

CORPORATE INFORMATION

Registered office R 637 TTC Industrial Area MIDC
Rabale, Navi Mumbai 400 701

CORPORATE OFFICE 168, Bhanusali Chambers,
Sant Tukaram Road,
Masjid Bandar (E),
Mumbai - 400 009

Directors Mr. Vinay Raghunath Deshmukh
Mr. Bhanu Pratap Singh
Mr. Rashmikant M. Dave *

**EASTERN
SUBURB**

C/303, Kailash
Esplanade,
L.B.S. Marg,
Ghatkopar (W),
Mumbai - 400 086

Audit Committee Mr. Vinay Raghunath Deshmukh
Mr. Bhanu Pratap Singh
Mr. Rashmikant M. Mehta

GAZIABAD

G-12, Plot No 1,
EDM Complex,
Kaushambhi
Gaziabad

Nomination and Remuneration Committee Mr. Vinay Raghunath Deshmukh
Mr. Bhanu Pratap Singh
Mrs. Manisha Nimesh Mehta

Stakeholder Relationship Committee

Mr. Bhanu Pratap Singh
Mr. Nimesh Mehta
Mrs. Manisha Mehta

Registrar and Transfer Agents

Karvy Computershare
Private Limited, Karvy
Selenium Tower B ,
Plot number 31 & 32,
Financial District
Gachibowli, Hyderabad
- 500 032

Auditors M/s JCR & Co, Chartered
Accountant,
Mumbai

Internal Auditors M/s Thacker Butala Desai,
Chartered Accountant, Mumbai

Director's Report

Dear Members

Your Directors take pleasure in presenting the 23rd Annual Report together with the audited financial statements for the financial year ended 31 March 2019. The Management Discussion and Analysis has also been incorporated into this report.

FINANCIAL RESULTS

The highlights of the Standalone and Consolidated Financial Results are as under:

Particulars	Standalone		Consolidated	
	31st March, 20 19	31st March, 2018	31st March, 20 19	31st March, 201 8
Amount in Rs.				
Revenue from operations	100,850,597	100,736,759	103,276,597	106,401,637
Other Income	3,595,367	6,279,352	5,902,808	5,864,996
Total Revenue	104,445,965	107,016,111	109,179,405	112,266,634
<u>Expenses:</u>				
Cost of Materials/Services Consumed	56,334,265	41,791,471	57,398,313	45,139,411
Employee benefits expense	10,239,694	21,281,129	10,582,425	21,964,502
Finance costs	18,080,818	16,756,870	20,138,159	19,243,239
Depreciation and amortization expense	5,258,625	6,470,620	6,252,263	7,439,303
Other expenses	12,855,853	15,637,372	13,681,266	16,223,227
Total Expenses	102,769,254	101,937,462	108,052,425	110,009,682
Profit before tax	1,676,710	5,078,649	1,126,757	2,256,952
Current tax	418,622	1,269,662	572,910	1,269,662
Deferred tax	(176,914)	128,208	(167,140)	60,614
Excess Provision of Previous Year				
Total Tax Expense	241,708	1,397,870	405,770	1,330,276
Minority Interest				
Profit (Loss) for the period	1,432,779	3,680,779	721,211	926,676
Earnings per equity share (FV Rs10):				

Basic and Diluted	0.15	0.45	0.07	0.11
P&L A/c Opening Balance	24,968,571	21,287,791	23,395,065	22,468,389
Add: Net Profit/(Loss) for the Period	1,435,002	3,680,779	721,211	926,676
Transfer to General Reserve				
Less: Depreciation Adjustment	-	-	-	-
Less: Issue of Bonus Shares	-	-	-	-
Less: Interim Dividend Paid	-	-	-	-
Less :Dividend Distribution Tax Paid	-	-	-	-
P&L A/c Closing Balance	26,401,350	24,968,570	24,116,276	23,395,065

During the financial year under review, on a standalone basis, the Company recorded revenue of Rs. 10.08 Cr as against Rs. 10.07 cr in the previous year. Net profit for the year stood at Rs. 14.32 Lakhs as compared to Rs. 36.80 Lakhs in the previous year. On a consolidated basis, the company's revenue was at Rs. 10.32 cr as against Rs. 10.64 cr in the previous year and net profit amounted to Rs. 6.95 lakhs as compared to Rs. 8.66 lakhs in the previous year.

DIVIDEND

The Board of Directors does not recommend any final dividend in order to conserve the profits for future growth of the company.

TRANSFER TO RESERVE

The Board has not recommended to transfer any amount to General Reserve during the year 2018-2019.

SHARE CAPITAL

The Company increased its authorized capital from Rs.10 Crores to Rs.13 Crores during the financial year.

During the year under review the Company issued 618,519 Equity Shares of Rs. 10 each at premium of Rs. 17/- each by way of conversion of Loan into shares to Promoters on Preferential Basis on 31st October, 2018.

The paid up share capital of the Company as on 31st March, 2019 is Rs. 100,637,780/-.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Pursuant to the provisions of Section 167 of Companies Act 2013, Mr. Nimesh Mehta – Chairman and Managing Director and Mrs. Manisha Mehta, Director - Finance has vacated their office with effect from 9th March, 2019. Thereafter, the company appointed Mr. Rashmikanth M. Dave (DIN: 02672241) with effect from 9th March, 2019 subject to regularization as the Independent Director in the upcoming General Meeting.

Mr. Parth M. Mehta – (DIN – 08458118) and Mr. Krishna Mehta (DIN – 08458633) were appointed as Additional Director with effect from 24th May, 2019 pursuant to section 161 of Companies Act, 2013.

The Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 and Regulation 16 (1) (b) of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015.('SEBI (LODR) Regulations, 2015').

DIRECTORS' RESPONSIBILITY STATEMENT

In terms of Section 134(3)(c) of the Companies Act, 2013, your Directors, to the best of their knowledge and belief and according to the information and explanations obtained by them, state that:

1. In the preparation of the annual financial statements for the year ended 31st March, 2019, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
2. Such accounting policies as mentioned in the notes to the Financial Statements for the year ended 31st March, 2019 have been selected and applied consistently and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2019 and of the profit of the Company for the year ended on that date;
3. Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. The annual financial statements for the year ended 31st March, 2019 have been prepared on a going concern basis;
5. Internal financial controls to be followed by the Company have been laid down and that the said financial controls were adequate and were operating effectively;
6. Proper systems to ensure compliance with the provisions of all applicable laws have been devised and such systems were adequate and are operating effectively.

NUMBER OF BOARD MEETINGS

During the year under review, 8 Board Meetings were held viz on 30th May 2018, 3RD September 2018, 16th September 2018, 31st October 2018, 14th November 2018, 21st January 2019, 9th March 2019 and 15th March 2019; the details of which are given in the annexure to Board Report.

STATUTORY AUDITORS At the Annual General Meeting of the Company held on 27th September, 2018, appointment of M/s. JCR and Co., Chartered Accountants, were appointed as Statutory Auditors of the Company.

AUDITORS' REPORT

The Auditors' Report on standalone and consolidated financial statements forms part of the Annual Report. The Auditors' Report does not contain any qualifications, reservations, adverse remarks and it is not affecting Company's profit materially. Notes to the Financial Statements are self-explanatory and do not call for any further comments. The Statutory Auditors of the Company have not reported any fraud as

specified under the second proviso of Section 143(12) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment for the time being in force).

CONSOLIDATED FINANCIAL STATEMENTS & SUBSIDIARIES

In accordance with the provisions of Companies Act, 2013 ("the Act"), SEBI (LODR) Regulations, 2015 and Accounting Standard (AS) - 21 on Consolidated Financial Statements, the audited Corporate Overview Management Reports Financial Statements consolidated financial statements form part of the Annual Report. In view of this, the Balance Sheet, Statement of Profit and Loss and other related documents of the subsidiaries are attached in this Annual Report. A copy of Audited Financial Statements of the Subsidiary shall be made available for inspection at the Registered Office of the Company during business hours. Any shareholder interested in obtaining a copy of separate Financial Statements of the subsidiary shall make specific request in writing to the Company Secretary. The Audited Financial Statements of the subsidiaries are also available on the website www.perfectinfra.com of the Company. As on 31st March, 2019, the Company has 1 subsidiary. The Company does not have any Associate Company pursuant to the provisions of the Companies Act, 2013. Pursuant to the provisions of Section 129(3) of the Companies Act, 2013 and Rules 5 and 8(1) of the Companies (Accounts) Rules, 2014, the salient features of financial position of subsidiary is given in Form AOC-1 annexed as **"Annexure 1"** to this Report. The Company has framed a policy for determining material transaction with subsidiary.

EXTRACT OF ANNUAL RETURN

Pursuant to Section 92 (3) of the Companies Act, 2013, extract of the Annual Return of the Company in Form MGT-9 is annexed as **"Annexure 2"** to this Report. Secretarial Audit Report Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board had appointed of Prajakta V. Padhye ,Partner of Nilesh A. Pradhan & Co.,LLP, Company Secretaries to conduct Secretarial Audit for the financial year 2018-19. The Secretarial Audit Report issued by her is annexed as **"Annexure 3"** to this Report.

CLARIFICATION TO THE OBSERVATIONS MADE IN THE SECRETARIAL AUDIT REPORT

1. Delay in filing of forms with Registrar of Companies was intentional and inadvertently.
2. The Company is in process of finding Woman Director.
3. Vacation of office of directors was by way of application of law.
4. The Company is taking steps to appoint Company Secretary.
5. The Company is under process of file pending MGT-14 for year 2018.
6. The Company has already filed required disclosures required under Regulation 29,30 and 31 of the Securities and Exchange Board of India [Substantial Acquisition & Takeovers] Regulation, 2011.
7. The Company has filed the required forms with Ministry of Corporate Affairs and intimated to Stock Exchange.
8. Dematerialization of shares promoter's group is under process.
9. Website of company is under process of updation.
10. Minutes of meeting of Board and Committee & members are duly updated.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Discussion and Analysis Report for the financial year under review, as stipulated under Regulation 34 of SEBI (LODR) Regulations, 2015 is presented in a separate section forming part of the Annual Report.

RELATED PARTY TRANSACTIONS

All related party transactions entered during the financial year under review were on an arm's length basis and in the ordinary course of business. Note No. 28 to the Financial Statements contains details of Related Party Transactions. No related party transaction was in conflict with the interest of the Company. As prescribed by Section 134(3)(h) of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014, particulars of contracts/arrangements with Related Parties are given in Form AOC-2, annexed as "**Annexure 4**" to this Report. The policy on Related Party Transactions has been uploaded on the Company's website.

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

Information on Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo required under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 is given in "**Annexure 5**" forming part of this Report.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

Pursuant to the provisions of Section 197 (12) of the Companies Act, 2013 ("Act") read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, for the year ended 31st March, 2019, none of the employees of the Company draws remuneration in excess of the limits set out in the said rules. The details required as per said rules and the Disclosure pursuant to Section 197 (12) of the Companies Act, 2013 read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given in "**Annexure 6**" to this Report.

SEGMENT

The Company operates in Single-segment having various operations viz. HVAC, Mechanical and MEP (Supply/Testing of Air-conditions and Electrical) and Annual Maintenance Contracts of Air-conditioning and giving Air-conditioners on rent.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

Pursuant to the provisions of Section 177 (10) of the Companies Act, 2013 and Regulation 22 of SEBI (LODR) Regulations, 2015, the Company has established a vigil mechanism. The details of Vigil Mechanism are provided in the Corporate Governance Report. The Vigil Mechanism / Whistle Blower Policy may be accessed on the Company's website at www.perfectinfra.com.

COMPANY'S POLICY ON APPOINTMENT AND REMUNERATION OF DIRECTORS

The Company has been following well laid down policy on appointment and remuneration of Directors, and Key Managerial Personnel (KMP). The appointment of Directors is made by the Board pursuant to the recommendation of Nomination and Remuneration Committee (NRC).

The remuneration of Executive Directors comprises of Basic Salary, Perquisites & Allowances, and Commission. The remuneration is within the limits prescribed under the Companies Act, 2013 and is recommended by Nomination and Remuneration Committee (NRC). Approval of Board, Shareholders and the Central Government, if required, for payment of remuneration to Executive Directors is sought, from time to time.

The remuneration of Non-Executive Directors comprises of sitting fees and commission in accordance with the provisions of Companies Act, 2013. A brief extract of the Remuneration Policy on appointment and remuneration of Directors, and KMP is provided in the Corporate Governance Report.

PERFORMANCE EVALUATION OF DIRECTORS

Criteria of performance evaluation of the Board of Directors including Independent Directors are laid down by Nomination and Remuneration Committee of the Company. Pursuant to the provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Board of Directors will carry annual performance evaluation of entire board, committee and all parameters specified in CG Reporting current year.

OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

In order to prevent sexual harassment of women at workplace, the Company has adopted a policy for prevention of Sexual Harassment of Women at workplace and has set up an Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 to look into complaints relating to sexual harassment at workplace of any woman employee. During the year under review, the Company has not received any complaint under the said policy.

DISCLOSURE ON COST RECORDS MAINTENANCE

The provisions with respect to maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 is not applicable to the Company.

PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The Company has not granted any loan during the year under review. The details of non current investment made are provided in Note No. 13 to the Standalone Financial Statements.

INTERNAL FINANCIAL CONTROLS WITH RESPECT TO THE FINANCIAL STATEMENTS

The Company maintains adequate internal control system and procedures commensurate with its size and nature of operations. The internal control systems are designed to provide a reasonable assurance over reliability in financial reporting, ensure appropriate authorization of transactions, safeguarding the assets of the Company and prevent misuse/ losses and legal compliances. The Internal Audit reports are periodically reviewed by the management and necessary improvements are undertaken, if required.

RISK MANAGEMENT

The Company has in place Risk Management System which takes care of risk identification, assessment and mitigation.

DEPOSITS

During the year under review, no deposits were accepted by the Company under Chapter V of the Companies Act, 2013.

SIGNIFICANT OR MATERIAL ORDERS PASSED BY THE REGULATORS/COURTS

During the year under review, no significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

GENERAL

Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review or said items are not applicable to the Company:

1. Cost Audit
2. Issue of equity shares with differential rights as to dividend, voting or otherwise or issue of sweat equity share.

There are no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year 2018-19 and the date of this report.

DISCLOSURE ON COMPLIANCE WITH SECRETARIAL STANDARDS

Your Directors confirm that the mandatory Secretarial Standards (SS-1 & SS-2) issued by the Institute of Company Secretaries of India, have been complied with.

ACKNOWLEDGEMENTS

Our consistent success has been made possible due to our culture of professionalism, integrity and continuous evolvement.

Directors take this opportunity to thank customers, suppliers, investors, bankers, the Central and State Governments, for their consistent support and co-operation to the Company.

We place on record our appreciation of the contribution made by employees at all levels, without whose whole-hearted efforts, the overall performance would not have been possible. Directors look forward to the long term future with confidence.

For and on behalf of the Board
PERFECT INFRAENGINEERS LIMITED

Sd-

Parth Mehta
Director
DIN: 08458118

Rashmikant M. Dave
Director
DIN: 02672241

Mumbai
3rd September, 2019

Annexures to Director's Report

Annexure 1

Form AOC-1

Statement containing salient features of the financial statement of subsidiaries/associate companies/JV

S. No	Particulars	Details
1	Name of the subsidiary	Perfect Control Panels Private Limited
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	NA
4	Share capital	10006000
5	Reserves & surplus	(817,294)
6	Total assets	25,638,931
7	Total Liabilities	25,638,931
8	Investments	495,000
9	Turnover	13,329,090
10	Profit before taxation	593,414
11	Provision for taxation	154,288
12	Profit after taxation	429,353
13	Proposed Dividend	NIL
14	% of shareholding	100%

For and on behalf of the Board
PERFECT INFRAENGINEERS LIMITED

Parth Mehta
Director
DIN: 08458118

Rashmikanth M. Dave
Director
DIN: 02672241

Mumbai
3rd September, 2019

Form No. MGT-9**EXTRACT OF ANNUAL RETURN**as on the Financial Year ended on 31st March, 2019

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	L29190MH1996PLC099583
ii.	Registration Date	16 th May, 1996
iii.	Name of the Company	PERFECT INFRAENGINEERS LTD
iv.	Category / Sub-Category of the Company	Company limited by shares / Indian Non-Government Company
v.	Address of the Registered office and contact details	R637, TTC Industrial Area, MIDC Rabale, Navi Mumbai 400701, Maharashtra, India Tel: +91 022 2348 0129
vi.	Whether listed company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Karvy Computershare Private Ltd, Karvy selenium Tower B , Plot number 31 & 32 , Financial District Gachibowli, Hyderabad – 500 032 Tel: +91 40 6716 1615

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

The business activities contributing 10% or more of the total turnover of the Company are as follows:

Sr. No.	Name and Description of main products / services	% to total turnover of the Company	NIC CODE
1	Trading/Installation & Commissioning of AC/Renting of Air conditions/sale of services	98.65%	4322

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S.N o.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE	% of shares held	Applicable Section
1	Perfect Control Panels Private Limited R-637, TTC Industrial Area, MIDC, T. B. Road, Rabale, Navi Mumbai-400708	U31401MH2015PTC2621 09	Subsidiary	100.00	2(87) of the Companies Act,2013

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) CATEGORY-WISE SHARE HOLDING

[illegible]

Total shareholding of Promoter (A) = (A)(1)+(A)(2)	4544505	10667	4555172	48.23	5211024	10667	5221691	51.89	3.66
B. Public Shareholding									
Institutions									
a) Mutual Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Banks / FI	72000	Nil	72000	0.72	72000	Nil	72000	0.72	NIL
c) Central Govt	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) State Govt(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Venture Capital Funds	444000	Nil	444000	4.41	444000	Nil	444000	4.41	Nil
f) Insurance Companies	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
g) FIIs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
h) Foreign Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
i) Others (specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total (B)(1):-	516000	Nil	516000	5.13	516000	Nil	516000	5.13	Nil
2. Non-Institutions									
a) Bodies Corp									
i) Indian	1112751	Nil	1112751	11.78	882317	Nil	882317	8.77	Nil
ii) Overseas	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	1162958	6231	1169189	12.38	1255392	6231	1261623	12.54	0.16
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	2013481	60666	2074147	21.96	2146814	23333	2170147	21.56	0.40
c) Others (Clearing Members, NBFC, NRIs)	12000	Nil	12000	0.13	12000	Nil	12000	0.13	NoI
Sub-total (B)(2):-	4307190	66897	4374087	46.31	4296523	29564	4326087	42.99	-

Total Public Shareholding (B)=(B)(1)+(B)(2)	4823190	66897	4890087	51.77	4812523	29564	4842087	48.11	-
C. Shares held by Custodian for GDRs & ADRs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Grand Total (A+B+C)	9367695	77564	9445259	100	9661468	402310	10063778	100	0.00

(ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of 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	% change in share holding during the Year
PROMOTERS								
1	NIMESH NATVARLAL MEHTA	2566053	27.17	0	2633572	26.17	68.16	-1
2	MANISHA NIMESH MEHTA	1953832	20.69	0	2552832	25.37	46.33	-4.68

PROMOTER GROUP								
3	PRITI BHANUSHALI	10667	0.14	0	10667	0.14	0	Nil
4	PRITI JAYANT BHANUSHALI	6000	0.08	0	6000	0.08	0	Nil
5	SHARMILA RAMCHANDRA SINGH	36620	0.48	0	36620	0.48	0	Nil
	TOTAL	5,053,172	48.23	0	5221691	51.89	57.03	17.32

(iii) Change in Promoters Shareholding (please specify, if there is no change):

Sl. No.	Particulars	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	MANISHA NIMESH MEHTA				
	At the beginning of the year	1953832	20.69	1953832	20.69
	Addition in shareholding	599000	4.68	599000	4.68
	At the End of the year	2552832	25.37	2552832	25.37
1	NIMESH MEHTA				
	At the beginning of the year	2566053	27.17	2566053	27.17
	Addition in shareholding	67519	1.00	1.00	-1.00
	At the End of the year	2633572	26.17	2633572	26.17

(iv) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS 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	MANAN RAJENDRA DOSHI HUF	491481	4.88	491481	4.88
2	SIDBI TRUSTEE COMPANY LIMITED A/C INDIA OPPORTUNITIES FUND	438000	4.35	438000	4.35
3	GITA KIRTI AMBANI	376000	3.74	376000	3.74
4	VINOD KUMAR JARIA	372000	3.70	372000	3.70
5	WEALTH 4 U CONSULTANTS PRIVATE LIMITED	370370	3.68	370370	3.68
6	PALLADIUM FINSERVE PRIVATE LIMITED	150000	1.49	150000	1.49
7	RAJIV MEHTA	90000	0.89	90000	0.89
8	ANSHUL GUPTA	78000	0.83	78000	0.83
9	UNION BANK OF INDIA	72000	0.72	72000	0.72
10	AMIT MEHTA	72000	0.72	72000	0.72

(v) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Sl. No.	For Each 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. Nimesh Natvarlal Mehta	2566053	27.17	2633572	26.17
2	Mrs. Manisha Nimesh Mehta	1953832	20.69	2552832	25.37

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

	Secured Loans excluding	Unsecured Loans	Deposits	Total Indebtedness (Rs. in Lacs)
Indebtedness at the beginning of the financial year				
i)Principal Amount due	1286.35	237.58	-	1523.93
ii)Interest due but not paid	2.05	-	-	2.05
iii)Interest accrued but not paid	0.60	-	-	0.60
Total(i+ii+iii)	1289.00	237.58		1526.58
Change in Indebtedness during the financial year				
· Addition	187.00	-		187.00
· Reduction	408.36	139.68		548.04
Net Change	-231.46	139.68	-	-361.04
Indebtedness at the end of the financial year				
i)Principal Amount	1060.54	97.90		1158.44
ii) Interest due but not paid	7.10	-		7.10
iii) Interest accrued but not due				
Total(i+ii+iii)	1067.64	97.90	-	1165.54

VI. Remuneration of Directors and Key Managerial Personal Remuneration to MD /WTD

Sl. no.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Mr. Nimesh Mehta	Mrs. Manisha Mehta	
1	Gross salary	1572000	1378800	2950800
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0	0	0
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	0
2	Stock Option	0	0	0
3	Sweat Equity	0	0	0
4	Commission	0	0	
	- as % of profit	0	0	0

	- others, specify	0	0	0
5	Others, please specify	0	0	0
	Total (A)			2950800

a. Remuneration of Independent Director

Sl. no.	Particulars of Remuneration Independent Directors	Name of Directors			Total Amount
		Mr. Vinay Deshmukh	Mr. Bhanu Pratap Singh	Rashmikan t M. Dave	
1	Fee for attending board committee meetings	40000	40000	10000	90000
	Commission	0	0	0	0
	Others, please specify	0	0	0	0
	Total (1)	0	0	0	0
2	Other Non-Executive Directors				
	Fee for attending board committee meetings	0	0	0	0

b. Remuneration to Key Managerial Personnel other than MD / Manager / WTD

Sl. no.	Particulars of Remuneration	Key Managerial Personnel		
		CFO	CEO	Total
		Mrs. Manisha Mehta	Mr. Nimesh Mehta *	
1	Gross salary	1572000	1378800	2950800
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0	0	0
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	0
2	Stock Option	0	0	0
3	Sweat Equity	0	0	0
4	Commission			
	- as % of profit	0	0	0

	- others, specify...	0	0	0
5	Others, please specify	0	0	0
	Total	1572000	1378800	2950800

- Appointed with effect from 9th March, 2019

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties / punishment / compounding of offences for the year ended 31st March, 2019.

For and on behalf of the Board
PERFECT INFRAENGINEERS LIMITED

Parth Mehta
Director
DIN: 08458118

Rashmikant M. Dave
Director
DIN: 02672241

Mumbai
3rd September, 2019

SECRETARIAL AUDIT REPORT

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

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2019 (01-04-2018 to 31-03-2019)

To,
The Members,
PERFECT INFRAENGINEERS LIMITED
R-637, TTC INDUSTRIAL AREA, MIDC, T. B. ROAD,
RABALE, NAVI MUMBAI - 400708

Dear Sirs,

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **PERFECT INFRAENGINEERS 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 books, papers, minute books, forms and returns filed and other records maintained by "the Company" and also the information provided by "the Company", its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company, during the audit period covering the financial year ended on 31st March, 2019 has complied with the Statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **PERFECT INFRAENGINEERS LIMITED** ("the Company") for the financial year ended on 31st March, 2019 according to the provisions of:

- i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii) The Securities Contracts (Regulation) Act, 1956 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.
- 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 (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(d) The Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014 (Not Applicable);

(e) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

(f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not Applicable as the Company has not issued and listed debt securities during the financial year under review);

(g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 (Not Applicable as the Company is not registered as Registrar to Issue and Share Transfer Agent during the financial year under review);

(h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable as the Company has not delisted /propose to delist any of its securities during the financial year under review.); and

(i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable as the Company has not bought back /propose to buy back any of its securities during the financial year under review).

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

(i) Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India.

(ii) The Listing Agreement entered into by the Company with Stock Exchange.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

- 1) There is delay in filing various forms required to be filed with the Registrar of Companies.
- 2) There is no woman Director on the Board with effect from 9th March, 2019.
- 3) The promoter –directors of the Company has vacated their office of Director as per the provisions of Section 167 read with Section 164(2) of the Companies Act, 2013.
- 4) The Company Secretary of the Company resigned with effect from 30th March, 2019.
- 5) The Company has not filed form MGT-14 for approval of the financial statements for the year ended 31st March, 2018.
- 6) The Company has not submitted the disclosures as required under Regulation 29, 30 & 31 of the Securities and Exchange Board of India [Substantial Acquisition & Takeovers) Regulations, 2011.
- 7) The Company has not complied with the Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to outcome of one board meeting with respect to appointment of Director and vacation of office of Directors.

- 8) The Company has not complied with Regulation 31(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding dematerialization of shares of Promoter's Group.
- 9) The website of the Company is under process of updation for disclosures as required under Regulation 42 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 10) The minutes of meeting of Board & Committee & members are not properly maintained.

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 subject to the observations as mentioned above. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice were given to all directors to schedule the Board Meetings, Agenda and detailed notes on agenda were sent at least seven days in advance in majority of the Board Meeting except for one or two cases 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 Member's views were captured and recorded as part of the minutes wherever required.

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

I further report that during the audit period, the Company has issued 1,735,851 Equity Shares of Rs.10/- each at a premium of Rs.17/- per share during the audit period.

I further report that during the audit period, there were no instances of:

- (i) issue of Right Shares / Debentures / Sweat Equity.
- (ii) Redemption / buy-back of securities.
- (iii) Foreign Technical collaborations.

I further report that during the audit period the Company has undertaken following actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

1. Increase in authorized capital of the Company from Rs.10,00,00,000/- (Rupees Ten Crores Only) to Rs.13,00,00,000/- (Rupees Thirteen Crores Only).
2. Issue of 618,519 Equity Shares of Rs.10/- each at a premium of Rs.17/- per shares on preferential basis.

For Nilesh A. Pradhan & Co.,LLP
Company Secretaries

Prajakta V.Padhye
Partner

Place: Mumbai

FCS: 7478

Date: 3rd September, 2019

COP: 7891

Note: This report should be read with my letter which is annexed as Annexure I and forms integral part of this report.

ANNEXURE –I

To,

The Members,

PERFECT INFRAENGINEERS LIMITED

R-637, TTC INDUSTRIAL AREA, MIDC, T. B. ROAD,
RABALE, NAVI MUMBAI - 400708

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on my audit.
2. We 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 believed that the processes and practices that I followed provide a reasonable basis for my opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation Letter about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our 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.

For Nilesh A. Pradhan & Co.,LLP
Company Secretaries

Prajakta V.Padhye
Partner

Place: Mumbai

Date: 3rd September, 2019

FCS: 7478

COP: 7891

FORM AOC -2

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

The particulars of Contracts or arrangements entered into by the Company with related parties under Section 188 of the Companies Act, 2013, are as follows:

- a) There were no contracts or arrangements entered into by the Company with the related parties during the Financial Year 2018-19, which were not at arm's length:
- b) The details of material contracts or arrangements or transactions at arm's length basis during the Financial

S.no	Particular	Amount
A	Key Management Personnel	
1	Remuneration to Directors	2950800
2	Sale to Proprietary Concern of Director	-
3	Purchase from Proprietary Concern of Director	-
4	Rent Paid	-
B	Other Related Parties	
1	Rent Paid	241,000
2	Salary Paid	
C	Subsidiary Company	
1	Fees Received	
2	Rent Received	600,000
3	Purchase of Material	

**For and on behalf of the Board
PERFECT INFRAENGINEERS LIMITED**

Parth Mehta
Director
DIN: 08458118

Rashmikant M. Dave
Director
DIN: 02672241

Mumbai
3rd September, 2019

A) CONSERVATION OF ENERGY**i. Steps taken or impact on Conservation of Energy**

- Ensuring optimum utilization of energy and maximum possible savings of energy.
- Avoiding any known wastages of energy by monitoring and reviewing energy usage.

ii. Steps taken by the Company for utilising alternate sources of energy

- Maximum use of natural light in the work shop and conserving electrical energy

iii. Capital Investments on energy conservation equipment

During the Financial Year, your Company has not invested on any energy conservation equipment.

B) TECHNOLOGY ABSORPTION

The Company has not absorbed any new technology during the Financial Year.

a) Payments in foreign currency towards Imports

Imports at CIF Value	2018-19	2017-18
Raw Materials and Traded goods	Nil	Nil
Capital Goods	Nil	Nil

b) Payments in foreign currency towards Expenditure:

Imports at CIF Value	2018-19	2017-18
Technical know-how fees (WIP)	10362524	41966084
Capital Goods	126536	350000

c) Earnings in foreign currency on Accrual basis

Earnings in foreign currency	2018-19	2017-18
Exports – Products	-	
Exports – Services	-	-

d) Net Gain or Loss on Foreign Currency Translation

Description	2018-	2017-18
--------------------	--------------	----------------

	19	
Profit on Foreign Currency Translation	-	-

For and on behalf of the Board
PERFECT INFRAENGINEERS LIMITED

Parth Mehta
Director
DIN: 08458118

Rashmikanth M. Dave
Director
DIN: 02672241

Mumbai
3rd September, 2019

Annexure 6

[Pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

- i. The details of remuneration of each Director and KMP during the Financial Year 2018-19 and the percentage increase in remuneration of each Director and KMP, ratio of the remuneration of each Director to the median remuneration of the employees for the Financial Year 2018-19 and the comparison of remuneration of each KMP against the performance of the Company are as follows:

Sr. No.	Name	Designation	Remuneration in 2018-19 (in Rs.)	Remuneration in 2017-18 (in Rs.)	% change (increase / decrease)
1	Mr. Nimesh Mehta	Director	13,78,800	13,78,800	0
2	Mrs. Manisha Mehta	Director	15,72,000	15,72,000	0
3	Mrs. Poonam Maurya	Company Secretary	360,000	360,000	0

- ii. The median remuneration of employees of the Company for the Financial Year was 1,50,000.
- iii. There was no increase in the median remuneration of employees in the Financial Year.
- iv. There were **64** permanent employees on the rolls of the Company as on 31st March, 2019.
- v. Relationship between average increase in remuneration and company performance: Profit before tax decreased by 32.43 % in the Financial Year 2017-18, whereas the Company retained the talented employees without increase in remuneration.
- vi. Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company: The total remuneration of Key Managerial Personnel is same as on 31st March 2018 and as on 31st March 2019.
- vii. Variations in the market Capitalization: The market capitalization as at 31st March 2019 is 13.33 cr (19.59 cr at 31st March, 2018).
- viii. Price earnings ratio of the Company was 38.43 as at 31st March, 2019.
- ix. The Closing price of the Company's equity share on the NSE Emerge Platform as of 31st March, 2019 was Rs 13.25, which was lower by 50% than the Preferential offer Price of Rs. 27/-.

- x. Salaries of employees are stable whereas remuneration of Managing Director & Whole-time Directors is also same as the last year.
- xi. The key parameters for the variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee as per the Remuneration Policy for Directors, and Key Managerial Personnel.
- xii. During the Financial Year, no employee received remuneration in excess of the highest-paid Director.
- xiii. It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

For and on behalf of the Board
PERFECT INFRAENGINEERS LIMITED

Parth Mehta
Director
DIN: 08458118

Rashmikant M. Dave
Director
DIN: 02672241

Mumbai
3rd September, 2019

MANAGEMENT DISCUSSION AND ANALYSIS

Industry Overview

The Indian HVAC market is expected to cross \$7 Billion by 2022. Growing infrastructure-based developments, technological advancements, and increasing tourism are expected to positively influence India HVAC market over the next five years. Moreover, extreme climatic conditions, rising disposable income, growing construction activities in both commercial and residential sectors coupled with various government initiatives aimed at improving energy efficiency are some of the other major factors expected to boost India HVAC market during the forecast period.

The HVAC and MEP industry in India has evolved during the past decade. Over the last few years, the industry has gradually progressed from offering mere HVAC solutions to MEP (Mechanical / HVAC, Electrical and Plumbing) solutions – in line with global norms. With the domestic HVAC players extending their scope of work to electrical and plumbing solutions, the addressable market size has more than doubled to nearly 30-35% of construction costs. MEP services market is highly fragmented with hundreds of contractors in India, with very few players having a pan-India presence.

Some of the key trends observed in the industry are as follows:

- **Slower Economy:** This year has resulted in demand moderation of HVAC systems and has given growth of 20 % this summer, however, increased cost of living has led to a greater emphasis on energy savings. The global economic recovery has been sluggish especially in the US and Europe regions. This coupled with reduced incomes and higher energy bills have impacted the growth.
- **Increased Government focus on energy conservation:** Current government is keen on pushing energy conservation agenda, via promoting energy-efficient appliance. LED lights, energy-efficient Fans, efficient air-conditioners, etc. High emphasis is observed on measuring and reporting of energy consumption at an increasingly granular level. Private industries are also very keen to monitor energy utilization, is also due to the fact that the energy consumption level in the HVAC appliances is comparatively higher. This has remarkably increased awareness for efficient air conditioners.
- **Cost reduction via preventive maintenance and remote diagnostics :** HVAC systems are among the largest consumers of energy, indicating that these systems can be the source of good savings if the overall performance is increased and the faults are detected on time. Cost savings can be achieved. Most of the air conditioners manufacturers are pressing hard for inverter ac sales.
- **Push towards Green Energy :** Cost of electricity is on the rise internationally especially in UAE where electricity was highly subsidized by government. Due to withdrawal of this subsidy, cost has increased drastically .This has made an overall sentiment for the need of more and more energy-efficient machines. Environmental factors like ozone depletion and global warming and available innovative renewable energy options have resulted in an increased push for solar products.

Company's Strengths

- **Brand Presence** : 'Perfect Infra' represents a brand in the market we operate in. Our service offerings coupled with technical know-how, execution capabilities and track record of over a decade has provided us with brand recognition and credibility. Our recognition and acceptance have significantly contributed to the success of our business.
- **Ability to undertake complex projects** : We, over the period, have acquired skills to undertake and manage complex projects across various sectors. Such complexity includes geographical expansions, procurement planning, human resource management, etc. We are also one of the few companies approved by the Central Public Works Division (CPWD) of India (Class B) for both HVAC and electrical which enables us to bid for government projects. Such projects include Mantralaya (Govt. of Maharashtra), IIT Bombay, Indian Institute of Information Technology, Design and Manufacturing (IIITDM), All India Radio (Bhopal), Indian Institute of Science Education and Research IISER (Pune). This has helped our team to increase its efficacy towards complicated process and techniques involved in installation and commissioning projects of large scale.
- **Experienced Promoter & Management** : Promoter, Chief Executive Officer, Mr. Nimesh Mehta, who is a mechanical engineer, has experience of more than 22 years in the HVAC industry and is well acquainted with the dynamics of the industry. In addition, the middle management team, skilled workforce, and marketing personnel provide the company with the depth needed to manage new business areas.
- **Overseas Presence**: Perfect Infra has executed projects in geographies outside India such as Nigeria and Tanzania. We have already completed projects for companies in the pharmaceutical and medical diagnostic sectors at these countries. We continue to focus on these areas and use valuable contacts to promote solar thermal panels.
- **Panel manufacturing unit**: The company's wholly-owned subsidiary viz. Perfect Control Panels Pvt. Ltd has set up a facility for manufacturing/assembly of solar Thermal panel. Panels required for SOL Thermal energy climate Systems. This facility would ensure low cost and timely delivery in the projects we execute, thereby leading to increased profitability for our company in the years to come. The Company has successfully completed trial production of Solar Thermal Panel and has also completed indigenization for all components of this solar panel.

BUSINESS STRATEGY

We believe that adapting to market changes is a key factor required for the growth of any business. Hence, we continually monitor opportunities to grow our business. To achieve these goals, we intend to pursue the following principal strategies to optimize our competitive strengths:

- **Focus on HVAC Contracts & Hybrid Thermal System Business**: We intend to continue our focus on our core expertise of MEP projects execution. The company will focus on fewer and larger projects (mostly government projects). The company is creating a dealer network and training them to sell Hybrid Thermal System. Company has also registered Solar Thermal Panel with various consultants and there is a cautious approach from consultants and the acceptance is fairly good. Government Consultants have initiated use of this Hybrid Thermal System at tender level in new and upcoming projects.

- Registration in government sectors: The product has been accepted well in PWD, Maharashtra. Encouraging results at test site has resulted in good level of inquiry from PWD, Maharashtra. The company plans to repeat this procedure in the State of Madhya-Pradesh and Gujarat. CPWD & CIDCO has indicated their positive response for a new system and shall complete the registration process within the next month.
- Entry into manufacturing: Through our subsidiary Perfect Control Panels Pvt. Ltd we have ventured into manufacturing of Solar thermal panels. This complements our contracting business which involves supply and installation of HVAC and Hybrid Thermal systems.
- Geographical reach: HVAC markets have shown increased growth with many projects coming up in government sectors. We are cautiously expanding in various states of India.

NEW PRODUCT

The said collaboration paves the way to introduce 'Perfect SunTrac Hybrid Thermal System' with smart solar panel in India for a revolutionary, cleaner & greener way of installing and operating HVAC systems. The technology will increase HVAC system efficiency and reduce operating expenses by replacing a percentage of mechanical energy required to power a compressor, thereby saving electricity, with modulated solar thermal energy. The SunTrac technology converts sun's energy to heat, the ultimate renewable source, as against a photovoltaic electric panel system.

With the collaboration, 'Perfect' will be the only manufacturing unit of SunTrac outside U.S.A. All orders of Middle East regions, Australia & Asia will be supplied from existing Perfect's manufacturing facility at Navi Mumbai.

'Perfect' was able to enhance its product range and services to existing as well as new HVAC clients. The production for the Hybrid Thermal System is successful.

The successful implementation/installation of these hi-tech products is likely to alter the landscape of HVAC systems in India. The initial period of the agreement is 5 years renewable on completion of the said period.

- SOL Thermal System Details

Groundbreaking technology has changed the way solar thermal energy is harvested and implanted. The Patented computer-controlled parabolic concentrator produces more energy than any other panel of the same size. This technology has solved two major issues with solar thermal panels; degradation and stagnation.

Perfect Provides ready to install complete systems with solar collector with pre-installed smart controls. The Smart Panel has provided the solutions by controlling the heat that the solar thermal panels generate. The patented panel design utilizes RiteTemp™ technology which modulates the temperature of the liquid or gas as it exits the panel. The solar option is equally innovative offering up to 40% energy savings with as little as a 4*8 Panel. SOL Thermal system is able to deliver a COP of more than 6.

The product was later tested by Intertek, which is a UK based company that specializes in testing, inspecting and certifying products. It provides Total Quality Assurance to industries worldwide. Intertek has certified that our new product saves up to 40% energy. The product was also tested by entities like Mantralaya(PWD) and Siemens Limited. These entities have given a report stating that the said product saves at least 30% energy.

The Company has joined hands with various dealers and has subsequently obtained few strategic businesses for sale of our new product. The Company is registered in GRIHA (Green Rating for Integrated Habitat Assessment) in two categories i.e. Solar Thermal Panel and Hybrid Thermal System.

Solar Thermal Panel – It is a Supplying, Installation, Testing & Commissioning of Hybrid Climate solar smart Panel Systems consisting of tracking parabolic concentrative solar reflectors, Painted Aluminium enclosure, 24V Power Systems, removable safety glass cover, selectable Refrigerant type temperature control with temperature sensors, computer controller and motor assembly.

Hybrid Thermal System- It includes:

- a) Indoor units as per the site requirement.
- b) Modified VRV outdoor units.
- c) Solar Thermal Panel; when all these units are interconnected as per the design, it will be termed as Hybrid Thermal System.

Company has successfully obtained ISO certification for the solar thermal system.

With this successful completion of product development and it's testing, the company is confident of giving substantial growth in next year performance.

For and on behalf of the Board
PERFECT INFRAENGINEERS LIMITED

Parth Mehta
Director
DIN: 08458118

Rashmikant M. Dave
Director
DIN: 02672241

Mumbai
3rd September, 2019

Independent Auditor's Report on Standalone Financial Statements

INDEPENDENT AUDITOR'S REPORT

To the Members of PERFECT INFRAENGINEERS LIMITED Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of PERFECT INFRAENGINEERS LIMITED ("the Company"), which comprise the balance sheet as at 31st March 2019, and the statement of Profit and Loss, and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and its statement of Profit & loss, of the profits and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the *Code of Ethics* issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Information Other than the Financial Statements and Auditor's Report

The Company's Board of Directors is responsible for the other information. The other information comprises of the information included in the Board of Directors report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon

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 financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the

financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, we are required to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all

relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Emphasis of Matter

The company in absence of any future outcome has not made any provision for doubtful debts either for the cases filed with NCLT or civil cases filed against the company.

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 Companies Act, 2013, we give in the "**Annexure-A**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. We have not received the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors so as to comment that none of the directors are disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure- B**".
 - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position except those mentioned in notes to accounts to the financial statement.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For JCR & Co
Chartered Accountants
FRN- 105270W

Mitesh Chheda
Partner
Mem. No. 160688

Date: 28.05.2019
Place: Mumbai

ANNEXURE A" TO THE INDEPENDENT AUDITOR'S REPORT

Referred to in paragraph 1 of our Report of even date to the Members of PERFECT INFRAENGINEERS LIMITED on the Standalone Financial Statements of the Company for the year ended 31st March, 2019.

On the basis of such checks as we considered appropriate and/or according to the information and details given to us during the course of our audit, we report that:

- (i). In respect of Company's Fixed Assets:
 - (a). The Company has maintained records showing full particulars, including quantitative details and the situation of Fixed Assets. However, asset tagging needs to be done as part of improvement and demarcation.
 - (b). The Fixed Assets have been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification.
 - (c). According to the information and explanations given to us and the records examined by us and based on the examination of the title deeds comprising the immovable properties are held in the name of the Company. However, we could verify only the photocopies as original title deeds for most of the properties were lying with the bank as collateral securities.
- (ii). As explained to us, the Inventory has been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such physical verification. The discrepancies noticed on verification were not material and the same have been properly dealt with. However, the system of review needs improvement.
- (iii). According to the information and explanations given to us, the Company has not granted/taken any loans, secured or unsecured to/from companies, firms, limited liability partnerships or other parties listed in the register maintained under Section 189 of the Companies Act, 2013. Hence, the provisions of Clause(iii) of the Order are not applicable.
- (iv). According to the information and explanations given to us and the records examined by us, the company has not granted any loans during the year covered under Sections 185 & 186 of the Act. Investments made by the Company are in compliance with the provisions of Section 186 of the Act.
- (v). According to the information and explanations given to us, the Company has not accepted any deposits from the public during the year covered under Sections 73 to 76 of the Act.
- (vi). According to the information and explanations given to us, maintenance of Cost Records has not been prescribed by the Central Government under Sub-section (1) of Section 148 of the Act.
- (vii). According to the information and explanations given to us in respect of Statutory Dues:
 - (a). According to the information and explanations given to us and based on the records of the Company examined by us, except for Rs.104.71 Lakhs due towards TDS, PT and GST (Details provided below), the company is regular in depositing the undisputed Statutory Dues including Provident Fund, Employees State Insurance, Income Tax, Goods & Service Tax, Custom Duty, Value Added Tax, Cess and any other material Statutory Dues to the extent applicable with appropriate authorities in India.

Details of Statutory Dues outstanding as on 31.03.2019:

Particulars	Amount (Rs.)
TDS	72,89,971
GST	30,55,078
Professional Tax	1,26,700
Total	1,04,71,749

The above amounts are excluding of interest on delay and penal interest/late fee.

- (b). According to the information and explanations given to us and based on the records examined by us, there are no dues in respect of Income Tax, Service Tax, Customs Duty and Excise Duty which have not been deposited on account of any dispute.
- (c). Details of dues of Central Sales Tax and Value Added Tax which have not been deposited as on 31st March, 2019 on account of disputes are given below:

Name of the Statute	Nature of Dues	Period to which the amount relates	Forum where dispute is pending	Amount involved (Rs. In Lakhs)
Maharashtra VAT Act	VAT/CST	2010-11 (Order received in March, 2018)	Appeal filed before Tribunal	90.22
Maharashtra VAT Act	VAT/CST	2013-14 (Order received in July, 2018)	Appeal filed before Tribunal	114.05

- (viii). The company has availed sanctioned soft loan of Rs. 750 Lakhs from Government (Technology Development Board), out of which Rs. 187 Lakhs has been received during the year. But no amount was raised through the Debentures. On the basis of our examination of records of the Company, we found few delays in repayment of borrowings repayable on demand have arisen in case of ICICI Bank Limited for the month of December 2018 & January 2019. The amount is Rs. 4,82,870 (Principal- 4,51,480 + Interest- 31,390). However, the above account has been settled in March 2019 but settlement advice is awaited.
- (ix). Based on our audit procedures and according to the information given to us by the management, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) or taken any term loan (except mentioned above) during the year. Hence, the provisions of Clause(ix) of the Order are not applicable.
- (x). During the course of our examination of the books and records of the Company carried in accordance with the Auditing Standards generally accepted in India, we have neither come across any instance of fraud by the Company or on the Company by its officers or employees, noticed or reported during the year not have been informed of any such instance by the Management.
- (xi). According to the information and explanations given to us, the managerial remuneration paid is in accordance with the provisions of Section 197 read with Schedule V to the Act.
- (xii). In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Hence, the provisions of Clause (xii) of the Order are not applicable.
- (xiii). According to the information and explanations given to us, the transactions entered with related parties are in accordance with the provisions of Section 177 of the Act where applicable and the details of related party transactions have been disclosed in the Standalone Financials Statements as required by the applicable accounting standards.
- (xiv). According to the information and explanations given to us, the Company has made private placement of shares and has issued and allotted further equity shares to the promoters against the conversion of their unsecured loan, in terms of the provisions of Section 62 and Section 42 of the Act, during the year under audit and has complied with the requirements of those Sections.
- (xv). According to the information and explanations given to us, the Company has not entered into non-cash transactions with the Directors or persons connected with him and hence the provisions of Clause (xv) are not applicable to the Company.
- (xvi). According to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

**For JCR & Co
Chartered Accountants
FRN- 105270W**

**MiteshChheda
Partner
Mem. No. 160688
Date: 28.05.2019
Place: Mumbai**

"ANNEXURE B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 (f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Perfect Infraengineers Limited of even date)

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

We have audited the internal financial controls over financial reporting of **PERFECT INFRAENGINEERS LIMITED** ("the Company") as of March 31, 2019 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 Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

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

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

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

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in

accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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 financial statements.

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

According to the information and explanations given to us and based on our audit, the following significant weakness has been identified as at 31st March, 2019:

(a). The control mechanism in respect of design of controls needs improvement.

In our opinion, except for the possible effects of the significant weakness described above on the achievement of the objectives of the control criteria, the Company has maintained, in all material respects, adequate internal financial controls over financial reporting were operating effectively as of 31st March, 2019, 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 JCR & Co
Chartered Accountants
FRN- 105270W

Mitesh Chheda
Partner
Mem. No. 160688

Date: 28.05.2019
Place: Mumbai

Standalone Financial Statements 2018-2019

PERFECT INFRAENGINEERS LIMITED

Standalone Balance Sheet as on 31th March,2019

			Amount in Rs.
Particulars	Note no.	As at 31st March,2019	As at 31st March,2018
I <u>ASSETS</u>			
Non-current assets			
<u>(a) Property, Plant and Equipments</u>			
Tangible assets	12	4,51,26,962	4,99,52,031
Intangible assets	12	80,180	2,17,643
Capital Work In Progress	12	5,40,64,027	4,37,01,503
(b) Non Current Investments	13	1,00,93,122	1,00,93,122
(c) Long-term loans and advances	14	94,82,460	94,82,460
(d) Other non-current assets	15	26,71,791	93,42,060
Current assets			
(a) Inventories	16	6,86,50,751	5,27,60,959
(b) Trade receivables	17	6,54,37,694	6,94,14,300
(c) Cash and bank balances	18	66,52,861	97,61,413
(d) Short-term loans and advances	19	1,28,87,586	1,48,86,756
(e) Other current assets	20	8,63,35,000	8,72,06,665
Assets held for sale		-	-
TOTAL ASSETS		36,14,82,433	35,68,18,912

II. EQUITY & LIABILITIES

EQUITY

(a) Share capital	2	10,06,37,780	9,44,52,590
(b) Other Equity	3	10,02,79,863	8,83,30,038

LIABILITIES**Non-current liabilities**

(a) Long-term borrowings	4	2,84,90,434	2,57,14,053
(b) Deferred tax liability (net)	5	23,52,680	25,29,594
(c) Other long - term liabilities	6	1,83,050	1,83,050
(d) Long-term provisions	7	13,01,488	15,15,047

Current liabilities

(a) Short-term borrowings	8	8,73,54,109	8,79,81,815
(b) Trade payables	9	2,55,43,643	1,66,44,472
(c) Other current liabilities	10	1,36,06,644	3,29,91,477
(d) Short-term provisions	11	17,32,743	64,76,777

TOTAL EQUITY & LIABILITIES**36,14,82,433****35,68,18,912****Notes form an integral part of the financial statements**

2 to 35

**For JCR & Co.
Chartered Accountants
FRN : 105270W****For and on behalf of the Board of Directors****Mitesh D. Chheda
Partner
M. No. 160688****Rashmikant M Dave
Director
DIN 02672241****Parth Mehta
Director
DIN 08458118**

PERFECT INFRAENGINEERS LIMITED
Standalone Statement of Profit & Loss for year ended 31st March, 2019

		Amount in Rs.	
Particulars	Note No.	31st March,2019	31st March,2018
I. Revenue from operations	21	10,08,50,597	10,07,36,759
II. Other Income	22	35,95,367	62,79,352
III. Total Revenue (I + II)		10,44,45,965	10,70,16,111
IV. <u>Expenses:</u>			
Cost of Materials/Services Consumed	23	5,63,34,265	4,17,91,471
Employee benefits expense	24	1,02,39,694	2,12,81,129
Finance costs	25	1,80,80,818	1,67,56,870
Depreciation and amortization expense	12	52,58,625	64,70,620
Other expenses	26	1,28,55,853	1,56,37,372
Total Expenses		10,27,69,254	10,19,37,462
V. Profit before tax (III- IV)		16,76,710	50,78,649
VI. Tax Expense:			
(1) Current tax		4,18,622	12,69,662
(2) Deferred tax Liability /(Asset)		(1,76,914)	1,28,208
(3) Excess Provision of Previous Year			
		2,41,708	13,97,870
VII. Profit (Loss) for the period (V-VI)		14,35,002	36,80,779
VIII. Earnings per equity share:	27		
Face value of Rs. 10 each			
-Basic and Diluted		0.15	0.45
Significant Accounting Policies	1		

Notes form an integral part of the financial statements

2 to 35

**For JCR & Co.
Chartered Accountants
FRN : 105270W**

For and on behalf of the Board of Directors

Mitesh D. Chheda

**Partner
M. No. 160688**

**Rashmikanth M Dave
Director**

**Parth Mehta
Director**

**Place: Mumbai
Date
: 28.05.2019**

**Manisha Mehta
CFO**

PERFECT INFRAENGINEERS LIMITED

Audited Standalone Cashflow Statement for the year ended 31st March,2019

Amount in Rs.

Particulars	FOR THE YEAR ENDED MARCH 31,2019	FOR THE YEAR ENDED MARCH 31,2018
CASH FROM OPERATING ACTIVITIES		
Net Profit / (Loss) before tax and extraordinary items:	16,76,710	50,78,649
Depreciation	52,58,625	64,70,620
Interest Income	(2,15,893)	(3,20,838)
Provisions and credit Balances written back	(11,86,469)	(24,95,648)
Discount	(10,713)	(4,03,373)
(Profit)/Loss on sale of fixed assets	-	(24,59,492)
Excess Provision written off	(15,82,292)	(10,11,251)
Other Adjustments	58,31,688	6,69,963
Interest on Borrowings	1,80,80,818	1,67,56,870
Share Issue Expenses W/off	17,63,536	17,63,536
Operating Profit before Working Capital changes	2,96,16,009	2,40,49,036
Adjustments for:		
Inventories (Increase) / Decrease	(1,58,89,792)	(8,25,236)
Trade Receivables (Increase)/Decrease	39,76,606	1,18,70,667
Loans and advances (Increase) /Decrease	19,99,170	(29,88,728)
Other non current assets and Current Assets (Increase)/Decrease	3,30,470	(3,57,91,382)
Trade payables Increase / (Decrease)	88,99,172	(1,32,31,134)
Other current liabilities and provisions Increase/ (Decrease)	(1,89,64,050)	56,87,980
Cash generated from Operations	99,67,585	(1,12,28,797)

Direct taxes received / (paid)	(51,64,817)	48,68,347
Net Prior Year adjustments		
Cash Flow from Operating Activities	48,02,767	(63,60,450)
Extraordinary items:		
Extraordinary item		
Net Cash from Operating Activities: (A)	48,02,767	(63,60,450)
CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Investment		
Purchases of Fixed Assets \WIP\Capital Advance	(1,06,58,618)	(4,43,19,720)
Proceeds from Sale of Fixed Assets	-	38,00,000
Interest Income	2,15,893	3,20,838
Net cash generated from/(used in) investing activities (B)	(1,04,42,725)	(4,01,98,882)
CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds From Fresh Issue	1,67,00,013	4,68,67,977
Increase (Decrease) in Unsecured Loans	(1,39,68,439)	1,27,50,836
Increase/(Decrease) in Loans from Bank TDB	1,87,00,000	-
Increase/(Decrease) in Long Term Borrowings	(19,55,180)	(15,04,144)
Increase/(Decrease) in Short Term Borrowings	(6,27,706)	68,30,036
Interest /Finance Charges paid	(1,80,80,818)	(1,67,56,870)
Dividend Paid / Dividend Distribution Tax Paid	-	-
Share issue Expenses	17,63,536	17,63,536
Fixed Deposit held with Bank as margin Money	24,44,483	(47,68,975)
Net cash received from/(used in) financing activities (C)	49,75,889	4,51,82,396
Net increase in cash and cash equivalents (A + B)		

+ C)	(6,64,069)	(13,76,936)
Cash and cash equivalents (Opening)	1,27,085	15,04,020
Cash and cash equivalents (Closing)	(5,36,984)	1,27,085
Cash and Cash equivalents as restated	(6,64,069)	(13,76,936)
	0	(0)

(i) The above Cash Flow Statement has been prepared under the " Indirect Method" as set out in Accounting Standard-3 "Cash Flow Statement".

(ii) Previous year's figures have been regrouped/rearranged/recast wherever necessary to make them comparable with those of current year.

As per our Report of even date

For JCR & Co.
Chartered Accountants
FRN : 105270W

For and on behalf of the Board of Directors

Mitesh D. Chheda
Partner
M. No. 160688
Place: Mumbai
Date: 28.05.2019

Rashmikanth M Dave
Director

Parth Mehta
Director

Manisha Mehta
CFO

**PERFECT INFRAENGINEERS
LIMITED**

Notes to financial statements for the year ended
31st March, 2019

NOTE

2:	<u>SHARE CAPITAL</u>	31st March,2019		31st March,2018	
		Amount (₹)		Number	Amount (₹)
2.1	<u>Authorised</u>				
	Equity Shares of Rs. 10 each	1,30,00,000	13,00,00,000	1,00,00,000	10,00,00,000
2.2	<u>Issued, Subscribed & Paid up</u>				
	Shares at the beginning of the period	94,45,259	9,44,52,590	77,09,408	7,70,94,080
	Add: Issued during the year	6,18,519	61,85,190	17,35,851	1,73,58,510
	Add: Issued Bonus shares				
	Shares at the end of the period	1,00,63,778	10,06,37,780	94,45,259	9,44,52,590
2.3	<u>Reconciliation of Number of Shares</u>				
	Outstanding at Beginning of the period	94,45,259		77,09,408	
	Add: Issued during the year for Cash	-		17,35,851	
	Outstanding at the end of the period	94,45,259		94,45,259	
2.4	<u>Aggregate Number of Shares issued for consideration by cash and shares bought back during the period of five years immediately preceding the reporting date:</u>				
	Shares Issued against Unsecured loan from directors	6,18,519		-	
		6,18,519		-	
	Total	1,00,63,778		94,45,259	
2.5	<u>Details of Shareholder holding more than 5% shares</u>				

Name of Shareholder	Number	% of Holding	Number	% of Holding
Mr. Nimesh Mehta (**)	26,33,572	26.17	25,66,053	27.16
Mrs. Manisha Mehta (**)	25,52,832	25.37	19,53,832	20.68
Manan Rajendra Doshi HUF (*)	-	-	4,91,481	5.20

* Share holding of Manan Doshi HUF has been reduced below 5%, due to issue of fresh shares.

** Total 57% of promoters holding are pledged with TDB as security towards soft loans of Rs. 750 Lakhs sanctioned to the company.

2.6 Terms /Rights attached to the Equity Shares

The company has only one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity share is entitled to vote on show of hands unless a poll is demanded. Accordingly, all equity shares rank equally with regards to dividends and shares in the Company's residual assets. The equity shares are entitled to receive dividend as declared from time to time.

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

Note		31st March,2019 Amount (')	31st March,2018 Amount (')
3:	<u>SURPLUS</u>		
3.1	<u>Security Premium</u>		
	Opening Balance	6,33,61,467	3,38,52,000
	Add: Addition during current year	1,05,14,823	2,95,09,467
	Less: Utilised for issue of Bonus Shares		
	Closing Balance	<u>7,38,76,290</u>	<u>6,33,61,467</u>
3.2	<u>Statement of Profit & Loss</u>		
	Opening Balance	2,49,68,571	2,12,87,792
	Add: Net Profit/(Net Loss) for the Period	<u>14,35,002</u>	<u>36,80,779</u>
		<u>2,64,03,573</u>	<u>2,49,68,571</u>
	Less: Transferred to General Reserve		
	Closing Balance	<u>2,64,03,573</u>	<u>2,49,68,571</u>
		<u>10,02,79,863</u>	<u>8,83,30,038</u>

**PERFECT INFRAENGINEERS
LIMITED**

**Notes to financial statements for the year ended
31st March, 2019**

<u>Note</u> 4:	LONG TERM BORROWINGS	31st March,2019 Amount (₹)	31st March,2018 Amount (₹)
	<u>(Secured)</u>		
	<u>Term Loan from Banks</u>		
	SIDBI	-	10,13,500
	ICICI Bank	-	9,32,422
	<u>Term Loan From</u>		
	<u>Others</u>		
	Mahindra and Mahindra Finance (refer note 4.3 & 4.4) Technology Development Board (TDB) (refer note 4.2 f)	- 1,87,00,000	9,258 -
	<u>(Unsecured)</u>		
	<u>From Others</u>		
	Loan from Directors (refer note 4.5) Others	12,90,434 85,00,000	1,52,58,873 85,00,000
		<u>2,84,90,434</u>	<u>2,57,14,053</u>

Term Loans from Banks & Financial Institutions are secured by way of :

- 4.1** a) Directors of the Company have extended Personal Guarantee.
- 4.2** a) Term Loans from ICICI Bank is secured by Equitable Mortgage of Plot owned by Company at Rabale and first charge on all movable assets of the company
- b) Exclusive charge by way of Hypothecation over all movable assets, present and future;
- c) Collateral Security by way of Equitable mortgage of Immovable Properties owned by the Company situated at Ghatkopar West and Village Dasve ;
- d) Collateral Security by way of Equitable mortgage of certain residential Properties owned by Directors;
- e) Directors of the Company have extended a Personal Guarantee.

f) Pledge of Shares : Company has got sanction of Rs. 750 Lacs as Soft Loan from TDB towards "Development and Commercialisation of Hybrid Thermal System" (company has pledged promoters equity shares holding of 2977885 shares, plus mortgage of Land and Building, hypothecation of movable assets (present and future))

4.3 a) Hypothecation of a Commercial vehicle from Mahindra and Mahindra Finance-since paid off during the year.

4.4 Loan from Directors are interest free loans and no specific terms of repayment are agreed upon between directors and the Company

Note 5:	<u>DEFERRED TAX LIABILITIES</u> <u>(Net)</u>	31st March,2019	31st March,2018
	Deferred Tax Liability		
5.1	(A)	32,59,278	31,31,070
	Depreciation/Adjustment	(1,76,914)	1,28,208
	Deferred Tax Asset		
5.2	(B)		
	On account of Disallowance U/s. 43 B	(7,29,684)	(7,29,684)
		<hr/>	<hr/>
		23,52,680	25,29,594

Note 6:	<u>OTHER LONG TERM</u> <u>LIABILITIES</u>	31st March,2019	31st March,2018
	Deposits from Customers	<hr/> 1,83,050	<hr/> 1,83,050
		<hr/> 1,83,050	<hr/> 1,83,050

Note 7:	<u>LONG TERM PROVISIONS</u>	31st March,2019	31st March,2018
	Provision For Gratuity	<hr/> 13,01,488	<hr/> 15,15,047
		<hr/> 13,01,488	<hr/> 15,15,047

7.1 Gratuity payable is provided on Acturial Valuation basis, However the company has not created any fund towards payment of same.

Note 8:	<u>SHORT TERM BORROWINGS</u>	31st March,2019	31st March,2018
--------------------------	-------------------------------------	----------------------------------	----------------------------------

(Secured)

8.1	ICICI Bank (refer note 8.1) The National Small Industries Corporation Ltd	6,07,10,497	6,16,34,498
8.2	(refer note 8.2)	2,66,43,612	2,63,47,317
		<hr/>	<hr/>
		8,73,54,109	8,79,81,815
		<hr/>	<hr/>
		8,73,54,109	8,79,81,815

- 8.1** Cash Credit facility from
ICICI Bank is secured by :
- a) Exclusive charge by way of Hypothecation over all movable assets, present and future;
 - b) Collateral Security by way of Equitable mortgage of Immovable Properties owned by the Company situated at Ghatkopar West, and Village Dasve and Equitable mortgage of Plot at Rabale;
 - c) Collateral Security by way of Equitable mortgage of certain residential Properties owned by Directors;
 - d) Directors of the Company have extended a Personal Guarantee.
- 8.2** The loan from National Small Industries Corporation Limited is secured by Bank Gurantee issued.

Note		31st	31st
9:	<u>TRADE PAYABLES</u>	March,2019	March,2018
	Trade Payables-for Goods & Services (Including acceptances)		
	A. Total Outstanding dues of Micro enterprises and Small Enterprises	-	-
	B Total Outstanding dues of other than Micro enterprises and Small Enterprises	2,55,43,643	1,66,44,472
		<hr/>	<hr/>
		2,55,43,643	1,66,44,472

* As the Company have not received confirmation from suppliers registered under Micro enterprises and Small enterprises, all outstanding assumed of other enterprises

- 9.1** Trade Payables Includes
payable to Subsidiary
Company
- 9.2** Trade Payable has been breakup in Current and non current based on outstanding for less than 365 days or more
- 9.3** The balances of Trade Payables are subject to reconciliation and confirmation. Appropriate adjustment if necessary will be considered in the year of reconciliation.

**PERFECT INFRAENGINEERS
LIMITED**

**Notes to financial statements for the year ended
31st March, 2019**

<u>Note</u>		31st March,2019	31st March,2018
<u>10:</u>	<u>OTHER CURRENT LIABILITIES</u>		
	Current Maturities of		
1	Long Term Liabilities	-	96,67,877
	(for security refer note		
	4.1 to 4.4)	-	-
	Interest Accrued but not		
2	due	3,71,438	-
3	Statutory Dues payable	1,02,80,112	1,23,73,431
4	Advance from Customers	-	13,18,417
5	Employee Benefit		
5	payable	18,25,862	29,65,956
6	Director Salary Payable	3,100	7,29,219
7	Gratuity Payable	-	4,32,111
8	Advance Income	10,81,132	13,90,605
9	Temporary Bank		
9	Overdrawn balance	-	33,28,525
10	Other payables	45,000	7,85,336
		1,36,06,644	3,29,91,477

<u>Note</u>		31st March,2019	31st March,2018
<u>11:</u>	<u>SHORT TERM PROVISIONS</u>		
1	Interest/ late payable	13,591	-
	Provision for Sitting Fees		
2	Payable	30,000	-
3	Provision for Gratuity	1,61,230	1,68,338
4	Provision for Income Tax		
4	(Net of Advance Tax & TDS)	9,18,622	60,83,439
	Provision for tax audit		
5	fees	45,000	45,000
	Provsion for Internal audit		
6	fees	90,000	1,80,000
7	Other provision	4,74,300	-
		17,32,743	64,76,777

<u>Note</u> <u>13:</u>	<u>NON CURRENT</u> <u>INVESTMENTS</u>	31st March,2019	31st March,2018
	Trade		
	Unquoted Investments		
13.1	In Subsidiaries		
	Investments in Equity Instruments		
	Perfect Controls Panels Private Limited	1,00,06,000	1,00,06,000
	10,00,600 (10,00,000) Shares of Rs. 10 each, fully paid		
	Non Trade Investments in Mutual Funds		
	Kotak Select Fund [2,000 Units (2,000 Units) of Rs. 10 each]	20,000	20,000
	Total Quoted Investments	20,000	20,000
	Aggregate Market Value of Quoted Shares	71,960	65,960
13.3	Unquoted Investments		
	National Savings Certificate	20,000	20,000
	Total Unquoted Investments	20,000	20,000
13.4	Other Investment : Gold Coin	47,122	47,122
		1,00,93,122	1,00,93,122

13.5 For basis of valuation refer note no. 1.7 of Significant Accounting Policy

<u>Note</u> <u>14:</u>	<u>LONG TERMS LOANS & ADVANCES</u>	31st March,2019	31st March,2018
	(Unsecured Considered Good)		
1	Capital Advances (see note 14.1)	72,23,668	72,23,668
2	Rent Deposit	11,41,902	11,41,902
3	Deposit with Suppliers	7,55,858	7,55,858
4	Other Deposits		

		3,61,032	3,61,032
		<hr/>	<hr/>
		94,82,460	94,82,460
		<hr/>	<hr/>

14.1 Advance for purchase of
immoveable property at
Pune Taluka

<u>Note</u> 15:	<u>OTHER NON CURRENT</u> <u>ASSETS</u>	31st March,2019	31st March,2018
	(Unsecured Considered Good)		
1	Retention with customers Advance & SA tax & TDS (net of provision for tax of prev years)	-	3,65,385
2	Miscellaneous Exp (to the extent not W/off)	5,41,196	50,82,544
3		<hr/>	<hr/>
		21,30,595	38,94,131
		<hr/>	<hr/>
		26,71,791	93,42,060
		<hr/>	<hr/>

15.3 Miscellaneous Exp (to the extent not W/off) Consists of unamortised portion of issue related expenses of Initial Public Offering, which are amortised over a period of 5 years as per Company's accounting policy

<u>Note</u> 16:	<u>INVENTORIES</u>	31st March,2019	31th March,2018
	Stock of raw materials	69,05,401	2,30,15,006
	Stock of Spares and Components	4,90,05,001	2,84,64,337
	Others	<hr/>	<hr/>
		1,27,40,349	12,81,616
		<hr/>	<hr/>
		6,86,50,751	5,27,60,959
		<hr/>	<hr/>

For basis of valuation refer note no. 1.8 of
Significant Accounting Policy

PERFECT INFRAENGINEERS LIMITED

Notes to financial statements for the year ended
31st March, 2019

<u>Note</u> 17:	<u>TRADE RECEIVABLES</u>	31st March,2019	31th March,2018
1	<u>Trade Receivables</u> (Unsecured Considered Good)		
	Outstanding for a Period		

exceeding six months	1,66,65,716	2,99,32,500
(From the due date of payment)		
Others	4,87,71,978	3,94,81,800
	6,54,37,694	6,94,14,300

- 17.1** The Balances of Trade Receivables are subject to reconciliation and confirmation. Appropriate adjustment if necessary will be considered in the year of reconciliation.

Note		31st	31st
18:	CASH & BANK BALANCES	March,2019	March,2018
	<u>Cash and cash equivalents</u>		
	Cash on hand	2,50,858	74,676
	<u>Balance with Banks</u>		
	Balances with banks	(7,87,842)	52,409
1	Margin Money for Bank Guarantees	71,89,845	96,34,328
		66,52,861	97,61,413

- 18.1** Represents Fixed Deposits pledged with bank as margin money for the issue of bank guarantees

Note		31st	31st
19:	SHORT TERM LOANS & ADVANCES	March,2019	March,2018
	(Unsecured Considered Good)		
	Advance to Suppliers	26,23,803	39,42,220
	Advance to Employees	46,865	1,07,000
	Deposit_ Govt Authorities_pending Cases	25,02,699	28,73,033
	Other Advances & Deposits	77,14,219	79,64,503
		1,28,87,586	1,48,86,756

- 19.1** The Balances of Short Term Loans and advances are subject to reconciliation and confirmation. Appropriate adjustment if necessary will be considered in the year of reconciliation.

Note		31st	31st
20:	OTHER CURRENT ASSETS	March,2019	March,2018
	(Unsecured Considered Good)		
	Retention with customers		

	77,60,043	80,17,163
Accrued receivable	6,30,72,759	6,30,63,361
Prepaid expenses	1,26,784	80,910
Accrued Interest on Bank Fixed Deposit/NSC	7,722	7,722
Due from Ex-employees	8,500	57,385
Other Receivable	1,28,84,575	1,20,39,159
Miscellaneous Expenses (to the extent not w/off) (Refer Note No. 15.1)	20,79,849	17,63,536
Other assets	3,31,735	21,14,397
TDS Recoverable	<u>63,033</u>	<u>63,033</u>
	<u>8,63,35,000</u>	<u>8,72,06,665</u>

<u>Note</u> <u>21:</u>	<u>REVENUE FROM</u> <u>OPERATIONS</u>	31st March,2019	31st March,2018
	Trading/ Installation & Commissioning of AC	4,39,31,047	2,71,62,719
	Renting of Air Conditioners	91,57,045	97,31,069
	Sale of Services	30,57,357	28,03,214
	Operating income	4,47,05,148	6,08,03,717
	Other operating income	<u>-</u>	<u>2,36,041</u>
		<u>10,08,50,597</u>	<u>10,07,36,759</u>

<u>Note</u> <u>22:</u>	<u>OTHER INCOME</u>	31st March,2019	31st March,2018
	Interest Income from Bank Deposits	2,15,893	3,20,838
	Profit on Sale of Fixed Asset	-	24,59,492
	Sundry provisions and credit balances no longer required, written back	11,86,469	24,95,648
	Excess Provision of Income Tax no longer required	15,82,292	-
	Rent Income	6,00,000	6,00,000
	Discount Received		

10,713	4,03,373
35,95,367	62,79,351

**PERFECT INFRAENGINEERS
LIMITED**

**Notes to financial statements for the year ended
31st March, 2019**

<u>Note</u> <u>23:</u>	<u>COST OF MATERIALS /</u> <u>SERVICES CONSUMED</u>	31st March,2019	31st March,2018
	Opening Stock of Raw Material	5,27,60,959	5,19,35,722
	Purchases	6,69,22,812	3,70,64,759
	Machine Hire Charges	-	10,350
	Labour	12,61,027	10,49,531
	Site expenses	40,40,218	44,92,068
	Less: Closing Stock of Raw Material	6,86,50,751	5,27,60,959
		5,63,34,265	4,17,91,471
<u>Note</u> <u>24:</u>	<u>EMPLOYEE BENEFIT</u> <u>EXPENSES</u>	31st March,2019	31st March,2018
	Salaries, wages and bonus	98,98,061	2,18,42,975
	Contribution to provident and other funds	3,41,633	4,49,405
	Gratuity	-	(10,11,251)
		1,02,39,694	2,12,81,129
<u>Note</u> <u>25:</u>	<u>FINANCE EXPENSES</u>	31st March,2019	31st March,2018
	Interest paid to Banks	1,66,32,041	1,52,58,608
	Interest Paid to Others	4,28,352	2,14,555
	Other Borrowing Costs	10,20,424	12,83,707

		<u>1,80,80,818</u>	<u>1,67,56,870</u>
<u>Note</u>		31st	31st
26:	<u>OTHER EXPENSES</u>	March,2019	March,2018
	Auditor's Remuneration		
1	(Refer Note 26.1)	3,25,000	4,50,000
2	Communication Costs	2,91,104	4,60,074
3	Business Promotion expenses	4,33,124	-
4	Discount	80,784	47,826
5	Insurance	1,12,690	2,93,082
6	Legal & Professional Fees	26,64,379	33,96,204
7	Miscellaneous Expenses	4,81,463	5,58,738
8	Packing Expenses	-	1,950
9	Power & Fuel	11,34,139	9,54,524
10	Postage & Courier Charges	54,016	76,753
11	Printing & Stationery	1,12,903	1,88,854
12	Office exp	1,75,483	8,35,540
13	Rent Rates & Taxes	5,000	10,51,089
14	Repairs and Maintenance Expenses	3,69,770	3,38,473
15	Security services	2,02,000	1,36,000
16	Indirect Taxes Paid	-	63,294
17	Transportation charges	5,48,530	8,24,844
18	Society Maintenance Charges	5,28,132	2,78,614
19	Sitting Fees	1,21,000	1,28,000
20	Travelling & Conveyance	34,45,600	37,89,977
21	Share Issue Expenses W/off	17,63,536	17,63,536
22	Late Fee on TDS	7,200	-
		<u>1,28,55,853</u>	<u>1,56,37,372</u>

26.1 <u>Payment to Auditor</u>	31st March,2019	31st March,2018
Statutory Audit fees	3,25,000	4,50,000
	<hr/>	<hr/>
	3,25,000	4,50,000

PERFECT INFRAENGINEERS LIMITED

**Notes to financial statements for the year ended
31st March, 2019**

NOTE

27: EARNINGS PER SHARE

The Company reports earnings per shares (EPS) in accordance with AS 20, on 'Earnings per Share' issued by ICAI. Basic EPS is computed by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

Particulars	31st Mar 2019	31st Mar 2018
Profit before Tax	16,76,710	50,78,649
Less :		
Provision for Tax & Deferred Tax	2,41,708	13,97,870
Profit after tax	14,35,002	36,80,779
Weighted Number of Shares	97,01,139	82,08,762
Basic & Diluted EPS	0.15	0.45

NOTE **28: RELATED PARTY** **DISCLOSURES**

**Related parties with whom
transactions have taken
place during the period**

Key Management Personnel

Mr. Nimesh Mehta	CEO
Mrs. Manisha Mehta	CFO
Ms Poonam Mourya	CS

Non Executive Directors

Mr Vinay Deshmukh
Mr Bhanu Pratap Singh
Mr Rashmikant Dave (appointed wef 09.03.19)

Other Related Parties

NA

(Previous year Manan R Joshi HUF - Shareholding more than 5%)

Subsidiary Company
(wholly owned)

Perfect Control Panel P. Ltd

**PERFECT INFRAENGINEERS
LIMITED**

**Notes to financial statements for the year ended
31st March, 2019**

Related Party Transactions :

Particulars	31st Mar 2019	31st Mar 2018
<u>Key Management Personnel</u>		
Remuneration to Directors	29,50,800	34,57,620
Rent Paid		-
Purchase of Shares of subsidiary		
Loan received	49,59,205	1,52,58,873
<u>Other Related Parties</u>		-
Purchase		
Rent Paid to Share Holder	2,41,000	2,00,000
Salary Paid	-	-
<u>Subsidiary Company</u>		
Reimbursement of expenses from	-	-
Rent Received	6,00,000	6,00,000
Purchase of Material	1,09,03,090	31,85,830
Advance received back	-	49,34,728
<u>Outstanding Balances</u>		
<u>Subsidiary</u>		
Investment	1,00,06,000	1,00,06,000
Trade Payables	90,96,900	56,14,954

Key Management Personnel

Trade receivables

Remuneration Payable	3,100	7,29,219
Loan Payable	12,90,434	1,52,58,873

DETAILS OF DUES TO MICRO
AND SMALL ENTERPRISES**NOTE
29:** AS DEFINED UNDER THE
MSMED ACT, 2006:

Disclosure in accordance with Micro, Small and Medium Enterprises Development (MSMED) Act, 2006.

As at March 31, 2019, no supplier has intimated to the Company about its status as Micro or Small Enterprises or its registration with the appropriate authority under MSMED and hence information pertaining to Disclosure in accordance with Micro, Small and Medium Enterprises Development (MSMED) Act, 2006 is not furnished by the Company.

**NOTE
30:** CONTINGENT LIABILITIES &
COMMITMENTS

		31 st March 2019	31 st March, 2018
30.1	<u>CONTINGENT LIABILITIES</u>		
-	Bank Guarantees	4,11,11,772	4,56,53,675
-	Disputed Sales Tax liabilities for which appeal has been filed		
-	(Amount deposited Rs.2,987,511 (204,478)	1,50,24,277	1,50,24,277
30.2	<u>COMMITMENTS</u>		
-	Estimated amount of capital commitments not provided for	Payment to be made to Suntrac in FY 19-20	1,05,00,000
-	(Net of Advances)	(USD 150,000) @ Rs.70	
30.3	<u>CLAIMS AGAINST COMPANY NOT ACKNOWLEDGED AS DEBT</u>	NIL	NIL
30.3 A	<u>Cases filed against company</u>		
	Two cases filed against company	20,67,117	
30.3.B	<u>Cases filed by company</u>		
	<u>Matters with Court</u>		
i	Leo and Coroneae Hotels (Claim amount Rs. 27,50,000/- and Rs. 25,00,000/- EMD Recovery)		

Matters under Insolvency and Bankruptcy Code 2016 (NCLT Mumbai)

- ii Chartered Hotels (Claim amount Rs. 56,62,407/- under Insolvency and Bankruptcy Code, 2016)
- iii Mumbai Metro One P. Ltd. (Claim amount Rs. 1,87,075/- under Insolvency and Bankruptcy Code, 2016 Notice served in Aug, 2018 and claim will be filed with authority on its direction)
- iv Unity Infra (Claim Rs. 96,68,428 however matter is pending under Insolvency and Bankruptcy Resolution Professional. COC Meeting has approved Rs. 31,17,480/-. The said matter is pending with honourable National Company Law Tribunal - Mumbai and yet to be decided.

Note: In absence of any outcome, company has not anticipated any loss against above doubtful amounts and hence no provision has been made.

30.4 The Sale tax Authorities have carried out survey/search in respect of the Company's operations In Maharashtra under MVAT Act,2005 on 5/4/2016. No specific demand is raised on the Company so far and also the Management is confident that no major liability will be payable by the Company in respect of the said search/survey. Meanwhile the Company has deposited Rs.20,00,000/- under protest.

<u>NOTE</u>	<u>EARNINGS & EXPENDITURE</u>		
<u>31:</u>	<u>IN FOREIGN CURRENCY (on</u>	<u>31st Mar</u>	<u>31st</u>
	<u>ACCRUAL BASIS):</u>	<u>2019</u>	<u>March,2018</u>
-	Technical know how fees(WIP)	1,03,62,524	4,13,01,084
-	Travelling Expenses	1,26,536	<u>3,50,000</u>
<u>NOTE</u>	<u>VALUE OF IMPORTS (on CIF</u>	<u>31st Mar</u>	<u>31st</u>
<u>32:</u>	<u>Basis)</u>	<u>2019</u>	<u>March,2018</u>
	Purchase of Goods	-	<u>38,00,000</u>

PERFECT INFRAENGINEERS LIMITED

Notes to financial statements for the year ended 31st March, 2019

NOTE

33: Operating Leases

The Company's lease agreements are in respect of operating lease for office premises. These lease arrangements are cancellable by either parties there to as per the terms and condition of the agreements.

NOTE

34: Segment Reporting

The Company is predominantly in the business of execution of HVAC & MEP Contracts and allied activities in India and as such there are no separate reportable segments. The Company has started the manufacturing activity of HYBRID SOLAR THERMAL PANELS but the activity is not significant till accounting date.

NOTE

35: PREVIOUS YEAR FIGURES

Previous year's figures have been regrouped/reclassified wherever necessary to correspond with the current periods classification/disclosure.

As per our Report of even date

**For JCR & Co.
Chartered Accountants**

FRN : 105270W

**Rashmikant M.
Dave
Director**

DIN 02672241

**Parth Mehta
Director
DIN
08458118**

**Mitesh D. Chheda
Partner
M. No. 160688
Place: Mumbai
Date: 28.05.2019**

**CFO
Manisha
Mehta**

**PERFECT INFRAENGINEERS
LIMITED**

Note: 12

**TANGIBLE
ASSETS**

Notes froming part of Financial Statements for
theperiod ended 31 March , 2019

(Curre
nt
Year)

	GROSS BLOCK			DEPRECIATION					Net Block	Net Block
Particulars	Balance as on 01-Apr-18	Addition year	Deduction year	Balance as on 31-Mar-19	Balance as on 01-Apr-18	For the year	Adjustment/ Deletion	Total Depreciation	Balance as on 31-Mar-19	Balance as on 31-Mar-18
<u>TANGIBLE ASSETS</u>	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
<u>(a) Buildings</u>										
Office Buildings	65,21,950	-	-	65,21,950	16,02,080	2,39,598	-	18,41,678	46,80,272	49,19,870
Factory Building	3,58,67,700	-	-	3,58,67,700	1,13,09,244	23,33,053	-	1,36,42,298	2,22,25,402	2,45,58,456
Guest House	1,37,65,536	-	-	1,37,65,536	31,19,405	5,18,467	-	36,37,872	1,01,27,664	1,06,46,131
<u>(b) Plant & Equipments</u>										
Owned	10,50,203	-	-	10,50,203	6,14,411	68,279	-	6,82,690	3,67,513	3,63,787
Owned, Given on Hire	3,34,27,237	2,96,094	-	3,37,23,331	2,69,69,263	11,81,926	-	2,81,51,190	55,72,141	65,29,979
<u>(c) Furniture & Fixtures</u>	41,61,715	-	-	41,61,715	21,41,384	5,23,064	-	26,64,448	14,97,267	20,20,331
<u>(d) Vehicles</u>	38,49,101	-	-	38,49,101	30,04,389	2,16,753	-	32,21,142	6,27,959	8,44,712
<u>(e) Office Equipment</u>										
Office Equipment	3,92,744	-	-	3,92,744	3,92,744	-	-	3,92,744	-	5,400

Computer	23,18,305	-	-	23,18,305	22,49,540	40,022	-	22,89,562	28,743	63,366
<u>INTANGIBLE ASSETS</u>										
(a) Software	10,26,392	-	-	10,26,392	8,08,749	1,37,463	-	9,46,212	80,180	2,17,643
Work In Progress										
(a) Technical know how fees(WIP)	4,19,608	1,03,62,524	-	5,23,28,608	-	-	-	-	5,23,28,608	4,19,66,084
(b) Capital Wip	17,35,419	-	-	17,35,419	-	-	-	-	17,35,419	17,35,419
TOTAL	14,43,46,967	1,06,58,618	-	15,67,41,004	5,22,11,211	52,58,625	-	5,74,69,835	9,92,71,169	9,21,35,757
Previous year	10,39,65,176	4,43,19,720	22,02,510	14,43,46,967	4,66,02,592	64,70,621	8,62,003	5,22,11,210	9,38,71,176	5,73,62,584

Independent Auditor's Report on Consolidated Financial Statements

INDEPENDENT AUDITOR'S REPORT

To the Members of PERFECT INFRAENGINEERS LIMITED Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of PERFECT INFRAENGINEERS LIMITED (hereinafter referred to as the 'Holding Company') and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), which comprise the consolidated Balance Sheet as at March 31, 2019, and the consolidated statement of Profit and Loss, and the consolidated cash flows Statement for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of their consolidated state of affairs of the Company as at March 31, 2019, its statement of consolidated Profit & loss, of the profits, and its consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by ICAI, and we have fulfilled our other ethical responsibilities in accordance with the provisions of the Companies Act, 2013. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Information Other than the Financial Statements and Auditor's Report

The Company's Board of Directors is responsible for the other information. The other information comprises of the information included in the Board of Directors report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Companies Act, 2013 that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its entities in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group and of its subsidiaries are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring 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.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its entities are responsible for assessing the ability of the Group and of its entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its entities is responsible for overseeing the financial reporting process of the Group and of its associates and jointly controlled entities.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associates and jointly controlled entities to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, we are required to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associates and jointly controlled entities to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and entities to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the

financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Emphasis of Matter

The company in absence of any future outcome has not made any provision for doubtful debts either for the cases filed with NCLT or civil cases filed against the company.

Report on Other Legal and Regulatory Requirements

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 and the reports of the other auditors.

(c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

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

(e) We have not received the written representations received from the directors of the Holding Company as on 31st March, 2019 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary company incorporated in India, so as to comment that none of the directors of the Group companies, are disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the adequacy of internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in “**Annexure-A**”.

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

- i. There were no pending litigations which would impact the consolidated financial position of the Group entities except those mentioned in notes to accounts to the financial statement.
- ii. The Group entities did not have any material foreseeable losses on long-term contracts including derivative contracts.

- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its subsidiary companies, associate companies and jointly controlled companies incorporated in India.

For JCR & Co.
Chartered Accountants
FRN- 105270W

MiteshChheda
Partner
Mem. No. – 160688

Date:28.05.2019
Place: Mumbai

“ANNEXURE B” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in point 2(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Perfect Infraengineers Limited of even date)

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

We have audited the internal financial controls over financial reporting of **PERFECT INFRAENGINEERS LIMITED** (“the Company”) as of March 31, 2019 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 Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

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

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

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

Meaning of Internal Financial Controls Over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of

financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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 financial statements.

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 control 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

According to the information and explanations given to us and based on our audit, the following significant weakness has been identified as at 31st March, 2019:

(b). The control mechanism in respect of design of controls needs improvement.

In our opinion, except for the possible effects of the significant weaknesses described above on the achievement of the objectives of the control criteria, the Company has maintained, in all material respects, adequate internal financial controls over financial reporting were operating effectively as of 31st March, 2019, 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 JCR & Co
Chartered Accountants
FRN- 105270W

Mitesh Chheda
Partner
Mem. No. 160688

Date: 28.05.2019
Place: Mumbai

Consolidated Financial Statements 2018-2019

PERFECT INFRAENGINEERS LIMITED
Consolidated Balance Sheet as on 31st March,2019

Particulars	Note no.	As at 31st March,2019	As at 31st March,2018
I ASSETS			
Non-current assets			
(a) Property, Plant and Equipments			
Tangible assets	12	5,07,29,762	6,04,64,053
Intangible assets	12	84,413	2,29,133
Capital Work In Progress	12	5,55,35,172	4,51,72,648
(b) Non Current Investments	13	5,82,122	5,82,122
(c) Long-term loans and advances	14	95,07,460	95,07,460
(d) Other non-current assets	15	27,25,703	93,95,972
Current assets			
(a) Inventories	16	6,97,00,385	6,27,47,847
(b) Trade receivables	17	7,01,93,922	7,27,03,529
(c) Cash and bank balances	18	69,55,703	1,00,39,255
(d) Short-term loans and advances	19	1,29,02,886	1,59,61,704
(e) Other current assets	20	8,76,30,934	8,35,97,675
TOTAL		36,65,48,461	37,04,01,397
II			
. EQUITY & LIABILITIES			
EQUITY			
(a) Share capital	2	10,06,37,780	9,44,52,590
(b) Other Equity	3	9,79,92,566	8,67,56,532
LIABILITIES			
Non-current liabilities			
(a) Long-term borrowings	4	2,94,23,462	3,06,09,755
(b) Deferred tax liability	5		

(net)		29,57,757	31,24,897
(c) Other long - term liabilities	6	1,83,050	1,83,050
(d) Long-term provisions	7	13,01,488	15,15,047
Current liabilities			
(a) Short-term borrowings	8	9,89,03,440	9,94,93,084
(b) Trade payables	9	1,88,55,173	1,34,51,410
(c) Other current liabilities	10	1,44,08,415	3,39,42,123
(d) Short-term provisions	11	18,85,330	68,72,910
TOTAL		36,65,48,461	37,04,01,397

Notes form an integral part of the financial statements 2 to 35

As per our Report of even date

For JCR & Co.
Chartered Accountants
FRN : 105270W

For and on behalf of the Board of Directors

Mitesh D. Chheda
Partner
M. No. 160688

Parth Mehta
Director

Director

Rasmikant M
Dave

Place: Mumbai
Date: 28/05/2019

Manisha Mehta
CFO

PERFECT INFRAENGINEERS LIMITED
Consolidated Statement of Profit & Loss for year ended 31st March, 2019

	Particulars	Note No.	31st March,2019	31st March,2018
I.	Revenue from operations	21	10,32,76,597	10,64,01,637
II.	Other Income	22	59,02,808	58,64,997
III.	Total Revenue (I + II)		10,91,79,405	11,22,66,634
IV.	<u>Expenses:</u>			
	Cost of Materials/Services Consumed	23	5,73,98,313	4,51,39,411
	Employee benefits expense	24	1,05,82,425	2,19,64,502
	Finance costs	25	2,01,38,159	1,92,43,239
	Depreciation and amortization expense	12	62,52,262	74,39,303
	Other expenses	26	1,36,81,266	1,62,23,227
	Total Expenses		10,80,52,425	11,00,09,682
V.	Profit before tax (III- IV)		11,26,980	22,56,952
VI.	Tax Expense:			
	(1) Current tax		5,72,910	12,69,662
	(2) Deferred tax		(1,67,140)	60,614
	(3) Excess Provision of Previous Year			
			4,05,770	13,30,276
VII.	Minority Interest			
VII.	Profit (Loss) for the period (V-VI)		7,21,211	9,26,676
VIII.	Earnings per equity share: Face value of Rs. 10 each -Basic and Diluted	27	0.07	0.11

Significant Accounting Policies

1

Notes form an integral part of the financial statements

2 to 35

As per our Report of even date

For JCR & Co.

Chartered Accountants

FRN : 105270W

For and on behalf of the Board of Directors

Mitesh D. Chheda

Partne

r

M. No. 160688

Parth Mehta

Director

Rasmikant M

Dave

Director

Place: Mumbai

Date: 28/05/2019

Manisha

Mehta

CFO

**PERFECT INFRAENGINEERS
LIMITED**

Notes to financial statements for the year ended 31st March, 2019

NOTE 2:	<u>SHARE CAPITAL</u>	31st March,2019		31st March,2018	
		Number	Amount Rs	Number	Amount Rs
2.1	<u>Authorised</u> Equity Shares of Rs. 10 each	13000000	130000000	1,00,00,000	10,00,00,000
2.2	<u>Issued, Subscribed & Paid up</u> Shares at the beginning of the period	94,45,259	94452590	77,09,408	7,70,94,080
	Add: Issued during the year	618519	6185190	17,35,851	1,73,58,510
	Add: Issued Bonus shares				
	Shares at the end of the period	1,00,63,778	10,06,37,780	94,45,259	9,44,52,590
2.3	<u>Reconciliation of Number of Shares</u> Outstanding at Beginning of the period	94,45,259		77,09,408	
	Add: Issued during the year for Cash	6,18,519		17,35,851	
	Add: Issued as Bonus Shares	-		-	
	Less: Shares Bought back during the period	-		-	
	Outstanding at the end of the period	1,00,63,778		94,45,259	
2.4	<u>Aggregate Number of bonus shares issued, issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date:</u> Equity Shares allotted as fully paid bonus shares by capitalization of security premium and free reserves				
2.5	<u>Details of Shareholder holding more than 5% shares</u>				
	Name of Shareholder	Number	% of Holding	Number	% of Holding
	Mr. Nimesh Mehta				

(**)	26,33,572	26.17	25,66,053	27.16
Mrs. Manisha Mehta				
(**)	25,52,832	25.37	19,53,832	20.68
Manan Rajendra Doshi HUF				
(*)	-	-	4,91,481	5.20

* Share holding of Manan Doshi HUF has been reduced below 5%, due to issue of fresh shares.

** Total 57% of promoters holding are pledged with TDB as security towards soft loans of Rs. 750 Lakhs sanctioned to the company.

Terms /Rights attached to the Equity

2.6 Shares

The company has only one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity share is entitled for one vote per share. Accordingly, all equity shares rank equally with regards to dividends and shares in the Company's residual assets. The equity shares are entitled to receive dividend as declared from time to time.

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

<u>Note 3:</u>	<u>RESERVES & SURPLUS</u>	31st March,2019 Amount Rs	31st March,2018 Amount Rs
3.1	<u>General Reserve</u>		
	Opening Balance		
	Add: Current Year Transfer		
	Less: Utilised for issue of Bonus Shares		
	Closing Balance	-	-
3.2	<u>Security Premium</u>		
	Opening Balance	6,33,61,467	3,38,52,000
	Add: Addition during current year	1,05,14,823	2,95,09,467
	Less: Utilised for issue of Bonus Shares		
	Closing Balance	7,38,76,290	6,33,61,467
3.3	<u>Statement of Profit & Loss</u>		
	Opening Balance	2,33,95,065	2,24,68,389
	Add: Net Profit/(Net Loss) for the Period	7,21,211	9,26,676
		2,41,16,276	2,33,95,065
	Less: Transferred to General Reserve		

Less: Utilised for issue of Bonus Shares		
Less: Proposed Dividend		
Less :Provision for Dividend Distribution Tax		
Closing Balance	2,41,16,276	2,33,95,065
	<u>9,79,92,566</u>	<u>8,67,56,532</u>

PERFECT INFRAENGINEERS LIMITED

Notes to financial statements for the year ended 31st March, 2019

<u>Note 4:</u>	<u>LONG TERM BORROWINGS</u>	31st March,2019 Amount Rs	31st March,2018 Amount Rs
	<u>(Secured)</u>		
	<u>Term Loan</u>		
	<u>- From Banks</u>		
	SIDBI (refer note 4.1)	-	10,13,500
	ICICI Bank (refer note 4.2)	-	9,32,422
	TJSB (Refer Note from 4.5)	3,88,619	21,51,293
	<u>- From Others</u>		
	Mahindra and Mahindra Finance (refer note 4.3)	-	9,258
	Technology Development Board (TDB) (refer note 4.2 f)	1,87,00,000	
	<u>Unsecured Loan</u>		
	<u>- From Director</u>		
	Loan from Directors (refer note 4.5)	18,34,843	1,63,03,282
	<u>- From Others</u>	-	
	Others	85,00,000	1,02,00,000
		<u>2,94,23,462</u>	<u>3,06,09,755</u>

Term Loans from Banks & Financial Institutions are

secured by way of :

- 4.1** a) Term loan from SIDBI secured by first charge on immovable property and current asset is paid off during the year;
b) Directors of the Company have extended Personal Guarantee.
- 4.2** a) Term Loans from ICICI Bank is secured by Equitable Mortgage of Plot owned by Company at Rabale and first charge on all of the companies movable fixed assets is paid off;
b) Exclusive charge by way of Hypothecation over all movable assets, present and future;
c) Collateral Security by way of Equitable mortgage of Immovable Properties owned by the Company situated at Ghatkopar West and Village Dasve ;
d) Collateral Security by way of Equitable mortgage of certain residential Properties owned by Directors;
e) Directors of the Company have extended a Personal Guarantee.
f) Pledge of Shares : Company has got sanction of Rs. 750 Lacs as Soft Loan from TDB towards "Development and Commercialisation of Hybrid Thermal System" (company has pledged promoters equity shares holding of 2977885 shares, plus mortgage of Land and Building, hypothecation of movable assets (present and future))
- 4.3** a) Hypothecation of a Commercial vehicle from Mahindra and Mahindra Finance-since paid off during the year.
- 4.4** Loan from Directors are interest free loans and no specific terms of repayment are agreed upon between directors and the Company
- 4.5** **Term Loans from Banks & Financial Institutions are secured by way of :**
- a) Term loan from TJSB Rs. 12,00,000/- is secured by charge on immovable properties of the company located at Kalamboli;
b) Term loan from TJSB Rs. 16,58,200/- is secured by charge on Machinery, Tools & Equipments;
c) Directors of the Company have extended Personal Guarantee.

Note 5:	<u>DEFERRED TAX LIABILITIES</u>	31st	31st
	<u>(Net)</u>	March,2019	March,2018
		Amount Rs	Amount Rs
	Deferred Tax Liability		
5.1	(A)	38,54,581	37,93,967
	Depreciation/Adjustment	(1,67,140)	60,614
	Deferred Tax Asset		
5.2	(B)		
	On account of Disallowance		
	U/s. 43 B	(7,29,684.00)	(7,29,684)

		<u>29,57,757</u>	<u>31,24,897</u>
Note 6:	<u>OTHER LONG TERM LIABILITIES</u>	31st March,2019 Amount Rs	31st March,2018 Amount Rs
	Deposits from Customers	1,83,050	1,83,050
		<u>1,83,050</u>	<u>1,83,050</u>

**PERFECT INFRAENGINEERS
LIMITED**

Notes to financial statements for the year ended 31st March, 2019

Note 7:	<u>LONG TERM PROVISIONS</u>	31st March,2019 Amount Rs	31st March,2018 Amount Rs
	Provision For Gratuity	1301488	15,15,047
		<u>13,01,488</u>	<u>15,15,047</u>

- 7.1** Gratuity payable is provided on Acturial Valuation basis, However the company has not created any fund towards payment of same.

Note 8:	<u>SHORT TERM BORROWINGS</u>	31st March,2019 Amount Rs	31st March,2018 Amount Rs
	<u>(Secured)</u> Loans repayable on demand		
	ICICI Bank (refer note 8.1)	6,07,10,497	6,16,34,498
	TJSB (NOTE 8.3)	90,96,491	91,28,868
	The National Small Industries Corporation Ltd (refer note 8.2)	2,90,96,452	2,87,29,718
		<u>9,89,03,440</u>	<u>9,94,93,084</u>
		<u>9,89,03,440</u>	<u>9,94,93,084</u>

- 8.1** Cash Credit facility from ICICI Bank is secured by :
- Exclusive charge by way of Hypothecation over all movable assets, present and future;
 - Collateral Security by way of Equitable mortgage of Immovable Properties owned by the

Company situated at Ghatkopar West and Village Dasve and Equitable mortgage of Plot at Rabale;

c) Collateral Security by way of Equitable mortgage of certain residential Properties owned by Directors;

d) Directors of the Company have extended a Personal Guarantee.

The loan from National Small Industries Corporation Limited is secured by

8.2 Bank Gurantee issued.

Cash Credit facility from TJSB Bank is

8.3 secured by :

a) Exclusive charge by way of Hypothecation over stock & book debts and collateral security of residential properties at Kalamboli by way of equitable mortgage.

b) Mr. Nimesh Mehta and Mrs. Manisha Mehta, Directors of the Company, have extended a Personal Guarantee.

Note 9:	<u>TRADE PAYABLES</u>	31st March,2019 Amount Rs	31st March,2018 Amount Rs
	Trade Payables-for Goods & Services (Including acceptances)	1,88,55,173	1,34,51,410
		<hr/>	<hr/>
		1,88,55,173	1,34,51,410

9.1 The balances of Trade Payables are subject to reconciliation and confirmation. Appropriate adjustment if necessary will be considered in the year of reconciliation.

Note 10:	<u>OTHER CURRENT LIABILITIES</u>	31st March,2019 Amount Rs	31st March,2018 Amount Rs
	Current Maturities of Long Term Liabilities (for security refer note 4.1 to 4.5)	2,04,360	1,00,57,497
	Due to Bank		-
	Interest Accrued and due	-	-
	Interest Accrued but not due	3,71,438	-
	Statutory Dues payable	1,06,35,545	1,25,61,106
	Advance from Customers	-	62,53,145
	Employee Benefit Expenses payable	20,07,946	32,41,691
	Director Salary Payable	3,100	7,29,219
	Gratuity Payable	-	4,32,111
	Unearned Revenue		13,90,605
	Book Overdraft		

	(6,105)	34,26,141
Other payables	1,11,000	7,85,336
Capital Creditors		
Advance from Customers	10,81,132	
	<u>1,44,08,415</u>	<u>3,88,76,851</u>

**PERFECT INFRAENGINEERS
LIMITED**

Notes to financial statements for the year ended 31st March, 2019

Note 11:	<u>SHORT TERM PROVISIONS</u>	31st March,2019 Amount Rs	31st March,2018 Amount Rs
	Proposed Account		-
	Provision for Dividend		
	Distribution Tax		-
	Provision for Gratuity	161230	1,68,338
	Provision for Income Tax (Net of Advance Tax & TDS)	1071210	64,79,570
	Provision for tax audit fees	45000	45,000
	Provsion for Internal audit fees	90000	1,80,000
	other provision	474300	
	Interest/ late payable	13590	
	Provision for Sitting Fees Payable	30000	
		<u>18,85,330</u>	<u>68,72,908</u>

Note 13:	<u>NON CURRENT INVESTMENTS</u>	31st March,2019 Amount Rs	31st March,2018 Amount Rs
	Trade		
	Unquoted Investments		
	Non Trade		
13.2	Quoted Investments		
	Hindustan		
	Construction Company		
	NIL (19236) shares of Rs.10 Each		
	fully paid up		
	Investments in Mutual Funds		

	Kotak Select Fund 2,000 Units (2,000 Units) of Rs. 10 each	20000	20,000
	Total Quoted Investments	<u>20,000</u>	<u>20,000</u>
	Aggregate Market Value of Quoted Shares	71,960	65,960
13.3	Unquoted Investments Investments in Equity Instruments		
	The Thane Janata Sahakari Bank Ltd	495000	4,95,000
	NIL (10,000) shares of Rs. 50 Each fully paid up		
	Investment in Government Securities		
	National Savings Certificate	20000	20,000
	Total Unquoted Investments	<u>5,15,000</u>	<u>5,15,000</u>
13.4	Other Investment : Gold Coin	47122	47,122
		<u>5,82,122</u>	<u>5,82,122</u>

13.5 For basis of valuation refer note no. 1.7 of Significant
Accounting Policy

Note 14:	<u>LONG TERMS LOANS & ADVANCES</u>	31st March,2019 Amount Rs	31st March,2018 Amount Rs
	(Unsecured Considered Good)		
	Capital Advances	7223667.69	72,23,668
	Rent Deposit	1141902	11,41,902
	Deposit with Suppliers	755858	7,55,858
	Other Deposits	386032	3,86,032
		<u>95,07,460</u>	<u>95,07,460</u>
Note 15:	<u>OTHER NON CURRENT ASSETS</u>	31st March,2019 Amount Rs	31st March,2018 Amount Rs

(Unsecured Considered
Good)

Retention with customers	0	3,65,385
Advance tax and TDS (net of provision for tax)	541195.55	50,82,544
Miscellaneous Exp (to the extent not W/off)	<u>2184507</u>	<u>39,48,043</u>
	<u>27,25,703</u>	<u>93,95,972</u>

- 15.1** Miscellaneous Exp (to the extent not W/off) Consists of unamortised portion of issue related expenses of Initial Public Offering, which are amortised over a period of 5 years as per Company's accounting policy

<u>Note 16:</u>	<u>INVENTORIES</u>	31st March,2019	31st March,2018
	Stock of raw materials	79,17,583	2,92,54,578
	Stock of Spares and Components	4,90,05,001	2,97,45,952
	Finish Goods	<u>1,27,77,801</u>	<u>37,47,317</u>
		<u>6,97,00,385</u>	<u>6,27,47,847</u>
	For basis of valuation refer note no. 1.8 of Significant Accounting Policy		

<u>Note 17:</u>	<u>TRADE RECEIVABLES</u>	31st March,2019 Amount Rs	31st March,2018 Amount Rs
	<u>Trade Receivables</u> (Unsecured Considered Good)		
	Outstanding for a Period exceeding six months (From the due date of payment)	2,04,21,944	2,70,65,533
	Others	<u>4,97,71,978</u>	<u>4,56,37,996</u>
		<u>7,01,93,922</u>	<u>7,27,03,529</u>

- 17.1** The Balances of Trade Receivables are subject to reconciliation and confirmation. Appropriate adjustment if necessary will be considered in the year of reconciliation.

PERFECT INFRAENGINEERS LIMITED

Notes to financial statements for the year ended 31st March, 2019

<u>Note 18:</u>	<u>CASH & BANK BALANCES</u>	31st March,2019	31st March,2018
------------------------	--	------------------------	------------------------

	Amount Rs	Amount Rs
<u>Cash and cash equivalents</u>		
Cash on hand	2,86,181	84,999
<u>Balance with Banks</u>		
Balances with banks	(7,87,842)	52,409
<u>- Margin Money for Bank Guarantees*</u>	<u>74,57,364</u>	<u>99,01,847</u>
	<u>69,55,703</u>	<u>1,00,39,255</u>

* Represents Fixed Deposits pledged with bank as margin money for the issue of bank guarantees & LC

<u>Note 19:</u>	<u>SHORT TERM LOANS & ADVANCES</u>	31st March,2019 Amount Rs	31st March,2018 Amount Rs
	(Unsecured Considered Good)		
	Advance to Suppliers	26,23,803	49,51,130
	Advance to Employees	46,865	1,07,000
	Deposit_ Govt Authorities_ pending Cases	25,02,699	28,73,033
	Other Advances & Deposits	77,29,519	80,30,540
		<u>1,29,02,886</u>	<u>1,59,61,704</u>

19.1 The Balances of Short Term Loans and advances are subject to reconciliation and confirmation. Appropriate adjustment if necessary will be considered in the year of reconciliation.

<u>Note 20:</u>	<u>OTHER CURRENT ASSETS</u>	31st March,2019 Amount Rs	31st March,2018 Amount Rs
	(Unsecured Considered Good)		
	Retention with customers	77,60,043	80,17,163
	Accrued receivable	6,30,72,758	6,30,63,361
	Prepaid expenses	1,26,784	2,58,942
	Balance with Revenue Authorities	2,03,290	10,93,795
	Accrued Interest on Bank Fixed Deposit/NSC	7,722	7,722

Due from Ex-employees	8,500	57,385
Other Receivable	1,43,01,946	1,20,39,159
Miscellaneous Expenses (to the extent not w/off) (Refer Note No. 15.1)	20,86,859	18,17,446
TDS Receivable	63,033	21,77,430
	8,76,30,934	8,85,32,403

**PERFECT INFRAENGINEERS
LIMITED**

Notes to financial statements for the year ended 31st March, 2019

<u>Note 21:</u>	<u>REVENUE FROM OPERATIONS</u>	31st March,2019 Amount Rs	31st March,2018 Amount Rs
	Sale of Panels/sale of electricals panels	24,26,000	56,64,878
	Trading/ Installation & Commissioning of AC	4,39,31,047	2,71,62,719
	Renting of Air Conditioners	91,57,045	97,31,069
	Sale of Services	30,57,357	28,03,214
	Other operating income	4,47,05,148	6,08,03,717
		10,32,76,597	10,61,65,596

<u>Note 22:</u>	<u>OTHER INCOME</u>	31st March,2018
	Interest Income from Bank Deposits	3,35,558
	Dividend Income	46,250
	Net gain on foreign currency transaction	-
	Profit on Sale of Fixed Asset	24,59,492
	Sundry provisions and credit balances no longer required, written back	26,20,323
	Profit/Loss on Sale of Shares	-
	Rent Income	-
	Discount Received	4,03,373

	Excess Provision of Income Tax no longer required	15,82,292	
		59,02,808	58,64,996
Note 23:	<u>COST OF MATERIALS / SERVICES CONSUMED</u>	31st March,2019 Amount Rs	31st March,2018 Amount Rs
	Opening Stock of Raw Material	6,27,47,848	5,91,11,422
	Purchases	5,90,41,225	4,31,18,257
	Machine Hire Charges		10,350
	Labour	12,61,027	10,93,633
	Site expenses	40,40,218	44,92,068
	Less: Closing Stock of Raw Material	6,97,00,385	6,27,47,848
		5,73,89,933	4,50,77,882
	<u>B: OTHER MANUFACTURING AND OPERATING EXPENSES</u>		
	Power & Fuel	0	3,000
	Factory Rent		
	Factory Expenses		-
	Transportation charges	8,380	58,529
	Total (B)	8,380	61,529
	Total (A+B)	5,73,98,313	4,51,39,410
Note 24:	<u>EMPLOYEE BENEFIT EXPENSES</u>	31st March,2019 Amount Rs	31st March,2018 Amount Rs
	Salaries, wages and bonus	1,02,40,792	2,24,55,708
	Contribution to provident and other funds	3,41,633	5,20,045
	Gratuity		(10,11,251)
		1,05,82,425	2,19,64,502

**PERFECT INFRAENGINEERS
LIMITED**

Notes to financial statements for the year ended 31st March, 2019

<u>Note 25:</u>	<u>FINANCE EXPENSES</u>	31st March,2019 Amount Rs	31st March,2018 Amount Rs
	Interest paid to Banks	1,83,38,443	1,74,71,199
	Interest Paid to Others	4,28,352	2,15,468
	Other Borrowing Costs	13,71,363	15,56,572
		<u>2,01,38,159</u>	<u>1,92,43,239</u>
<u>Note 26:</u>	<u>OTHER EXPENSES</u>	31st March,2019 Amount Rs	31st March,2018 Amount Rs
	Auditor's Remuneration (Refer Note 26.1)	3,65,000	4,90,000
	Communication Costs	2,91,104	4,60,074
	Business Promotion expenses	4,33,124	
	Discount	80,784	2,82,321
	Insurance	1,12,690	3,07,452
	Legal & Professional Fees	30,48,379	34,76,704
	Books & Periodicals Subscriptions and Membership		-
	Miscellaneous Expenses	5,91,685	5,81,238
	Packing Expenses	-	4,125
	Power & Fuel	11,34,139	9,54,524
	Postage & Courier Charges	54,016	76,753
	Printing & Stationery	1,12,903	1,98,262
	office exp	1,93,122	8,76,177
	Rent Rates & Taxes	5,000	10,94,649
	Repairs and Maintenance		

Expenses	3,69,770	3,38,473
Security services	2,02,000	1,36,000
Indirect Taxes Paid	-	63,294
Transportation charges	5,51,050	8,24,844
Society Maintenance Charges	5,28,132	2,78,614
Sitting Fees	1,21,000	1,28,000
Travelling & Conveyance	34,45,600	37,89,977
Registration Fees	1,78,032	
Miss Exp W/Off		7,010
Share Issue Expenses W/off	18,10,436	18,10,436
Site Exp	-	44,300
Late Fee on TDS	7,200	-
ROC Filling Fees	46,100	-
	1,36,81,266	1,62,23,227
26.1 Payment to Auditor		
Statutory Audit fees	3,65,000	4,90,000
	3,65,000	4,90,000

PERFECT INFRAENGINEERS LIMITED

Notes to financial statements for the year ended 31st March, 2019

NOTE 27: **EARNINGS PER SHARE**

The Company reports earnings per shares (EPS) in accordance with AS 20, on 'Earnings per Share' issued by ICAI. Basic EPS is computed by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

Particulars	31st March,2019 Amount Rs	31st Mar 2018 Amount Rs
Profit before Tax	11,26,980	22,56,952
Less :		

Provision for Tax & Deferred Tax	4,05,770	13,30,276
Profit after tax	7,21,211	9,26,676
Weighted Number of Shares	97,01,139	82,08,762
Basic & Diluted EPS	0.07	0.11

NOTE 28:

RELATED PARTY DISCLOSURES

Related parties with whom transactions have taken place during the period

Key Management Personnel

Mr. Nimesh Mehta	CEO
Mrs. Manisha Mehta	CFO
Ms Poonam Mourya	CS

Other Related Parties

Non Executive Directors

Mr Vinay Deshmukh
Mr Bhanu Pratap Singh
Mr Rashmikant Dave (appointed wef 09.03.19)

Subsidiary Company (100%)

Perfect Control Panel P. Ltd

Related Party Transactions

:

Particulars	31st March,2019 Amount Rs	31st March,2018 Amount Rs
<u>Key Management Personnel</u>		
Remuneration to Directors	2950800	34,57,620
Sale to Proprietary Concern of Director		
Purchase from Proprietary Concern of Director		
Rent Paid		
Loan received	49,59,205	1,52,58,873
<u>Other Related Parties</u>		
Purchase	-	-
Rent Paid	241000	2,00,000
Salary Paid	-	-

Subsidiary Company

Subscription to shares	-	
Reimbursement of expenses from	-	
Reimbursement of expenses to	-	
Fees Received	-	
Rent Received		
Purchase of Material	1,09,03,090	31,85,830
Advance received back		49,34,728

Outstanding Balances**Subsidiary**

Investment

Advance Given

Trade Payables	90,96,900	56,14,954
----------------	-----------	-----------

Key Management Personnel

Remuneration Payable	3,100	7,29,219
Loan Payable	12,90,434	1,52,58,873

NOTE 29:**DETAILS OF DUES TO MICRO AND SMALL ENTERPRISES AS DEFINED UNDER THE MSMED ACT, 2006:**

Disclosure in accordance with Micro, Small and Medium Enterprises Development (MSMED) Act, 2006.

As at March 31, 2019, no supplier has intimated to the Company about its status as Micro or Small Enterprises or its registration with the appropriate authority under MSMED and hence information pertaining to Disclosure in accordance with Micro, Small and Medium Enterprises Development (MSMED) Act, 2006 is not furnished by the Company.

**PERFECT INFRAENGINEERS
LIMITED**

**Notes to financial statements for the year ended 31st March,
2019**

NOTE 30: **CONTINGENT
LIABILITIES &
COMMITMENTS**

	Description	31st March,2019 Amount Rs	31st March,2018 Amount Rs
<u>30.1</u>	<u>CONTINGENT LIABILITIES</u>		
-	Bank Guarantees		4,56,53,675

4,11,11,772

-	Disputed Sales Tax liabilities for which appeal has been filed		
-	(Amount deposited Rs.2,987,511 (204,478)	1,50,24,277	1,50,24,277

30.2 COMMITMENTS

-	Estimated amount of capital commitments not provided for (Net of Advances)	Payment to be made to Suntrac in FY 19-20 (USD 150,000) @ Rs.70	1,05,00,000
-			

CLAIMS AGAINST COMPANY NOT ACKNOWLEDGED AS

<u>30.3 DEBT</u>	NIL	NIL
-------------------------	-----	-----

<u>30.3 A</u>	<u>Cases filed against company</u>	31st March,2019 Amount Rs	31st March,2018 Amount Rs
----------------------	---	--------------------------------------	--------------------------------------

	Two cases filed against company	20,67,117	-
--	---------------------------------	-----------	---

Note: In absence of any outcome, company has not anticipated any loss against above doubtful amounts and hence no provision has been made.

30.3.B Cases filed by company Matters with Court

- i Leo and Coronea Hotels (Claim amount Rs. 27,50,000/- and Rs. 25,00,000/- EMD Recovery)

Matters under Insolvency and Bankruptcy Code 2016 (NCLT Mumbai)

- ii Chartered Hotels (Claim amount Rs. 56,62,407/- under Insolvency and Bankruptcy Code, 2016
- iii Mumbai Metro One P. Ltd. (Claim amount Rs. 1,87,075/- under Insolvency and Bankruptcy Code, 2016 Notice served in Aug, 2018 and claim will be filed with authority on its direction
- iv Unity Infra (Claim Rs. 96,68,428 however matter is pending under Insolvency and Bankruptcy Resolution Professional. COC Meeting has approved Rs. 31,17,480/-. The said matter is pending with honourable National Company Law Tribunal - Mumbai and yet to be decided.

Note: In absence of any outcome, company has not anticipated any loss against above doubtful amounts and hence no provision has been made.

- 30.4** The Sale tax Authorities have carried out survey/search in respect of the Company's operations In Maharashtra under MVAT Act,2005 on 5/4/2016. No specific demand is raised on the Company so far and also the Management is confident that no major liability will be payable by the Company in respect of the said search/survey. Meanwhile the Company has deposited Rs.20,00,000/- under protest.

<u>NOTE 31:</u>	<u>EARNINGS & EXPENDITURE IN FOREIGN CURRENCY (on ACCRUAL BASIS):</u>	<u>31st March,2019</u>	<u>31st March,2018</u>
		Amount Rs	Amount Rs
-	Technical know how fees(WIP)	1,03,62,524	4,13,01,084
-	Travelling Expenses	1,26,536	3,50,000
<hr/>			
<u>NOTE 32:</u>	<u>VALUE OF IMPORTS (on CIF Basis)</u>	<u>31st March,2019</u>	<u>31st March,2018</u>
		Amount Rs	Amount Rs
	Purchase of Goods	-	38,00,000
<hr/>			

PERFECT INFRAENGINEERS LIMITED

**Notes to financial statements for the year ended 31st March,
2019**

NOTE 33: **Operating Leases**
The Company's lease agreements are in respect of operating lease for office premises. These lease arrangements are cancellable by either parties there to as per the terms and condition of the agreements.

NOTE 34: **Segment Reporting**
The Company is predominantly in the business of execution of HVAC & MEP Contracts and allied activities in India and as such there are no separate reportable segments. The Company has started the manufacturing activity of HYBRID SOLAR THERMAL PANELS but the activity is not significant till accounting date.

NOTE 35: **PREVIOUS YEAR
FIGURES**

Previous year's figures have been regrouped/reclassified wherever necessary to correspond with the current periods classification/disclosure.

**As per our Report of even date
For JCR & Co.**

Chartered Accountants

FRN : 105270W

Rashmikant M. Dave
Director
r
DIN
026722
41

Parth Mehta
Director
DIN
08458118

Mitesh D. Chheda

Partner

M. No. 160688

Place: Mumbai

Date:

28.05.2019

CFO

Manisha

Mehta

**PERFECT
INFRAENGINEERS
LIMITED**

**Notes to financial statements for
year ended 31st March, 2019**

Note: 12 TANGIBLE ASSETS

(Current Year)

Name Of Asset	Gross Block As on 01-Apr-18	Additi on Durin g the perio d	Dedu ction durin g the perio d	Gross Block As On 31-Mar-19	Depre ciatio n Upto 01-Apr-18	Depr eciati on For the perio d	Dep reciatio n Adju stm ent/ Dele tion	Total Depre ciatio n	Net Block As On 31-Mar-19	Net Block As On 31-Mar-18
<u>TANGIBLE ASSETS</u>										
<u>(a) Buildings</u>										
Office Buildings	65,21,950	-		65,21,950	16,02,080	2,39,598	-	18,41,678	46,80,272	49,19,870
Factory Building	3,58,67,700	-		3,58,67,700	1,13,09,244	23,33,053	-	1,36,42,298	2,22,25,402	2,45,58,456
Guest House	2,27,47,796		44,91,060	1,82,56,736	39,71,837	10,56,489	5,68,217	44,60,110	1,37,96,626	1,87,75,959
								-		-
<u>(b) Plant & Equipments</u>										
Owned	28,99,763		-	28,99,763	13,22,854	2,87,854	-	16,10,708	12,89,055	15,76,909
Owned, Given on Hire	3,34,27,237	2,96,094	-	3,37,23,331	2,68,97,257	11,81,926	-	2,80,79,183	56,44,148	65,29,980
Demo-Equipment	12,49,850			12,49,850	2,26,223	1,85,276	-	4,11,499	8,38,351	10,23,627
								-		-
(c) Furniture & Fixtures	43,18,544			43,18,544	21,68,466	5,56,655	-	27,25,122	15,93,422	21,50,078
								-		-
(d) Vehicles	38,49,101		-	38,49,101	30,04,389	2,16,753	-	32,21,142	6,27,959	8,44,712

- <u>(e) Office Equipment</u>								-		-
Office Equipment	3,92,744		-	3,92,744	3,92,744		-	3,92,744	-	-
Computer	23,80,586		-	23,80,586	22,96,123	49,937	-	23,46,060	34,526	84,463
<u>INTANGIBLE ASSETS</u>										
<u>(a) Software</u>	11,10,662	-	-	11,10,662	8,81,529	1,44,720	-	10,26,249	84,413	2,29,133
-										
Capital WIP(R& D) Exp	-			-					-	-
Work In Progress										
(a)Technical know how fees(WIP)	4,19,66,084	1,03,62,524		5,23,28,608					5,23,28,608	4,19,66,084
(b) Capital Wip	32,06,564			32,06,564					32,06,564	32,06,564
TOTAL	15,99,38,581	1,06,58,618	44,91,060	16,61,06,139	5,40,72,747	62,52,262	5,68,217	5,97,56,793	10,63,49,347	10,58,65,834
Previous year	11,62,53,547	4,58,87,544	22,02,510	15,99,38,581	4,74,95,448	74,39,303	8,62,003	5,40,26,162	10,59,12,419	6,87,58,099

Note: 12.1

Consequent to the enactment of the Companies Act, 2013 (the Act) applicable from April 01, 2014, the Company has reassessed the remaining useful life of fixed assets under Schedule II to the Act; accordingly depreciation is provided as per the rate and method prescribed under Schedule II of the Companies Act, 2013.

Note: 12.2

Depreciation on Technical know how capitalized under Intangible assets will be amortised in accordance with AS 26 considering its useful life to be five years. The amortisation will start with the acquisition of complete rights. Technical know how fees paid for acquiring licence rights of innovative HVAC products.

Note: 12.3

Capital WIP Includes R&D Expenditure for indigenisation of above innovative HVAC product.

Note:12.4

In accordance with the Accounting Standard (AS 28) on "Impairment of Assets" the Management during the previous year carried out an exercise of identifying assets that may have been, impaired in respect of each Cash Generating Unit. On the basis of this review carried out by the Management, there was no impairment loss on Fixed Asset during the year ended March 31, 2019.

Note:12.5

Depreciation adjustment/deletion includes Rs.1,48,556/-towards reversal of excess depreciation provided in earlier year on vehicles and computer.

PERFECT CONTROL PANELS**PRIVATE LIMITED**

Notes to financial statements for
year ended 31st March, 2019

Note: 12 TANGIBLE ASSETS

(Current Year)

Name Of Asset	Gross Block As on 01-Apr-18	Additi on Durin g the perio d	Dedu ction durin g the perio d	Gross Block As On 31-Mar-19	Depre ciatio n Upto 01-Apr-18	Depr eciati on For the perio d	Dep reciat io n Adju stm ent/ Dele tion	Total Depre ciatio n 31/03 /2019	Net Block As On 31-Mar-19	Net Block As On 31-Mar-18
<u>TANGIBLE ASSETS</u>										
<u>(a) Buildings</u>										
Guest House	89,82,260		44,91,060	44,91,200	8,52,432	5,38,023	5,68,217	8,22,238	36,68,962	81,29,828
				-				-		
<u>(b) Plant & Equipments</u>										
				-				-		
Owned	18,49,560			18,49,560	6,36,438	2,19,575	-	8,56,013	9,93,547	12,13,122
Demo-Equipment	12,49,850			12,49,850	2,26,223	1,85,276	-	4,11,499	8,38,351	10,23,627
				-				-		
(c) Computers & Data Processing										
	62,281			62,281	46,583	9,915	-	56,498	5,783	15,698

[illegible]

	14,43, 46,96 7	1,06,5 8,618	-	15,67, 41,004	5,21,3 9,204	52,58 ,625	-	5,73,9 7,829	9,93,4 3,175	9,38,71 ,176
Previous year	10,39, 65,17 6	4,43,1 9,720	22,0 2,51 0	14,43, 46,967	4,66,0 2,592	64,70 ,621	8,62 ,003	5,22,1 1,210	9,38,7 1,176	5,73,62 ,584

Note: 12.1

Consequent to the enactment of the Companies Act, 2013 (the Act) applicable from April 01, 2014, the Company has reassessed the remaining useful life of fixed assets under Schedule II to the Act; accordingly depreciation is provided as per the rate and method prescribed under Schedule II of the Companies Act, 2013.

Note: 12.2

Depreciation on Technical know how capitalized under Intangible assets will be amortised in accordance with AS 26 considering its useful life to be five years. The amortisation will start with the acquisition of complete rights. Technical know how fees paid for acquiring licence rights of innovative HVAC products.

Note: 12.3

Capital WIP Includes R&D Expenditure for indigenisation of above innovative HVAC product.

Note: 12.4

In accordance with the Accounting Standard (AS 28) on "Impairment of Assets" the Management during the previous year carried out an exercise of identifying assets that may have been, impaired in respect of each Cash Generating Unit. On the basis of this review carried out by the Management, there was no impairment loss on Fixed Asset during the year ended March 31, 2018.

	10,64,	
62,52	21,35	10,58,6
,262	2	5,833
	72,00	
	5	

Notice

NOTICE IS HEREBY GIVEN THAT TWENTY THIRD ANNUAL GENERAL MEETING OF THE MEMBERS OF PERFECT INFRAENGINEERS LIMITED WILL BE HELD ON MONDAY, 30th SEPTEMBER, 2019 AT 11:00 AM, AT THE REGISTERED OFFICE OF THE COMPANY AT PLOT NO. R-637, TTC INDUSTRIAL AREA, MIDC RABALE, NAVI MUMBAI- 400701 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

1. To receive, consider and adopt the Financial Statements (Standalone & consolidated) for the year ended 31st March, 2019 including the Audited Balance Sheet as at 31st March 2019 and the profit & Loss Accounts for the year ended 31st March 2019.

SPECIAL BUSINESS

2. Regularization of Mr. Rashmikan M. Dave (DIN: 02672241) as an Independent Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Rashmikan M. Dave (DIN: 02672241), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consequent years with effect from 9th March, 2019 up to 8th March,2023."

3. Regularization of Mr. Parth N. Mehta (DIN: 08458118) as Non Executive Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT, Mr. Parth N. Mehta (DIN: 08458118) who was appointed as an Additional Director at the meeting of the Board of Directors held on 24/05/2019 and who holds office as such upto the date of this Annual General Meeting and in respect of whom notice under Section 160 of the Companies Act, 2013 has been received from a member signifying his intention to propose Mr. Parth N. Mehta as a candidate for the office of Director of the company is hereby appointed as a Director of the company, liable to retire by rotation."

4. Regularization of Mr. Krishna N. Mehta (DIN: 08458633) as an Non Executive Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT, Mr. Krishna N. Mehta (DIN: 08458633 who was appointed as an Additional Director at the meeting of the Board of Directors held on 24/05/2019 and who holds office as such upto the date of this Annual General Meeting and in respect of whom notice under Section 160 of the Companies Act, 2013 has been received from a member signifying his intention to propose Mr. Krishna N. Mehta as a candidate for the office of Director of the company is hereby appointed as a Director of the company, liable to retire by rotation.”

Note:-

1. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (Act) in respect of the business under of the Notice, is annexed hereto.
2. A member entitled to attend and vote is entitled to appoint a proxy, or, where that is allowed, one or more proxies, to attend and vote instead of himself, and that a proxy need not be a member.
3. Proxies, to be effective, must be received by the Company not less than 48 hours before the meeting.
4. Pursuant to provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy, who shall not act as a proxy for any other member.
5. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
6. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
7. Members are requested to bring their copies of Annual Report to the Meeting. In order to enable us to register your attendance at the venue of the Annual General Meeting, members are requested to please bring their folio number/ demat account number/DP ID-Client ID to enable us to provide a duly filled attendance slip for your signature and participation at the meeting.

8. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. Members holding shares in physical form are requested to intimate any change of address and/or bank mandate to M/s. Karvy Computershare Private Limited or the Secretarial Department of the Company immediately.
10. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Clause 40 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility of remote e-voting to all members as per the applicable Regulations relating to e-voting. A separate e-voting instructions slip will be sent, explaining the process of e-voting with necessary user id and password along with procedure for such e-voting. The Company has appointed Ms. Prajakta V Padhye, Partner of Nilesh A. Pradhan & Co., LLP to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.

By Order of the Board of Directors

PERFECT INFRAENGINEERS LIMITED

RASHMIKANT M DAVE

(DIN: 02672241)

DIRECTOR

Date: 3rd September, 2019

Place: Mumbai

Corporate Identification Number (CIN): L29190MH1996PLC099583

Registered Office: R-637, TTC Industrial Area, MIDC, T. B. Road, Rabale, Navi Mumbai - 400701

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

ITEM NO.2

The Company has appointed Mr. Rashmikanth M. Dave (DIN: 02672241), as Additional and Independent Director on 21st March, 2018. The Board considers that it would be of immense benefit to the Company and it is desirable to avail their services as Directors. Accordingly, the Board recommends the resolution no. 5 in the Board Meeting dated 21st March, 2018, in relation to appointment of Mr. Bhanu Pratap Singh as an Independent Director, for the approval by the shareholders of the Company. Mr. Rashmikanth M. Dave (DIN: 02672241), has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013.

Brief Profile of Mr. Rashmikanth M. Dave is as follows:

Mr. Rashmikanth M. Dave, aged 74 years is the Non Executive & Independent Director of our company. He is a Bachelor of Commerce and Law. He has wide experience of about 45 years. He is currently working

The Board of Directors has recommended the appointment of Mr. Rashmikanth M. Dave (DIN: 02672241) as an Independent Director.

None of the Directors of the Company except Mr. Rashmikanth M. Dave are interested in the resolution.

Item No. 3

Mr. Parth N. Mehta (DIN: 08458118), was appointed as an Additional Director on 24th May, 2019 Under Section 161 of the Companies Act, 2013, who continues to hold office as a Director until the conclusion of the ensuing Annual General Meeting as required under Section 160 of the Companies Act, 2013, the company has received notice from a member signifying his intention to propose Mr. Parth N. Mehta as a candidate for the office of Director. It is proposed that Mr. Parth N. Mehta will be liable to retire by rotation. He does not hold any equity share of the Company.

Brief Profile of Mr. Parth N. Mehta is as follows:

Mr. Parth Mehta, is B Tech in Production Engineering from VJTI Mumbai, currently working with American Consultancy Company "Z S Associates" at Pune as Business Operation Associates.

The Board of Directors has recommended the appointment of Mr. Parth N. Mehta (DIN: 08458118) as an Non Executive Director.

None of the Directors of the Company except Mr. Parth N. Mehta (DIN: 08458118) are interested in the resolution.

Item No. 4

Mr. Krishna N Mehta (DIN: 08458633), was appointed as an Additional Director on 24th May, 2019 Under Section 161 of the Companies Act, 2013, who continues to hold office as a Director until the conclusion of the ensuing Annual General Meeting as required under Section 160 of the Companies Act, 2013, the company has received notice from a member signifying his intention to propose Mr. Krishna N Mehta as a candidate for the office of Director. It is proposed that Mr. Krishna N Mehta will be liable to retire by rotation. He does not hold any equity share of the Company.

Brief Profile of Mr. Krishna N Mehta (DIN: 08458633) is as follows:

Mr. Krishna N Mehta, Final year student of Sardar Patel Institute of Technology. He is pursuing in Bechlors in Electronics and Telecommunication and has secured the post of Finance Analyst at American Investment Bank " J P Morgan Chase & Co."

The Board of Directors has recommended the appointment of Mr. Krishna N Mehta (DIN: 08458633) as an Non Director.

None of the Directors of the Company except Mr. Krishna N Mehta are interested in the resolution.

By Order of the Board of Directors

PERFECT INFRAENGINEERS LIMITED

RASHMIKANT M DAVE

(DIN: 02672241)

DIRECTOR

Date: 5rd September, 2019

Corporate Identification Number (CIN): L29190MH1996PLC099583

Registered Office:

R-637, TTC Industrial Area, MIDC, T. B. Road, Rabale, Navi Mumbai - 400701

ATTENDANCE SLIP

23rd Annual General Meeting on Monday, 30th September, 2019

Regd. Folio No._____/

DP ID_____

Client ID/Ben. A/C_____

No. of shares held_____

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the 23rd Annual General Meeting of the Company on Monday, 30th September, 2019 AT 11:00 AM, at The Registered Office Of The Company At Plot No. R-637, TTC Industrial Area, Midc Rabale, Navi Mumbai-400701

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

Note: Please fill this attendance slip and hand it over at the entrance of the hall.

Proxy form

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

CIN: L29190MH1996PLC099583

Name of the Company: PERFECT INFRAENGINEERS LIMITED

Registered office: R-637, TTC INDUSTRIAL AREA, MIDC, T. B. ROAD, RABALE, NAVI MUMBAI Thane- 400708

Name of the Member(s):

Registered address:

I/ We being the member of, holding.....shares, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:, or failing him

2. Name:

Address:

E-mail Id:

Signature:,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 23rd Annual General Meeting of members of the Company, to be held on **Monday, 30th September, 2019** at the R-637, TTC INDUSTRIAL AREA, MIDC, T. B. ROAD, RABALE, NAVI MUMBAI Thane- 400708 registered office of the Company at 11.00 A. M., and at any adjournment thereof in respect of such resolutions as are indicated below:

SR No.	Resolutions	For	Against
ORDINARY BUSINESS			
1.	To receive, consider and adopt, financial statements (Standalone & Financial Statements) for the year ended 31 st March, 2019 together with the Report of Board of Director's and Auditor's thereon.		
SPECIAL BUSINESS			
2.	To appoint Mr. Rashmikan M. Dave (DIN: 02672241) as Independent Director .		
3.	To appoint Mr. Parth N. Mehta (DIN: 08458118) as Director.		
4.	To appoint Mr. Krishna N Mehta (DIN: 08458633) as Director .		

Signed this day of..... 2019

Signature of Shareholder

Affix
Revenue
Stamp

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, before the commencement of the Meeting.

ROUTE MAP FOR 23RD ANNUAL GENERAL MEETING OF MEMBERS OF THE COMPANY, TO BE HELD ON MONDAY, 30TH SEPTEMBER, 2019 AT THE R-637, TTC INDUSTRIAL AREA, MIDC, T. B. ROAD, RABALE, NAVI MUMBAI THANE- 400708.



