



INDO CANADIAN CONSULTANCY SERVICES LIMITED

DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present their Twenty Third (23rd) Annual Report on the business and operations of the Company along with the Audited statement of accounts for the year ending 31st March, 2018.

1. FINANCIAL SUMMARY OR HIGHLIGHTS/PERFORMANCE OF THE COMPANY

The Financial data for the current year and previous year are stated as following:

Particulars	(Amt. in Rs. crores)	
	For year ended 31 st March 2018	For year ended 31 st March 2017
Total Income	5.94	6.85
Total Expenditure (excluding depreciation and amortization expense)	5.97	7.12
Depreciation and Amortization expense	0.0133	0.0068
Profit/(Loss) Before Taxes	(0.048)	(0.28)
Taxes/Deferred Taxes	0.00	0.00
Profit/(Loss) After Tax	(0.048)	(0.28)
Basic EPS/Diluted EPS in Rs.	(0.68)	(7.57)

The Balance Sheet for the financial year 2017-18 is attached to this Annual Report.

2. OVERALL PERFORMANCE

Your Company has earned an income of Rs. 5.94 crores in the Financial Year 2017-18, as compared to the income of Rs. 6.85 crores in the previous Financial Year. The expenses of the Company in the Financial Year 2017-18 have decreased to Rs. 5.97 crores as compared to Rs. 7.12 crores in the previous Financial Year. The Company has incurred a loss of Rs. 0.048 crores in the financial year 2017-18 as compared to the loss of Rs. 0.28 crores in the previous Financial Year 2016-17.

3. STATEMENT OF COMPANY AFFAIRS

During the financial year, the Company has provided consultancy to over 20 hydro power and irrigation projects with a range of services like investigations, due diligence studies, preparation of prefeasibility reports and detailed project reports, detailed design and drawings, technical specification, construction supervision, pre tender engineering, lender's engineer services etc. The Company is providing design and engineering services to several hydro and irrigation projects ranging in size from 3 MW to about 400 MW in Indian sub-continent and Africa.

During the year, the Company has provided detailed design and engineering services for seven ongoing hydroelectric projects. The company has completed DPR for 3 projects and is involved in preparation of 3 more DPRs. Pre-tender engineering service was provided for three projects during the year and Project Management Consultancy is being provided for three projects. Consultancy services are also being provided for projects located outside India in Nepal and Burundi.



The Company has bagged 17 new contracts during the financial year 2017-18 having a total contract value of Rupees 7.5 Crore. The company is actively pursuing new consultancy opportunities for large irrigation and hydro power projects in Indian subcontinent and overseas market. The cumulative value of active works in hand at end of FY 2017-18 is about Rs 12.5 crore. ICCS is hopeful of getting new consultancy assignments of about Rupees 8.0 crore in the coming year based on opportunities from medium and small hydro power and irrigation projects.

The company is currently employing a technical and administrative staff of 36 persons as of March 31, 2018.

Infrastructure Development

During the year, Company has maintained its current assets of Computers, peripherals and software. The Company possesses the state of the art design and project management software. The company is equipped with latest software in Civil, electrical and Mechanical Engineering which comprises NISA Finite Element Package for analysis, MS Project for project Management, STAAD Software for structural analysis, ETAP Software for electrical system analysis and Auto Cad software for drafting, FLAC 2D for rock support design and HAMMER for water hammer analysis.

4. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

There are no such material changes or commitments occurred, affecting the financial position of the Company which has occurred between the end of the financial year i.e. 31st March 2018 and the date of this report.

5. DIVIDEND

Due to losses, your Director's do not propose any dividend for the financial year under review.

6. ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS.

The Company has adequate internal financial controls in place with reference to the financial statements. During the year under review, these controls were evaluated and no significant weakness was identified in the operations of control.

7. PERSONNEL

(a) Industrial Relation

The Industrial Relations during the period under review generally remained cordial at the Registered & Corporate office of the Company without any untoward incidents.

(b) Particulars of Employees

The information required pursuant to section 197 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed herewith in **Annexure-1**.

8. PUBLIC DEPOSITS

The details in regard to deposits, covered under Chapter V of the Companies Act, 2013 are mentioned hereunder;

a) Amount accepted during the year	Nil
b) Amount remained unpaid or unclaimed as at the end of the year	Nil
c) Default in repayment of deposits or payment of interest	



thereon during the year and if so, number of such cases
and the total amount involved

- | | |
|---------------------------------|-------|
| i) at the beginning of the year | -N/A- |
| ii) maximum during the year | -N/A- |
| iii) at the end of the year | -N/A- |

The company does not have deposits which are in contradiction of Chapter V of the Act.

Your Company has not invited any deposits from public/shareholders in accordance with Chapter V of the Companies Act, 2013.

9. RESERVES

No amount was required to be transferred to Reserve.

10. CORPORATE SOCIAL RESPONSIBILITY

The company does not fit into the criteria as specified under section 135 for making investment in CSR Activities so the disclosures as per Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014 is not applicable.

11. SHARE CAPITAL

A) Issue of equity shares with differential rights

During the financial year 2017-18, there are no equity shares which have been issued with differential rights.

B) Issue of sweat equity shares

During the financial year 2017-18, there are no sweat equity shares which have been issued.

C) Issue of employee stock options

During the financial year 2017-18, there are no equity shares which have been issued under employee stock option scheme/ employee stock purchase scheme.

D) Provision of money by company for purchase of its own shares by employees or by trustees for the benefit of employees

During the Financial Year 2017-18 no provision of money was made by the company for purchase of its own shares by employees or by trustees for the benefit of employees. So the provisions as provided in rule 16 (4) of Companies (Share Capital and Debentures) Rules, 2014 are not applicable.

12. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

During the year under review, there were no orders passed by the regulators or Courts or Tribunals impacting the going concern status and Company's operations in future.

13. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information with regard to Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo in accordance with the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, is given as **Annexure II** forming part of this Report.



14. DIRECTORS

During the year, Mr. Rishabh Jhunjunwala (DIN: 03104458), Director and Mr. Vimal Banka (DIN: 00322532), Director would retire by rotation in the forthcoming Annual General Meeting of the Company, being eligible shall offer themselves for re-appointment. The Board recommends their re-appointment.

15. NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors met four (4) times during the financial year 2017-18. The meetings were held on 09th May, 2017, 29th August, 2017, 02nd November, 2017 and 13th February, 2018.

The intervening gap between the meetings was within the period prescribed under the Companies Act 2013.

The composition and the attendance for the above mentioned meetings are as follows:

<u>S. No.</u>	<u>Name Of The Director</u>	<u>Designation</u>	<u>Category</u>	<u>No. of Meetings entitled to attend</u>	<u>No. Of Meetings Attended</u>
<u>1</u>	Mr. Rishabh Jhunjunwala	Director	Non-Executive Director	4	1
<u>2</u>	Mr. Om Prakash Ajmera	Director	Non-Executive Director	4	4
<u>3</u>	Mr. Vimal Banka	Director	Non-Executive Director	4	2
<u>4</u>	Mr. Ajay Uppal	Nominee Director	Nominee Director	4	3
<u>5</u>	Mr. Gopalakrishnan Lakshminarayanan	Nominee Director	Nominee Director	4	1

16. MEETING OF THE MEMBERS

The Annual General Meeting of the members of the Company was held on 08th August, 2017.

17. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All the contracts/arrangements/transactions entered into by the Company during the financial year with the related parties were on arm's length basis and were in the ordinary course of the business. Your company has not entered into any transaction with the related parties which could be considered material in terms of Section 188 of the Companies Act, 2013. Accordingly, the disclosure of related party transactions as required under Section 134(3)(h) of the Companies Act, 2013 in Form AOC-2 is not applicable.

18. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The Company has not done any transactions in terms of Section 186 of the Companies Act, 2013.

19. BUSINESS RISK MANAGEMENT

The objective of risk management at the Company is to protect shareholder value by minimizing threats or losses and identifying and maximizing opportunities. An enterprise wide risk management framework is applied so that effective management of risk is an integral part of every employee's job.



The Company's risk management strategy is integrated with the overall business strategies of the organization and is communicated throughout the organization. Risk management capabilities aide in establishing competitive advantage and allow management to develop reasonable assurance regarding the achievement of the Company's objectives.

The effectiveness of risk management strategies is monitored both formally and informally by Management. There is no major risk which may threaten the existence of the Company.

20. STATUTORY AUDITORS

During the year the existing Statutory Auditors of the Company M/s BGJC & Associates, LLP, Chartered Accountants (ICAI Firm Regn. No. 003304N) have resigned as the Statutory Auditors of the Company w.e.f. 12th March, 2018 due to pre-occupations. Your Directors wishes to place on record sincere thanks and appreciation towards the contribution made by M/s BGJC & Associates, LLP during its tenure.

Thereafter the Board of Directors in their meeting held on 03rd April, 2018 appointed M/s KRA & Associates, Chartered Accountants, (ICAI Firm Regn. No. 002352N) as the statutory Auditors of the Company to fill up the casual vacancy caused due to the resignation of M/s BGJC & Associates, LLP to hold the office till the conclusion of the ensuing 23rd Annual General Meeting to be held in the calendar year 2018. Their appointment was later on approved by the members in the Extra Ordinary General Meeting held on 12th April, 2018.

The term of the Statutory Auditors expire on the conclusion of the ensuing AGM. The Board proposes to re-appoint M/s KRA & Associates, Chartered Accountants, (ICAI Firm Regn. No. 002352N) as Statutory Auditors of the Company for a period of first five years form the conclusion of the ensuing Annual General Meeting till the conclusion of the 28th Annual General Meeting to be held in the Calendar Year 2023.

During the year under review, the Auditors had not reported any matter under Section 143 (12) of the Companies Act, 2013; therefore, no detail is required to be disclosed under Section 134 (3) (ca) of the Companies Act, 2013.

21. AUDITORS' REMARKS

The Auditors' Report read along with notes to accounts is self-explanatory and therefore does not call for any further comments. The Auditor's Report does not contain any qualification, reservation or adverse remarks.

22. EXTRACT OF THE ANNUAL RETURN

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in **MGT 9** as **Annexure-III** is annexed hereto. The Annual Return and extract of Annual Return in form MGT-9 is also placed on the website of the company www.iccspower.com.

23. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Act, the Board of Directors, to the best of their knowledge states the following:

1. that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;



2. that such accounting policies had been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent to give a true and fair view of the state of affairs of the company as at 31st March, 2018 and of the profit and loss of the company for the year ended on that date;
3. that the 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. That the annual accounts have been prepared on a going concern basis;
5. that the Company had laid down internal financial controls to be followed by the company and that such internal financial controls were adequate and were operating effectively;
6. That the Company had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

24. GENERAL DISCLOSURES

- The Company has a group policy in place against Sexual Harassment in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment.

The Company has complied with the provisions relating to constitution of Internal Complaints Committee under sexual harassment of women at workplace (Prevention, Prohibition & Redressal) Act, 2013.

No complaints were received during the financial year 2017-18.

- There was no change in the name of the Company and its nature of business.
- The financial year of the Company was same as of previous year.
- To the best of our knowledge and belief there has been no instance of fraud that has occurred or reported in the Company, during the financial year 2017-18.
- During the year, there was no change in the issued share capital of the company.
- The Company is in compliance of all applicable secretarial standards issued by The Institute of Company Secretaries of India from time to time.
- The Company is not required to maintain the cost records as specified by the Central Government under sub section (1) of section 148 of the Companies Act, 2013, and accordingly such Accounts and records are not made and maintained by the Company.

The Company has made the necessary disclosure as per rule 8(5) of Companies Accounts Rules 2014



25. ACKNOWLEDGEMENTS

The Directors wish to place on record their appreciation for continued cooperation extend by various Departments of the Central and State Government, Financial Institutions and the Bankers. The Directors also express their appreciation to employees for their dedicated services rendered to the Company.

Your involvement as shareholders is greatly valued and appreciated. The Directors look forward to your continuing support.

DATE: 13.08.2018

PLACE: NOIDA

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS
INDO CANADIAN CONSULTANCY SERVICES LIMITED**

OM PRAKASH AJMERA

**DIRECTOR
DIN-00322834**

VIMAL BANKA

**DIRECTOR
DIN: 00322532**



ANNEXURE-I OF THE BOARD'S REPORT

The information of employees as prescribed under the provisions of Section 197 read with Rule 5, sub rule 2 & 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 under the Companies Act, 2013, who were employed throughout or for a part of the financial year under review is given as under:

INDO CANADIAN CONSULTANCY SERVICES LIMITED											
(A) Names of the top ten employees in terms of remuneration drawn											
S. No.	Name of Employee	Designation	Remuneration	Qualification	Experience	Age (in years)	Date of Commencement of Employment	Last Employment held at	Shareholding in the Company	Nature of employment	Whether employee is relative of Director
1	Mr. Rakesh Mahajan	Director Civil	53.36 Lac	B.E. (Civil), M.Tech(Civil), MBA	38 Years	58	05.10.1998	International Design Engineering Associate (Unit of JP Associate) as Group Engineer from Feb 98 to Oct. 98	NIL	Permanent	NO
2	Mr. Sunil Kumar Garg	Chief Principal Engineer	24.40 Lac	M.Tech	31 Years	55	01.08.2000	CES Ltd.	NIL	Permanent	NO
3	Mr. Sunil Kumar Datta	Chief Principal Engineer	21.04 Lac	B.Tech	36 Years	58	18.08.2008	NTPC Ltd.	NIL	Permanent	NO
4	*Mr. B.S. Srinivas	Dy. Chief Principal Engineer	20.58 Lac	M.Tech	23 Years	45	17.08.1998	IDEA a Co. of JIL	NIL	Permanent	NO
5	Mr. Bhim Sain Khatri	GM Electrical	17.57 Lac	B.Tech, B.E, CEA, PGDBM	44 Years	66	03.07.2006	Mecon Ltd.	NIL	Permanent	NO
6	Mr. Yogendra Deva	Head Geology	17.63 Lac	B.Tech Geology	46 Years	67	09.01.2009	Geological Survey of India	NIL	Permanent	NO
7	Mr. Subhash Chander Nijhawan	GM Mechanical	17.46 Lac	AMIE	46 Years	68	23.08.2005	Alstom India	NIL	Permanent	NO
8	Mr. Prabhjot Singh Kalra	Asst. Chief Principal Engineer	14.61 Lac	B.Tech	22 Years	46	09.07.2004	L&T Sargent & Lundy Ltd.	NIL	Permanent	NO



9	Mr. Sriramna mbi S	Principal Engineer Civil	12.50 Lac	B.Tech	14 Years	37	15.10.2007	NTPC Ltd.	NIL	Permanent	NO
10	Mr. Shishupal Singh	Draughtes men	11.63 Lac	B.Tech	31 Years	53	24.08.1998	-	NIL	Permanent	NO

(B) Names of every employee whose remuneration falls under limit prescribed in Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

S. No.	Name of Employee	Designation	Remuneration (in Rs. millions)	Qualification	Experience	Age	Date of Commencement of Employment	Last Employment held at	Shareholding in the Company	Nature of employment	Whether employee is relative of Director
1	-	-	-	-	-	-	-	-	-	-	-
2	-	-	-	-	-	-	-	-	-	-	-

Note:

- * During the year 2017-18, Mr. B.S. Srinivas, ceased to be the employee of the Company w.e.f. 01st November, 2017.



ANNEXURE II OF THE BOARD'S REPORT

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

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

A) Conservation of energy:

(i) the steps taken or impact on conservation of energy; : NIL

(ii) the steps taken by the company for utilising alternate sources of energy; : NIL

(iii) the capital investment on energy conservation equipments; : NIL

(B) Technology absorption: : NIL

(i) the efforts made towards technology absorption; : NIL

(ii) the benefits derived like product improvement, cost reduction, product development or import substitution; : NIL

(iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)- : NIL

(a) the details of technology imported; : NIL

(b) the year of import; : NIL

(c) whether the technology been fully absorbed; : NIL

(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and : NIL

(iv) the expenditure incurred on Research and Development. : NIL

(C) Foreign exchange earnings and Outgo:

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange out go during the year in terms of actual outflows are not taken place during the year:

(Amt. in Rs. Lacs)

Nature of Transaction	Year ended 31 st March, 2018	Year ended 31 st March, 2017
Expenditure (Foreign Travelling)	Nil	Nil
Income	Nil	68.13