have taken various CSR initiatives for support and development of society. The report on the CSR projects carried by the Company is annexed with the Board's Report.

2. Are the programmes/projects undertaken through in-house team/ own foundation/external NGO/ government structures/any other organisation?

The Company carries its CSR activity either by donating to organisations for

preservation and protection of Heritage buildings and rural development by providing solar energy through its Trust. All the projects are monitored by the internal teams of the Company.

3. Have you done any impact assessment of your initiative?

A report on each project and its impact on society is taken from Trusts which is reviewed from time to time. The internal teams ensure the implementation of the projects undertaken.

4. What is your company's direct contribution to community development projects- Amount in INR and the details of the projects undertaken?

The details of the CSR Activities during the financial year 2016-17 and the areas are mentioned in Annexure C to the Board's Report.

5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.

Yes. Initiatives undertaken under CSR are tracked to determine the outcomes achieved and the benefits to the community. Internal tracking mechanisms, follow-up, visits, telephonic and email communications are regularly carried out. The Company has dedicated team of employees to drive and monitor the CSR activities.

Any project that comes up for CSR is first internally reviewed and assessed by the Management. If the Management is convinced of the project, it is put up to the CSR Committee for its consideration and approval. If the project is approved, it is tracked and the reports, through telephone, emails etc., are taken from time to time.

PRINCIPLE 9

- 1. What percentage of customer complaints/consumer cases are pending as on the end of financial year?**

The Company is committed to providing quality services to customers and is always ready to address their concerns. A is in place for dealing with customer feedback and complaints. Customers are provided multiple options to connect with the Company through email, telephone, website, social media, feedback forms, etc.

There are no complaints pending at the end of the financial year.

- 2. Does the company display product information on the product label, over and above what is mandated as per local laws? Yes/ No/N.A. / Remarks(additional information)**

Not Applicable.

- 3. Is there any case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year? If so, provide details thereof, in about 50 words or so.**

There are no cases in relation to unfair trade practices, irresponsible advertising and/or anti-competitive behavior during the last five years and pending as on end of financial year.

- 4. Did your company carry out any consumer survey/ consumer satisfaction trends?**

The Company need not to carry customer satisfaction survey. However, the customer itself assesses the project implemented by the Company and give awards from time to time.

Financial Statements

Standalone

Independent Auditors' Report **102**

Balance Sheet **108**

Statement of Profit and Loss **109**

Cash Flow Statement **110**

Notes on Financial Statements **112**

Consolidated

Independent Auditors' Report **155**

Consolidated Balance Sheet **160**

Statement of Consolidated
Profit and Loss **161**

Consolidated Cash Flow Statement **162**

Notes on Consolidated Financial Statements **164**



INDEPENDENT AUDITORS' REPORT

To the Members of
Techno Electric & Engineering Company Limited

REPORT ON THE STANDALONE Ind AS FINANCIAL STATEMENTS

We have audited the accompanying Standalone Ind AS Financial Statements of **Techno Electric and Engineering Company Limited** ("the Company"), which comprise the balance sheet as at 31st March, 2017, the statement of profit and loss (including other comprehensive income), the cash flow statement, and the statement of changes in equity for the year then ended, and a summary of 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 of these Standalone Ind AS Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive income 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 relevant rules issued thereunder.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Ind AS Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these Standalone Ind AS 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. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Standalone Financial Statements are free from material misstatement.

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

We believe that the audit evidence 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 Standalone Ind AS Financial Statements give the information required by the Act in the

manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2017, and its financial performance including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by 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, we give in the **Annexure- A**, a statement on the matters specified in paragraphs 3 and 4 of the said Order to the extent applicable to the company.
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 purpose 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, the Cash Flow Statement and the statement of changes in equity dealt with by this report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid standalone financial statement comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the companies (Accounts) Rules, 2014 read with relevant rules issued thereunder;
 - (e) On the basis of written representations received from the directors as at 31st March, 2017, taken on record by the Board of Directors, none of the directors as on 31st March, 2017 are disqualified 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**"; and
 - (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. As per information and explanations given to us, the Company does not have any pending litigations which would impact the financial position;
 - ii. As per information and explanations given to us, The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There has been no delay in transferring the 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 the holdings as well as dealing in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 and these are in accordance with the books of accounts maintained by the Company. (Refer Note no 39 of Standalone Ind AS Financial Statements)

For **S. S. Kothari & Co**
Chartered Accountants
Firm's Registration No.302034E

Centre Point
21, Old Court House Street
Kolkata 700 001

R.N.Bardhan
Partner

Membership No 017270
Dated, the 26th day of May, 2017

ANNEXURE - A TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements of our report of even date to the members of Techno Electric and Engineering Company Limited on the Standalone Financial Statements for the year ended 31st March,2017)

WE REPORT THAT,

- 1 a) The Company has maintained proper records of Fixed Assets showing full particulars including quantitative details and situation of fixed assets.
- b) The Company has a phased program of physical verification of its fixed assets which in our opinion, is reasonable having regard to the size of the Company and the nature of its business . In accordance with such program, the management has physically verified fixed assets during the year and no material discrepancies were noticed on such verification.
- c) The title deeds of immovable properties are held in the name of the Company.
- 2 As explained to us, inventories have been physically verified by the management during the year at reasonable intervals. In our opinion and according to the information and explanations given to us the discrepancies noticed on such verifications of inventories as compared to book records were not material and have been properly dealt with in the books of account.
3. During the year the company has not granted any secured or unsecured loans to a body corporate covered in the register maintained under Section 189 of the Companies Act, 2013 (the Act)
4. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Companies Act 2013, with respect to the loans, investments, guarantees and securities made.
5. The Company has not accepted any deposits from the public and consequently, the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act 2013 and rules framed there under, is not applicable .
6. We have broadly reviewed the books of account maintained by the company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148 (11) of the Companies Act, 2013 in respect of Energy (Power) division of the Company and are of the opinion that, prima-facie, the prescribed accounts and records have been made and maintained. However, we have not made any detailed examination of cost records, to ascertain the accuracy and completeness thereof.
7. a) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has generally been regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, custom duty, service tax, value added tax, cess and any other material statutory dues applicable to it and there is no outstanding as on 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, there are no dues in respect of Income-tax, sales-tax, service-tax, custom duty, excise duty, value added tax, and cess that have not been deposited with the appropriate authorities on account of any dispute.
8. The Company has not defaulted in repayment of dues to financial institution or bank or debenture holders as may be ascertained from the examination of the books of account and other records of the Company.
9. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
10. To the best of our knowledge and belief and according to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
11. According to the information and explanations given to us and based on our examination of the records of the Company, managerial remuneration paid or provided by the Company is in accordance with the provisions of section 197 read with Schedule V to the Act, during the year.
12. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
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 Standalone Financial Statements as required by the applicable accounting standards.
14. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
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 non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
16. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For **S. S. Kothari & Co**
Chartered Accountants
Firm's Registration No.302034E

Centre Point
21, Old Court House Street
Kolkata 700 001

R.N.Bardhan
Partner

Membership No 017270

Dated, the 26th day of May, 2017

ANNEXURE - B TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 2 (f) under the heading "Report on Other Legal and Regulatory Requirements of our report of even date to the members of Techno Electric and Engineering Company Limited 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")

We have audited the internal financial controls over financial reporting of Techno Electric and Engineering Company Limited ("the Company") as of 31st March, 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

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 Companies Act, 2013.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed

under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial 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 Standalone Financial Statements, whether due to fraud or error.

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

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the

reliability of financial reporting and the preparation of Standalone 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 Standalone Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Standalone Financial Statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any

evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 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 **S. S. Kothari & Co**
Chartered Accountants
Firm's Registration No.302034E

Centre Point
21, Old Court House Street
Kolkata 700 001

R.N.Bardhan

Partner

Membership No. 017270

Dated, the 26th day of May, 2017

BALANCE SHEET

as at 31st March, 2017

₹ In lakhs				
Particulars	Note No.	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
ASSETS				
1 Non - current assets				
(a) Property, plant and equipment	6	1,038.03	18,714.14	19,199.62
(b) Other intangible assets	7	34.58	48.16	61.74
(c) Financial assets				
(i) Investments	8	49,394.96	44,782.70	41,380.22
(ii) Loans	10	334.75	797.57	734.75
(iii) Others	11	186.16	217.69	172.11
2 Current assets				
(a) Inventories	14	21.91	3,793.17	628.04
(b) Financial assets				
(i) Investments	8	18,943.99	1,321.82	2,001.19
(ii) Trade receivables	9	48,385.30	45,511.69	30,987.57
(iii) Cash and cash equivalents	15	8,229.50	3,780.00	1,029.26
(iv) Bank balances	15	1,134.24	1,063.46	920.34
(v) Others	11	372.85	192.87	264.64
(c) Other current assets	13	4,675.85	5,524.09	6,026.51
Total		1,32,752.12	1,25,747.36	1,03,405.99
EQUITY AND LIABILITIES				
Equity				
(a) Equity share capital	17	2,283.64	1,141.82	1,141.82
(b) Other equity	18	82,909.94	70,624.61	62,531.85
LIABILITIES				
1 Non - current liabilities				
(a) Financial assets				
(i) Borrowings	19	-	3,000.00	7,000.00
(b) Provisions	22	162.99	137.44	136.64
(c) Deferred tax liabilities (net)	12	7,944.53	7,581.49	5,779.73
(d) Other non - current liabilities	23	1,952.87	834.44	3,411.85
2 Current liabilities				
(a) Financial liabilities				
(i) Borrowings	19	-	10,154.82	7,573.49
(ii) Trade payables	20	33,433.72	27,433.56	12,237.98
(iii) Other liabilities excluding provisions	21	3,255.74	4,390.90	3,274.02
(b) Other Current liabilities				
(c) Provisions	22	271.65	163.91	109.16
(d) Current tax liabilities (net)	16	537.04	284.37	164.16
Total Equity & Liabilities		1,32,752.12	1,25,747.36	1,03,405.99
Significant accounting policies and notes to standalone financial statements	1-47			

The Notes referred to above form an integral part of the Balance Sheet.

This is the Balance Sheet referred to in our Report of even date.

For **S. S. Kothari & Co.**
Chartered Accountants
Firm's Registration No. 302034E

P. K. Lohia
Chief Financial Officer

P. P. Gupta
Managing Director
DIN : 00055954

Centre Point
21, Old Court House Street
Kolkata - 700 001
The 26th day of May, 2017

R.N. Bardhan
Partner
Membership No. 17270

N. Brahma
Company Secretary
Membership No. A-11652

S. N. Roy
Director
DIN: 00408742

STATEMENT OF PROFIT AND LOSS

for the year ended 31st March, 2017

Particulars	Note No.	₹ In lakhs	
		Year ended 31st March, 2017	Year ended 31st March, 2016
I Revenue from operations	24	1,23,634.52	1,03,283.78
II Other income	25	4,168.84	2,804.69
III Total income (I + II)		1,27,803.36	1,06,088.47
IV Expenses			
Material & Stores	26	89,476.40	81,321.07
Changes in inventories of finished goods, stock - in - trade and work - in - progress	27	3,771.26	(3,165.13)
Employee benefits expenses	28	3,376.92	2,906.47
Finance costs	29	1,594.26	2,081.09
Depreciation and amortization expenses	30	1,305.26	1,359.23
Other expenses	31	6,793.52	6,362.24
Total expenses		1,06,317.62	90,864.97
V Profit / (loss) before exceptional items and tax (III - IV)		21,485.74	15,223.50
VI Exceptional items		-	-
VII Profit / (loss) before tax (V + VI)		21,485.74	15,223.50
VIII Tax expense	32		
(1) Current tax		6,576.06	2,707.74
(2) Deferred tax		363.01	1,801.79
		6,939.07	4,509.53
IX Profit / (loss) for the period (VII - VIII)		14,546.67	10,713.97
X Other comprehensive income			
A Items that will not be reclassified to profit or loss			
(i) Fair value gains on non-current equity investments		53.22	(6.27)
(ii) Employee Benefit Expense - Actuarial Loss		(30.92)	(30.96)
		22.30	(37.23)
XI Total comprehensive income for the period (IX + X)		14,568.97	10,676.74
XII Earnings per equity share	33		
(1) Basic		12.76	9.35
(2) Diluted		12.76	9.35

The notes referred to above form an integral part of the Statement of Profit & Loss. This is the Statement of Profit & Loss referred to in our Report of even date.

For **S. S. Kothari & Co.**
Chartered Accountants
Firm's Registration No. 302034E

P. K. Lohia
Chief Financial Officer

P. P. Gupta
Managing Director
DIN : 00055954

Centre Point
21, Old Court House Street
Kolkata - 700 001
The 26th day of May, 2017

R.N. Bardhan
Partner
Membership No. 17270

N. Brahma
Company Secretary
Membership No. A-11652

S. N. Roy
Director
DIN: 00408742

CASH FLOW STATEMENT

for the year ended 31st March, 2017

Particulars	₹ In lakhs	
	Year ended 31st March, 2017	Year ended 31st March, 2016
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax and extraordinary items	21,485.74	15,223.50
Adjustments for :		
Depreciation	1,305.26	1,359.23
(Profit)/Loss on Sale of fixed assets	(2,334.72)	14.37
Interest/Dividend Income	(1,446.07)	(2,661.95)
(Profit) /Loss on Sale of Investments (Net)	(139.29)	(139.12)
Interest Paid	1,594.26	2,081.09
Notional Gain/(Loss) on Actuarial Valuation	(30.92)	(30.96)
Operating Profit before Working Capital Changes	20,434.26	15,846.16
Adjustments for :		
Trade and other receivables	(2,094.66)	(14,053.92)
Inventories	3,771.26	(3,165.13)
Trade and other Payables	7,190.83	12,823.48
Cash generated from operations	29,301.69	11,450.59
Direct taxes paid (net of refunds)	(6,323.39)	(2,587.97)
Cash Flow before Extraordinary items	22,978.30	8,862.62
Extraordinary Items	-	-
Net Cash flow from Operating Activities	22,978.30	8,862.62
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(104.33)	(888.93)
Sale of Fixed Assets	18,823.48	14.39
(Increase)/Decrease in Investments	(22,041.92)	(2,590.26)
(Increase)/Decrease in Fixed Deposit	(70.78)	(143.12)
Refund/(Payment) of Loan	462.82	(62.82)
Interest Income	202.12	224.35
Dividend Income	1,164.80	2,496.01
Net Cash Used in Investing Activities	(1,563.81)	(950.38)

CASH FLOW STATEMENT

for the year ended 31st March, 2017

Particulars	Year ended 31st March, 2017	₹ In lakhs
		Year ended 31st March, 2016
C. CASH FLOW FROM FINANCING ACTIVITIES		
Redemption of Debentures	(4,000.00)	(3,000.00)
Proceeds/(Repayment) of Borrowings	(10,154.82)	2,581.30
Interest Paid	(1,668.04)	(2,161.24)
Dividend paid	(1,142.13)	(2,581.56)
Net Cash used in Financing activities	(16,964.99)	(5,161.50)
Net Increase / (Decrease) in Cash & Cash Equivalents (A+B+C)	4,449.50	2,750.74
Opening Balance of Cash & cash equivalents	3,780.00	1,029.26
Closing Balance of Cash & cash equivalents	8,229.50	3,780.00

Previous Year's figures have been re-grouped and re-arranged wherever considered necessary. This Cash Flow Statement has been prepared under the indirect method set out in Ind AS - 7 "Statement of Cash Flows"

For **S. S. Kothari & Co.**

Chartered Accountants

Firm's Registration No. 302034E

P. K. Lohia

Chief Financial Officer

P. P. Gupta

Managing Director

DIN : 00055954

Centre Point

21, Old Court House Street

Kolkata - 700 001

The 26th day of May, 2017

R.N. Bardhan

Partner

Membership No. 17270

N. Brahma

Company Secretary

Membership No. A-11652

S. N. Roy

Director

DIN: 00408742

NOTES

on Financial Statements for the Year ended 31st March, 2017

NOTE 1. COMPANY OVERVIEW

Techno Electric & Engineering Company Limited is a recognized company in the power sector. It provides engineering, procurement and construction services to the three segments of power sector including generation, transmission and distribution. The Company is recognized for its expertise in the domains of light construction and heavy engineering segments across the country's power sector.

The Company is a public limited company incorporated and domiciled in India and has its registered office at P-46A, Radha Bazar Lane, Kolkata - 700 001, India. The company has its primary listings on the BSE Limited and National Stock Exchange of India Limited. The financial statements are approved for issue by the Company's Board of Directors on 26th May, 2017.

NOTE 2. BASIS OF PREPARATION

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ('Act'), and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015, Companies (Indian Accounting Standards) Amendment Rules, 2016 and Companies (Indian Accounting Standards) Amendment Rules, 2017.

The Company has adopted all the Ind AS standards as applicable and the adoption was carried out in accordance with Ind AS 101 First time adoption of Indian Accounting Standards. The transition was carried out from Indian Accounting Principles generally accepted in India as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (IGAAP), which was the previous GAAP. Reconciliations and descriptions of the effect of the transition has been summarized in note 42.2

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

NOTE 3. FUNCTIONAL & PRESENTATION CURRENCY

These Financial statements are presented in Indian Rupees (INR) which is also the company's functional currency and all amounts are rounded to the nearest lakhs and two decimals thereof, except as stated otherwise.

NOTE 4. USE OF ESTIMATES

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed in note 5. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

NOTE 5. SIGNIFICANT ACCOUNTING POLICIES

5.1 Property, Plant and Equipment

Under the previous Indian GAAP, property plant and equipment were carried in the balance sheet on the basis of historical cost. On transition to IND AS, the Company has

NOTES

on Financial Statements for the Year ended 31st March, 2017

adopted optional exception under IND AS 101 and has regarded historical cost as carrying value in Ind- AS compliant financials.

Property, Plant and Equipment are carried at cost less accumulated depreciation and accumulated impairment losses, if any. Cost includes expenditure that is directly attributable to the acquisition of the items.

Assets are depreciated to the residual values on a straight line basis over the useful life prescribed in Schedule II to the companies Act, 2013 except Office Equipments, Furniture & Fixture which are depreciated on written down value method. Freehold land is not depreciated.

Depreciation on assets of overseas projects is provided at the rates as per the requirement of laws of respective foreign countries.

Depreciation on Plant & Machinery - Wind Mills are calculated on the basis of useful life of 20 years based on technical advice as against 22 years in Schedule II to the Companies Act 2013

The gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in the Statement of Profit and Loss on the date of disposal or retirement.

5.2 Intangible Assets

Identifiable intangible assets are recognised

- a) when the Company controls the asset,
- b) it is probable that future economic benefits attributed to the asset will flow to the Company and
- c) the cost of the asset can be reliably measured.

Computer software are capitalised at the amounts paid to acquire the respective license for use and are amortised over the useful life prescribed in Schedule II to the Companies Act, 2013 on straight line basis.

5.3 Cash and cash equivalents

Cash and cash equivalents includes cash on hand and at bank, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value and are held for the purpose of meeting short-term cash commitments.

For the purpose of the Statement of Cash Flows, cash and cash equivalents consists of cash and short term deposits, as defined above, net of outstanding bank overdraft as they being considered as integral part of the Company's cash management.

5.4 Inventories

Inventories are valued at the lower of cost and net realizable value except scrap, which is valued at net realizable value. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale. The cost of inventories comprises of cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their respective present location and condition.

5.5 Leases

Company's leasing arrangements where risk and rewards incidental to ownership of assets substantially vest to lessor are classified as operating lease. Operating lease payments are recognized on straight line basis over the lease term in the statement of profit and loss unless

NOTES

on Financial Statements for the Year ended 31st March, 2017

the payments to the lessor are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases.

is managed by a trust. The trust has appointed an insurance company to manage the funds of the trust. These benefits are fully funded.

5.6 Employee benefits

- a) Short term employee benefits are recognized as an expense in the Statement of Profit and Loss of the year in which the related services are rendered.
- b) Compensated absence being a short term benefit is accounted for using the projected unit credit method, on the basis of actuarial valuations carried out by third party actuaries at each Balance Sheet date. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to profit and loss in the period in which they arise.
- c) Contribution to Provident Fund, a defined contribution plan, is made in accordance with the statute, and is recognized as an expense in the year in which employees have rendered services.
- d) The cost of providing gratuity, a defined benefit plans, is determined using the Projected Unit Credit Method, on the basis of actuarial valuations carried out by third party actuaries at each Balance Sheet date. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to other comprehensive income in the period in which they arise. Other costs are accounted in statement of profit and loss.

The Company operates a defined benefit plan for gratuity, which requires contributions to be made to a separately administered fund. The fund

5.7 Foreign currency reinstatement and translation

a) Functional and presentation currency

Standalone financial statements have been presented in Indian Rupees nearest of lakhs and two decimal there of, which is the Company's functional and presentation currency.

b) Transactions and balances

Transactions in foreign currencies are initially recorded by the Company at rates prevailing at the date of the transaction. Subsequently monetary items are translated at closing exchange rates of balance sheet date and the resulting exchange difference recognized in profit or loss. Differences arising on settlement of monetary items are also recognized in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the transaction.

5.8 Financial instruments - initial recognition, subsequent measurement and impairment

Initial recognition

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial

NOTES

on Financial Statements for the Year ended 31st March, 2017

assets and financial liabilities, that are not at fair value through profit or loss, are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are accounted for at trade date.

Subsequent measurement

Non-derivative financial instruments

(i) Financial assets carried at amortized cost

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

(ii) Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The Company has made an irrevocable election for its investments which are classified as equity instruments to present the subsequent changes in fair value in other comprehensive income based on its business model.

(iii) Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

(iv) Financial liabilities

Financial liabilities are subsequently carried at amortized cost. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

De-recognition of financial instruments

The company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for de-recognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

5.9 Borrowing costs

Borrowing costs specifically relating to the acquisition or construction of qualifying assets that necessarily takes a substantial period of time to get ready for its intended use are capitalized (net of income on temporarily deployment of funds) as part of the cost of such assets. Borrowing costs consist of interest and other costs that the Company incurs in connection with the borrowing of funds.

The amount of borrowing costs capitalized during a period does not exceed the amount of borrowing cost incurred during that period.

All other borrowing costs are expensed in the period in which they occur.

5.10 Taxation

Income tax expense represents the sum of current and deferred tax. Tax is recognized in the Statement of Profit and Loss, except to the extent that it relates to items recognized directly in equity or other com-

NOTES

on Financial Statements for the Year ended 31st March, 2017

prehensive income, in such cases the tax is also recognized directly in equity or in other comprehensive income. Any subsequent change in direct tax on items initially recognized in equity or other comprehensive income is also recognized in equity or other comprehensive income, such change could be for change in tax rate.

Current tax provision is computed for Income calculated after considering allowances and exemptions under the provisions of the applicable Income Tax Laws. The Company's business units, engaged in generation of electricity from Wind Mills at various locations, are eligible for 100% tax holiday for a period of 10 consecutive years out of 15 years, from the year in which the generation of power is started. Timing difference between the tax basis and the carrying values of assets and liabilities of the Units, which originate during the year but reverse during the tax holiday period are not recognised. Current tax assets and current tax liabilities are off set, and presented as net.

Deferred tax is recognized on differences between the carrying amounts of assets and liabilities in the Balance sheet and the corresponding tax bases used in the computation of taxable profit and are accounted for using the liability method. Deferred tax liabilities are generally recognized for all taxable temporary differences, and deferred tax assets are generally recognized for all deductible temporary differences, carry forward tax losses and allowances to the extent that it is probable that future taxable profits will be available against which those deductible temporary differences, carry forward tax losses and allowances can be utilized. Deferred tax assets and liabilities are measured at the applicable tax rates. Deferred tax assets and deferred tax liabilities are off set, and presented as net.

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 profits will be available against which the temporary differences can be utilized.

5.11 Revenue recognition and other income

a) Revenue from construction contracts

Revenue from construction contracts is recognized based on the stage of completion determined with reference to the costs incurred on contracts and their estimated total costs. When it is probable that the total contract cost will exceed total contract revenue, expected loss is recognised as an expense immediately.

Revenue is adjusted towards liquidated damages and price variations, wherever applicable. Escalation, variations in contract work and other claims are included to the extent that the amount can be measured reliably and its receipt is considered probable.

b) Revenue from other contracts

Sale of goods is recognized, on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of goods to customers. Revenue from services is recognized when services are rendered. Sales exclude sales tax/ value added tax and service tax wherever separately charged to the customers.

c) Revenue from Power Generation

Revenue from Sale of Energy (Power) is recognized on the basis of electrical units generated, net of wheeling and transmission loss as applicable, when no significant uncertainty as to the measurability or collectability exists.

NOTES

on Financial Statements for the Year ended 31st March, 2017

d) Other Income

Interest

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

5.12 Dividend / Distribution

Annual dividend distribution to the shareholders is recognized as a liability in the period in which the dividends are approved by the shareholders. Any interim dividend paid is recognized on approval by Board of Directors. Dividend payable and corresponding tax on dividend distribution is recognized directly in equity.

5.13 Earnings per share

Basic earning per share is computed using the net profit for the year attributable to the shareholders' and weighted average number of shares outstanding during the year.

Diluted earnings per share is computed using the net profit for the year attributable to the shareholder' and weighted average number of equity and potential equity shares outstanding during the year including share options, convertible preference shares and debentures, except where the result would be anti-dilutive. Potential equity shares that are converted during the year are included in the calculation of diluted earnings per share, from the beginning of the year or date of issuance of such potential equity shares, to the date of conversion.

The weighted no. of equity share outstanding during the period and for all period presented are adjusted for events other than the conversion of potential equity shares, that have changed the no. of equity shares outstanding without a corresponding change in resources.

5.14 Provisions and contingencies

a) Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on best estimate required to settle the obligation at the Balance Sheet date. Provisions are reviewed at each balance sheet date and are adjusted to reflect the current best estimate.

b) Contingencies

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. However, when the realization of income is virtually certain, then the related asset is no longer a contingent asset, but it is recognized as an asset.

5.15 Investment in Subsidiaries

A subsidiary is an entity controlled by the Company. Control exists when the Company has power over the entity, is exposed, or has rights to variable returns from its involvement with the entity and has the ability to affect those returns by using its

NOTES

on Financial Statements for the Year ended 31st March, 2017

power over entity. Power is demonstrated through existing rights that give the ability to direct relevant activities, those which significantly affect the entity's returns.

Investments in subsidiaries are carried at cost. The cost comprises price paid to acquire investment and directly attributable cost.

On transition to IND AS, the Company has adopted optional exception under IND AS 101 to value investment in subsidiaries at deemed cost for which deemed cost is their previous GAAP carrying amount.

5.16 Investment in joint ventures and associates

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

An associate is an entity over which the Company has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The investment in joint ventures and associates are carried at cost. The cost comprises price paid to acquire investment and directly attributable cost.

5.17 Current versus non-current classification

The Company presents assets and liabilities in statement of financial position based on current/non-current classification.

The Company has presented non-current assets and current assets before equity, non-current liabilities and current liabilities in accordance with Schedule III, Division II of Companies Act, 2013 notified by MCA.

An asset is classified as current when it is:

- a) Expected to be realized or intended to be sold or consumed in normal operating cycle,
- b) Held primarily for the purpose of trading,
- c) Expected to be realized within twelve months after the reporting period, or
- d) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is classified as current when it is:

- a) Expected to be settled in normal operating cycle,
- b) Held primarily for the purpose of trading,
- c) Due to be settled within twelve months after the reporting period, or

NOTES

on Financial Statements for the Year ended 31st March, 2017

d) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period. All other liabilities are classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash or cash equivalents.

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

5.18 Segment Reporting

The Accounting policies adopted for segment reporting are in line with the accounting policies of the Company. Segment revenues and expenses are directly attributed to the related segment.

Revenues and expenses like dividend, interest, profit/loss on sale of assets and investments etc., which relate to the enterprise as a whole and are not allocable to segment on a reasonable basis, have not been included therein.

All segment assets and liabilities are directly attributed to the related segment. Segment assets include all operating assets used by the segment and consist principally of fixed assets, inventories, sundry debtors, loans and advances and operating cash and bank balances. Segment assets and liabilities do not include investments, miscellaneous expenditure not written off, share capital, reserves and surplus, unpaid dividend, deferred tax liability and provision for tax.

NOTES

on Financial Statements for the Year ended 31st March, 2017

6. PROPERTY, PLANT & EQUIPMENT

Particulars	Land	Buildings	Plant & equipment	Plant & equipment - Wind Division	Furniture & fixtures	Vehicles	Office equipment	Total
Gross Block (at cost)								
As at 01.04.2015	563.23	84.02	491.32	26,960.54	38.18	289.37	311.35	28,738.01
Additions			11.95		584.59	19.12	273.27	888.93
Disposals						63.85		63.85
As at 31.03.2016	563.23	84.02	503.27	26,960.54	622.77	244.64	584.62	29,563.09
Additions			39.99			14.92	49.42	104.33
Disposals	(562.00)		0.10	(26,960.54)		(4.27)		(27,526.71)
As at 31.03.2017	1.23	84.02	543.36	-	622.77	255.29	634.04	2,140.71
Depreciation								
As at 01.04.2015		25.31	146.51	8,894.80	31.79	183.41	256.57	9,538.39
Charge for the year		1.52	36.96	1,222.80	15.27	26.88	42.22	1,345.65
Disposals						35.09		35.09
As at 31.03.2016		26.83	183.47	10,117.60	47.06	175.20	298.79	10,848.95
Charge for the year		1.22	37.85	917.09	149.20	18.68	167.64	1,291.68
Disposals			0.60	(11,034.69)		(3.86)		(11,037.95)
As at 31.03.2017	-	28.05	221.92	-	196.26	190.02	466.43	1,102.68
Net Block								
As at 01.04.2015	563.23	58.71	344.81	18,065.74	6.39	105.96	54.78	19,199.62
As at 31.03.2016	563.23	57.19	319.80	16,842.94	575.71	69.44	285.83	18,714.14
As at 31.03.2017	1.23	55.97	321.44	-	426.51	65.27	167.61	1,038.03

During the year, plant & machinery amounting to ₹ 4178.23 lakhs (12 MW WTGs in the state of Karnataka) transferred to Wholly-owned Subsidiary Company w.e.f 01/01/2017.

NOTES

on Financial Statements for the Year ended 31st March, 2017

7. INTANGIBLE ASSETS

Particulars	₹ in lakhs	
	Computer software	Total
Gross Block (at cost)		
As at 01.04.2015	85.45	85.45
Additions		
Disposals		
As at 31.03.2016	85.45	85.45
Additions		
Disposals		
As at 31.03.2017	85.45	85.45
Depreciation		
As at 01.04.2015	23.71	23.71
Charge for the year	13.58	13.58
Disposals		-
Adjustments		-
As at 31.03.2016	37.29	37.29
Charge for the year	13.58	13.58
Disposals		
Adjustments		
As at 31.03.2017	50.87	50.87
Net Block		
As at 01.04.2015	61.74	61.74
As at 31.03.2016	48.16	48.16
As at 31.03.2017	34.58	34.58

NOTES

on Financial Statements for the Year ended 31st March, 2017

8. INVESTMENTS

Particulars	As at 31st March, 2017		As at 31st March, 2016		As at 1st April, 2015	
	No of Shares	Face Value (₹ in lakhs)	No of Shares	Face Value (₹ in lakhs)	No of Shares	Face Value (₹ in lakhs)
Non-current investments - Non Trade investments in equity instruments (Unquoted)						
In Subsidiary Company (At cost)						
Simran Wind Project Limited		2.00	83,20,02,000	2.00	80,38,77,000	2.00
Patran Power Transmission Company Ltd.	89,10,56,331	43,060.20			2,15,00,000	10.00
Techno Power Grid Company Ltd.					50,000	10.00
Techno Infra Developers Private Ltd.	50,000	5.00	50,000	10.00	50,000	10.00
Techno Clean Energy Pvt. Limited	49,980	5.00	49,980	10.00		
Techno Green Energy Pvt. Limited	49,980	5.00	49,980	10.00		
Techno Wind Power Pvt. Limited	49,980	5.00	49,980	10.00		
- Associates (At cost)						
Patran Power Transmission Company Ltd.	2,45,00,000	2,450.00	2,45,00,000	10.00		
- Joint ventures (At cost)						
Jhajjar Kt Transco Pvt. Ltd.	1,10,92,857	3,760.00	1,10,92,857	10.00	1,10,92,857	10.00
- others (At fair value through OCI)						
Tega India Limited (₹ 70/-, Previous years ₹ 70/-)	7	10.00	7	10.00	7	10.00
Techno Leasing & Finance Co. Pvt. Ltd. (₹ 100/-, Previous years ₹ 100/-)	10	10.00	10	10.00	10	10.00
Techno International Ltd.	1,70,060	97.92	1,70,060	10.00	1,70,060	10.00
North Dinajpur Power Ltd.	9,000	0.82	20,000	10.00	20,000	10.00
Rajgarh Bio Power Ltd.	9,000	0.28	20,000	10.00	20,000	10.00
Techno Ganganagar Green Power Generating Co. Ltd.	8,994	0.46	20,994	10.00	20,994	10.00
Techno Birbhum Green Power Generating Co. Ltd.	8,994	-	20,994	10.00	20,994	10.00
Bargarh Green Power Generating Co. Ltd.	7,494	0.47	19,994	10.00	19,994	10.00
Techno Power Grid Company Ltd.	50,000	4.81	50,000	10.00		
Total Non Current investments		49,394.96		44,782.70		41,380.22

NOTES

on Financial Statements for the Year ended 31st March, 2017

Particulars	As at 31st March, 2017		As at 31st March, 2016		As at 1st April, 2015	
	No of Shares/Units	Face Value (₹) lakhs)	No of Shares/Units	Face Value (₹) lakhs)	No of Shares/Units	Face Value (₹) lakhs)
Current Investments						
At fair value through Profit & Loss						
Investments in debentures / bonds (Quoted)						
10.95% IDBI Bank Perpetual 2022	300	2,991.35				
		2,991.35				
Investments in mutual funds (Unquoted)						
Reliance Liquid Fund	1,16,339,646	4,615.61			44,007,008	1,501.19
Reliance Money Manager Fund					25,898.89	500.00
IDFC Cash Fund						
Birla Sun Life Cash Plus Fund						
BIRLA SUNLIFE Floating Rate fund Shortterm	27,91,137,807	6,052.69	32,857.10	605.17		
ICICI Prudential Money Market Fund-	5,58,232,303	1,256.15	2,94,536.09	716.65		
Mahindra Liquid Fund	48,023,619	505.51				
JM High Liquidity Fund	33,74,964,184	1,502.33				
Kotak Floater Short Term- Direct Plan- Growth	19,147,765	511.13				
AXIS Liquid Fund-Direct Growth	55,920,477	1,008.37				
Sundaram Income Plus Direct Plan-Growth	20,60,428,239	500.85				
Total Current investments		15,952.64		1,321.82		2,001.19
Total investments		18,943.99		1,321.82		2,001.19
Aggregate amount of quoted investments		68,338.95		46,104.52		43,381.41
Market value of quoted investments		2,991.35		-		-
Aggregate amount of unquoted investments		65,347.60		46,104.52		43,381.41
Investment carried at cost		49,290.19		44,725.29		41,321.55
Investments carried at fair value through other comprehensive income		104.76		57.39		58.67
Investments carried at fair value through profit or loss		18,943.99		1,321.82		2,001.19

NOTES

on Financial Statements for the Year ended 31st March, 2017

9. TRADE RECEIVABLES

Particulars	₹ In lakhs		
	As at 31st March, 2017	As at 31st March, 2016	Current As at 1st April, 2015
Exceeding 6 months from payment due date			
- Unsecured, considered good	2,081.46	5,143.74	3,969.60
Sub - total	2,081.46	5,143.74	3,969.60
Other trade receivables			
- Unsecured, considered good	23,211.07	24,060.17	15,601.08
Retention Money Receivables			
- Unsecured, considered good (receivable on fulfillment of certain conditions as per terms of the contracts)	23,092.77	16,307.78	11,416.89
Sub - total	46,303.84	40,367.95	27,017.97
Total*	48,385.30	45,511.69	30,987.57
*Includes due from Associate Co. (Patran Transmission Co. Ltd.)	414.22	11,869.82	

10. LOANS

Particulars	₹ In lakhs		
	As at 31st March, 2017	As at 31st March, 2016	Non - current As at 1st April, 2015
Unsecured, considered good			
- Loans to related parties (Jhajjar KT Transco Pvt. Ltd.)	334.75	797.57	734.75
Total	334.75	797.57	734.75

11. OTHER FINANCIAL ASSETS (AT COST)

Particulars	₹ In lakhs		
	As at 31st March, 2017	As at 31st March, 2016	At cost As at 1st April, 2015
Non Current			
Security deposits	186.16	217.69	172.11
Total	186.16	217.69	172.11
Current			
Security deposits	184.35	68.28	22.37
Others		15.25	74.52
Interest accrued but not due	188.50	109.34	167.75
Total	372.85	192.87	264.64

NOTES

on Financial Statements for the Year ended 31st March, 2017

12. DEFERRED TAX ASSETS / LIABILITIES (NET)

Particulars	₹ In lakhs		
	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Deferred tax assets			
Compensated absence	68.55	53.60	46.44
	68.55	53.60	46.44
Deferred tax liabilities			
Fixed Assets	18.54	1,987.79	1,945.16
Fair value on investments	2.59	3.50	0.41
Retention by customers	7,991.95	5,643.80	3,880.60
	8,013.08	7,635.09	5,826.17
Net deferred tax liabilities	7,944.53	7,581.49	5,779.73

13. OTHER ASSETS

Particulars	₹ In lakhs		
	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Current			
- Deposits - with suppliers		5.19	5.19
- Advances to suppliers & others	4,028.20	4,868.68	5,547.51
- Prepaid Expenses	647.65	650.22	473.81
Total	4,675.85	5,524.09	6,026.51

14. INVENTORIES

Particulars	₹ In lakhs		
	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Work - in - progress	13.60	27.55	628.04
Stock - in - trade (trading goods)	8.31	3,765.62	-
Total	21.91	3,793.17	628.04

15. BANK BALANCES / CASH & CASH EQUIVALENTS

Particulars	₹ In lakhs		
	As at 31st March, 2017	As at 31st March, 2016	Current As at 1st April, 2015
Other Bank Balances			
Margin money	0.29	0.29	0.29
Fixed Deposits with Banks	1,133.95	1,063.17	920.05
	1,134.24	1,063.46	920.34

NOTES

on Financial Statements for the Year ended 31st March, 2017

Particulars	₹ In lakhs		
	As at 31st March, 2017	As at 31st March, 2016	Current As at 1st April, 2015
Cash & Cash equivalents			
Balances with banks			
-Unpaid dividend accounts	21.59	21.90	19.48
-Current accounts	8,043.60	3,663.60	953.75
-Escrow account	60.00		
Cash in hand	104.31	94.50	56.03
	8,229.50	3,780.00	1,029.26

Note

- Fixed deposit receipts of ₹1,037.38 lakhs (Previous Year ₹ 974.77 lakhs) are lodged with the Bankers of the Company as Margin against Bank Guarantees issued /to be issued in favour of the company .
- Fixed deposit receipts of ₹ 1.49 lakhs (Previous Year ₹ 1.40 lakhs) are lodged with a client/ Sales Tax authorities as Security/Registration Deposits.
- ₹ 60 lakhs has been deposited in Escrow Account for buy back of 15 lakhs shares of the Company as per Buy back regulations prescribed by SEBI.

16. CURRENT TAX LIABILITIES (NET)

Particulars	₹ In lakhs		
	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Provisions for income tax	12,332.85	11,915.30	9,207.56
Less : Prepaid income taxes	11,795.81	11,630.93	9,043.40
Net current tax liability	537.04	284.37	164.16

17. SHARE CAPITAL

Particulars	₹ In lakhs		
	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Authorised:			
5,50,20,000 Preference Shares of ₹10/- each	5,502.00	5,502.00	5,502.00
42,49,00,000 Equity Shares of ₹2/- each	8,498.00	8,498.00	8,498.00
	14,000.00	14,000.00	14,000.00
Issued, subscribed & paid up:			
11,41,82,400 Equity Shares of ₹2/- each (Includes 5,70,91,200 Bonus Equity Shares issued during the year in the ratio of 1:1)	2,283.64	1,141.82	1,141.82
Total	2,283.64	1,141.82	1,141.82

NOTES

on Financial Statements for the Year ended 31st March, 2017

Note 17a. The reconciliation of the number of shares outstanding is set out below

Particulars	Equity Shares		
	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
	Nos	Nos	Nos
Shares at the beginning of the year	5,70,91,200	5,70,91,200	5,70,91,200
Add: Bonus Equity Shares issued during the year out of free reserves of the Company in the ratio 1 : 1.	5,70,91,200	-	-
Shares at the end of the year	11,41,82,400	5,70,91,200	5,70,91,200

Note 17b. List of share holders in excess of 5%

Particulars	Equity Shares			
	As at 31st March, 2017		As at 31st March, 2016	
	Nos	% of Holding	Nos	% of Holding
Varanasi Commercial Ltd.	2,46,04,800	21.55	1,21,94,900	21.36
Kusum Industrial Gases Ltd.	1,45,91,000	12.78	70,83,000	12.41
Techno Leasing & Finance Co. Pvt. Ltd.	1,37,88,000	12.08	68,94,000	12.08
DSP Blackrock 3 Years Close Ended EQUITY	81,72,660	7.16	34,48,149	6.04
J.P.Financial Services Pvt. Ltd.	58,09,422	5.09	29,04,711	5.09
Techno Power Project Ltd.	64,08,000	5.61	32,04,000	5.61

Note 17c. Rights, Preferences and Restrictions attached to the Shares

The equity shares of the Company of nominal value of ₹ 2 per share rank pari passu in all respects including voting rights and entitlement to dividend and repayment of share capital.

Statement of Changes in Equity Share Capital.

Particulars	₹ In lakhs
As at 01.04.2015	1,141.82
Changes in equity share capital during the year	-
As at 31.03.2016	1,141.82
Changes in equity share capital during the year	
Bonus shares issued during the year out of free reserves of the company at 1:1 ratio	1,141.82
As at 31.03.2017	2,283.64

NOTES

on Financial Statements for the Year ended 31st March, 2017

18. OTHER EQUITY

Particulars	Other equity			Surplus	Total
	Capital reserve	Securities premium account	Debt redemption Reserve		
As at 01.4.2015	1,572.66	9,642.50	3,000.00	52,917.02	211.01
Changes in adoption of Ind AS				(5,678.39)	867.05
Restated balance as at 01.04.2015	1,572.66	9,642.50	3,000.00	47,238.63	1,078.06
Dividends paid during 2015-16					(2,583.98)
Including DDT					
Transfer to debenture redemption reserve			1,000.00		(1,000.00)
Transfer to general reserve				8,000.00	(8,000.00)
Equity instruments through other comprehensive income					(6.27)
Remeasurement of net defined benefit plans					(30.96)
As at 31.3.2016	1,572.66	9,642.50	4,000.00	55,238.63	10,713.97
Profit for the period					208.05
Dividends paid during 2016-17					(1,141.82)
Including DDT					
Transfer to general reserve				10,000.00	(10,000.00)
Transfer to general reserve			(1,000.00)	1,000.00	
Utilised for issuing bonus share				(1,141.82)	
Equity instruments through other comprehensive income					(1,141.82)
Remeasurement of net defined benefit plans					53.22
Profit for the period					(30.92)
As at 31.3.2017	1,572.66	9,642.50	3,000.00	65,096.81	14,546.67
					46.95
					(61.88)
					82,909.94

₹ In lakhs

NOTES

on Financial Statements for the Year ended 31st March, 2017

19. BORROWINGS

Particulars	₹ In lakhs		
	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Non Current	-	-	-
Secured			
Debentures		3,000.00	7,000.00
	-	3,000.00	7,000.00

300 (Previous year 700) Non-Convertible Debentures of ₹ 10.00 lakhs each (secured by hypothecation of all the investment in the equity shares of subsidiary company) The Debentures as mentioned above presently carries interest rate of 10.24% p.a.

#The outstanding 300 Non-Convertible Debentures are redeemable on 28/01/2018. Amount disclosed under the head "Other Liabilities excluding provisions" Note 21.

Particulars	₹ In lakhs		
	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Current			
Secured			
Working Capital Facility			
From banks in foreign currency		7,654.82	7,573.49
	-	7,654.82	7,573.49
Unsecured			
From other parties		2,500.00	
		10,154.82	7,573.49

Note

Loans from Banks in foreign currency are secured against hypothecation of Components, Raw-Materials, Work-in-Progress, Plant & Machinery, Book Debts of EPC division, ranking pari-pasu.

The Company also enjoys financing facilities with certain other Banks against hypothecation of Components, Raw-Materials, Work-in-Progress, Plant & Machinery, Book Debts of EPC division, equitable mortgage of Land at Rajpur, West Bengal.

19.1 Current maturities

Particulars	₹ In lakhs		
	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Secured			
- Debentures	3,000.00	4,000.00	3,000.00
	3,000.00	4,000.00	3,000.00

NOTES

on Financial Statements for the Year ended 31st March, 2017

20. TRADE PAYABLES

Particulars	₹ In lakhs		
	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Current			
Due to parties registered under MSMED Act	-	-	-
Due to other parties	33,433.72	27,433.56	12,237.98
Total	33,433.72	27,433.56	12,237.98
Based on the information so far obtained by the Company, there is no payments due to enterprises registered under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act).			
Principal & interest amount remaining unpaid	-	-	-

21. OTHER FINANCIAL LIABILITIES EXCLUDING PROVISIONS

Particulars	₹ In lakhs		
	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Current maturities of long term debt	3,000.00	4,000.00	3,000.00
Interest accrued but not due	52.18	125.96	206.11
Unpaid dividends*	21.59	21.90	19.48
Expenses Payable	8.89	1.37	0.87
Statutory dues	173.08	241.67	47.56
	3,255.74	4,390.90	3,274.02

*No amount is due for payment to Investor Protection and Education Fund

22. PROVISIONS

Particulars	₹ In lakhs		
	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Non Current			
Provision for employee benefits			
- Compensated absences	162.99	137.44	136.64
Total	162.99	137.44	136.64
Current			
Provision for employee benefits			
- Gratuity	69.85	62.60	42.49
- Employee benefits payable	166.70	83.86	66.23
- Provision for Wealth Tax	-	-	0.44

NOTES

on Financial Statements for the Year ended 31st March, 2017

₹ In lakhs

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
- Compensated absences	35.10	17.45	
Total	271.65	163.91	109.16

23. OTHER LIABILITIES

₹ In lakhs

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Non Current			
Advance received from customers	1,952.87	834.44	3,411.85
Total	1,952.87	834.44	3,411.85
Current			
Advance received from customers against Contract Work-in - Progress	-	-	45.29
Total	-	-	45.29

24. REVENUE FROM OPERATIONS

₹ In lakhs

Particulars	Year ended 31st March, 2017	Year ended 31st March, 2016
EPC (Construction)	1,20,494.29	1,01,427.56
Energy (Power)	2,540.02	1,856.22
Other operating revenue	600.21	-
Total	1,23,634.52	1,03,283.78

25. OTHER INCOME

₹ In lakhs

Particulars	Year ended 31st March, 2017	Year ended 31st March, 2016
Interest income	281.27	165.94
Dividend income [#]	1,164.80	2,496.01
Liability written back [*]	153.87	-
Profit on sale of Investments	139.29	139.12
Profit on sale of Investments F & O	-	0.02
Profit on sale of Fixed Assets [^]	2,334.72	-
Miscellaneous income	1.22	3.60
Foreign Exchange Fluctuation	93.67	-
Total	4,168.84	2,804.69

Dividend include Dividend received from Subsidiary Company amounting to ₹ 1,164.80 lakhs (Previous Year ₹ 2,496.01 lakhs)

* Liability written back includes ₹ 153.87 lakhs being waiver of commission by Managing Director provided in earlier years.

^ Includes ₹ 2,334.38 lakhs on sale of Wind Division Assets (33 MW in the state of Tamil Nadu).

NOTES

on Financial Statements for the Year ended 31st March, 2017

26. MATERIALS & STORES

Particulars	₹ In lakhs	
	Year ended 31st March, 2017	Year ended 31st March, 2016
Materials & Stores	89,476.40	81,321.07
Total	89,476.40	81,321.07

Materials and Stores purchased during the year include Stores ₹ 3,734.27 lakhs (Previous Year ₹ 2,522.67 lakhs). The consumption of such materials included in outlay and contract work-in-progress have been taken by the Auditors as certified.

27. CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK-IN-TRADE & WORK-IN-PROGRESS

Particulars	₹ In lakhs	
	Year ended 31st March, 2017	Year ended 31st March, 2016
Inventory at the beginning of the year		
Traded Goods	3,765.62	-
Work-in-progress	27.55	628.04
	3,793.17	628.04
Inventories at the end of the year		
Traded Goods	8.31	3,765.62
Work-in-Progress	13.60	27.55
	21.91	3,793.17
Total	3,771.26	(3,165.13)

28. EMPLOYEE BENEFITS EXPENSES

Particulars	₹ In lakhs	
	Year ended 31st March, 2017	Year ended 31st March, 2016
Salaries & wages	2,835.90	2,423.59
Contribution to provident & other funds	199.72	184.39
Staff welfare expenses	341.30	298.49
Total	3,376.92	2,906.47

29. FINANCE COSTS

Particulars	₹ In lakhs	
	Year ended 31st March, 2017	Year ended 31st March, 2016
Interest	1,012.26	1,261.97
Exchange differences regarded as an adjustment to borrowing costs	74.28	400.71
Other borrowing costs	507.72	418.41
Total	1,594.26	2,081.09

NOTES

on Financial Statements for the Year ended 31st March, 2017

30. DEPRECIATION AND AMORTIZATION EXPENSE

Particulars	₹ In lakhs	
	Year ended 31st March, 2017	Year ended 31st March, 2016
Depreciation of tangible assets	1,291.68	1,345.65
Amortization of intangible assets	13.58	13.58
Total	1,305.26	1,359.23

31. OTHER EXPENSES

Particulars	₹ In lakhs	
	Year ended 31st March, 2017	Year ended 31st March, 2016
Travelling & Conveyance	779.79	797.48
Rent	328.10	330.35
Rates & Taxes	10.22	8.15
Insurance	399.39	261.23
Sales Tax (Net)	1,589.31	1,396.69
Service Tax (Net)	1,091.31	537.09
Power & Fuel	195.64	234.25
Repairs to Plant & Machinery	430.32	404.36
Remuneration to Managing Director	53.22	191.78
Directors' Fee	4.40	4.10
Auditors' Remuneration		
- as statutory auditor	2.13	2.15
- for tax audit	0.46	0.47
- for cost audit	0.10	0.10
- for other services	1.21	1.31
Loss on Sale of Fixed Assets	-	14.37
Bank Charges	107.88	152.29
Exchange Rate difference	-	95.92
Miscellaneous expenses	1,800.04	1,730.15
CSR expenditure u/s 135 of Companies Act, 2013	-	200.00
Total	6,793.52	6,362.24

32. TAX EXPENSE

Particulars	₹ In lakhs	
	Year ended 31st March, 2017	Year ended 31st March, 2016
Current tax	6,576.06	2,707.74
Deferred tax	363.01	1,801.79
Total	6,939.07	4,509.53

NOTES

on Financial Statements for the Year ended 31st March, 2017

33. EARNINGS PER SHARE

Particulars	₹ In lakhs	
	Year ended 31st March, 2017	Year ended 31st March, 2016
Net profit/ (loss) as per Statement of Profit & Loss (for calculation of basic EPS)	14,568.97	10,676.74
Net profit/ (loss) for calculation of diluted EPS	14,568.97	10,676.74
Weighted average number of equity shares in calculating basic & diluted EPS	11,41,82,000	11,41,82,000
Basic & Diluted earning per share	12.76	9.35

The weighted no. of equity share outstanding during the period and for all period presented are adjusted for events other than the conversion of potential equity shares, that have changed the no. of equity shares outstanding without a corresponding change in resources.

34. EVENTS OCCURRING AFTER THE BALANCE SHEET DATE. DIVIDENDS PROPOSED TO BE DISTRIBUTED

Particulars	₹ In lakhs	
	Year ended 31st March, 2017	Year ended 31st March, 2016
Dividends proposed for Equity Shareholders	-	1,141.82
₹ 2 per share	-	1,141.82

35. INFORMATION IN ACCORDANCE WITH THE REQUIREMENT OF IND AS 11 : CONSTRUCTION CONTRACT

Particulars	₹ In lakhs	
	Year ended 31st March, 2017	Year ended 31st March, 2016
i) Amount of contract revenue recognised	38,806.71	25,647.85
ii) Disclosures in respect of contract in progress at the reporting date	-	-
a) contract cost incurred and recognised profit less recognised loss	56,420.91	35,436.41
b) Advance received	-	206.71
c) Retentions	5,801.78	3,426.66
d) Due to Customers	5,331.08	2,543.40

NOTES

on Financial Statements for the Year ended 31st March, 2017

36. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying value and fair value of financial instruments by categories as on 31st March, 2017 are as follows:

Particulars	Amortised Cost	Fair Value through PL	Fair Value through OCI	₹ In lakhs	
				Total Carrying Value	Total Fair Value
Assets					
Investments					
In equity shares		15,952.64		15,952.64	15,952.64
In mutual funds		2,991.35		2,991.35	2,991.35
Cash & cash equivalents	8,229.50			8,229.50	8,229.50
Bank balances	1,134.24			1,134.24	1,134.24
Loans	334.75			334.75	334.75
Trade receivables	48,385.30			48,385.30	48,385.30
Other financial assets	559.01			559.01	559.01
Total	58,642.80	18,943.99	104.76	77,691.55	77,691.55
Liabilities					
Borrowings	3,000.00			3,000.00	3,000.00
Trade payables	33,433.72			33,433.72	33,433.72
Other financial liabilities	255.74			255.74	255.74
Total	36,689.46	-	-	36,689.46	36,689.46

The carrying value and fair value of financial instruments by categories as on 31st March, 2016 are as follows:

Particulars	Amortised Cost	Fair Value through PL	Fair Value through OCI	₹ In lakhs	
				Total Carrying Value	Total Fair Value
Assets					
Investments					
In equity shares			57.40	57.40	57.40
In mutual funds		1,321.82		1,321.82	1,321.82
Cash & cash equivalents	3,780.00			3,780.00	3,780.00
Bank balances	1,063.46			1,063.46	1,063.46
Loans	797.57			797.57	797.57
Trade receivables	45,511.69			45,511.69	45,511.69
Other financial assets	410.56			410.56	410.56
Total	51,563.28	1,321.82	57.40	52,942.50	52,942.50
Liabilities					
Borrowings	17,154.82			17,154.82	17,154.82
Trade payables	27,433.56			27,433.56	27,433.56
Other financial liabilities	390.90			390.90	390.90
Total	44,979.28	-	-	44,979.28	44,979.28

NOTES

on Financial Statements for the Year ended 31st March, 2017

The carrying value and fair value of financial instruments by categories as on 1st April, 2015 are as follows:

Particulars	Amortised Cost	Fair Value through PL	Fair Value through OCI	Total Carrying Value	₹ In lakhs
					Total Fair Value
Assets					
Investments					
In equity shares			58.67	58.67	58.67
In mutual funds		2,001.19		2,001.19	2,001.19
Cash & cash equivalents	1,029.26			1,029.26	1,029.26
Bank balances	920.34			920.34	920.34
Loans	734.75			734.75	734.75
Trade receivables	30,987.57			30,987.57	30,987.57
Other financial assets	436.75			436.75	436.75
Total	34,108.67	2,001.19	58.67	36,168.53	36,168.53
Liabilities					
Borrowings	17,573.49			17,573.49	17,573.49
Trade payables	12,237.98			12,237.98	12,237.98
Other financial liabilities	274.02			274.02	274.02
Total	30,085.49	-	-	30,085.49	30,085.49

Fair value hierarchy

This section explains the estimates and judgments made in determining the fair values of Financial Instruments that are measured at fair value and amortised cost and for which fair values are disclosed in financial statements. To provide an indication about reliability of the inputs used in determining the fair values, the company has classified its financial instruments into the three levels prescribed under accounting standards. An explanation of each level follows underneath the table:

Level 1 :

Includes financial Instrument measured using quoted prices (unadjusted) in active markets for identical assets and liabilities that the entity can access at the measurement date.

Level 2 :

Includes financial Instruments which are not traded in active market but for which all significant inputs required to fair value the instrument are observable. The fair value is calculated using the valuation technique which maximises the use of observable market data.

Level 3:

Includes those instruments for which one or more significant input are not based on observable market data.

NOTES

on Financial Statements for the Year ended 31st March, 2017

The following table presents fair value hierarchy of assets and liabilities measured at fair value as of 31st March, 2017:

Particulars	Fair Value	Fair value measurement using		
		Level 1	Level 2	Level 3
₹ In lakhs				
Assets				
Investments				
In equity shares	104.76		104.76	-
In mutual funds	15,952.64	15,952.64		
In Corporate Bonds	2,991.35	2,991.35	-	-
Cash & cash equivalents	8,229.50			8,229.50
Bank balances	1,134.24			1,134.24
Loans	334.75			334.75
Trade receivables	48,385.30			48,385.30
Other financial assets	559.01			559.01
Total	77,691.55	18,943.99	104.76	58,642.80
Liabilities				
Borrowings	3,000.00	-	-	3,000.00
Trade payables	33,433.72			33,433.72
Other financial liabilities	255.74			255.74
Total	36,689.46	-	-	36,689.46

The following table presents fair value hierarchy of assets and liabilities measured at fair value as of 31st March, 2016:

Particulars	Fair Value	Fair value measurement using		
		Level 1	Level 2	Level 3
₹ In lakhs				
Assets				
Investments				
In equity shares	57.40		57.40	-
In mutual funds	1,321.82	1,321.82	-	-
Cash & cash equivalents	3,780.00	-	-	3,780.00
Bank balances	1,063.46			1,063.46
Loans	797.57	-	-	797.57
Trade receivables	45,511.69	-	-	45,511.69
Other financial assets	410.56			410.56
Total	52,942.50	1,321.82	57.40	51,563.28
Liabilities				
Borrowings	17,154.82	-	-	17,154.82
Trade payables	27,433.56	-	-	27,433.56
Other financial liabilities	390.90	-	-	390.90
Total	44,979.28	-	-	44,979.28

NOTES

on Financial Statements for the Year ended 31st March, 2017

The following table presents fair value hierarchy of assets and liabilities measured at fair value as of 1st April, 2015:

Particulars	Fair Value	Fair value measurement using		
		Level 1	Level 2	Level 3
₹ In lakhs				
Assets				
Investments				
In equity shares	58.67		58.67	-
In mutual funds	2,001.19	2,001.19	-	-
Cash & cash equivalents	1,029.26	-	-	1,029.26
Bank balances	920.34	-	-	920.34
Loans	734.75			734.75
Trade receivables	30,987.57			30,987.57
Other financial assets	436.75			436.75
Total	36,168.53	2,001.19	58.67	34,108.67
Liabilities				
Borrowings	17,573.49	-	-	17,573.49
Trade payables	12,237.98	-	-	12,237.98
Other financial liabilities	274.02	-	-	274.02
Total	30,085.49	-	-	30,085.49

The carrying amount of cash and cash equivalents, bank balances, trade receivables, loans, other financial assets, trade payables and other financial liabilities are considered to be the same as their fair value due to their short term nature and are in close approximation of fair value.

The Company's investment in the equity shares of its subsidiaries, associates & joint venture is recognised at cost. The company has elected to apply previous GAAP carrying amount of its equity investment in subsidiaries, associates & joint venture as deemed cost as on the date of transition to Ind AS.

37. FINANCIAL RISK MANAGERMENTS

Financial risk factors

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

Market risk

The primary market risk to the Company is foreign exchange risk. The Company is exposed to foreign exchange risk through its purchases from overseas suppliers and short term foreign currency loan. The Company pays off its foreign exchange exposure within a short period of time, thereby mitigates the risk of material changes in exchange rate on foreign currency exposure.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting its obligations associated with its financial liabilities.

NOTES

on Financial Statements for the Year ended 31st March, 2017

The Company's principle source of liquidity are cash and cash equivalent, bank balances, cash flows from operations and investment in mutual funds. The Company has no outstanding bank borrowings as on 31st March, 2017. The Company believes that working capital is sufficient to meet its current requirements. Accordingly, no liquidity risk is perceived.

The table below provides details regarding the contractual maturities of financial liabilities as of 31st March, 2017:

Particulars	₹ In lakhs				Total
	Less than 1 year	1-2 years	2-5 years	More than 5 years	
Borrowings	3,000.00			-	3,000.00
Trade payables	33,433.72			-	33,433.72
Other financial liabilities	255.74			-	255.74

The table below provides details regarding the contractual maturities of financial liabilities as of 31st March, 2016:

Particulars	₹ In lakhs				Total
	Less than 1 year	1-2 years	2-5 years	More than 5 years	
Borrowings	14,154.82	3,000.00		-	17,154.82
Trade payables	27,433.56		-	-	27,433.56
Other financial liabilities	390.90		-	-	390.90

The table below provides details regarding the contractual maturities of financial liabilities as of 1st April, 2015:

Particulars	₹ In lakhs				Total
	Less than 1 year	1-2 years	2-5 years	More than 5 years	
Borrowings	10,573.49	4,000.00	3,000.00		17,573.49
Trade payables	12,237.98		-	-	12,237.98
Other financial liabilities	274.02		-	-	274.02

Credit Risk

Credit risk is the risk that counter party will not meet its obligation under a financial instrument leading to a financial loss. The company is exposed to credit risk from investments, trade receivables, cash and cash equivalents, bank balances, loans and other financial assets.

NOTES

on Financial Statements for the Year ended 31st March, 2017

The maximum exposure of financial asset to credit risk are as follows :

Particulars	₹ In lakhs		
	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Investments	19,048.75	1,379.22	2,059.86
Cash & cash equivalents	8,229.50	3,780.00	1,029.26
Bank balances	1,134.24	1,063.46	920.34
Loans	334.75	797.57	734.75
Trade receivables	48,385.30	45,511.69	30,987.57
Other financial assets	559.01	410.56	436.75

Credit risk on cash and cash equivalent and bank balances is limited as the Company generally invest in deposits with recognised banks. Investments primarily include investments in liquid mutual fund units, quoted bonds and investment in subsidiaries, associates & joint venture. Loan is provided to joint venture company which is repayable on demand. Trade receivables are unsecured and are derived from revenue from customers who are primarily Public Sector Undertakings and hence the risk is limited. Other financial assets primarily includes the deposit made for tender participation, rent & electricity deposit and interest accrued but not due.

38. CAPITAL MANAGEMENT

For the purpose of managing capital, Capital includes issued equity share capital and reserves attributable to the equity holders.

The objective of the company's capital management are to:

- Safeguard their ability to continue as going concern so that they can continue to provide benefits to their shareholders.
- Maximise the wealth of the shareholder.
- Maintain optimum capital structure to reduce the cost of the capital.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and requirement of financial covenants. In order to maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares . The company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, loans and borrowings, less cash and cash equivalents.

Gearing Ratio is as follows :

Particulars	₹ In lakhs		
	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Net debt	-	13,374.82	16,544.23
Total net debt and equity	85,193.58	85,141.25	80,217.90
Gearing Ratio	0.00%	15.71%	20.62%

NOTES

on Financial Statements for the Year ended 31st March, 2017

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the loans and borrowings that define capital structure requirements. There have been no breaches in the financial covenants of any loans and borrowing in the current period.

No changes were made in the objectives, policies or processes for managing capital during the years ended 31st March, 2017 and 31st March, 2016.

39. AS PER MCA NOTIFICATION G.S.R. 308(E) DATED 30TH MARCH, 2017, THE DETAILS OF SPECIFIED BANK NOTES (SBNS) AND OTHER BANK NOTES HELD AND TRANSACTED DURING THE PERIOD 08/11/2016 TO 30/12/2016 IS AS UNDER;

Particulars	₹ In lakhs		
	SBNS	Other denomination notes	Total
Closing cash in hand as on 08.11.2016	52.13	70.35	122.48
(+) Permitted receipts *	-	117.08	117.08
(-) Permitted payments #	-	132.51	132.51
(-) Amount deposited in Banks	52.13	-	52.13
Closing cash in hand as on 30.12.2016	-	54.92	54.92

* Permitted receipts includes cash withdrawn from bank.

Permitted payments includes payments from various project sites for normal operation (expenses).

40. DISCLOSURES IN ACCORDANCE WITH Ind AS 19 (2015) ON "EMPLOYEES BENEFITS":

Expenses recognised for Defined Contribution plan

Particulars	₹ In lakhs	
	Year ended 31st March, 2017	Year ended 31st March, 2016
Company's Contribution to provident fund	202.49	186.12
Company's Contribution to ESI	1.17	1.05
	203.66	187.17

Defined Benefit Obligations

The below tables set forth the changes in the projected benefit obligation and plan assets and amounts recognised in the standalone financial Statements as at 31st March, 2017 and 31st March, 2016, being the respective measurement dates.

NOTES

on Financial Statements for the Year ended 31st March, 2017

Leave Encashment Liability (unfunded)

Particulars	₹ In lakhs	
	Year ended 31st March, 2017	Year ended 31st March, 2016
Changes in Present Value of Obligation as at		
Present value of obligation as on last valuation	154.89	136.64
Current Service Cost	26.10	19.30
Interest Cost	11.35	10.28
Actuarial gain/loss on obligations due to Change in Financial Assumption	8.57	-
Actuarial gain/loss on obligations due to Unexpected Experience	4.27	4.86
Benefits Paid	7.11	16.20
Present value of obligation as on valuation date	198.09	154.89

Table showing Plan Assumptions

Particulars	₹ In lakhs	
	Year ended 31st March, 2017	Year ended 31st March, 2016
Discount Rate	7.50% p.a.	8.00% p.a.
Rate of Compensation Increase(Salary Inflation)	6.00% p.a.	6.00% p.a.
Pension Increase Rate	N/A	N/A
Average expected future service (Remaining working Life)	16	17
Mortality Table	IALM 2006-08 Ultimate	IALM 2006-08 Ultimate
Superannuation at age-Male	60	60
Superannuation at age-Female	60	60
Early Retirement & Disablement (All Causes Combined)	1% p.a.	1% p.a.
Voluntary Retirement	Ignored	Ignored

Particulars	₹ In lakhs	
	Year ended 31st March, 2017	Year ended 31st March, 2016
Expense Recognized in statement of Profit/Loss as at		
Current Service Cost	26.10	19.30
Net Interest Cost	11.35	10.28
Actuarial Gain/loss	12.85	4.86
Benefit Cost(Expense Recognized in Statement of Profit/loss)	50.30	34.45

NOTES

on Financial Statements for the Year ended 31st March, 2017

Mortality Table

Age	Mortality (Per Annum)
25	0.000984
30	0.001056
35	0.001282
40	0.001803
45	0.002874
50	0.004946
55	0.007888
60	0.011534
65	0.0170085
70	0.0258545

Leave Encashment Liability (unfunded)

Sensitivity Analysis	31st March, 2017	
	Increase	Decrease
Discount Rate (-/+ 0.5%)	189.51	207.41
%Change Compared to base due to sensitivity	-4.33%	4.71%
Salary Growth (-/+ 0.5%)	207.45	189.41
%Change Compared to base due to sensitivity	4.73%	-4.38%
Attrition Rate (-/+ 0.5%)	198.38	197.79
%Change Compared to base due to sensitivity	0.15%	-0.15%
Mortality Rate (-/+ 10%)	199.35	196.82
%Change Compared to base due to sensitivity	0.64%	-0.64%

Table Showing Benefit Information Estimated Future payments

year	Amount ₹ in lakhs
1	36.39
2	18.53
3	7.86
4	12.00
5	12.22
6 to 10	64.24
More than 10 years	313.82
Total Undiscounted Payments Past and Future Service	-
Total Undiscounted Payments related to Past Service	465.06
Less Discount For Interest	266.98
Projected Benefit Obligation	198.09

NOTES

on Financial Statements for the Year ended 31st March, 2017

Bifurcation of Net liability

Table Showing expected return on Plan Asset at end Measurement Period

Particulars	₹ In lakhs	
	Year ended 31st March, 2017	Year ended 31st March, 2016
Current liability	35.10	17.45
Non-Current Liability	162.99	137.44
Net Liability	198.09	154.89

Actuarial Valuation of Gratuity Liability (Funded)

Changes in Present Value of Obligation as at

Particulars	₹ In lakhs	
	Year ended 31st March, 2017	Year ended 31st March, 2016
Present value of obligation as on last valuation	332.10	282.72
Current Service Cost	34.86	29.35
Interest Cost	24.28	21.50
Actuarial gain/loss on obligations due to Change in Financial Assumption	16.60	-
Actuarial gain/loss on obligations due to Unexpected Experience	7.94	26.39
Benefits Paid	16.64	27.86
Present value of obligation as on valuation date	399.15	332.10

Changes in Fair Value of Plan Assets as at

Particulars	₹ In lakhs	
	Year ended 31st March, 2017	Year ended 31st March, 2016
Fair value of Plan Assets at Beginning of period	269.51	240.24
Interest Income	20.21	19.22
Employer Contributions	62.60	42.49
Benefits Paid	16.64	27.86
Return on Plan Assets excluding Interest Income	(6.38)	(4.58)
Fair value of Plan Assets at End of measurement period	329.30	269.51

Table Showing Reconciliation to Balance Sheet

Particulars	₹ In lakhs	
	Year ended 31st March, 2017	Year ended 31st March, 2016
Funded Status	(69.85)	(62.60)
Fund Asset	329.30	269.51
Fund Liability	399.15	332.10

NOTES

on Financial Statements for the Year ended 31st March, 2017

Table Showing Plan Assumptions

Particulars	Year ended 31st March, 2017	Year ended 31st March, 2016
Discount Rate	7.50% p.a.	8.00% p.a.
Expected Return on Plan Asset	7.50% p.a.	8.00% p.a.
Rate of Compensation Increase(Salary Inflation)	6.00% p.a.	6.00% p.a.
Average expected future service (Remaining working Life)	17	17
Mortality Table	IALM 2006-2008 Ultimate	IALM 2006-2008 Ultimate
Superannuation at age-Male	60	60
Superannuation at age-Female	60	60
Early Retirement & Disablement (All Causes Combined)	1% p.a.	1% p.a.

Expense Recognized in statement of Profit/Loss as at

Particulars	Year ended 31st March, 2017	₹ In lakhs Year ended 31st March, 2016
Current Service Cost	34.86	29.35
Net Interest Cost	4.07	2.28
Benefit Cost(Expense Recognized in Statement of Profit/loss)	38.93	31.63

Other Comprehensive Income

Particulars	Year ended 31st March, 2017	₹ In lakhs Year ended 31st March, 2016
Actuarial gain/loss on obligations due to Change in Financial Assumption	16.60	-
Actuarial gain/loss on obligations due to Unexpected Experience	7.94	26.39
Total Actuarial (gain)/losses	24.54	26.39
Return on Plan Asset, Excluding Interest Income	(6.38)	(4.58)
Balance at the end of the Period	30.92	30.96
Net(Income)/Expense for the Period Recognized in OCI	30.92	30.96

NOTES

on Financial Statements for the Year ended 31st March, 2017

Table Showing Allocation of Plan Asset at end Measurement Period

Particulars	₹ In lakhs	
	Year ended 31st March, 2017	Year ended 31st March, 2016
Central Government Securities	48.95	57.95
State Government Securities	5.00	8.00
PSU Bonds	36.00	52.00
Investment with Bank in Special Deposit Scheme Administered by Birla Sun Life Insurance Company Limited	27.30	27.30
	188.94	113.94
Accrued Interest on Investment	5.30	5.32
Tax deducted at Source	0.22	0.22
Cash & Cash Equivalents	17.58	4.76
Total	329.30	269.51

Table Showing Total Allocation in % of Plan Asset at end Measurement Period

Particulars	Year ended 31st March, 2017		Year ended 31st March, 2016	
Central Government Securities	14.86%		21.50%	
State Government Securities	1.52%		2.97%	
PSU Bonds	10.93%		19.29%	
Investment with Bank in Special Deposit Scheme Administered by Birla Sun Life Insurance Company Limited	8.29%		10.13%	
	57.38%		42.28%	
Accrued Interest on Investment	1.61%		1.97%	
Tax deducted at Source	0.07%		0.08%	
Cash & Cash Equivalents	5.34%		1.77%	
Total	100.00%		99.99%	

Mortality Table

Age	Mortality (Per Annum)
25	0.000984
30	0.001056
35	0.001282
40	0.001803
45	0.002874
50	0.004946
55	0.007888
60	0.011534
65	0.0170085
70	0.0258545

NOTES

on Financial Statements for the Year ended 31st March, 2017

Sensitivity Analysis

Particulars	As at 31st March, 2017	
	Increase	Decrease
Discount Rate (-/+ 0.5%)	382.55	417.19
%Change Compared to base due to sensitivity	(4.16)%	4.52%
Salary Growth (-/+ 0.5%)	415.52	383.70
%Change Compared to base due to sensitivity	4.10%	(3.8)7%
Attrition Rate (-/+ 0.5%)	399.71	398.59
%Change Compared to base due to sensitivity	0.14%	(0.14)%
Mortality Rate (-/+ 10%)	401.67	396.64
%Change Compared to base due to sensitivity	0.63%	(0.63)%

Table Showing Cash Flow Informations

Particulars	₹ In lakhs	
	Amount	
Next Year Total (Expected)	390.35	
Minimum Funding Requirements	112.69	

Table Showing Benefit Information Estimated Future payments(Past Service)

year	Amount ₹ in lakhs
1	73.63
2	33.93
3	18.43
4	33.07
5	30.07
6 to 10	134.71
More than 10 years	593.57
Total Undiscounted Payments Past and Future Service	-
Total Undiscounted Payments related to Past Service	917.41
Less Discount For Interest	518.26
Projected Benefit Obligation	399.15

Table Showing Outlook Next Year Components of Net Periodic benefit Cost Next Year

year	Amount ₹ in lakhs
Current service Cost(Employer portion Only) Next period	34.87
Interest Cost next period	27.18
Expected Return on Plan Asset	24.70
Benefit Cost	37.35

NOTES

on Financial Statements for the Year ended 31st March, 2017

Bifurcation of Net liability

Table Showing expected return on Plan Asset at end Measurement Period

Particulars	Year ended	₹ In lakhs
	31st March, 2017	Year ended 31st March, 2016
Current liability	71.01	42.48
Non-Current Liability	328.14	289.63
Net Liability	399.15	332.10

41 SEGMENT REPORTING :

- a) Based on the guiding principles given in Ind AS 108 - Operating Segments notified under the Companies (Accounting Standard) Rules 2015, the Company's primary business segments are EPC (Construction) and Energy (Power). Financial information about the primary business segments are presented in table given below:

Particulars	For the year ended 31st March, 2017				For the year ended 31st March, 2016			
	EPC (Construction)	Energy (Power)	Corporate	Total	EPC (Construction)	Energy (Power)	Corporate	Total
A. REVENUE								
1 Sales	1,20,494.29	2,540.02	-	1,23,034.31	1,01,427.56	1,856.22	-	1,03,283.78
2 Others	600.21	-	1,553.19	2,153.40	-	-	2,638.75	2,638.75
3 Interest Revenue	-	-	281.27	281.27	-	-	165.94	165.94
4 Total Revenue	1,21,094.50	2,540.02	1,834.46	1,25,468.98	1,01,427.56	1,856.22	2,804.69	1,06,088.47
B. RESULT								
1. Segment result/ Operating Profit before Tax and Interest	17,734.17	3,511.36	1,834.47	23,080.00	14,286.23	213.68	2,804.69	17,304.60
2. Interest Expenses Less Other Unallocable expenses	1,588.50	5.76	-	1,594.26	2,076.56	4.54	-	2,081.10
3. Provision for Taxation	-	-	-	6,939.07	-	-	-	4,509.53
4. Net Profit	16,145.67	3,505.60	1,834.47	14,546.67	12,209.67	209.14	2,804.69	10,713.97
C. OTHER INFORMATION								
1. Segment Assets	58,681.42	1,920.66	72,150.02	1,32,752.10	57,146.48	18,686.15	49,914.70	1,25,747.33
2. Segment Liabilities	38,976.52	78.85	8,503.15	47,558.52	43,014.26	78.87	7,887.77	50,980.90
3. Capital Expenditure	104.33	-	-	104.33	888.93	-	-	888.93
4. Depreciation	388.17	917.09	-	1,305.26	136.44	1,222.80	-	1,359.24

NOTES

on Financial Statements for the Year ended 31st March, 2017

- b) As the revenues from overseas sites does not exceed the minimum threshold limit for such disclosure, no separate disclosure for Geographical segment (Secondary Segment) is applicable.

42. FIRST-TIME ADOPTION OF Ind-AS

These standalone interim financial statements of the Company for the year 31st March, 2017 have been prepared in accordance with Ind AS. For the purposes of transition to Ind AS, the Company has followed the guidance prescribed in Ind AS 101 - First Time adoption of Indian Accounting Standard, with effect from 1st April, 2015 as the transition date and IGAAP as the previous GAAP.

The transition to Ind AS has resulted in changes in the presentation of the financial statements, disclosures in the notes thereto and accounting policies and principles. The accounting policies set out in Note 5 have been applied in preparing the standalone financial statements for the year ended 31st March, 2017 and the comparative information. An explanation of how the transition from previous GAAP to Ind AS has affected the Company's Balance Sheet, Statement of Profit and Loss, is set out in note 42.2.1, 42.2.2 and 42.2.3. Exemptions on first time adoption of Ind AS availed in accordance with Ind AS 101 have been set out in note 42.1.

42.1 Exemptions availed on first time adoption of Ind-AS 101

Ind-AS 101 allows first-time adopters certain exemptions from the retrospective application of certain requirements under Ind AS. The Company has accordingly applied the following exemptions.

- (a) Deemed cost for Property, Plant and Equipment (PPE) – The Company has elected to measure items of PPE at the date of transition to Ind AS at their historical cost. Company has used the historical cost of assets, which is considered as deemed cost on transition.
- (b) Investment in subsidiaries, joint venture and associates – The Company has elected to adopt the previous GAAP carrying values on date of transition as deemed cost for investments in subsidiaries, joint venture and associates.
- (c) Under Ind AS 109, at initial recognition of a financial asset, an entity may make an irrevocable election to present subsequent changes in the fair value of an investment in an equity instrument in other comprehensive income. Ind AS 101 allows such designation of previously recognized financial assets, as ' fair value through other comprehensive income' on the basis of the facts and circumstances that existed at the date of transition to Ind AS. Accordingly, the Company has designated its investments in certain equity instruments at fair value through other comprehensive income on the facts and circumstances that existed at the date of transition to Ind AS.

NOTES

on Financial Statements for the Year ended 31st March, 2017

42.2.1 Reconciliation Of Balance Sheet As At 01.04.2015, Date Of Transition To Ind As

₹ In lakhs

Particulars	IGAAP As at 31st March, 2016	Effects of transition to Ind AS	Ind AS As at 1st April, 2015
ASSETS			
1 Non - current assets			
(a) Property, plant and equipment	19,297.77	(98.15)	19,199.62
(b) Other intangible assets	61.74	-	61.74
(c) Financial assets	-	-	-
(i) Investments	41,348.76	31.46	41,380.22
(ii) Loans	734.75	-	734.75
(iii) Others (to be specified)	172.11	-	172.11
	61,615.13	(66.69)	61,548.44
2 Current assets			
(a) Inventories	628.04	-	628.04
(b) Financial assets	-	-	-
(i) Investments	2,000.00	1.19	2,001.19
(ii) Trade receivables	30,987.57	-	30,987.57
(iii) Cash and cash equivalents	1,029.26	-	1,029.26
(iv) Bank balances	920.34	-	920.34
(v) Others (to be specified)	264.64	-	264.64
(c) Other current assets	5,928.36	98.15	6,026.51
	41,758.21	99.34	41,857.55
Total	1,03,373.34	32.65	1,03,405.99
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	1,141.82	-	1,141.82
(b) Other equity	67,343.18	(4,811.33)	62,531.85
Total	68,485.00	(4,811.33)	63,673.67
LIABILITIES			
1 Non - current liabilities			
(a) Financial liabilities			
(i) Borrowings	7,000.00	-	7,000.00
(b) Provisions	136.64	-	136.64
(c) Deferred tax liabilities (net)	68.68	5,711.05	5,779.73
(d) Other non - current liabilities	3,411.85	-	3,411.85
	10,617.17	5,711.05	16,328.22
2 Current liabilities			
(a) Financial liabilities			
(i) Borrowings	7,573.49	-	7,573.49
(ii) Trade payables	12,237.98	-	12,237.98
(iii) Other liabilities excluding provisions	3,274.02	-	3,274.02
(b) Other current liabilities	45.29	-	45.29
(c) Provisions	976.23	(867.07)	109.16
(d) Current tax liabilities (net)	164.16	-	164.16
	24,271.17	(867.07)	23,404.10
	34,888.34	4,843.98	39,732.32
Total	1,03,373.34	32.65	1,03,405.99

NOTES

on Financial Statements for the Year ended 31st March, 2017

42.2.2 Reconciliation Of Balance Sheet As At 31.03.2016

Particulars	IGAAP As at 31st March, 2017	Effects of transition to Ind AS	₹ In lakhs
			Ind AS As at 31st March, 2016
ASSETS			
1 Non - current assets			
(a) Property, plant and equipment	18,808.41	(94.27)	18,714.14
(b) Other intangible assets	48.16	-	48.16
(c) Financial assets	-	-	-
(i) Investments	44,757.51	25.19	44,782.70
(ii) Loans	797.57	-	797.57
(iii) Others (to be specified)	217.69	-	217.69
Total	64,629.34	(69.08)	64,560.26
2 Current assets			
(a) Inventories	3,793.17	-	3,793.17
(b) Financial assets	-	-	-
(i) Investments	1,311.72	10.10	1,321.82
(ii) Trade receivables	45,511.69	-	45,511.69
(iii) Cash and cash equivalents	3,780.00	-	3,780.00
(iv) Bank balances	1,063.46	-	1,063.46
(v) Others	192.87	-	192.87
(c) Other current assets	5,429.82	94.27	5,524.09
Total	61,082.73	104.37	61,187.10
Total	1,25,712.07	35.29	1,25,747.36
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	1,141.82	-	1,141.82
(b) Other equity	76,719.74	(6,095.13)	70,624.61
Total	77,861.56	(6,095.13)	71,766.43
LIABILITIES			
1 Non - current liabilities			
(a) Financial liabilities	-	-	-
(i) Borrowings	3,000.00	-	3,000.00
(b) Provisions	137.44	-	137.44
(c) Deferred tax liabilities (net)	76.80	7,504.69	7,581.49
(d) Other non - current liabilities	834.44	-	834.44
Total	4,048.68	7,504.69	11,553.37
2 Current liabilities			
(a) Financial liabilities	-	-	-
(i) Borrowings	10,154.82	-	10,154.82
(ii) Trade payables	27,433.56	-	27,433.56
(iii) Other liabilities excluding provisions	4,390.90	-	4,390.90
(b) Other current liabilities	-	-	-
(c) Provisions	1,538.18	(1,374.27)	163.91
(d) Current tax liabilities (net)	284.37	-	284.37
Total	43,801.83	(1,374.27)	42,427.56
Total	47,850.51	6,130.42	53,980.93
Total	1,25,712.07	35.29	1,25,747.36

NOTES

on Financial Statements for the Year ended 31st March, 2017

42.2.3 Reconciliation Of Consolidated Statement Of Profit Ant Loss For The Year Ended 31.03.2016 ₹ In lakhs

Particulars	IGAAP As at 31st March, 2017	Effects of transition to Ind AS	Ind AS As at 31st March, 2016
I Revenue from operations	1,03,283.78	-	1,03,283.78
II Other income	2,795.77	8.91	2,804.69
III Total income (I + II)	1,06,079.55	8.91	1,06,088.47
IV Expenses			
Material, Stores & Project Expenses	81,321.07	-	81,321.07
Purchases of stock - in - trade	-	-	-
Changes in inventories of finished goods, stock - in - trade and work - in - progress	(3,165.13)	-	(3,165.13)
Employee benefits expenses	2,937.43	(30.96)	2,906.47
Finance costs	2,081.09	-	2,081.09
Depreciation and amortization expenses	1,363.11	(3.88)	1,359.23
Other expenses	6,358.36	3.88	6,362.24
Total expenses	90,895.93	(30.96)	90,864.97
V Profit / (loss) before exceptional items and tax (III - IV)	15,183.62	39.87	15,223.50
VI Exceptional items	-	-	-
VII Profit / (loss) before tax (V - VI)	15,183.62	39.87	15,223.50
VIII Tax expense			
(1) Current tax	2,707.74	-	2,707.74
(2) Deferred tax	8.12	1,793.67	1,801.79
	2,715.86	1,793.67	4,509.53
IX Profit / (loss) for the period (VII - VIII)	12,467.76	(1,753.80)	10,713.97
X Other comprehensive income			
(A) Items that will not be reclassified to profit or loss	-	-	-
(i) Fair value gains on non-current equity investments	-	(6.27)	(6.27)
(ii) Employee Benefit Expense - Actuarial Loss	-	(30.96)	(30.96)
		(37.23)	(37.23)
XI Total comprehensive income for the period (IX + X)	12,467.76	(1,791.03)	10,676.74

43. RELATED PARTY DISCLOSURES

43.1 Name of related parties and related party relationship

S. No.	Name of the party	Nature of relationship
1	Simran Wind Project Limited	Subsidiary Company
2	Patran Transmission Company Limited	Associate Company
3	Techno Infra Developers Private Limited	Subsidiary Company
4	Techno Clean Energy Private Limited	Subsidiary Company
5	Techno Green Energy Private Limited	Subsidiary Company
6	Techno Wind Power Private Limited	Subsidiary Company
7	Jhajhar KT Transco Private Limited	Joint Venture Company
8	Shri Padam Prakash Gupta	Key Managerial Personnel
9	Shri Ankit Saraiya	Director & Relative of Key Managerial Personnel
10	Ms Avantika Gupta	Director & Relative of Key Managerial Personnel

NOTES

on Financial Statements for the Year ended 31st March, 2017

43.2 Disclosure of significant transactions with related parties and the status of outstanding balances

Transactions during the year

Particulars	₹ In lakhs	
	Year ended 31st March, 2017	Year ended 31st March, 2016
Simran Wind Project Limited (Subsidiary Company)		
Transfer of Net Assets of Wind Division in consideration of equity shares	4,564.90	
Dividend received	1,164.80	2,496.01
Patran Transmission Company Limited		
Investment in Shares		300.00
Advance received against contract		1,750.00
Supply of materials & services as per EPC contract	2,764.45	15,149.77
Jhajjar Kt Transco Private Limited		
Rendering of services as per maintenance contract	460.00	450.00
Interest received against loan given	57.28	69.80
Repayment of loan	462.82	
Techno Clean Energy Private Limited		
Investment in Shares		5.00
Techno Green Energy Private Limited		
Investment in Shares		5.00
Techno Wind Power Private Limited		
Investment in Shares		5.00
Shri Padam Prakash Gupta (Key Managerial Person)		
Waiver of Managing Director commission	153.87	
Remuneration to Managing Director	53.22	191.78

Outstanding Balances

Particulars	₹ In lakhs	
	Year ended 31st March, 2017	Year ended 31st March, 2016
Patran Transmission Company Limited		
Advance received against contract	-	220.05
Receivable against supply of materials	414.22	11,869.82
Jhajjar Kt Transco Pvt Ltd.		
Loan given	334.75	797.57
Receivable	70.05	-
Shri Padam Prakash Gupta (Key Managerial Person)		
Commission Payable to managing Director	-	153.87

NOTES

on Financial Statements for the Year ended 31st March, 2017

44. DETAILS OF MATERIALS CONSUMED

Particulars	₹ In lakhs	
	Year ended 31st March, 2017	Year ended 31st March, 2016
Indigenous	70,625.10	63,993.01
Imported	1,572.74	2,090.33
Total	72,197.84	66,083.34

45. EARNING IN FOREIGN EXCHANGE

Particulars	₹ In lakhs	
	Year ended 31st March, 2017	Year ended 31st March, 2016
Export of Goods (FOB Value)	283.59	1,753.45
Total	283.59	1,753.45

46. DEEMED EXPORT

Particulars	₹ In lakhs	
	Year ended 31st March, 2017	Year ended 31st March, 2016
Deemed Export Under Global Tender at Ex- works value	10,071.41	12,477.40
Total	10,071.41	12,477.40

47. The previous year figures have been regrouped and/or rearranged wherever considered necessary.

For **S. S. Kothari & Co.**

Chartered Accountants

Firm's Registration No. 302034E

Centre Point

21, Old Court House Street
Kolkata - 700 001
26th May, 2017

R.N. Bardhan

Partner
Membership No 17270

P. K. Lohia

Chief Financial Officer

N. Brahma

Company Secretary
Membership No A-11652

P. P. Gupta

Managing Director
DIN : 00055954

S.N. Roy

Director
DIN : 00408742

INDEPENDENT AUDITORS' REPORT

To the Members of
Techno Electric & Engineering Company Limited

REPORT ON THE CONSOLIDATED Ind AS FINANCIAL STATEMENT

We have audited the accompanying consolidated financial statements of **Techno Electric & Engineering Company Limited** ("the Holding Company") and its subsidiaries and associates (collectively referred to as "the Group"), which comprise the consolidated balance sheet as at 31st March, 2017, the consolidated statement of profit and loss (including other comprehensive income), the consolidated cash flow statement and the consolidated statement of changes in equity for the year then ended and a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "consolidated Ind AS financial statements").

MANAGEMENT'S RESPONSIBILITY FOR THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

The Holding 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, consolidated financial performance (including other comprehensive income), consolidated cash flows and the consolidated statement of changes in equity of the group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with relevant rules issued thereunder. The respective board of Directors of the Companies included in the group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the group 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, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding company as aforesaid.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated Ind AS 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. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the holding Company's preparation 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 holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated Ind AS financial statements.

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

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the group as at 31st March, 2017, and their consolidated financial performance (including other comprehensive income), its consolidated cash flows and the consolidated changes in equity for the year ended on that date.

OTHER MATTER

We did not audit the financial statements of five subsidiaries, whose financial statements reflect total assets of ₹ 98,569.82 lakhs as at 31 March, 2017, total revenue of ₹ 13,948.60 lakhs and net cash inflows / (outflows) amounting to ₹ 5,524.00 lakhs for the year ended 31st March, 2017. The consolidated financial statements also include the Group's share of net profit/(loss) of ₹ 288.07 lakhs for the year ended 31st March, 2017, as considered in the consolidated financial statements, in respect of associates and joint venture, whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, jointly controlled entities and associates, and our report in terms of sub section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, jointly controlled entities and associates is based solely on the reports of the other auditors.

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 matters with respect to our reliance on the work done and the reports 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 relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of profit and Loss, the Consolidated Cash Flow Statement and the consolidated statement of changes in equity dealt with by this Report are in Agreement with the relevant books of account maintained 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 and Companies (Accounting Standards) Amendment rules, 2016;
 - (e) On the basis of the written representations received from the directors of the Holding company as on 31st March, 2017 taken on record by the Board of Directors of the Holding company and the reports of the statutory auditors of its subsidiary companies and associates, none of the directors of the Group companies 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 group and the operating

- effectiveness of such controls, refer to our separate report in 'Annexure A'; and
- (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. There were no pending litigations with would impact the consolidated financial position of the Group;
- ii. The Group, did not have any material foreseeable losses on long-term contracts including derivative contracts
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary and associate companies.
- iv. The Group has provided requisite disclosures in the Ind AS Financial Statements as the holdings as well as dealing in Specified Bank Notes during the period from 8th November, 2016 to 30th December 2016 and these are in accordance with the books of accounts maintained by the Company. (Refer Note No 39 of the consolidated Ind AS Financial Statements)

For **S.S. Kothari & Co**

Chartered Accountants
Firm's Registration No.302034E

Centre Point
21, Old Court House Street
Kolkata 700 001

R.N.Bardhan

Partner
Membership No 017270

Dated, the 26th day of May, 2017

ANNEXURE- A TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 (f) under the heading "Report on Other Legal and Regulatory Requirements of our report of even date to the members of Techno Electric and Engineering Company Limited on the Consolidated Ind AS 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")

In conjunction with our audit of the consolidated financial statements of the Company as of end for the year ended 31st March, 2017, we have audited the internal financial controls over financial reporting of Techno Electric and Engineering Company Limited (the Holding Company) and its subsidiary companies and associates.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The respective Board of Directors of the holding companies and its subsidiary companies and associates are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the group 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 group'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.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on the group's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial

Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial 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 Consolidated Financial Statements, whether due to fraud or error.

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

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

The internal financial control of the group over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Consolidated Financial Statements for external purposes in accordance with generally accepted accounting principles. The internal financial control of the group 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 group; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Consolidated Ind AS Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the group are being made only in accordance with authorisations of management and directors of the group; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the group's assets that could have a material effect on the Consolidated Financial Statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any

evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

In our opinion, the Holding Company, its subsidiaries and associates 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 31st March, 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 **S.S. Kothari & Co**
Chartered Accountants
Firm's Registration No.302034E

Centre Point
21, Old Court House Street
Kolkata 700 001

R.N. Bardhan
Partner

Membership No 017270

Dated, the 26th day of May, 2017

CONSOLIDATED BALANCE SHEET

as at 31st March, 2017

₹ In lakhs

Particulars	Note No.	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
ASSETS				
1 Non - current assets				
(a) Property, plant and equipment	6	62,824.37	80,317.02	1,00,358.69
(b) Capital work in progress		-	-	384.72
(c) Goodwill on consolidation		2,013.13	1,998.39	1,571.51
(d) Other intangible assets	7	34.58	48.16	61.74
(e) Financial assets				
(i) Investments	8	7,890.64	6,344.94	3,674.13
(ii) Loans	10	334.75	797.57	734.75
(iii) Others	11	188.16	219.69	174.11
(f) Mat Credit Entitlement		1,860.61	1,494.93	3,501.82
2 Current assets				
(a) Inventories	14	21.91	3,793.17	628.04
(b) Financial assets				
(i) Investments	8	38,711.32	9,260.16	9,687.92
(ii) Trade receivables	9	55,958.40	49,625.72	34,493.50
(iii) Cash and cash equivalents	15	9,187.61	10,095.07	1,552.16
(iv) Bank balances	15	1,134.24	1,063.46	920.35
(v) Loans	10	-	3,000.00	-
(vi) Others	11	5,670.50	11,891.99	4,234.60
(c) Other current assets	13	4,806.69	5,551.84	6,059.45
Total assets		1,90,636.91	1,85,502.11	1,68,037.49
EQUITY AND LIABILITIES				
EQUITY				
(a) Equity share capital	17	2,283.64	1,141.82	1,141.82
(b) Other equity	18	1,08,418.95	91,643.76	83,445.15
Non - Controlling Interest		-	-	1,988.86
LIABILITIES				
1 Non - current liabilities				
(a) Financial assets				
(i) Borrowings	19	20,994.27	30,681.55	39,673.90
(b) Provisions	22	172.67	145.25	145.08
(c) Deferred tax liabilities (net)	12	11,613.12	10,252.38	7,907.38
(d) Other non - current liabilities	23	1,952.87	834.44	1,661.85
2 Current liabilities				
(a) Financial liabilities				
(i) Borrowings	19	-	10,154.82	7,573.49
(ii) Trade payables	20	34,070.52	28,752.24	13,671.93
(iii) Other liabilities excl. provisions	21	10,247.44	11,605.31	10,436.31
(b) Other current liabilities	23	-	-	45.29
(c) Provisions	22	273.90	165.86	111.38
(d) Current tax liabilities (net)	16	609.53	124.68	235.05
Total Equity & Liabilities		1,90,636.91	1,85,502.11	1,68,037.49
Significant accounting policies and notes to standalone financial statements	1-48			

The Notes referred to above form an integral part of the Balance Sheet.

This is the Balance Sheet referred to in our Report of even date.

For **S. S. Kothari & Co.**
Chartered Accountants
Firm's Registration No. 302034E

For **P. K. Lohia**
Chief Financial Officer

For **P. P. Gupta**
Managing Director
DIN : 00055954

Centre Point
21, Old Court House Street
Kolkata - 700 001
The 26th day of May, 2017

R.N. Bardhan
Partner
Membership No. 17270

N. Brahma
Company Secretary
Membership No. A-11652

S. N. Roy
Director
DIN : 00408742

STATEMENT OF CONSOLIDATED PROFIT AND LOSS

for the year ended 31st March, 2017

		₹ In lakhs	
Particulars	Note No.	Year ended 31st March, 2017	Year ended 31st March, 2016
I Revenue from operations	24	1,35,671.82	1,09,720.48
II Other income	25	4,915.34	6,292.59
III Total income (I + II)		1,40,587.16	1,16,013.07
IV Expenses			
Material, Stores & Project Expenses	26	89,476.40	81,321.07
Changes in inventories of finished goods, stock - in - trade and work - in - progress	27	3,771.26	(3,165.13)
Employee benefits expenses	28	3,457.70	2,985.69
Finance costs	29	3,734.34	4,428.80
Depreciation and amortisation expenses	30	5,079.08	4,941.25
Other expenses	31	7,715.71	6,520.52
Total expenses		1,13,234.49	97,032.20
V Profit / (loss) before exceptional items and tax (III - IV)		27,352.67	18,980.87
VI Exceptional items		-	-
VII Share of Profit/(Loss) of JV & Associates		288.07	232.09
VIII Profit / (loss) before tax (V + VI + VII)		27,640.74	19,212.96
IX Tax expense	32		
(1) Current tax		7,371.96	4,862.13
(2) Deferred tax		1,360.73	2,345.00
(3) MAT credit entitlement		(365.68)	-
		8,367.01	7,207.13
X Profit / (loss) for the period (VIII - IX)		19,273.73	12,005.83
XI Profit / (loss) for the year attributable to:			
Owners of the parent		19,273.73	12,005.83
Non-controlling interest		-	-
		19,273.73	12,005.83
XII Other comprehensive income			
(A) Items that will not be reclassified to profit or loss			
(i) Fair value gains on non-current equity investments		53.22	(6.27)
(i) Employee Benefit Expense - Actuarial Loss		(30.96)	(30.49)
		22.26	(36.76)
XIII Total comprehensive income for the period (IX + X)		19,295.99	11,969.07
XIV Earnings per equity share	33		
(1) Basic		16.90	10.48
(2) Diluted		16.90	10.48

The Notes referred to above form an integral part of the Balance Sheet. This is the Balance Sheet referred to in our Report of even date.

For **S. S. Kothari & Co.**
Chartered Accountants
Firm's Registration No. 302034E

P. K. Lohia
Chief Financial Officer

P. P. Gupta
Managing Director
DIN : 00055954

Centre Point
21, Old Court House Street
Kolkata - 700 001
The 26th day of May, 2017

R.N. Bardhan
Partner
Membership No. 17270

N. Brahma
Company Secretary
Membership No. A-11652

S. N. Roy
Director
DIN: 00408742

CONSOLIDATED CASH FLOW STATEMENT

for the year ended 31st March, 2017

Particulars	₹ In lakhs	
	Year ended 31st March, 2017	Year ended 31st March, 2016
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax and extraordinary items	27,352.67	18,980.87
Adjustments for :		
Depreciation	5,079.08	4,941.25
(Profit)/Loss on Sale of fixed assets	(2,334.72)	(2,526.01)
Interest/Dividend Income	(1,195.39)	(669.23)
(Profit) /Loss on Sale of Investments (Net)	(1,136.47)	(3,079.36)
Interest Paid	3,734.34	4,428.80
Notional Gain/(Loss) on Actuarial Valuation	(30.96)	(30.49)
Operating Profit before Working Capital Changes	31,468.55	22,045.83
Adjustments for :		
Trade and other receivables	4,068.91	(25,365.19)
Inventories	3,771.26	(3,165.13)
Trade Payables	6,511.33	12,703.77
Cash generated from operations	45,820.05	6,219.27
Direct taxes paid (net of refunds)	(6,887.11)	(2,966.05)
Cash Flow before Extraordinary items	38,932.93	3,253.22
Extraordinary Items	-	-
Net Cash flow from Operating Activities	38,932.93	3,253.22
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(104.33)	(1,013.11)
Sale of Fixed Assets	14,501.25	20,214.39
(Increase)/Decrease in Investments	(34,098.74)	113.37
(Increase)/Decrease in Fixed Deposit	(70.78)	(143.11)
Refund/(Payment) of Loan	462.82	(62.82)
Interest Income	791.96	705.53
Cash on consolidation of New subsidiaries	-	4.69
Cash of erstwhile subsidiary	-	(14.68)
Net Cash Used in Investing Activities	(18,517.81)	19,804.26

CONSOLIDATED CASH FLOW STATEMENT

for the year ended 31st March, 2017

Particulars	₹ In lakhs	
	Year ended 31st March, 2017	Year ended 31st March, 2016
C. CASH FLOW FROM FINANCING ACTIVITIES		
Issuance of Equity share capital in lieu of purchase of Fixed Asset from Holding Company	4,564.90	-
Redemption of Debentures	(4,000.00)	(3,000.00)
Proceeds/(Repayment) of Borrowings	(16,580.66)	(3,834.50)
Interest Paid	(3,927.57)	(4,590.38)
Dividend paid	(1,379.26)	(3,089.69)
Net Cash used in Financing activities	(21,322.58)	(14,514.57)
Net Increase / (Decrease) in Cash & Cash Equivalents (A+B+C)	(907.46)	8,542.91
Opening Balance of Cash & Cash Equivalents	10,095.07	1,552.16
Closing Balance of Cash & Cash Equivalents	9,187.61	10,095.07

Previous Year's figures have been re-grouped and re-arranged wherever considered necessary. This Cash Flow Statement has been prepared under the indirect method set out in Ind AS - 7 'Statement of Cash Flows'

For **S. S. Kothari & Co.**
Chartered Accountants
Firm's Registration No. 302034E

P. K. Lohia
Chief Financial Officer

P. P. Gupta
Managing Director
DIN : 00055954

Centre Point
21, Old Court House Street
Kolkata - 700 001
The 26th day of May, 2017

R.N. Bardhan
Partner
Membership No. 17270

N. Brahma
Company Secretary
Membership No. A-11652

S. N. Roy
Director
DIN: 00408742

NOTES

on Consolidated Financial Statements for the Year ended 31st March, 2017

NOTE 1. COMPANY OVERVIEW

TEchno Electric & Engineering Company Limited ("TEECL" or "Parent") is a public limited company incorporated and domiciled in India and has its registered office at P-46A, Radha Bazar Lane, Kolkata – 700 001, India. The company has its primary listings on the BSE Limited and National Stock Exchange of India Limited.

Under the Companies Act, Group is defined as parent, subsidiaries, joint ventures and associates. For the purpose of these financial statements, the aforesaid definition under Companies Act, 2013 has been considered.

Group is a recognised EPC expert in the power sector. It provides engineering, procurement and construction services to the three segments of power sector including generation, transmission and distribution. The Group is recognised for its expertise in the domains of light construction and heavy engineering segments across the country's power sector.

The Consolidated financial statement for the year ended March, 2017 are adopted and authorised for issue by Board of Directors of the Parent on 26th May, 2017.

NOTE 2. BASIS OF PREPARATION

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ('Act') and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015, Companies (Indian Accounting Standards) Amendment Rules, 2016 and Companies (Indian Accounting Standards) Amendment Rules, 2017.

The Group has adopted all the Ind AS standards as applicable and the adoption was carried

out in accordance with Ind AS 101 First time adoption of Indian Accounting Standards. The transition was carried out from Indian Accounting Principles generally accepted in India as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (IGAAP), which was the previous GAAP. Reconciliations and descriptions of the effect of the transition has been summarised in note 46.2

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

NOTE 3. FUNCTIONAL & PRESENTATION CURRENCY

These Financial statements are presented in Indian Rupees (INR) which is also the Group's functional currency and all amounts are rounded to the nearest lakhs and two decimals thereof, except as stated otherwise.

NOTE 4. USE OF ESTIMATES

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed in note 5. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if

NOTES

on Consolidated Financial Statements for the Year ended 31st March, 2017

material, their effects are disclosed in the notes to the financial statements.

NOTE 5. SIGNIFICANT ACCOUNTING POLICIES

5.1 Basis of consolidation

The Consolidated Financial Statements relate to the Company Techno Electric & Engineering Company Limited and its subsidiaries - Simran Wind Project Limited, Techno Clean Energy Private Limited, Techno Green Energy Private Limited, Techno Wind Power Private Limited, Techno Infra Developers Private Limited, associate Patran Transmission Company Limited and joint venture Jhajjar KT Transco Pvt. Ltd.

The proportion of ownership interest in each subsidiary, associate & joint venture is as follows :

Name of the Company	Relation with TEECL	Proportion of ownership interest as at 31st March, 2017
Simran Wind Project Limited	Subsidiary	100.00%
Techno Infra Developers Private Limited	Subsidiary	100.00%
Techno Clean Energy Private Limited	Subsidiary	99.96%
Techno Green Energy Private Limited	Subsidiary	99.96%
Techno Wind Power Private Limited	Subsidiary	99.96%
Patran Transmission Company Limited	Associate	49.00%
Jhajjar KT Transco Pvt. Ltd	Joint Venture	48.96%

The consolidated financial Statements have been prepared on the following basis:

The Financial Statements of the Company and its Subsidiary Companies are combined on a line by line basis by adding

together the book values of like items of assets, liabilities, income and expenses after fully eliminating intra-group balances and intra-group transactions resulting in unrealised profits or losses in accordance with Ind AS 110 - 'Consolidated Financial Statements' notified under section 133 of the Companies Act, 2013.

Interest in associates and joint ventures are consolidated using equity method as per Ind AS 28 - Investment in Associates and Joint Ventures. Under the equity method, post-acquisition attributable profit/losses are adjusted in the carrying value of investment upto the Group investment in the joint venture and associate.

The Consolidated Financial Statements are prepared using uniform accounting policies for like transactions except in cases stated in Accounting Policies and other events in similar circumstances and are presented to the extent possible, in the same manner as the Company's separate Financial Statements except as otherwise stated in Notes to the Accounts.

The difference between the cost of investment in the Subsidiary companies, over the net assets at the time of acquisition of shares in the Subsidiary Companies are recognised in the Financial Statements as Goodwill.

Minority Interest's share of net assets of consolidated subsidiaries are identified and presented in the consolidated balance sheet separate from liabilities and equity of the Company's shareholders.

Any excess/short of the amount of investment in an associate over the parent's portion of equity of the associate, at the date of investment is considered as goodwill/capital reserve and has been included in carrying amount of investment and

NOTES

on Consolidated Financial Statements for the Year ended 31st March, 2017

disclosed separately. The carrying amount of investment is adjusted thereafter for the post acquisition changes in the share of net asset of associates.

5.2 Property, Plant and Equipment

Under the previous Indian GAAP, property plant and equipment were carried in the balance sheet on the basis of historical cost. On transition to IND AS, the Group has adopted optional exception under IND AS 101 and has regarded historical cost as carrying value in Ind- AS compliant financials.

Property, Plant and Equipment are carried at cost less accumulated depreciation and accumulated impairment losses, if any. Cost includes expenditure that is directly attributable to the acquisition of the items.

Capital work in progress comprises of cost of fixed assets that are not yet ready for their intended use as at the Balance Sheet date.

Assets are depreciated to the residual values on a straight line basis over the useful life prescribed in Schedule II to the companies Act, 2013 except Office Equipments, Furniture & Fixture which is depreciated on written down value method. Freehold land is not depreciated.

Depreciation on assets of overseas projects is provided at the rates as per the requirement of laws of respective foreign countries.

In respect of subsidiary companies depreciation on office equipments including computers is provided on straight line method.

Depreciation on Plant & Machinery - Wind Mills are calculated on the basis of useful life of 20 years based on technical advice as against 22 years in Schedule II to the Companies Act 2013

The gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the Statement of Profit and Loss on the date of disposal or retirement.

5.3 Intangible Assets

Identifiable intangible assets are recognised

- a) when the Company controls the asset,
- b) it is probable that future economic benefits attributed to the asset will flow to the Company and
- c) the cost of the asset can be reliably measured.

Computer software are capitalised at the amounts paid to acquire the respective license for use and are amortised over the useful life prescribed in Schedule II to the Companies Act, 2013 on straight line basis.

5.4 Cash and cash equivalents

Cash and cash equivalents includes cash on hand and at bank, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value and are held for the purpose of meeting short-term cash commitments.

5.5 Inventories

Inventories are valued at the lower of cost and net realisable value except scrap, which is valued at net realisable value. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale. The cost of inventories comprises of

NOTES

on Consolidated Financial Statements for the Year ended 31st March, 2017

cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their respective present location and condition.

5.6 Leases

Group's leasing arrangements where risk and rewards incidental to ownership of assets substantially vest to lessor are classified as operating lease. Operating lease payments are recognised on straight line basis over the lease term in the statement of profit and loss unless the payments to the lessor are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases.

5.7 Employee benefits

- a) Short term employee benefits are recognised as an expense in the Statement of Profit and Loss of the year in which the related services are rendered.
- b) Compensated absence being a short term benefit is accounted for using the projected unit credit method, on the basis of actuarial valuations carried out by third party actuaries at each Balance Sheet date. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to profit and loss in the period in which they arise.
- c) Contribution to Provident Fund, a defined contribution plan, is made in accordance with the statute, and is recognised as an expense in the year in which employees have rendered services.
- d) The cost of providing gratuity, a defined benefit plans, is determined using the Projected Unit Credit Method, on the basis of actuarial valuations carried out by third party

actuaries at each Balance Sheet date. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to other comprehensive income in the period in which they arise. Other costs are accounted in statement of profit and loss.

The Group operates a defined benefit plan for gratuity, which requires contributions to be made to a separately administered fund except in case of its subsidiary which is unfunded. The fund is managed by a trust. The trust has appointed an insurance company to manage the funds of the trust. These benefits are fully funded.

5.8 Foreign currency reinstatement and translation

a) Functional and presentation currency

Consolidated financial statements have been presented in Indian Rupees nearest of lakhs and two decimal there of, which is the Group's functional and presentation currency.

b) Transactions and balances

Transactions in foreign currencies are initially recorded by the Group at rates prevailing at the date of the transaction. Subsequently monetary items are translated at closing exchange rates of balance sheet date and the resulting exchange difference recognised in profit or loss. Differences arising on settlement of monetary items are also recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the transaction.

NOTES

on Consolidated Financial Statements for the Year ended 31st March, 2017

The Group has availed the exemption available in Ind AS 101, to continue capitalisation of foreign currency fluctuation on long term foreign currency monetary liabilities outstanding on transition

5.9 Financial instruments - initial recognition, subsequent measurement and impairment

Initial recognition

The Group recognises financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognised at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, that are not at fair value through profit or loss, are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are accounted for at trade date.

Subsequent measurement

Non-derivative financial instruments

(i) Financial assets carried at amortised cost

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

(ii) Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contrac-

tual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The Group has made an irrevocable election for its investments which are classified as equity instruments to present the subsequent changes in fair value in other comprehensive income based on its business model.

(iii) Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

(iv) Financial liabilities

Financial liabilities are subsequently carried at amortised cost. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

De-recognition of financial instruments

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for de-recognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognised from the Group's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

5.10 Borrowing costs

Borrowing costs specifically relating to the acquisition or construction of qualifying assets that necessarily takes a substantial period of time to get ready for its intended use are capitalised (net of income on

NOTES

on Consolidated Financial Statements for the Year ended 31st March, 2017

temporarily deployment of funds) as part of the cost of such assets. Borrowing costs consist of interest and other costs that the Group incurs in connection with the borrowing of funds.

The amount of borrowing costs capitalised during a period does not exceed the amount of borrowing cost incurred during that period.

All other borrowing costs are expensed in the period in which they occur.

5.11 Taxation

Income tax expense represents the sum of current and deferred tax. Tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised directly in equity or other comprehensive income, in such cases the tax is also recognised directly in equity or in other comprehensive income. Any subsequent change in direct tax on items initially recognised in equity or other comprehensive income is also recognised in equity or other comprehensive income, such change could be for change in tax rate.

Current tax provision is computed for Income calculated after considering allowances and exemptions under the provisions of the applicable Income Tax Laws. The Group's business units, engaged in generation of electricity from Wind Mills at various locations, are eligible for 100% tax holiday for a period of 10 consecutive years out of 15 years, from the year in which the generation of power is started. Timing difference between the tax basis and the carrying values of assets and liabilities of the Units, which originate during the year but reverse during the tax holiday period are not recognised. Current tax assets and current tax liabilities are off set, and presented as net.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the Balance sheet and the corresponding tax bases used in the computation of taxable profit and are accounted for using the liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences, and deferred tax assets are generally recognised for all deductible temporary differences, carry forward tax losses and allowances to the extent that it is probable that future taxable profits will be available against which those deductible temporary differences, carry forward tax losses and allowances can be utilised. Deferred tax assets and liabilities are measured at the applicable tax rates. Deferred tax assets and deferred tax liabilities are off set, and presented as net.

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 profits will be available against which the temporary differences can be utilised

5.12 Revenue recognition and other income

a) Revenue from construction contracts

Revenue from construction contracts is recognised based on the stage of completion determined with reference to the costs incurred on contracts and their estimated total costs. When it is probable that the total contract cost will exceed total contract revenue, expected loss is recognised as an expense immediately.

Revenue is adjusted towards liquidated damages and price variations, wherever applicable. Escalation, variations in contract work and other claims are included to the extent that the amount can be measured reliably and its receipt is considered probable.

NOTES

on Consolidated Financial Statements for the Year ended 31st March, 2017

b) Revenue from other contracts

Sale of goods is recognised, on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of goods to customers. Revenue from services is recognised when services are rendered. Sales exclude sales tax/ value added tax and service tax wherever separately charged to the customers.

c) Revenue from Power Generation

Revenue from Sale of Energy (Power) is recognised on the basis of electrical units generated, net of wheeling and transmission loss as applicable, when no significant uncertainty as to the measurability or collectability exists.

Renewal Energy Certificate Income is accounted on accrual basis at the rate sold at the Power Exchanges. At the year end Renewal Energy Certificate Income is recognised at the minimum floor price specified by the Central Regulator of CERC.

Generation based Incentive is recognised on accrual basis i.e. on the basis of units of power generated, as referred above for which necessary claims have been lodged / is in the process of being lodged with the concerned authorities.

d) Other Income Interest

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

5.13 Dividend / Distribution

Annual dividend distribution to the shareholders is recognised as a liability in the period in which the dividends are

approved by the shareholders. Any interim dividend paid is recognised on approval by Board of Directors. Dividend payable and corresponding tax on dividend distribution is recognised directly in equity.

5.14 Earnings per share

Basic earning per share is computed using the net profit for the year attributable to the shareholders' and weighted average number of shares outstanding during the year.

Diluted earnings per share is computed using the net profit for the year attributable to the shareholder' and weighted average number of equity and potential equity shares outstanding during the year including share options, convertible preference shares and debentures, except where the result would be anti-dilutive. Potential equity shares that are converted during the year are included in the calculation of diluted earnings per share, from the beginning of the year or date of issuance of such potential equity shares, to the date of conversion.

The weighted no. of equity share outstanding during the period and for all period presented are adjusted for events other than the conversion of potential equity shares, that have changed the no. of equity shares outstanding without a corresponding change in resources

5.15 Provisions and contingencies

a) Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are

NOTES

on Consolidated Financial Statements for the Year ended 31st March, 2017

determined based on best estimate required to settle the obligation at the Balance Sheet date. Provisions are reviewed at each balance sheet date and are adjusted to reflect the current best estimate.

b) Contingencies

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. However, when the realisation of income is virtually certain, then the related asset is no longer a contingent asset, but it is recognised as an asset.

5.16 Investment in joint ventures and associates

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

An associate is an entity over which the Company has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The investment in joint ventures and associates are carried at cost. The cost compris-

es price paid to acquire investment and directly attributable cost

5.17 Current versus non-current classification

The Group presents assets and liabilities in statement of financial position based on current/non-current classification.

The Group has presented non-current assets and current assets before equity, non-current liabilities and current liabilities in accordance with Schedule III, Division II of Companies Act, 2013 notified by MCA.

An asset is classified as current when it is:

- a) Expected to be realised or intended to be sold or consumed in normal operating cycle,
- b) Held primarily for the purpose of trading,
- c) Expected to be realised within twelve months after the reporting period, or
- d) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is classified as current when it is:

- a) Expected to be settled in normal operating cycle,
- b) Held primarily for the purpose of trading,
- c) Due to be settled within twelve months after the reporting period, or
- d) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period. All other liabilities are classified as non-current.

NOTES

on Consolidated Financial Statements for the Year ended 31st March, 2017

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

5.18 Segment Reporting

The Accounting policies adopted for segment reporting are in line with the accounting policies of the Group. Segment revenues and expenses are directly attributed to the related segment. Revenues and expenses like dividend, interest, profit/loss on sale of assets and investments etc., which relate to the enterprise as a whole

and are not allocable to segment on a reasonable basis, have not been included therein.

All segment assets and liabilities are directly attributed to the related segment. Segment assets include all operating assets used by the segment and consist principally of fixed assets, inventories, sundry debtors, loans and advances and operating cash and bank balances. Segment assets and liabilities do not include investments, miscellaneous expenditure not written off, share capital, reserves and surplus, unpaid dividend, deferred tax liability and provision for tax.

NOTES

on Consolidated Financial Statements for the Year ended 31st March, 2017

Particulars	Land	Land - Wind Division	Land (Leasehold)	Buildings	Plant & equipment	Plant & equipment - Wind Division	Furniture & fixtures	Vehicles	Office equipment	Total
GROSS BLOCK (AT COST)										
As at 01.04.2015	1.23	3,101.56	216.00	84.02	491.32	1,28,609.28	39.03	290.18	315.28	1,33,147.90
Additions	-	-	-	-	11.95	-	584.59	143.69	273.27	1,013.50
Disposals	-	(573.10)	-	-	-	(26,222.22)	-	(63.85)	-	(26,859.17)
- Exchange difference	-	-	-	-	-	1,560.88	-	-	-	1,560.88
As at 31.03.2016	1.23	2,528.46	216.00	84.02	503.27	1,03,947.94	623.62	370.02	588.55	1,08,863.11
Additions	-	-	-	-	39.99	-	-	14.92	49.42	104.33
Disposals	-	(418.00)	-	-	(0.56)	(19,827.18)	-	(3.61)	-	(20,249.35)
- Exchange difference	-	-	-	-	-	(364.95)	-	-	-	(364.95)
As at 31.03.2017	1.23	2,110.46	216.00	84.02	542.70	83,755.81	623.62	381.33	637.97	88,353.14
Depreciation										
As at 01.04.2015	-	-	-	25.31	146.51	32,142.77	31.93	183.98	258.71	32,789.21
Charge for the year	-	-	-	1.52	36.96	4,792.82	15.36	38.28	42.73	4,927.67
Disposals	-	-	-	-	-	(9,135.70)	-	(35.09)	-	(9,170.79)
As at 31.03.2016	-	-	-	26.83	183.47	27,799.89	47.29	187.17	301.44	28,546.09
Charge for the year	-	-	26.44	1.22	37.85	4,653.10	149.28	29.46	168.15	5,065.50
Disposals	-	-	-	-	-	(8,079.56)	-	(3.26)	-	(8,082.82)
Adjustments	-	-	-	-	-	-	-	-	-	-
As at 31.03.2017	-	-	26.44	28.05	221.32	24,373.43	196.57	213.37	469.59	25,528.77
Net Block										
As at 01.04.2015	1.23	3,101.56	216.00	58.71	344.81	96,466.51	7.10	106.20	56.57	1,00,358.69
As at 31.03.2016	1.23	2,528.46	216.00	57.19	319.80	76,148.05	576.33	182.85	287.11	80,317.02
As at 31.03.2017	1.23	2,110.46	189.56	55.97	321.38	59,382.38	427.05	167.96	168.38	62,824.37

NOTES

on Consolidated Financial Statements for the Year ended 31st March, 2017

7. INTANGIBLE ASSETS

Particulars	₹ In lakhs	
	Computer software	Total
GROSS BLOCK (AT COST)		
As at 01.04.2015	85.45	85.45
Additions		
As at 31.03.2016	85.45	85.45
Additions		
As at 31.03.2017	85.45	85.45
Depreciation		
As at 01.04.2015	23.71	23.71
Charge for the year	13.58	13.58
As at 31.03.2016	37.29	37.29
Charge for the year	13.58	13.58
As at 31.03.2017	50.87	50.87
Net Block		
As at 01.04.2015	61.74	61.74
As at 31.03.2016	48.16	48.16
As at 31.03.2017	34.58	34.58

NOTES

on Consolidated Financial Statements for the Year ended 31st March, 2017

Particulars	As at 31st March, 2017		As at 31st March, 2016		As at 1st April, 2015	
	No of Shares	Face Value (₹) in lakhs	No of Shares	Face Value (₹) in lakhs	No of Shares	Face Value (₹) in lakhs
Non-current investments - Non Trade Investments in equity instruments - Associates						
Patran Power Transmission Company Ltd. (At cost)	2,45,00,000	10.00	2,45,00,000	10.00		
Add : Brought forward Profit/(Loss)		(9.29)				
Add : Profit/(Loss) for the year		(63.12)		(9.29)		
Techno Power Grid Company Ltd.	1,23,00,000	10.00	50,000	10.00	50,000	5.00
Add : Goodwill		(14.73)				
Add : Profit/(Loss) for the year		(31.59)				
- Joint ventures						
Jhajjar KT Transco Pvt Ltd. (At cost)	1,10,92,857	10.00	1,10,92,857	10.00	1,10,92,857	3,760.00
Add : Brought forward Profit/(Loss)		86.83		(154.54)		
Add : Profit/(Loss) for the year		382.78		241.38		(154.54)
- others (At fair value through OCI)						
Tega India Limited (₹ 70/-, Previous Years ₹ 70/-)	7	10.00	7	10.00	7	10.00
Techno Leasing & Finance Co. Pvt. Ltd. (₹ 100/-, Previous Years ₹ 100/-)	10	10.00	10	10.00	10	10.00
Techno International Ltd.	1,70,060	10.00	1,70,060	10.00	1,70,060	53.21
North Dinajpur Power Ltd.	9,000	10.00	20,000	10.00	20,000	1.82
Rajgarh Bio Power Ltd.	9,000	10.00	20,000	10.00	20,000	0.86
Techno Ganganagar Green Power Generating Co. Ltd.	8,994	10.00	20,994	10.00	20,994	1.31
Techno Birbhum Green Power Generating Co. Ltd.	8,994	10.00	20,994	10.00	20,994	
Techno Infra Developers Private Ltd.					50,000	5.00
Bargarh Green Power Generating Co. Ltd.	7,494	10.00	19,994	10.00	19,994	1.47
Total Non Current investments		7,890.64		6,344.94		3,674.13

8. INVESTMENTS

NOTES

on Consolidated Financial Statements for the Year ended 31st March, 2017

Current Investments

At fair value through Profit & Loss

Investments in debentures / bonds (Quoted)

10.95% IDBI Bank Perpetual 2022	300	2,991.35
7.17% NHA1 23DEC2021	56	567.70
7.18% NARBARD 23DEC2020	51	512.00
7.40% PFC 30SEP2021	15	155.33
7.50% PFC 16AUG2021	2	20.98
7.60% AXIS BANK 20OCT2023	10	102.31
7.60% ICICI 07OCT2023	70	720.86
7.63% PFC 14AUG2026	57	597.17
7.80% HDFC 11NOV2019	3	310.28
7.95% HDFC BANK 21SEP2026	56	589.42
8.11% EXIM BANK 11JUL2031	10	110.21
8.22% DAIMLER FINANCIAL SR-4 NCD 15FEB2019	31	313.06
8.37% REC 14AUG2020	9	95.12
8.38% LIC HF 27FEB2019	21	218.57
8.10% INDIABULLS HF 15MAR2018	35	352.11
11.09% IDBI Ltd - SR-I	500	4,981.00
		12,637.47

NOTES

on Consolidated Financial Statements for the Year ended 31st March, 2017

8. INVESTMENTS (contd.)

Particulars	As at 31st March, 2017		As at 31st March, 2016		As at 1st April, 2015	
	No of Shares	Face Value (₹ in lakhs)	No of Shares	Face Value (₹ in lakhs)	No of Shares	Face Value (₹ in lakhs)
Investments in mutual funds (Unquoted)						
Reliance Liquid Fund	1,16,339,646	4,615.61	-	-	44,007,008	1,501.19
Reliance Money Manager Fund	-	-	-	-	25,898,89	500.00
IDFC Cash Fund	-	-	32,857.10	605.17	-	-
Birla Sun Life Cash Plus Fund	-	-	2,94,536.09	716.65	-	-
BIRLA SUNLIFE Floating Rate fund Shortterm	27,91,137,807	6,052.69	-	-	-	-
ICICI Prudential Money Market Fund-	5,58,232,303	1,256.15	-	-	-	-
Mahindra Liquid Fund	48,023,619	505.51	-	-	-	-
JM High Liquidity Fund	33,74,964,184	1,502.33	-	-	-	-
Kotak Floater Short Term- Direct Plan- Growth-	19,147,765	511.13	-	-	-	-
AXIS Liquid Fund-Direct Growth	55,920,477	1,008.37	-	-	-	-
Sundaram Income Plus Direct Plan-Growth	20,60,428,239	500.85	-	-	-	-
Reliance Liq. Fund -Treas'y Plan -D. Plan Gr. Plan-Gr. Opt	35,340,000	1,402.07	-	-	16,776,902	572.30
Reliance Liq. Fund-Cash Plan-D. Plan Gr. Plan-Gr. Opt	-	-	86,960,011	2,126.64	-	-
Kotak Floater Short Term - Direct Growth	-	-	81,960,052	2,037.80	-	-
ICICI Prudential Money Market Plan	-	-	1,12,246,803	235.23	-	-
ICICI Prudential Liquid Fund	2,08,113,773	500.97	-	-	12,03,574,940	2,492.59
Principal Cash Management Fund - Direct Plan - Growth	-	-	-	-	29,804,121	405.70
Axis Banking Debt Fund - Direct - Growth	-	-	-	-	26,567,946	341.09
Birla Sunlife Cash Plus - Growth - Direct Plan	2,04,540,770	534.48	58,336,292	141.94	41,921,672	94.15
HDFC Cash Management Saving - Direct - Growth	-	-	14,507,095	459.00	17,65,325,632	515.81
Invesco India Liquid Fund - Regular Growth	112,468	2.52	267,036	5.63	1,144,624	22.03
Kotak Liquid Scheme Plan A - Direct - Growth	-	-	-	-	95,927,307	2,724.14
HDFC Liquid Fund - Direct - Growth	10,990,551	352.68	-	-	9,46,564,443	261.37
SBI Premier Liquid Fund - Direct - Growth	-	-	-	-	5,687,440	125.06
JM High Liquidity Fund - Growth Option (13)	-	-	-	-	3,46,571,541	132.49
Birla Sunlife Cash Plus - Direct - Growth	2,30,503,684	602.33	-	-	-	-
HDFC Cash Management Fund- Savings Plan Direct - Growth	0.070	-	-	-	-	-

NOTES

on Consolidated Financial Statements for the Year ended 31st March, 2017

Particulars	As at 31st March, 2017		As at 31st March, 2016		As at 1st April, 2015	
	No of Shares	Face Value (₹) in lakhs)	No of Shares	Face Value (₹) in lakhs)	No of Shares	Face Value (₹) in lakhs)
J.M. Balanced Fund - Direct Growth	1,11,44,185.351	4,814.13	-	-	-	-
Kotak Liquid Fund - Direct Growth	17,11,3815	564.32	-	-	-	-
L & T Liquid Fund - Direct Growth	17,941,492	400.10	-	-	-	-
Mahindra Liquid Fund - Direct Growth	4,752,239	50.02	-	-	-	-
Axis Liquid Fund - Direct Growth	49,777.155	897.59	-	-	-	-
Unrealised Profit						
		26,073.85		6,328.06		9,687.92
Other investments (Unquoted)						
Edelweiss Assets Reconstruction Co. Ltd. (Commercial Paper) (maturity Value ₹ 3,000.00 lakhs on 29/06/2016)				2,932.10		
Total Current investments		38,711.32		9,260.16		9,687.92
Total investments		46,601.96		15,605.10		13,362.05
Aggregate amount of quoted investments		12,637.47		-		-
Market value of quoted investments		12,637.47		-		-
Aggregate amount of unquoted investments		33,964.49		15,605.10		13,362.05
Investment carried at cost		7,439.81		6,214.94		3,765.00
Investments carried at fair value through other comprehensive income		99.95		52.45		63.67
Investments carried at fair value through profit or loss		38,711.32		9,260.16		9,687.92

NOTES

on Consolidated Financial Statements for the Year ended 31st March, 2017

9. TRADE RECEIVABLES

₹ In lakhs			
Particulars	As at 31st March, 2017	As at 31st March, 2016	Current
			As at 1st April, 2015
Exceeding 6 months from payment due date			
- Unsecured, considered good	5,773.17	7,549.28	5,581.30
Sub - total	5,773.17	7,549.28	5,581.30
Other trade receivables			
- Unsecured, considered good	27,092.46	25,768.66	17,495.31
Retention Money Receivables			
- Unsecured, considered good (receivable on fulfillment of certain conditions as per terms of the contracts)	23,092.77	16,307.78	11,416.89
Sub - total	50,185.23	42,076.44	28,912.20
Total	55,958.40	49,625.72	34,493.50
Includes due from Associate Co. (Patran Transmission Co. Ltd.)	414.22	11,869.82	

10. LOANS

₹ In lakhs			
Particulars	As at 31st March, 2017	As at 31st March, 2016	Non - current
			As at 1st April, 2015
Unsecured, considered good			
- Loans to related parties (Jhajhar KT Transco Pvt. Ltd.)	334.75	797.57	734.75
Total loans	334.75	797.57	734.75
current			
Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Unsecured, considered good			
- Inter Corporate Deposit	-	3,000.00	-
Total loans	-	3,000.00	-

NOTES

on Consolidated Financial Statements for the Year ended 31st March, 2017

11. OTHER FINANCIAL ASSETS

Particulars	₹ In lakhs		
	As at 31st March, 2017	As at 31st March, 2016	At cost As at 1st April, 2015
Non Current			
- Security deposits	188.16	219.69	174.11
Total other Non Current assets	188.16	219.69	174.11
Current			
- Security deposits	185.22	68.95	24.29
Others (specify nature)	-	15.25	74.52
Interest accrued but not due	513.60	110.18	174.37
Other Receivables	4,971.68	4,744.66	3,961.42
Receivables from redemption of Mutual Funds & other investments	-	6,952.95	-
Total other Current assets	5,670.50	11,891.99	4,234.60

12. DEFERRED TAX ASSETS / LIABILITIES (NET)

Particulars	₹ In lakhs		
	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Deferred tax assets			
Compensated absence	68.55	53.60	46.44
	68.55	53.60	46.44
Deferred tax liabilities			
Fixed Assets	3,680.16	4,655.87	4,069.37
Fair value on investments	9.56	6.32	3.85
Retention by customers	7,991.95	5,643.79	3,880.60
	11,681.67	10,305.98	7,953.82
Net deferred tax liabilities	11,613.12	10,252.38	7,907.38

13. OTHER ASSETS

Particulars	₹ In lakhs		
	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Current			
- Deposits - with suppliers	-	5.19	5.19
- Advances to suppliers & others	4,049.71	4,890.36	5,570.52
- Prepaid Expenses	756.98	656.29	483.74
Total other Current assets	4,806.69	5,551.84	6,059.45

NOTES

on Consolidated Financial Statements for the Year ended 31st March, 2017

14. INVENTORIES

Particulars	₹ In lakhs		
	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Work - in - progress	13.60	27.55	628.04
Stock - in - trade (trading goods)	8.31	3,765.62	-
Total inventories	21.91	3,793.17	628.04

15. BANK BALANCES / CASH & CASH EQUIVALENTS

Particulars	₹ In lakhs		
	As at 31st March, 2017	As at 31st March, 2016	Current As at 1st April, 2015
Other Bank Balances			
Balances with banks			
- Margin money	0.29	0.29	0.29
Fixed Deposits with Banks	1,133.95	1,063.17	920.06
Cash & Cash equivalents			
Balances with banks			
- Unpaid dividend accounts	21.59	21.90	19.48
- Currents Accounts	9,000.25	9,976.35	1,475.26
- Escrow A/c	60.00	-	-
Cash in hand	105.77	96.82	57.42
	9,187.61	10,095.07	1,552.16

- Fixed deposit receipts of ₹1,037.38 lakhs (Previous Year ₹ 974.77 lakhs) are lodged with the Bankers of the Company as Margin against Bank Guarantees issued /to be issued in favour of the company
- Fixed deposit receipts of ₹ 1.49 lakhs (Previous Year ₹1.40 lakhs) are lodged with a client/Sales Tax authorities as Security/Registration Deposits.
- ₹ 60.00 lakhs has been deposited in Escrow A/c. for buy back of 15 lakhs shares of the Company as per buy back regulations prescribed by Sebi.

16. CURRENT TAX LIABILITIES (NET)

Particulars	₹ In lakhs		
	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Provisions for income- tax	13,128.75	12,062.80	9,907.37
Less : Prepaid income - taxes	12,519.22	11,938.12	9,672.32
Net current tax liability	609.53	124.68	235.05

NOTES

on Consolidated Financial Statements for the Year ended 31st March, 2017

17. SHARE CAPITAL

Particulars	₹ In lakhs		
	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Authorised Shares			
5,50,20,000 Preference Shares of ₹10/- each	5,502.00	5,502.00	5,502.00
42,49,00,000 Equity Shares of ₹2/- each	8,498.00	8,498.00	8,498.00
	14,000.00	14,000.00	14,000.00
Issued, subscribed & paid up			
11,41,82,400 Equity Shares of ₹ 2/- each (Includes 5,70,91,200 bonus Equity shares issued during the year in the ratio of 1:1)	2,283.64	1,141.82	1,141.82
Total	2,283.64	1,141.82	1,141.82

Note 17a. The reconciliation of the number of shares outstanding is set out below

Particulars	Equity Shares		
	As at 31st March, 2017 Nos	As at 31st March, 2016 Nos	As at 1st April, 2015 Nos
Shares at the beginning of the year	5,70,91,200	5,70,91,200	5,70,91,200
Shares Issued during the year (Bonus shares issued during the year out of free reserves of the company at 1:1 ratio)	5,70,91,200	-	-
Shares at the end of the year	11,41,82,400	5,70,91,200	5,70,91,200

Note 17b. List of share holders in excess of 5%

Particulars	Equity Shares			
	As at 31st March, 2017		As at 31st March, 2016	
	Nos	% of Holding	Nos	% of Holding
Varanasi Commercial Ltd.	2,46,04,800	21.55	1,21,94,900	21.36
Kusum Industrial Gases Ltd.	1,45,91,000	12.78	70,83,000	12.41
Techno Leasing & Finance Co. Pvt. Ltd.	1,37,88,000	12.08	68,94,000	12.08
DSP Blackrock 3 Years Close Ended EQUITY	81,72,660	7.16	34,48,149	6.04
J.P.Financial Services Pvt. Ltd.	58,09,422	5.09	29,04,711	5.09
Techno Power Project Ltd.	64,08,000	5.61	32,04,000	5.61

NOTES

on Consolidated Financial Statements for the Year ended 31st March, 2017

Note 17c. Rights, Preferences and Restrictions attached to the Shares

The equity shares of the Company of nominal value of ₹ 2 per share rank pari passu in all respects including voting rights and entitlement to dividend and repayment of share capital.

Statement of Changes in Equity Share Capital

Particulars	₹ In lakhs
As at 01.04.2015	1,141.82
Changes in equity share capital during the year	-
As at 31.03.2016	1,141.82
Changes in equity share capital during the year	
Bonus shares issued during the year out of free reserves of the company at 1:1 ratio	1,141.82
As at 31.03.2017	2,283.64

NOTES

on Consolidated Financial Statements for the Year ended 31st March, 2017

18. OTHER EQUITY

Particulars	Other equity			Other comprehensive income				
	Capital reserve	Securities premium account	Debt Redemption Reserve	General Reserve	Surplus	Equity instruments through comprehensive income	Remeasurement of net defined benefit plans	Total
As at 01.4.2015	2,222.90	18,758.19	3,000.00	56,917.02	9,432.95			90,331.06
Changes in adoption of Ind AS	-	-	-	(7,950.46)	1,064.55			(6,885.91)
Restated balance as at 01.04.2015	2,222.90	18,758.19	3,000.00	48,966.56	10,497.50			83,445.15
Dividends paid during 2015-16 including DDT	-	-	-	-	(3,120.21)			(3,120.21)
Transfer to debenture redemption reserve	-	-	1,000.00	-	(1,000.00)			-
Transfer to general reserve	-	-	-	8,000.00	(8,000.00)			-
Adjustment of Goodwill	(650.25)	-	-	-	-			(650.25)
Equity instruments through other comprehensive income	-	-	-	-	-			(6.27)
Remeasurement of net defined benefit plans	-	-	-	-	-		(30.49)	(30.49)
Profit for the period	-	-	-	-	12,005.83			12,005.83
As at 31.3.2016	1,572.65	18,758.19	4,000.00	56,966.56	10,383.12			91,643.76
Dividends paid during 2016-17 including DDT	-	-	-	-	(1,378.98)			(1,378.98)
Transfer to retained earnings	-	-	-	10,000.00	(10,000.00)			-
Transfer to general reserve	-	-	(1,000.00)	1,000.00	-			-
Utilised for issuing bonus share	-	-	-	(1,141.82)	-			(1,141.82)
Equity instruments through other comprehensive income	-	-	-	-	-			53.22
Remeasurement of net defined benefit plans	-	-	-	-	-		(30.96)	(30.96)
Profit for the period	-	-	-	-	19,273.73			19,273.73
As at 31.3.2017	1,572.65	18,758.19	3,000.00	66,824.74	18,277.87			1,08,418.95

NOTES

on Consolidated Financial Statements for the Year ended 31st March, 2017

19. BORROWINGS

		₹ In lakhs					
	Particulars				As at 31.03.2017	As at 31.03.2016	As at 01.04.2015
	Non Current						
	Secured						
Note - 1	- Debentures				-	3,000.00	7,000.00
	External Commercial Borrowings						
	Rupee Term Loan						
Note - 2	International Finance Corporation				8,438.50	9,607.00	10,685.75
	Repayment Schedule/ Rate of interest	8.38%	8.51%	9.40%			
#	2017-18	411.75	411.75	345.00			
	2018-19	776.25	776.25	333.50			
	2019-20	1,113.75	1,113.75	299.00			
	2020-21	1,181.25	1,181.25	241.50			
	2021-22	607.50	607.50	207.00			
	In Foreign Currency						
Note - 2	DBS Bank Ltd (US\$ 9 million)				1,945.16	5,969.96	9,388.62
	Repayment Schedule/ Rate of interest	4.55%	4.60%	Repayment Schedule in ₹ in lakhs			
#	2017-18	US \$ 4.80 M	US \$ 1.20	3,890.32			
	2018-19	US \$ 2.40 M	US \$ 0.60 M	1,945.16			
	Standard Chartered Bank (US\$ 18.18 million)				10,601.11	12,059.32	12,599.53
	Repayment Schedule/ Rate of interest		5.05%	Repayment Schedule in ₹ in lakhs			
#	2017-18		US \$ 1.83 M	1,186.55			
	2018-19		US \$ 3.45 M	2,236.93			
	2019-20		US \$ 4.95 M	3,209.51			
	2020-21		US \$ 5.25 M	3,404.03			
	2021-22		US \$ 2.70 M	1,750.64			
	Car Loan (in INR)						
Note - 3	HDFC Bank Ltd				9.50	45.27	
	Repayment Schedule/ Rate of interest			9.85%			
#	2017-18			35.76			
	2018-19			9.50			
					20,994.27	30,681.55	39,673.90

NOTES

on Consolidated Financial Statements for the Year ended 31st March, 2017

Note - 1 300 (Previous year 700) Non-Convertible Debentures of ₹ 10.00 lakhs each (secured by hypothecation of all the investment in the equity shares of subsidiary company)

The Debentures as mentioned above presently carries interest rate of 10.24% p.a. #The outstanding 300 Non-Convertible Debentures are redeemable on 28/01/2018. Amount disclosed under the head "Other Liabilities excluding provisions" Note 21.

Note - 2 The above referred External Commercial Borrowing term Loans are secured by first ranking pari passu charge / mortgage inter-se all lenders and hedge counterparties on the assets of the Company in relation to the construction and operation of 111.9 MW of wind assets, located in the State of Tamil Nadu, India and spread across three locations in Mutthianpatti, Amudhapuram and Rasta.

Note - 3 The above referred car loans are secured by hypothecation of the vehicle #Amount disclosed under the head "Other Current Liabilities excluding provisions" Note 28

19.1 Current maturities (Repayable within one year)

Particulars	₹ In lakhs		
	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Secured			
Debtentures	3,000.00	4,000.00	3,000.00
International Finance Corporation	1,168.50	1,078.75	1,427.75
DBS Bank Ltd	3,890.32	3,979.97	3,129.54
Standard Chartered Bank	1,186.55	1,293.49	1,689.95
HDFC Bank Ltd	35.76	32.42	-
	9,281.13	10,384.63	9,247.24

Particulars	₹ In lakhs		
	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Secured			
From banks in foreign currency	-	7,654.82	7,573.49
	-	7,654.82	7,573.49
Unsecured			
From other parties	-	2,500.00	-
		10,154.82	7,573.49

Loans from Banks in foreign currency are secured against hypothecation of Components, Raw-Materials, Work-in-Progress, Plant & Machinery, Book Debts of EPC division, ranking pari-pasu.

The Company also enjoys financing facilities with certain other Banks against hypothecation of Components, Raw-Materials, Work-in-Progress, Plant & Machinery, Book Debts of EPC division, equitable mortgage of Land at Rajpur, West Bengal.

NOTES

on Consolidated Financial Statements for the Year ended 31st March, 2017

20. TRADE PAYABLES

Particulars	₹ In lakhs		
	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Current			
Due to parties registered under MSMED Act	1.44	-	-
Due to other parties	34,069.08	28,752.24	13,671.93
Total	34,070.52	28,752.24	13,671.93
Based on the information so far obtained by the Company, payment to enterprises covered under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) has been made within 45 days and disclosure in accordance with section 22 of the MSMED Act is as under:			
Principal amount remaining unpaid	1.44	-	-
Principal amount remaining unpaid above 45 days	-	-	-
Interest due on above	-	-	-
Total of above	1.44	-	-
Interest paid in terms of section 16	-	-	-
Interest due and payable for the period of delay in payment	-	-	-
Interest accrued and remaining unpaid	-	-	-
Interest due and payable even in succeeding years	-	-	-

21. OTHER FINANCIAL LIABILITIES EXCLUDING PROVISIONS

Particulars	₹ In lakhs		
	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Current maturities of long term debt	9,281.13	10,384.63	9,247.24
Interest accrued but not due	760.00	953.23	1,114.82
Unpaid dividends	21.59	21.90	19.48
Expenses Payable	8.89	1.37	0.87
Statutory dues	175.83	244.18	53.90
	10,247.44	11,605.31	10,436.31

NOTES

on Consolidated Financial Statements for the Year ended 31st March, 2017

22. PROVISIONS

Particulars	₹ In lakhs		
	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Non Current			
Provision for employee benefits			
- Compensated absences	167.21	140.88	139.54
- Gratuity	5.46	4.37	5.54
Total	172.67	145.25	145.08
Current			
Provision for employee benefits			
- Gratuity	69.85	62.60	42.50
- Employee benefits payable	168.95	85.81	68.44
- Provision for Wealth Tax	-	-	0.44
- Compensated absences	35.10	17.45	-
Total	273.90	165.86	111.38

23. OTHER LIABILITIES

Particulars	₹ In lakhs		
	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Non Current			
Advance received from customers	1,952.87	834.44	1,661.85
Total	1,952.87	834.44	1,661.85
Current			
Advance received from customers agt. Contract Work in Progress	-	-	45.29
Total	-	-	45.29

24. REVENUE FROM OPERATIONS

Particulars	₹ In lakhs	
	Year ended 31st March, 2017	Year ended 31st March, 2016
EPC (Construction)	1,20,494.29	1,01,427.56
Energy (Power)	13,418.55	7,675.11
Other operating revenue	1,758.98	617.81
Total	1,35,671.82	1,09,720.48

NOTES

on Consolidated Financial Statements for the Year ended 31st March, 2017

25. OTHER INCOME

Particulars	Year ended 31st March, 2017	₹ In lakhs
		Year ended 31st March, 2016
Interest income	1,195.39	669.23
#Liability written back	153.87	-
Profit on Sale of Investments	1,136.47	3,079.36
Profit on Sale of Investments F & O	-	0.02
*Profit on Sale of Fixed Assets	2,334.72	2,540.38
Misc.Income	1.22	3.60
Foreign Exchange Fluctuation	93.67	-
Total	4,915.34	6,292.59

Liability written back includes ₹ 153.87 lakhs being waiver of commission by Managing Director provided in earlier years.

* Includes ₹ 2,334.38 lakhs on sale of Wind Division Assets (33 MW in the state of Tamil Nadu).

26. MATERIALS & STORES

Particulars	Year ended 31st March, 2017	₹ In lakhs
		Year ended 31st March, 2016
Materials & Stores	89,476.40	81,321.07
Total	89,476.40	81,321.07

Materials and Stores purchased during the year include Stores ₹ 3,734.27 lakhs (Previous Year ₹ 2,522.67 lakhs). The consumption of such materials included in outlay and contract work-in-progress have been taken by the Auditors as certified.

27. CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK-IN-TRADE & WORK-IN-PROGRESS

Particulars	Year ended 31st March, 2017	₹ In lakhs
		Year ended 31st March, 2016
Inventory at the beginning of the year		
Traded Goods	3,765.62	-
Work-in-progress	27.55	628.04
	3,793.17	628.04
Inventories at the end of the year		
Traded Goods	8.31	3,765.62
Work in Progress	13.60	27.55
	21.91	3,793.17
Total	3,771.26	(3,165.13)

NOTES

on Consolidated Financial Statements for the Year ended 31st March, 2017

28. EMPLOYEE BENEFITS EXPENSES

Particulars	Year ended 31st March, 2017	₹ In lakhs
		Year ended 31st March, 2016
Salaries & wages	2,910.43	2,496.87
Contribution to provident & other funds	201.21	185.99
Staff welfare expenses	346.06	302.83
Total	3,457.70	2,985.69

29. FINANCE COSTS

Particulars	Year ended 31st March, 2017	₹ In lakhs
		Year ended 31st March, 2016
Interest	3,142.05	3,602.41
Exchange differences regarded as an adjustment to borrowing costs	74.28	400.71
Other borrowing costs	518.01	425.68
Total	3,734.34	4,428.80

30. DEPRECIATION AND AMORTISATION EXPENSE

Particulars	Year ended 31st March, 2017	₹ In lakhs
		Year ended 31st March, 2016
Depreciation of tangible assets	5,065.50	4,927.67
Amortisation of intangible assets	13.58	13.58
Total	5,079.08	4941.25

31. OTHER EXPENSES

Particulars	Year ended 31st March, 2017	₹ In lakhs
		Year ended 31st March, 2016
Travelling & Conveyance	807.95	824.20
Rent	336.39	337.23
Rates & Taxes	10.79	9.03
Insurance	429.74	291.33
Sales Tax (Net)	1,589.31	1,396.69
Service Tax (Net)	1,098.31	540.88
Power & Fuel	195.64	234.25
Repairs to Plant & Machinery	1,187.18	404.36
Remuneration to Managing Director	53.22	191.78
Directors' Fee	4.40	4.10
Auditors' Remuneration	-	-
- as statutory auditor	3.28	3.31

NOTES

on Consolidated Financial Statements for the Year ended 31st March, 2017

Particulars	₹ In lakhs	
	Year ended 31st March, 2017	Year ended 31st March, 2016
- for tax audit	0.69	0.70
- for cost audit	0.20	0.20
- for other services	2.01	2.16
Loss on Sale of Fixed Assets	-	14.37
Bank Charges	108.75	153.16
Exchange Rate difference	-	95.92
Miscellaneous expenses	1,887.85	1,816.85
CSR expenditure u/s 135 of Companies Act, 2013	-	200.00
Total	7,715.71	6,520.52

32. TAX EXPENSE

Particulars	₹ In lakhs	
	Year ended 31st March, 2017	Year ended 31st March, 2016
Current tax	7,371.96	4,862.13
Deferred tax	1,360.73	2,345.00
Total	8,732.69	7,207.13

33. EARNINGS PER SHARE

Particulars	₹ In lakhs	
	Year ended 31st March, 2017	Year ended 31st March, 2016
Profit for the year		
Net profit/ (loss) as per Statement of Profit & Loss (for calculation of basic EPS)	19,295.98	11,969.08
Net profit for calculation of diluted EPS	19,295.98	11,969.08
Weighted average number of equity shares in calculating basic & diluting EPS	11,41,82,400	11,41,82,400
Basic & diluted earning per share	16.90	10.48

34. EVENTS OCURRING AFTER THE BALANCE SHEET DATE.

Dividends proposed to be distributed

Particulars	₹ In lakhs	
	Year ended 31st March, 2017	Year ended 31st March, 2016
Dividends proposed for Equity Shareholders	-	1,141.82
₹ 2 per share		
Total	-	1,141.82

NOTES

on Consolidated Financial Statements for the Year ended 31st March, 2017

35. INFORMATION IN ACCORDANCE WITH THE REQUIREMENT OF IND AS 11 : CONSTRUCTION CONTRACT

Particulars	₹ In lakhs	
	Year ended 31st March, 2017	Year ended 31st March, 2016
i) Amount of contract revenue recognised	38,806.71	25,647.85
ii) Disclosures in respect of contract in progress at the reporting date	-	-
a) contract cost incurred and recognised profit less recognised loss	56,420.91	35,436.41
b) Advance received	-	206.71
c) Retentions	5,801.78	3,426.66
d) Due to Customers	5,331.08	2,543.40

36. FINANCIAL INSTRUMENTS

The carrying value and fair value of financial instruments by categories as on 31st March, 2017 are as follows:

Particulars	Amortised Cost	Fair Value through PL	Fair Value through OCI	₹ In lakhs	
				Total Carrying Value	Total Fair Value
Assets					
Investments	-	-	-	-	-
In Equity Shares	-	-	99.95	99.95	99.95
In mutual funds	-	26,073.85	-	26,073.85	26,073.85
In Corporate Bonds	-	12,637.47	-	12,637.47	12,637.47
Cash & cash equivalents	9,187.61	-	-	9,187.61	9,187.61
Bank balances	1,134.24	-	-	1,134.24	1,134.24
Loans	334.75	-	-	334.75	334.75
Trade receivables	55,958.40	-	-	55,958.40	55,958.40
Other financial assets	5,858.66	-	-	5,858.66	5,858.66
Total	72,473.66	38,711.32	99.95	1,11,284.93	1,11,284.93
Liabilities					
Borrowings	30,275.40	-	-	30,275.40	30,275.40
Trade payables	34,070.52	-	-	34,070.52	34,070.52
Other financial liabilities	966.31	-	-	966.31	966.31
Total	65,312.23	-	-	65,312.23	65,312.23

NOTES

on Consolidated Financial Statements for the Year ended 31st March, 2017

The carrying value and fair value of financial instruments by categories as on 31st March, 2016 are as follows:

Particulars	Amortised Cost	Fair Value through PL	Fair Value through OCI	Total Carrying Value	₹ In lakhs
					Total Fair Value
Assets					
Investments					
In Equity Shares	-	-	52.45	52.45	52.45
In mutual funds	-	6,328.06	-	6,328.06	6,328.06
In Commercial paper	-	2,932.10	-	2,932.10	2,932.10
Cash & cash equivalents	10,095.07	-	-	10,095.07	10,095.07
Bank balances	1,063.46	-	-	1,063.46	1,063.46
Loans	3,797.57	-	-	3,797.57	3,797.57
Trade receivables	49,625.72	-	-	49,625.72	49,625.72
Other financial assets	12,111.68	-	-	12,111.68	12,111.68
Total	76,693.50	9,260.16	52.45	86,006.11	86,006.11
Liabilities					
Borrowings	51,221.00	-	-	51,221.00	51,221.00
Trade payables	28,752.24	-	-	28,752.24	28,752.24
Other financial liabilities	1,220.67	-	-	1,220.67	1,220.67
Total	81,193.91	-	-	81,193.91	81,193.91

The carrying value and fair value of financial instruments by categories as on 1st April, 2015 are as follows:

Particulars	Amortised Cost	Fair Value through PL	Fair Value through OCI	Total Carrying Value	₹ In lakhs
					Total Fair Value
Assets:					
Investments					
In Equity Shares	-	-	58.67	58.67	58.67
In mutual funds	-	9,687.92	-	9,687.92	9,687.92
Cash & cash equivalents	1,552.16	-	-	1,552.16	1,552.16
Bank balances	920.35	-	-	920.35	920.35
Loans	734.75	-	-	734.75	734.75
Trade receivables	34,493.50	-	-	34,493.50	34,493.50
Other financial assets	4,408.71	-	-	4,408.71	4,408.71
Total	42,109.47	9,687.92	58.67	51,856.06	51,856.06
Liabilities:					
Borrowings	56,494.63	-	-	56,494.63	56,494.63
Trade payables	13,671.93	-	-	13,671.93	13,671.93
Other financial liabilities	1,189.06	-	-	1,189.06	1,189.06
Total	71,355.62	-	-	71,355.62	71,355.62

NOTES

on Consolidated Financial Statements for the Year ended 31st March, 2017

Fair value hierarchy

This section explains the estimates and judgements made in determining the fair values of Financial Instruments that are measured at fair value and amortised cost and for which fair values are disclosed in financial statements. To provide an indication about reliability of the inputs used in determining the fair values, the company has classified its financial instruments into the three levels prescribed under accounting standards. An explanation of each level follows underneath the table:

Level 1 :

Includes financial Instrument measured using quoted prices (unadjusted) in active markets for identical assets and liabilities that the entity can access at the measurement date..

Level 2 :

Includes financial Instruments which are not traded in active market but for which all significant inputs required to fair value the instrument are observable. The fair value is calculated using the valuation technique which maximises the use of observable market data.

Level 3:

Includes those instruments for which one or more significant input are not based on observable market data.

The following table presents fair value hierarchy of assets and liabilities measured at fair value as of 31st March, 2017:

Particulars	Fair Value	Fair value measurement using		
		Level 1	Level 2	Level 3
Assets				
Investments				
In Equity Shares	99.95		99.95	-
In mutual funds	26,073.85	26,073.85		
In Corporate Bonds	12,637.47	12,637.47	-	-
Cash & cash equivalents	9,187.61			9,187.61
Bank balances	1,134.24			1,134.24
Loans	334.75			334.75
Trade receivables	55,958.40			55,958.40
Other financial assets	5,858.66			5,858.66
Total	1,11,284.93	38,711.32	99.95	72,473.66
Liabilities				
Borrowings	30,275.40	-	-	30,275.40
Trade payables	34,070.52			34,070.52
Other financial liabilities	966.31			966.31
Total	65,312.23	-	-	65,312.23

NOTES

on Consolidated Financial Statements for the Year ended 31st March, 2017

The following table presents fair value hierarchy of assets and liabilities measured at fair value as of 31st March, 2016:

Particulars	Fair Value	Fair value measurement using		
		Level 1	Level 2	Level 3
Assets				
Investments				
In Equity Shares	52.45		52.45	-
In mutual funds	6,328.06	6,328.06	-	-
In Commercial paper	2,932.10	2,932.10		
Cash & cash equivalents	10,095.07	-	-	10,095.07
Bank balances	1,063.46		-	1,063.46
Loans	3,797.57	-	-	3,797.57
Trade receivables	49,625.72	-	-	49,625.72
Other financial assets	12,111.68			12,111.68
Total	86,006.11	9,260.16	52.45	76,693.50
Liabilities				
Borrowings	51,221.00	-	-	51,221.00
Trade payables	28,752.24	-	-	28,752.24
Other financial liabilities	1,220.67	-	-	1,220.67
Total	81,193.91	-	-	81,193.91

The following table presents fair value hierarchy of assets and liabilities measured at fair value as of 1st April, 2015:

Particulars	Fair Value	Fair value measurement using		
		Level 1	Level 2	Level 3
Assets				
Investments				
In Equity Shares	58.67		58.67	-
In mutual funds	9,687.92	9,687.92	-	-
Cash & cash equivalents	1,552.16	-	-	1,552.16
Bank balances	920.35	-	-	920.35
Loans	734.75			734.75
Trade receivables	34,493.50			34,493.50
Other financial assets	4,408.71			4,408.71
Total	51,856.06	9,687.92	58.67	42,109.47
Liabilities				
Borrowings	56,494.63	-	-	56,494.63
Trade payables	13,671.93	-	-	13,671.93
Other financial liabilities	1,189.06	-	-	1,189.06
Total	71,355.62	-	-	71,355.62

NOTES

on Consolidated Financial Statements for the Year ended 31st March, 2017

The carrying amount of cash and cash equivalents, bank balances, trade receivables, loans, other financial assets, trade payables and other financial liabilities are considered to be the same as their fair value due to their short term nature and are in close approximation of fair value.

The Company's investment in the equity shares of its subsidiaries, associates & joint venture is recognised at cost. The company has elected to apply previous GAAP carrying amount of its equity investment in subsidiaries, associates & joint venture as deemed cost as on the date of transition to Ind AS.

37. FINANCIAL RISK MANAGERMENTS

Financial Risk Factors

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

Market Risk

The primary market risk to the Company is foreign exchange risk. The Company is exposed to foreign exchange risk through its purchases from overseas suppliers and foreign currency loan.

The following table analyses foreign currency risk from financial instruments as of 31st March, 2017 and 31st March, 2016. :

Particulars	31st March, 2017	₹ In lakhs
		31st March, 2016
Borrowings (In US Dollars)	17,623.13	30,957.56

For the year ended 31st March, 2017 and 31st March, 2016, the effect of every percentage point depreciation/appreciation in the exchange rate between the Indian rupee and U.S.dollar, is as under

Particulars	Change in USD rate	Effect on profit before tax	
		31st March, 2017	31st March, 2016
Appreciation in exchange rate	-1%	176.23	309.58
Depreciation on exchange rate	1%	(176.23)	(309.58)

Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting its obligations associated with its financial liabilities.

The Company's principle source of liquidity are cash and cash equivalent, bank balances, cash flows from operations and investment in mutual funds. The Company believes that working capital is sufficient to meet its current requirements. Accordingly, no liquidity risk is perceived.

The table below provides details regarding the contractual maturities of financial liabilities as of 31st March, 2017:

NOTES

on Consolidated Financial Statements for the Year ended 31st March, 2017

Particulars	₹ In lakhs				Total
	Less than 1 year	1-2 years	2-5 years	More than 5 years	
Borrowings	9,281.13	11,813.60	9,180.67	-	30,275.40
Trade payables	34,070.52	-	-	-	34,070.52
Other financial liabilities	966.31	-	-	-	966.31

The table below provides details regarding the contractual maturities of financial liabilities as of 31st March, 2016:

Particulars	₹ In lakhs				Total
	Less than 1 year	1-2 years	2-5 years	More than 5 years	
Borrowings	20,539.45	15,572.10	15,109.44	-	51,221.00
Trade payables	28,752.24	-	-	-	28,752.24
Other financial liabilities	1,220.67	-	-	-	1,220.67

The table below provides details regarding the contractual maturities of financial liabilities as of 1st April, 2015:

Particulars	₹ In lakhs				Total
	Less than 1 year	1-2 years	2-5 years	More than 5 years	
Borrowings	16,820.73	16,124.08	20,437.87	3,111.95	56,494.63
Trade payables	13,671.93	-	-	-	13,671.93
Other financial liabilities	1,189.06	-	-	-	1,189.06

Credit Risk

Credit risk is the risk that counter party will not meet its obligation under a financial instrument leading to a financial loss. The company is exposed to credit risk from investments, trade receivables, cash and cash equivalents, bank balances, loans and other financial assets.

The maximum exposure of financial asset to credit risk are as follows :

Particulars	₹ In lakhs		
	Year ended 31st March, 2017	Year ended 31st March, 2016	Year ended 1st April, 2015
Investments	38,811.28	9,312.61	9,746.58
Cash & cash equivalents	9,187.61	10,095.07	1,552.16
Bank balances	1,134.24	1,063.46	920.34
Loans	334.75	3,797.57	734.75
Trade receivables	55,958.40	49,625.72	34,493.49
Other financial assets	5,858.66	12,111.68	4,408.71

Credit risk on cash and cash equivalent and bank balances is limited as the Company generally invest in deposits with recognised banks. Investments primarily include investments in liquid mutual fund units, quoted bonds and investment in subsidiaries, associates & joint venture. Trade receivables are unsecured and are derived from revenue from customers who are primarily Public Sector Undertakings and hence the risk is limited. Other financial assets primarily includes the deposit made for tender participation, rent & electricity deposit and interest accrued but not due.

NOTES

on Consolidated Financial Statements for the Year ended 31st March, 2017

38. CAPITAL MANAGEMENT

For the purpose of managing capital, Capital includes issued equity share capital and reserves attributable to the equity holders.

The objective of the company's capital management are to:

- Safeguard their ability to continue as going concern so that they can continue to provide benefits to their shareholders.
- Maximise the wealth of the shareholder.
- Maintain optimum capital structure to reduce the cost of the capital.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and requirement of financial covenants. In order to maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, loans and borrowings, less cash and cash equivalents.

Gearing Ratio is as follows :

Particulars	₹ In lakhs		
	Year ended 31st March, 2017	Year ended 31st March, 2016	Year ended 1st April, 2015
Net debt	21,087.79	41,125.93	54,942.47
Total net debt and equity	1,31,790.40	1,33,911.51	1,39,529.45
Gearing Ratio	16.00%	30.71%	39.38%

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the loans and borrowings that define capital structure requirements. There have been no breaches in the financial covenants of any loans and borrowing in the current period.

No changes were made in the objectives, policies or processes for managing capital during the years ended 31st March, 2017 and 31st March, 2016.

39. AS PER MCA NOTIFICATION G.S.R. 308(E) DATED 30TH MARCH, 2017, THE DETAILS OF SPECIFIED BANK NOTES (SBNS) AND OTHER BANK NOTES HELD AND TRANSACTED DURING THE PERIOD 08/11/2016 TO 30/12/2016 IS AS UNDER:

Particulars	₹ In lakhs		
	SBNs	Other denomination notes	Total
Closing cash in hand as on 08.11.2016	52.13	72.27	124.40
(+) Permitted receipts *	-	122.48	122.48
(-) Permitted payments #	-	135.71	135.71
(-) Amount deposited in Banks	52.13	-	52.13
Closing cash in hand as on 30.12.2016	-	59.04	59.04

* Permitted receipts includes cash withdrawn from bank.

Permitted payments includes payments from various project sites for normal site operation (expenses).

NOTES

on Consolidated Financial Statements for the Year ended 31st March, 2017

40. DISCLOSURES IN ACCORDANCE WITH INDAS 19 (2015) ON "EMPLOYEES BENEFITS":

Expenses recognised for Defined Contribution plan

Particulars	₹ In lakhs	
	Year ended 31st March, 2017	Year ended 31st March, 2016
Company's Contribution to provident fund	202.49	186.12
Company's Contribution to ESI	1.17	1.05
	203.66	187.17

Defined Benefit Obligations

The below tables set forth the changes in the projected benefit obligation and plan assets and amounts recognised in the standalone financial Statements as at 31st March, 2017 and 31st March, 2016, being the respective measurement dates

Leave Encashment Liability (unfunded)

Particulars	₹ In lakhs	
	Year ended 31st March, 2017	Year ended 31st March, 2016
Changes in Present Value of Obligation as at		
Present value of obligation as on last valuation	158.33	139.55
Current Service Cost	26.67	20.09
Interest Cost	11.58	10.51
Actuarial gain/loss on obligations due to Change in Financial Assumption	9.02	-
Actuarial gain/loss on obligations due to Unexpected Experience	4.56	4.45
Benefits Paid	7.86	16.27
Present value of obligation as on valuation date	202.31	158.33

Table Showing Plan Assumptions

Particulars	₹ In lakhs	
	Year ended 31st March, 2017	Year ended 31st March, 2016
Discount Rate	7.50%	8.00%
Rate of Compensation Increase(Salary Inflation)	6.00%	6.00% p.a.
Pension Increase Rate	N/A	N/A
Average expected future service (Remaining working Life)	16	17
Mortality Table	IALM 2006-08 Ultimate	IALM 2006-08 Ultimate
Superannuation at age-Male	60	60
Superannuation at age-Female	60	60
Early Retirement & Disablement (All Causes Combined)	1 % p.a.	1 % p.a.
Voluntary Retirement	Ignored	Ignored

NOTES

on Consolidated Financial Statements for the Year ended 31st March, 2017

Particulars	₹ In lakhs	
	Year ended 31st March, 2017	Year ended 31st March, 2016
Expense Recognised in statement of Profit/Loss as at		
Current Service Cost	26.67	20.09
Net Interest Cost	11.58	10.51
Actuarial Gain/loss	13.58	4.45
Benefit Cost(Expense Recognised in Statement of Profit/loss)	51.83	35.06

Mortality Table

Age	Mortality (Per Annum)
25	0.000984
30	0.001056
35	0.001282
40	0.001803
45	0.002874
50	0.004946
55	0.007888
60	0.011534
65	0.0170085
70	0.0258545

Table Showing Benefit Information Estimated Future payments

year	Amount ₹ in lakhs
1	36.43
2	18.57
3	7.91
4	12.05
5	12.28
6 to 10	64.59
More than 10 years	339.22
Total Undiscounted Payments Past and Future Service	-
Total Undiscounted Payments related to Past Service	491.05
Less Discount For Interest	288.75
Projected Benefit Obligation	202.31

Bifurcation of Net liability

Table Showing expected return on Plan Asset at end Measurement Period

Particulars	₹ In lakhs	
	Year ended 31st March, 2017	Year ended 31st March, 2016
Current liability	35.14	17.49
Non-Current Liability	167.16	140.84
Net Liability	202.31	158.33

NOTES

on Consolidated Financial Statements for the Year ended 31st March, 2017

Actuarial Valuation of Gratuity Liability (Funded) Changes in Present Value of Obligation as at

Particulars	₹ In lakhs	
	Year ended 31st March, 2017	Year ended 31st March, 2016
Present value of obligation as on last valuation	336.47	288.26
Current Service Cost	35.58	29.96
Interest Cost	24.61	21.88
Actuarial gain/loss on obligations due to Change in Financial Assumption	16.92	-
Actuarial gain/loss on obligations due to Unexpected Experience	7.66	25.91
Benefits Paid	16.64	29.54
Present value of obligation as on valuation date	404.61	336.47

Changes in Fair Value of Plan Assets as at

Particulars	₹ In lakhs	
	Year ended 31st March, 2017	Year ended 31st March, 2016
Fair value of Plan Assets at Beginning of period	269.51	240.24
Interest Income	20.21	19.22
Employer Contributions	62.60	42.49
Benefits Paid	16.64	27.86
Return on Plan Assets excluding Interest Income	(6.38)	(4.58)
Fair value of Plan Assets at End of measurement period	329.30	269.51

Table Showing Reconciliation to Balance Sheet

Particulars	₹ In lakhs	
	Year ended 31st March, 2017	Year ended 31st March, 2016
Funded Status	(69.85)	(62.60)
Fund Asset	329.30	269.51
Fund Liability	399.15	332.10

Table Showing Plan Assumptions

Particulars	Year ended	
	31st March, 2017	31st March, 2016
Discount Rate	7.50% p.a.	8% p.a.
Expected Return on Plan Asset	7.50% p.a.	8% p.a.
Rate of Compensation Increase(Salary Inflation)	6.00% p.a.	6.00% p.a.
Average expected future service (Remaining working Life)	17	17
Mortality Table	IALM 2006-2008 Ultimate	IALM 2006-2008 Ultimate
Superannuation at age-Male	60	60
Superannuation at age-Female	60	60
Early Retirement & Disablement (All Causes Combined)	1% p.a.	1% p.a.

NOTES

on Consolidated Financial Statements for the Year ended 31st March, 2017

Expense Recognised in statement of Profit/Loss as at

Particulars	Year ended 31st March, 2017	Year ended 31st March, 2016
Current Service Cost	35.58	29.96
Net Interest Cost	4.40	2.66
Benefit Cost(Expense Recognised in Statement of Profit/loss)	39.98	32.62

Other Comprehensive Income

Particulars	Year ended 31st March, 2017	Year ended 31st March, 2016
Actuarial gain/loss on obligations due to Change in Financial Assumption	16.92	-
Actuarial gain/loss on obligations due to Unexpected Experience	7.66	26.39
Total Actuarial (gain)/losses	24.58	25.91
Return on Plan Asset, Excluding Interest Income	(6.38)	(4.58)
Balance at the end of the Period	30.92	30.96
Net(Income)/Expense for the Period Recognised in OCI	30.96	30.49

Table Showing Allocation of Plan Asset at end Measurement Period

Particulars	Year ended 31st March, 2017	Year ended 31st March, 2016
Central Government Securities	48.95	57.95
State Government Securities	5.00	8.00
PSU Bonds	36.00	52.00
Investment with Bank in Special Deposit Scheme Administered by Birla Sun Life Insurance Company Limited	27.30	27.30
Accrued Interest on Investment	188.94	113.94
Tax deducted at Source	5.30	5.32
Cash & Cash Equivalents	0.22	0.22
Total	329.30	269.51

Table Showing Total Allocation in % of Plan Asset at end Measurement Period

Particulars	Year ended 31st March, 2017	Year ended 31st March, 2016
Central Government Securities	14.86%	21.50%
State Government Securities	1.52%	2.97%
PSU Bonds	10.93%	19.29%

NOTES

on Consolidated Financial Statements for the Year ended 31st March, 2017

Particulars	Year ended 31st March, 2017	Year ended 31st March, 2016
Investment with Bank in Special Deposit Scheme Administered by Birla Sun Life Insurance Company Limited	8.29%	10.13%
Accrued Interest on Investment	57.38%	42.28%
Tax deducted at Source	1.61%	1.98%
Cash & Cash Equivalents	0.07%	0.08%
Total	5.34%	1.77%
	100.00%	100.00%

Mortality Table

Age	Mortality (Per Annum)
25	0.000984
30	0.001056
35	0.001282
40	0.001803
45	0.002874
50	0.004946
55	0.007888
60	0.011534
65	0.0170085
70	0.0258545

Table Showing Cash Flow Informations

	₹ In lakhs
	Amount
Next Year Total (Expected)	396.65
Minimum Funding Requirements	112.69

Table Showing Benefit Information Estimated Future payments(Past Service)

year	Amount ₹ in lakhs
1	73.70
2	34.01
3	18.51
4	33.16
5	30.16
6 to 10	139.53
More than 10 years	605.74
Total Undiscounted Payments Past and Future Service	-
Total Undiscounted Payments related to Past Service	934.81
Less Discount For Interest	530.20
Projected Benefit Obligation	404.61

NOTES

on Consolidated Financial Statements for the Year ended 31st March, 2017

Table Showing Outlook Next Year Components of Net Periodic benefit Cost Next Year

Particulars	Amount ₹ in lakhs
Current service Cost(Employer portion Only) Next period	35.66
Interest Cost next period	27.56
Expected Return on Plan Asset	24.70
Benefit Cost	38.52

Bifurcation of Net liability

Table Showing expected return on Plan Asset at end Measurement Period

Particulars	Year ended 31st March, 2017	Year ended 31st March, 2016
Current liability	71.08	42.53
Non-Current Liability	333.53	293.94
Net Liability	404.61	336.47

NOTES

on Consolidated Financial Statements for the Year ended 31st March, 2017

NOTE 41 SEGMENT REPORTING :

- a) Based on the guiding principles given in Accounting Standards on "Segment Reporting" (AS-17) notified under the Companies (Accounting Standard) Rules 2006, the Company's primary business segments are EPC (Construction) and Energy (Power). Financial information about the primary business segments are presented in table given below:

Particulars	For the year ended 31st March, 2017			For the year ended 31st March, 2016		
	EPC (Construction)	Energy (Power)	Corporate Total	EPC (Construction)	Energy (Power)	Corporate Total
A. REVENUE						
1. Sales	1,20,494.29	14,577.33	- 1,35,071.62	1,01,427.56	8,292.92	- 1,09,720.48
2. Others	600.21	-	1,385.57	-	-	3,082.98
3. Interest Revenue	-	-	1,195.39	-	-	669.23
4. Total Revenue	1,21,094.50	14,577.33	2,580.96	1,01,427.56	8,292.92	1,13,472.69
B. RESULT						
1. Segment result/operating Profit before Tax and Interest	17,734.20	10,773.47	2,579.35	14,286.23	2,839.05	6,284.39
2. Interest Expenses Less Other Unallocable expenses	1,588.51	2,145.84	- 3,734.35	2,076.56	2,352.24	- 4,428.80
3. Provision for Taxation	-	-	8732.69	-	-	7,207.13
4. MAT Credit Entitlement	-	-	(365.68)	-	-	-
5. Net Profit (before adjustment for minority interest)	16,145.69	8,627.63	(5,787.66)	12,209.67	486.81	(922.74)
6. Share of Minority transferred to minorities	-	-	-	-	-	-
7. Share of Profit/(loss) of associates	-	-	288.07	-	-	232.09
8. Profit after tax (after adjustment for minority interest)	16,145.69	8,627.63	(5,499.59)	12,209.67	486.81	(690.65)
C. OTHER INFORMATION						
1. Segment Assets	58,681.42	97,436.05	34,519.45	57,146.48	1,13,377.21	14,978.43
2. Segment Liabilities	38,976.52	7,719.05	12,244.46	46,014.26	11,292.41	4,728.31
3. Capital Expenditure	104.33	-	104.33	888.93	124.57	- 1,013.50
4. Depreciation	388.17	4,690.91	- 5,079.08	136.43	4,804.81	- 4,941.25

- b) As the revenues from overseas sites does not exceed the minimum threshold limit for such disclosure, no separate disclosure for Geographical segment (Secondary Segment) is applicable.

NOTES

on Consolidated Financial Statements for the Year ended 31st March, 2017

42. RELATED PARTY DISCLOSURES

42.1 Name of related parties and related party relationship

S. No.	Name of the party	Nature of relationship
1	Shri Padam Prakash Gupta	Key Managerial Personnel
2	Shri Ankit Saraiya	Director & Relative of Key Managerial Personnel
3	Ms Avantika Gupta	Director & Relative of Key Managerial Personnel

42.2 Disclosure of significant transactions with related parties and the status of outstanding balances

Transactions during the year

Particulars	₹ In lakhs	
	Year ended 31st March, 2017	Year ended 31st March, 2016
Shri Padam Prakash Gupta (Key Managerial Personnel)		
Waiver of Managing Director commission	153.87	-
Remuneration to Managing Director	53.22	191.78
Shri Ankit Saraiya (Relative of Key Managerial Personnel)		
Remuneration paid	24.00	23.24

Outstanding Balances

Particulars	₹ In lakhs	
	Year ended 31st March, 2017	Year ended 31st March, 2016
Shri Padam Prakash Gupta (Key Managerial Personnel)		
Commission Payable to managing Director	-	153.87

43. DETAILS OF MATERIALS CONSUMED

Particulars	₹ In lakhs	
	Year ended 31st March, 2017	Year ended 31st March, 2016
Indigenous	70,625.10	63,993.01
Imported	1,572.74	2,090.33
Total	72,197.84	66,083.34

44. EARNING IN FOREIGN EXCHANGE

Particulars	₹ In lakhs	
	Year ended 31st March, 2017	Year ended 31st March, 2016
Export of Goods (FOB Value)	283.59	1,753.45
Total	283.59	1,753.45

NOTES

on Consolidated Financial Statements for the Year ended 31st March, 2017

45. DEEMED EXPORT

Particulars	₹ In lakhs	
	Year ended 31st March, 2017	Year ended 31st March, 2016
Deemed Export Under Global Tender at Ex- works value	10,071.41	12,477.40
Total	10,071.41	12,477.40

46. FIRST-TIME ADOPTION OF Ind-AS

These Consolidated financial statements of the Group for the year ended 31st March, 2017 have been prepared in accordance with Ind AS. For the purposes of transition to Ind AS, the Group has followed the guidance prescribed in Ind AS 101 - First Time adoption of Indian Accounting Standard, with effect from 1st April, 2015 as the transition date and IGAAP as the previous GAAP.

The transition to Ind AS has resulted in changes in the presentation of the financial statements, disclosures in the notes thereto and accounting policies and principles. The accounting policies set out in Note 5 have been applied in preparing the consolidated financial statements for the year ended 31st March, 2017 and the comparative information. An explanation of how the transition from previous GAAP to Ind AS has affected the Group's Balance Sheet, Statement of Profit and Loss, is set out in note 46.2.1, 46.2.2 and 46.2.3. Exemptions on first time adoption of Ind AS availed in accordance with Ind AS 101 have been set out in note 46.1.

46.1 Exemptions availed on first time adoption of Ind-AS 101

Ind-AS 101 allows first-time adopters certain exemptions from the retrospective application of certain requirements under Ind AS. The Group has accordingly applied the following exemptions.

- Deemed cost for Property, Plant and Equipment (PPE) – The Group has elected to measure items of PPE at the date of transition to IND AS at their historical cost. Group has used the historical cost of assets, which is considered as deemed cost on transition.
- Long Term Foreign Currency Monetary Items – The Group has opted to continue the policy adopted for accounting for exchange differences arising from translation of long term foreign currency monetary items recognised in the financial statements for the period ending immediately before beginning of the first IND AS financial reporting period as per previous GAAP, accordingly the Group has continued to capitalise the forex differences and such capitalised amount is amortised over the remaining useful life of the asset.
- Investment in subsidiaries, joint venture and associates – The Group has elected to adopt the previous GAAP carrying values on date of transition as deemed cost for investments in subsidiaries, joint venture and associates. As investment in subsidiaries is eliminated on consolidation, there is no impact.
- Under Ind AS 109, at initial recognition of a financial asset, an entity may make an irrevocable election to present subsequent changes in the fair value of an investment in an equity instrument in other comprehensive income. Ind AS 101 allows such designation of previously recognized financial assets, as 'fair value through other comprehensive income' on the basis of the facts and circumstances that existed at the date of transition to Ind AS. Accordingly, the Group has designated its investments in certain equity instruments at fair value through other comprehensive income on the basis of the facts and circumstances that existed at the date of transition to Ind AS.

NOTES

on Consolidated Financial Statements for the Year ended 31st March, 2017

46.2.1 Reconciliation of consolidated balance sheet as at 01.04.2015, Date of transition to Ind AS

Particulars	IGAAP As at 31st March, 2015	Effects of transition to Ind AS	₹ In lakhs
			Ind AS As at 1st April, 2015
ASSETS			
1 Non - current assets			
(a) Property, plant and equipment	1,00,456.86	(98.17)	1,00,358.69
(b) Capital work in progress	384.72	-	384.72
(c) Goodwill	1,571.51	-	1,571.51
(d) Other intangible assets	61.74	-	61.74
(e) Financial assets			
(i) Investments	3,797.21	(123.08)	3,674.13
(ii) Loans	734.75	-	734.75
(iii) Others	174.11	-	174.11
(f) Mat Credit Entitlement	3,501.82	-	3,501.82
2 Current assets			
(a) Inventories	628.04	-	628.04
(b) Financial assets			
(i) Investments	9,676.59	11.33	9,687.92
(ii) Trade receivables	34,493.50	-	34,493.50
(iii) Cash and cash equivalents	1,552.16	-	1,552.16
(iv) Bank balances	920.35	-	920.35
(vi) Others	4,234.60	-	4,234.60
(c) Other current assets	5,961.29	98.16	6,059.45
Total assets	1,68,149.25	(111.76)	1,68,037.49
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	1,141.82	-	1,141.82
(b) Other equity	90,331.07	(6,885.92)	83,445.15
Non - Controlling Interest	1,988.86	-	1,988.86
Liabilities			
1 Non - current liabilities			
(a) Financial assets			
(i) Borrowings	39,673.90	-	39,673.90
(b) Provisions	145.08	-	145.08
(c) Deferred tax liabilities (net)	68.68	7,838.70	7,907.38
(d) Other non - current liabilities	1,661.85	-	1,661.85
2 Current liabilities			
(a) Financial liabilities			
(i) Borrowings	7,573.49	-	7,573.49
(ii) Trade payables	13,671.93	-	13,671.93
(iii) Other liabilities excluding provisions	10,436.31	-	10,436.31
(b) Other current liabilities	45.29	-	45.29
(c) Provisions	1,175.92	(1,064.54)	111.38
(d) Current tax liabilities (net)	235.05	-	235.05
Total Equity & Liabilities	1,68,149.25	(111.76)	1,68,037.49

NOTES

on Consolidated Financial Statements for the Year ended 31st March, 2017

46.2.2 Reconciliation Of Consolidated Balance Sheet As At 31.03.2016

₹ In lakhs

Particulars	IGAAP As at 31st March, 2016	Effects of transition to Ind AS	Ind AS As at 1st April, 2016
ASSETS			
1 Non - current assets			
(a) Property, plant and equipment	80,411.30	(94.28)	80,317.02
(b) Goodwill	1,998.39	-	1,998.39
(c) Other intangible assets	48.16	-	48.16
(d) Financial assets			
(i) Investments	6,226.20	118.74	6,344.94
(ii) Loans	797.57	-	797.57
(iii) Others	219.69	-	219.69
(e) Mat Credit Entitlement	1,494.93	-	1,494.93
2 Current assets			
(a) Inventories	3,793.17	-	3,793.17
(b) Financial assets			
(i) Investments	9,241.91	18.25	9,260.16
(ii) Trade receivables	49,625.72	-	49,625.72
(iii) Cash and cash equivalents	10,095.07	-	10,095.07
(iv) Bank balances	1,063.46	-	1,063.46
(v) Loans	3,000.00	-	3,000.00
(vi) Others	11,891.99	-	11,891.99
(c) Other current assets	5,457.56	94.28	5,551.84
Total assets	1,85,365.12	136.99	1,85,502.11
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	1,141.82	-	1,141.82
(b) Other equity	1,00,308.08	(8,664.32)	91,643.76
Non - Controlling Interest	-	-	-
Liabilities			
1 Non - current liabilities			
(a) Financial liabilities			
(i) Borrowings	30,681.55	-	30,681.55
(b) Provisions	145.25	-	145.25
(c) Deferred tax liabilities (net)	76.80	10,175.58	10,252.38
(d) Other non - current liabilities	834.44	-	834.44
2 Current liabilities			
(a) Financial liabilities			
(i) Borrowings	10,154.82	-	10,154.82
(ii) Trade payables	28,752.24	-	28,752.24
(iii) Other liabilities excluding provisions	11,605.31	-	11,605.31
(b) Other current liabilities	-	-	-
(c) Provisions	1,540.13	(1,374.27)	165.86
(d) Current tax liabilities (net)	124.68	-	124.68
Total Equity & Liabilities	1,85,365.12	136.99	1,85,502.11

NOTES

on Consolidated Financial Statements for the Year ended 31st March, 2017

46.2.3 RECONCILIATION OF CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31.03.2016

Particulars	IGAAP As at 31st March, 2016	₹ In lakhs	
		Effects of transition to Ind AS	Ind AS As at 1st April, 2016
I Revenue from operations	1,09,720.48	-	1,09,720.48
II Other income	6,285.66	6.93	6,292.59
III Total income (I + II)	1,16,006.14	6.93	1,16,013.07
IV Expenses			
Material, Stores & Project Expenses	81,321.07	-	81,321.07
Changes in inventories of finished goods, stock - in - trade and work - in - progress	(3,165.13)	-	(3,165.13)
Employee benefits expenses	3,016.18	(30.49)	2,985.69
Finance costs	4,428.80	-	4,428.80
Depreciation and amortisation expenses	4,945.12	(3.88)	4,941.25
Other expenses	6,516.64	3.88	6,520.52
Total expenses	97,062.68	(30.49)	97,032.20
V Profit / (loss) before exceptional items and tax (III - IV)	18,943.46	37.42	18,980.87
VI Exceptional items			
VII Share of Profit/(Loss) of JV & Associates	(16.00)	248.09	232.09
VIII Profit / (loss) before tax (V + VI + VII)	18,927.46	285.51	19,212.96
IX Tax expense			
(1) Current tax	4,862.13	-	4,862.13
(2) Deferred tax	8.12	2,336.88	2,345.00
(3) MAT credit entitlement	-	-	-
	4,870.25	2,336.88	7,207.13
X Profit / (loss) for the period (VIII - IX)	14,057.21	(2,051.37)	12,005.83
XI Profit / (loss) for the year attributable to:			
Owners of the parent	14,057.21	(2,051.37)	12,005.83
Non-controlling interest	-	-	-
XII Other comprehensive income			
A) Items that will not be reclassified to profit or loss			
(i) Fair value gains on non-current equity investments	-	(6.27)	(6.27)
(ii) Employee Benefit Expense - Actuarial Loss	-	(30.49)	(30.49)
	-	(36.76)	(36.76)
XIII Total comprehensive income for the period (XI + XII)	14,057.21	(2,088.13)	11,969.07

NOTES

on Consolidated Financial Statements for the Year ended 31st March, 2017

47. FINANCIAL INFORMATION PURSUANT TO SCHEDULE III OF COMPANIES ACT, 2013

S. No.	Name of the entity in the Group	Net Assets, i.e., total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
		As % of consolidated net assets	Amount (₹ in lakhs)	As % of consolidated net assets	Amount (₹ in lakhs)	As % of consolidated net assets	Amount (₹ in lakhs)	As % of consolidated net assets	Amount (₹ in lakhs)
PARENT									
	Techno Electric & Engg. Co. Ltd.	76.96%	85,193.59	75.47%	14,546.69	100.18%	22.30	75.50%	14,568.98
Subsidiaries (Indian)									
1	Simran Wind Project Limited	59.81%	66,215.38	29.08%	5,605.38	(0.18)%	(0.04)	29.05%	5,605.34
2	Techno Infra Developers Pvt. Ltd.	0.00%	4.14	0.00%	(0.25)	-	-	0.00%	(0.25)
3	Techno Clean Energy Pvt. Ltd.	0.00%	1.90	0.00%	(0.45)	-	-	0.00%	(0.45)
4	Techno Green Energy Pvt. Ltd.	0.00%	1.90	0.00%	(0.45)	-	-	0.00%	(0.45)
5	Techno Wind Power Pvt. Ltd.	0.00%	1.90	0.00%	(0.45)	-	-	0.00%	(0.45)
Non controlling interest in all subsidiaries									
Joint Venture (investment as per equity method)									
1	Jhajjar KT Transco Pvt. Ltd	3.82%	4,224.84	1.99%	382.78	-	-	1.98%	382.78
Associate (investment as per equity method)									
1	Patran Transmission Co. Ltd.	2.15%	2,377.59	(0.33)%	(63.12)	-	-	(0.33)%	(63.12)
	Consolidation adjustment	(42.74)%	(47,318.63)	(6.21)%	(1,196.41)	-	-	(6.20)%	(1,196.40)
		100.00%	10,702.61	100.00%	19,273.72	100.00%	22.26	100.00%	19,295.98

The above figures for parent, its subsidiaries, associates and joint ventures are before inter company eliminations and consolidation adjustments.

NOTES

on Consolidated Financial Statements for the Year ended 31st March, 2017

48. THE PREVIOUS YEAR FIGURES HAVE BEEN REGROUPED AND/OR REARRANGED WHEREVER CONSIDERED NECESSARY.

For **S. S. Kothari & Co.**

Chartered Accountants

Firm's Registration No. 302034E

Centre Point

21, Old Court House Street

Kolkata - 700 001

26th May, 2017

R.N. Bardhan

Partner

Membership No 17270

P. K. Lohia

Chief Financial Officer

N. Brahma

Company Secretary

Membership No A-11652

P. P. Gupta

Managing Director

DIN : 00055954

S.N. Roy

Director

DIN : 00408742

NOTES

on Consolidated Financial Statements for the Year ended 31st March, 2017

STATEMENT CONTAINING THE SALIENT FEATURES OF THE FINANCIAL STATEMENTS OF SUBSIDIARIES

(Pursuant to first provision to sub-section 129 of the Companies Act, 2013, read with rule 5 of the Companies (Account) Rules, 2014 - AOC - 1

Part "A" : Subsidiaries

Particulars	₹ In lakhs				
	Simran Wind Project Ltd.	Techno Infra Developers Pvt. Ltd.	Techno Clean Energy Pvt. Ltd.	Techno Green Energy Pvt. Ltd.	Techno Wind Power Pvt. Ltd.
a) Date of acquisition	21.11.2009	15.05.2014	11.05.2015	11.05.2015	11.05.2015
b) Capital	17,821.13	5.00	5.00	5.00	5.00
c) Reserves	48,394.25	(0.86)	(3.10)	(3.10)	(3.10)
d) Total Assets	98,590.93	4.19	1.96	1.96	1.96
e) Total Liabilities	98,590.93	4.19	1.96	1.96	1.96
f) Investment	20,992.33	-	-	-	-
g) Turnover	12,037.30	-	-	-	-
h) Profit Before Taxation	7,033.32	(0.25)	(0.45)	(0.45)	(0.45)
i) Provision For Taxation	1,427.94	-	-	-	-
j) Profit After Taxation	5,605.38	(0.25)	(0.45)	(0.45)	(0.45)
k) Interim Dividend	1,164.80	-	-	-	-
l) Tax on Interim Dividend Paid	237.13	-	-	-	-
m) Extent of shareholding (%)	100%	100%	99.96%	99.96%	99.96%
		Refer note -1	Refer note - 1	Refer note - 1	Refer note - 1

NOTES

on Consolidated Financial Statements for the Year ended 31st March, 2017

Note-1 Subsidiaries yet to commence operation. Part "B" : Associates & Joint Ventures

S. No.	Particulars	₹ In lakhs	
		Patran Transmission Co. Ltd.	Jhajjar KT Transco Pvt. Ltd
1	Latest audited Balance Sheet	31.03.2017	31.03.2017
2	Date on which the Associate or Joint Venture was associated or acquired	12.03.2014	25.01.2011
3	Shares of associate or joint venture held by the company on the year end (In no.)	2,45,00,000	1,10,92,857
	Amount of investment (₹ in lakhs)	2,450.00	3,760.00
	Extent of shareholding (%)	49%	48.96%
4	Description of how there is significant influence	% of share capital	% of share capital
5	Networth attributable to shareholding as per latest audited Balance Sheet	2,450.00	3,760.00
6	Profit or loss for the year	-	-
	(i) Considered in consolidation	382.78	(63.12)
	(ii) Not considered in consolidation	399.04	(65.70)

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. P. P. Gupta, Managing Director
Dr. R. P. Singh, Independent Director
Mr. K. M. Poddar, Independent Director
Mr. K. Vasudevan, Independent Director
Mr. K. K. Raj, Independent Director
Mr. S. N. Roy, Independent Director
Mr. A. Saraiya, Non-Executive Director
Ms. A. Gupta, Non-Executive Director

COMPANY SECRETARY

Mr. N. Brahma

BANKERS

Vijaya Bank
State Bank of India
ICICI Bank
Standard Chartered Bank
Citibank N.A.
IndusInd Bank
DBS Bank
HSBC
YES Bank
IDBI Bank
RBL Bank
Axis Bank
HDFC Bank

AUDITORS

S. S. Kothari & Co. Centre Point
21, Old Court House Street
Kolkata - 700 001
Phone: (033) 22482758
E: sskotharico@gmail.com

REGISTERED OFFICE

C-218, Ground Floor (GR-1), Sector-63,
Noida - 201307 (U.P.)
E: desk.investors@techno.co.in
W: www.techno.co.in

CORPORATE OFFICE

1B Park Plaza, 71 Park Street,
Kolkata - 700016
Phone: (033) 40513000
Fax: (033) 40513326

REGISTRAR AND SHARE TRANSFER AGENT

Niche Technologies Private Ltd.
D-5 I I, Bagree Market,
5th Floor 71, B. R. B. Basu Road,
Kolkata - 700001
Phone: (033) 2234-2318/3576,
2235-7270/7271/3070
Fax: (033) 2215-6823



**Techno Electric & Engineering
Company Limited**

Corporate office
1B Park Plaza, 71 Park Street,
Kolkata 700 016