

CNGSN & ASSOCIATES LLP

CHARTERED ACCOUNTANTS

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Independent Auditor's Report
To the Members of Progen Systems and Technologies Limited

Report on the Ind AS Financial Statements

We have audited the accompanying Ind AS financial statements of Progen Systems and Technologies Limited ('the Company'), which comprise the balance sheet as at 31 March 2018, the statement of profit and loss (including other comprehensive income), the statement of cash flows and the statement of changes in equity for the year then ended and a summary of the significant accounting policies and other explanatory information (herein after referred to as "Ind AS financial statements").

Management's Responsibility for the 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 Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with relevant rules issued there under.

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



Auditor's Responsibility

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

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

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

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

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS, of the financial position of the Company as at 31 March, 2018, and its financial performance including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2018;
- b) In the case of the Statement of Profit and Loss, of the Profit for the year ended on that date; and
- c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

- As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the order.
- 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, the statement of cash flows and the statement of changes in equity dealt with by this Report are in agreement with the books of account;
- (d) in our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act read with relevant rule issued thereunder;
- (e) on the basis of the written representations received from the directors as on 31 March 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2018 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
- (g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - The Company has no pending litigations on its financial position in its Ind AS financial statements.
 - ii. The Company has no long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts required to be transferred to the Investor Education and Protection Fund by the Company; and

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For M/s CNGSN & ASSOCIATES LLP CHARTERED ACCOUNTANTS Firm Registration No: 004915S/S200036

Place: Chennai Date: 30 5 2019

B.RAMAKRISHNAN Partner

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Membership No:201023

Annexure - A to the Auditors' Report

The Annexure referred to in Independent Auditors' Report to the members of the Company on the Ind AS financial statements for the year ended 31 March 2018, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
 - (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) The Company is service oriented company accordingly, it does not hold any physical inventories. Thus, paragraph 3(ii) of the Order is not applicable to the Company.
- (iii) The Company has not granted any loans, secured or unsecured loan to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Hence, the reporting under clause (a), (b) & (c) do not arise.
- (iv) In our opinion and according to the information and explanations given to us, no loans and investments made by the Company which falls within the perview of Section 185 and 186 of the Act during the year.
- (v) The Company has not accepted any deposits from the public.
- (vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, incometax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance and duty of excise.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues were in arrears as at 31 March 2018 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, there are no dues of duty of customs which have not been deposited with the appropriate authorities on account of any dispute.
- (viii) The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.



- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not paid any Managerial remunerations during the year. Accordingly the paragraph 3 (xi) of the order is not applicable.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the Ind AS financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

Place: Chennai

Date: 30 5 2018



For M/s CNGSN & ASSOCIATES LLP CHARTERED ACCOUNTANTS Firm Registration No: 004915S/S200036

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B.RAMAKRISHNAN

Partner

Membership No: 201023

Annexure - B to the Auditors' Report

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

We have audited the internal financial controls over financial reporting of Progen Systems and Technologies Limited ("the Company") as of 31 March 2018 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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



Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2018, 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.

Place: Chennai

Date: 30/05/201

For M/s CNGSN & ASSOCIATES LLP CHARTERED ACCOUNTANTS Firm Registration No: 004915S/S200036

B.RAMAKRISHNAN

Partner

Membership No: 201023

PROGEN SYSTEMS AND TEC Balance Sheet				Rs.Lakhs
Particu	ılars	Note No.	As at Mar 31, 2018	As at Mar 31, 2017
ASSETS				
I Non Current Assets (a) Property, plant and equ (b) Intangible assets (c) Financial assets	uipment	1	7,564.02 -	7,580.57
(i) Loans (ii) Other financial as: (d) Deferred tax assets (N		2 3	13.80 217.56	13.10 246.31
II Current Assets (a) Inventories (b) Financial assets (i) Trade receivables (ii) Cash & Cash Equition (iii) Other financial assets		4 (a) 4 (b)	7,795.38 - 82.70 6.76	7,839.98 25.83 8.79
(c) Other current assets		5	52.42 141.88	37.00 71.62
TOTAL ASSETS			7937.26	7911.60
EQUITY AND LIABILITIES				
I Equity (a) Equity Share Capital (b) Other Equity Total Equity		6 (a) 6 (b)	610.01 6,114.72 6,724.73	610.01 5,966.83 6,576.84
II Non Current Liabilities (a) Financial Liabilities (i) Borrowings (ii) Other financial liab (b) Provisions (c) Deferred tax liabilities (7 8	766.53 - -	684.40 26.44
III Current Liabilities (a) Financial Liabilities (i) Trade payables (ii) Other financial liab (b) Other Current Liabilities		9	766.53 - 446.00	710.84 623.92
•			446.00	623.92
Total Liabilities			1,212.53	1,334.76
TOTAL EQUITY AND LIAB	ILITIES		7,937.26	7,911.60

Significant Accounting Policies See accompanying notes 1 to 20 forming part of the Financial

Statements

As per our Report of even date for M/s. CNGSN & ASSOCIATES LLP, CHARTERED ACCOUNTANTS Firm Reg. No.4915S

TRIPERED !

SWARNAMUGI R.KARTHIK

CHENNAI SWARNAMUGI R. DATE: 30.00 2010 DIRECTOR

DIRECTOR

B. RAMAKRISHNAN PARTNER M. No: 201023

PRO	OGEN SYSTEMS AND TECHNOLOGIES LIMITED			
Sta	tement of Profit and Loss			Rs.Lakhs
	Particulars	Note No.	For the year ended Mar 31, 2018	For the year ended Mar 31, 2017
ı	Revenue from operations	10	il jai	2.69
п	Other income	11	282.51 282.51	273.76 276.45
III	Total Income		282.51	270.45
IV	Expenses (a) Cost of raw materials and components consumed (b) Cost of manufacturing and construction Changes in inventories of finished goods, stock in trade and work in progress		* -	# # #
	(d) Excise Duty on sale of goods		- :	3
	(e) Employee benefits expense(f) Depreciation and amortization expense(g) Other expenses	12 13	16.51 89.36	18.56 197.86
	Total expenses (IV)		105.87	216.42
VII V	Profit before exceptional items and tax (I-IV) Exceptional items Profit/(Loss) before tax (V)-(VI)		176.64 - 176.64	60.03 60.03
VIII	(i) Current tax (ii) MAT credit entitlement (iii) Deferred tax		- - 28.75	39.11
IX	Profit for the period(VII)-(VIII)		147.89	20.92
x	Other Comprehensive Income		2	-
ΧΙ	Total Comprehensive Income for the Period(IX+X)(Comprising Profit(Loss) and other Comprehensive Income for the Period)		147.89	20.92
	Profit/(Loss) for the period attributable to: 1. Non Controlling Interests 2. Owners of the Equity		44.85 103.04	6.35 14.57
	Earnings per Equity Share (for Continuing Operation): 1.Basic 2.Diluted	14	2.42 2.42	0.34 0.34
See a	ficant Accounting Policies accompanying notes 1 to 20 forming part of the Financial aments			
SOCI	Ties and the same of the same		for M/s. CNG	our Report of even date ISN & ASSOCIATES LLP, RTERED ACCOUNTANTS

SWARNAMUGI R.KARTHIK

A.SWAMINATHAN DIRECTOR

CHENNAI S
DATE: 30-05-201 &

DIRECTOR

B. RAMAKRISHNAN PARTNER M. No: 201023

Firm Reg. No.4915S

SIGNIFICANT ACCOUNTING POLICIES

i) Basis of preparation of Financial Statements

The Financial Statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values and the provisions of the Companies Act, 2013 (the Act). The Ind AS are prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

The Company is following accrual basis of accounting on a going concern concept.

ii) Use of estimates

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

iii) Functional and presentation currency

Items included in the Financial Statements of the Company are measured using the currency of the primary economic environment in which the Company operates ('the functional currency').

The Financial Statements are presented in Indian Rupee (INR), which is Company's functional and presentation currency.

iv) Measurement of fair values

A number of the Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities. The Company has an established control framework with respect to the measurement of fair values.

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

v) Financial Assets

Trade receivables are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instruments. A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction cost that are directly attributable to its acquisition or issue.

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

vi) Financial liabilities:

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held for trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured fair and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

vii) Property, Plant and Equipment

a) Recognition & Measurement

Property, Plant and Equipment are stated at cost, less accumulated depreciation and impairment losses, if any. Cost of property, plant and equipment comprises its purchase cost, including import duties and non - refundable taxes or levies and any directly attributable cost to bring the item to working condition as intended by management. Further, any trade discounts and rebates are deducted. Any gain or loss on disposal of property, plant and equipment is recognised as profit or loss. Property, Plant and Equipment not ready for the intended use on the date of Balance Sheet are disclosed as "Capital work-in-progress" at cost, less impairment losses, if any.







b) Depreciation

The company depreciates the property, plant and equipment over their estimated useful life of the items using Straight-line method. Freehold land is not depreciated. The useful life of the property, plant and equipment are as follows:

Assets	Estimate of Useful Life in Years
Tangible Assets	
Buildings	5-30
Furniture & Fixtures	10
Plant & Equipment	15
Office equipments	5
Electrical Installations	10
Vehicles	6

viii) Impairment

Non-financial assets

Intangible assets and property, plant and equipment

Intangible assets and property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. "For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs." If such assets are considered to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

ix) Provisions (other than for employee benefits)

A Provision is recognised if, as a result of a past event, the company has a present legal or constructive obligation that can be estimated reliably, and it is probable than an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the obligation at the balance sheet) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost. Expected future operating losses are not provided for.

x) Recognition of dividend income, interest income or expense

Dividend income is recognised in profit or loss on the date on which the Company's right to receive payments is established.

Interest income or expense is recognised using the effective interest method.

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit impaired) or to the amortised cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit impaired, then the calculation of interest income reverts to gross basis.

xi) Income tax

Income tax comprises current and deferred tax. It is recognised in statement of profit or loss except to the extent that it relates to other comprehensive income.

a) Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustments to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantially enacted by the reporting date. Current tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

b) Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purpose. Deferred tax is recognised in respect of carried forward losses and tax credits. Deferred tax is not recognised for temporary differences arising on the initial recognition of assets or liabilities in a transaction that affects neither accounting nor taxable profit or loss at the time of transaction.

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Deferred tax is recognised in respect of carried forward losses and tax credits. Deferred tax is not recognised for temporary differences arising on the initial recognition of assets or liabilities in a transaction that affects neither accounting nor taxable profit or loss at the time of transaction.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Company recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets — unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date. The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

xii) Cash flows

Cash and cash equivalents consist of cash and cash on deposit with scheduled banks, other than margin money deposits.

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

Cash and cash equivalents includes bank overdraft for the purpose of cash flow.

xiii) Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institution, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

xiv) Earnings per share

- a. Basic earnings per share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.
- b. Diluted earnings per share
 - Diluted earning per share adjusts the figures used in the determination of basic earnings per share to take into account:
 - 1. the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
 - 2. the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares

xv) Contingent liabilities

The company recognizes contingent liability for disclosure in notes to accounts, if any of the following conditions are fulfilled:

- a) a possible obligation that arises from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the enterprise; or
- b) a present obligation that arises from past events but is not recognized because:
- it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or
- a reliable estimate of the amount of the obligation cannot be made.

xvi) Rounding of amounts

All amounts disclosed in the Financial Statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III of the Companies Act 2013, unless otherwise stated.







1 Property, plant and equipment

Rs.Lakhs

_	Land	Building	Plant and Equipment	Furniture and fixtures	Office equipments	Electrical installations	Vehicles	Total
Cost or valuation								
At 31 March 2017	7,381.50	323.96	578.92	9.83	38.47	87.19	33.70	8,453.57
At 31 March 2018	7,381.50	323.96	578.92	9.83	38.47	87.19	33.70	8,453.57
Depreciation and impairment								
At 1 April 2017		188.64	523.78	8.69	37.59	81.78	32.56	873.04
Depreciation charge for the year	•	9.74	5.91	0.20	0.53	0.13	-	16.51
At 31 March 2018	:•:	198.38	529.69	8.89	38.12	81.91	32.56	889.55
Net book value								
At 31 March 2018	7,381.50	125.58	49.23	0.94	0.35	5.28	1.14	7,564.02
At 31 March 2017	7,381.50	135.32	55.14	1.14	0.88	5.41	1.18	7,580.57

Net book value	At 31 March 2018	At 31 March 2017
Property, plant and equipment	7,564.02	7,580.57

Note: 1. The Land has been revalued at the market rate as on 01.04.2015

2. Land has been offered as a collateral security to BGR Energy Systems Limited, the Holding Company's lender Syndicate Bank towards corporate loan availed by it.

3. The Land & Buildings and Plant & Machinery were leased to BGR Energy Systems Ltd.







PROGEN SYSTEMS AND TECHNOLOGIES LIMITED

Notes to Financial Statements

Other financial Assets

		Rs.Lakhs	
Particulars	31-Mar-18	31-Mar-17	
Security Deposits	13.80	13.10	
Total Other financial Assets	13.80	13.10	

Deferred taxes

Rs.Lakhs

Particulars	Deferred tax asset as at March 31, 2018	Deferred tax liability as at March 31, 2018	Deferred tax asset as at March 31, 2017	Deferred tax liability as at March 31, 2017
Depreciation and impairment	(4)	28.75	(i #)	29.96
Gratuity			(9.15)	
Total	-	28.75	(9.15)	29.96
Net	(28.75)		(39.11)	
Transferred to Retained Earnings				
P&L impact	(28.75)		(39.11)	
Balance Sheet	217.56		246.31	

Financial Assets

Rs.Lakhs

4 (a) Trade receivables	31-Mar-18	31-Mar-17	
Unsecured Considered good			
Trade receivables from related parties	82.70	25.83	
Total Trade receivables	82.70	25.83	

Rs.Lakhs 4 (b) Cash and cash equivalents 31-Mar-18 31-Mar-17 Balances with banks: On current accounts
Cash on hand 6.73 8.68 0.03 0.11 Total Cash and cash equivalent 8.79 6.76

		Rs.Lakhs
5 Other Current Assets	31-Mar-18	31-Mar-17
Prepayments	1.34	1.30
Other Advances *	51.08	35.70
Total Other Current Assets	52.42	37.00

^{*} Include TDS receivables, Income Tax refund receivables.

6 (a) Equity Share Capital

Share Capital at the end of the year

Authorised, Issued, Subscribed, paid-up Share Capital and Par Value per Share Rs.Lakhs As at March 31, 2017 As at March 31, 2018 **Particulars** No. of Shares No. of Shares **Amount** Amount Share Capital at the beginning of the year (Face value 61,00,070 610.01 61,00,070 610.01 Rs.10/- each) Increase / (Decrease) during the year 610.01 61,00,070 610.01 61,00,070

a. Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting year

				V2'rakii2
Particulars	As at March	31, 2018	As at March 31, 2017	
Particulars	No.of Shares	Amount	No.of Shares	Amount
Outstanding at the beginning of the year	61,00,070	610.01	61,00,070	610.01
Issued during the year	*	348	S#5	
Outstanding at the end of the year	61,00,070	610.01	61,00,070	610.01

b. Details of shareholders holding more than 5% shares in the company March 31, 2017 March 31, 2018 Particulars % held No. of Shares No. of Shares 42,50,000 69.67 42,50,000 69,67 BGR Energy Systems Limited 30.33 30.33 18,50,039 BGR Investment Holdings Company Limited 18,50,039

c. Terms / rights attached to equity Shares

The Company has one class of shares referred to as equity shares having a Face value of Rs.10/- per share. Each holder of equity shares is entitled to one vote per share.







			KS.Lakns	
7	Other Financial Liabilities	31-Mar-18	31-Mar-17	
	Rental deposit	766.53	684.40	
	Total	766.53	684.40	

8	Provisions		Rs.Lakhs
	Non Current Provisions	31-Mar-18	31-Mar-17
	Provision for gratuity	(#)	26.44
	Total Non Current Provisions	*	26.44

		Rs.Lakhs
Other Current Liabilities	31-Mar-18	31-Mar-17
Advance from customers	234.03	319.04
Rent received in advance	207.06	295.80
Other payables *	4.91	9.08
Total Other Current Liabilities	446.00	623.92

^{*} Other payables include Sales tax payable and Miscellaneous outstanding Liabilities

			Rs.Lakhs
10	Revenue from operations:	31-Mar-18	31-Mar-17
	Sale of manufactured goods (including excise duty)		2.69
	Other operating revenues		(2)
	Total	-	2.69

		Rs.Lakhs
Other income	31-Mar-18	31-Mar-17
Fair value gain on financial instruments at fair value through profit or loss	88.74	88.74
Lease rental income	192.94	183.00
Finance Income		
Interest income from financial assets at amortised cost	0.83	2.02
Total Income	282.51	273.76

			Rs.Lakhs
12	Depreciation and amortization expense	31-Mar-18	31-Mar-17
	Depreciation of tangible assets	16.51	18.56
	Depreciation and amortization expense	16.51	18.56

		Rs.Lakhs
Other expenses	31-Mar-18	31-Mar-17
Payment to auditors (refer details below)	2.00	2.00
Bank charges	0.01	0.04
Conveyance and vehicle running expenses	10	0.04
Insurance	0.41	2.35
Other administrative expenses	0.03	0.93
Notional Rent	82.13	73.33
Professional charges	1.09	0.50
Rates and taxes	1.84	7.17
Repairs and maintenance	0.29	2.33
Telephone expenses	170	0.39
Tools and equipments written off		4.49
Other Written off	1.56	101.11
Subscription	(#3	3.18
Total Other expenses	89.36	197.86

		Rs.Lakhs
Payment to auditors	31-Mar-18	31-Mar-17
- For audit fees	1.30	1.30
- For tax matters	0.70	0.70
Total Payment to Auditors	2.00	2.00







14 Earnings per share (EPS)

Rs.Lakhs

	K5.Lakii5		
Particulars	For the year ended Mar 31, 2018	For the year ended Mar 31, 2017	
Basic EPS			
Profit after tax as per Statement of Profit & Loss	147.89	20.92	
Weighted average number of equity shares (face value Rs.10 per share)	61,00,070	61,00,070	
Basic EPS (Rs.)	2.42	0.34	
Diluted EPS			
Profit for the year for basic EPS	147.89	20.92	
Less : Adjustment	9	-	
Adjusted profit for diluted EPS	147.89	20.92	
Weighted average number of equity shares for Basic EPS	61,00,070	61,00,070	
Add : Adjustment			
Employee Stock Option Plan	-	341	
Weighted average number of equity shares (face value Rs.10 per share)	61,00,070	61,00,070	
Diluted EPS (Rs.)	2,42	0.34	

15 Financial Instruments

The Carrying Value and Fair Value of Financial Instruments as of March 31, 2018 were as follows:

Rs.Lakhs

					KS, Lakiis
Particulars	Financial Assets carried at Amortised Cost	Financial Assets carried at FVTPL	Financial Assets carried at FVTOCI	Total Carrying Value	Total Fair Value
ASSETS					
Cash & Cash Equivalents	6.76			6.76	6.76
Trade Receivables	82.70			82.70	82.70
Loans	(*)	3#3		9	.
Other Financial Assets				<u> </u>	(e)
Total	89.46		-	89.46	89.46
LIABILITIES					
Trade Payables	241				(3±2
Other Financial Liabilities	352	766.53		1,000.00	766.53
Total		766.53	-	1,000.00	766.53

The Carrying Value and Fair Value of Financial Instruments as of March 31, 2017 were as follows:

Rs.Lakhs

					KS.LGKIIS
Particulars	Financial Assets carried at Amortised Cost	Financial Assets carried at FVTPL	Financial Assets carried at FVTOCI	Total Carrying Value	Total Fair Value
ASSETS					
Cash & Cash Equivalents	8.79			8.79	8.79
Trade Receivables	25.83			25.83	25.83
Loans	265	.00		#	3.0
Other Financial Assets	13.10			13.10	13.10
Total	47.72			47.72	47.72
LIABILITIES					
Trade Payables	843			1 2	
Other Financial Liabilities		684.40		1,000.00	684.40
Total		684.40	*	1,000.00	684.40









16 Fair Value Hierarchy

Fair value categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

Level 1 - Quoted Prices (unadjusted) in active markets for identical assets or liabilities

Level 2 - Inputs other than quoted prices included within level 1 that are observable for the asset/liability either directly (i.e. prices) or indirectly (i.e. derived from prices)

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs)

The Following table shows the levels in the fair value hierarchy as on March 31,2018

Fair Value Measurement at the end of the reporting period	As at March 31, 2018	As at March 31, 2017
ASSETS		
Rental Deposits	Level 3	Level 3

17 Leases

Operating Leases

The Company has given commercial premises and land under non-cancellable operating leases for a period of 11 months from January 1, 2016 and the same shall be renewed for further period of 11 months each for 5 terms in succession in addition to the original lease period.

The future minimum lease receipts in respect of non-cancellable leases are as follows:

Rs.Lakhs

Particulars	Minimum lea	Minimum lease receipts receivables as at			
Particulars	March 31,2019	March 31,2020	July 31, 2020		
Due within one year	203.41	214.45	72.93		
Total	203.41	214.45	72.93		

Lease rental income in respect of operating leases recognized in the statement of profit and loss for the year Rs.192.94.00 lakhs (Rs. 183.00 lakhs). The Lease Income for the year ended March 31, 2018 is subject to escalation of 5% over the previous year

18 Related party transactions

List of related Parties

a. Holding company

- i, BGR Energy Systems Limited.
- b. Subsidiary company Nil
- c. Associate company Nil
- **d. Other companies** (Enterprises where significant influence exists and enterprises where Key Management personnel have significant influence) to the extent covered in financial statement Nil
- e. Key Management Personnel Nil

f. Related party transactions

Rs.Lakhs

Parkinda -	Holding Co	Holding Company		
Particulars	2017-18	2016-17		
Lease Rental Income	192.94	183.00		
Repayment of advance received	85.00	84.00		

- 1. Lease rental Income represents lease rent for factory and buildings from BGR Energy Systems Limited
- 2.Repayment of advance to BGR Energy Systems Limited

19 Impairment of assets

There is no impairment loss in cash generating units and hence no provision was made in the Financial Statements.

20 Previous year figures

Figures of previous year have been regrouped / rearranged, wherever required to conform to the current year presentation.

As per our Report of even date for M/s. CNGSN & ASSOCIATES LLP, CHARTERED ACCOUNTANTS Firm Reg. No.4915S

SWARNAMUGI R.KARTHIK DIRECTOR .SWAMINATHAN DIRECTOR B. RAMAKRISHNAN PARTNER M. No: 201023

CHENNAI DATE: 30.05.2018



PROGEN SYSTEMS AND TECHNOLOGIES LIMITED 6 (b) Statement of changes in equity

ס (מ) אמנפווופוור טו כוומוואפא ווו פאמינא	•								Rs.Lakhs
Particulars	Equity share capital	Other equity Reserves & Securities Premium Reserve	Revaluation Reserve	General Reserves	Retained	Other Equity Instruments through Other Comprehensi ve Income	Effective Portion of Cash Flow Hedges	Other Items of Other Comprehensi ve Income	Total (2017-18)
Balance at the beginning of reporting Period (01.04.2017)	610.01		7,305.17	Ĭ	(1,338.34)	*	1	Ü	6,576.84
Changes in accounting Policy or Prior period errors									ij
Restated Balance at the beginning of reporting Period				33%					•
Profit for the year					147.89				147.89
Equity Instruments through Other Comprehensive Income						ā			8
Effective Portion of Cash Flow Hedges									×
Remeasurement of net defined benefit Liability/Asset (net)									ř.
Transfer to General Reserve					(A)				•
Dividend									•
Transfer to Retained Earnings									ı
Any other Change									•
Balance at the end of reporting Period (31.03.2018)	610.01	-	7,305.17	В	(1,190.45)	E	1	(1 6)	6,724.73
See accompanying notes to the financial statements 1	ol statements 1	- 20							
		C				DOSSA,		As per our Re	As per our Report of even date for M/s. CNGSN & ASSOCIATES LLP,
(\subset	33	. 1			NSONO	SLLP	Chaki eke	Charlered Accountaints Firm Reg. No.49155
	1 3 3 1 X	2		\$	M. WW. ale	* CHENNAL STANDAR	* 5/1	B. Comokon Ch	m. Char
CHENNAI	SWARNAMUGI R.KARTHI	KARTHIK		A.SWAMIN	ATHAN	(S)	1	В	B . RAMAKRISHNAN
DATE: 30.05.2018	DIRECTOR			DIRECTOR	JR.			PARTNE	PARTNER M. No: 201023

PROGEN SYSTEMS AND TECHNOLOGIES LIMITED

Cash Flow Statement

Rs. in lakhs

	Particulars	For the period ended March 31, 2018		For the period ended March 31, 2017	
A	CASH FLOW FROM OPERATING ACTIVITIES				
				1	
	Net profit before tax and extraordinary items	1 1	176.64		60.03
	Adjustments for:			1	10.5
	Depreciation, impairment and amortization		16.51		18.5
	Loose tools written off	1 1			4.4
	Notional Income	1 1	82.14	1	73.3
	Provision for Gratuity		(26.44)		
	Provision for warranty and Contractual Obligation	1 1		- 1	
	Interest expense (net)		(0.70)		(1.1
	Change in DTA				
	Operating profit before working capital changes		248.15		155.24
	Changes in working capital				
	(Increase) / decrease in trade receivables	(56.87)		24.66	
	(Increase) / decrease in inventories	- 1	1	<u> </u>	
	(Increase) / decrease in other current Assets	(15.39)		98.56	
	(Increase) / decrease in other Financial Assets	1		0.55	
	Increase / (decrease) in loans and advances	- 1			
	Increase / (decrease) in trade payables and provisions	-		(117.33)	
	Increase / (decrease) in Other Financial Liabilities	- 1		<u> </u>	
	Increase / (decrease) in Other Current Liabilities	(177.92)	,	(173.02)	
	Indicase / (assistate) in the series assistant	1	(250.18)		(166.5
	Cash generated from operations		(2.03)		(11.3
	Direct taxes (paid) / refund (net)		(2.02)		(11.3
	Net cash flow from operating activities CASH FLOW FROM INVESTING ACTIVITIES		(2.03)		(11.5
В	CASH FLOW FROM INVESTING ACTIVITIES				
	Purchase of fixed assets		9		·
	Loan given to Schimtz received		-		9745
	Net cash flow from investing activities				
С	CASH FLOW FROM FINANCING ACTIVITIES				
	Long term borrowings (repaid) / availed				(32)
	Net cash flow from financing activities		- (2.02)		- (44.5
	Net increase in cash and cash equivalents (A+B+C)		(2.03)		(11.3
	Cash and cash equivalents as at April 1, 2017		8.79		20.1
	Cash and cash equivalents as at March 31, 2018		6.76		8.7
	Cash on hand		0.03		0.:
	On current accounts		6.73		8.6
	On deposit accounts			per our Pepor	-

See accompanying notes 1 to 20 forming part of the Financial Statements

As per our Report of even date for M/s. CNGSN & ASSOCIATES LLP, CHARTERED ACCOUNTANTS

Firm Reg. No.4915S

CHENNAI

DATE: 30.05.2018

SWARNAMUGI R.KARTHIK

DIRECTOR

WAMINATHAN DIRECTOR B . RAMAKRISHNAN PARTNER M. No: 201023



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