



**L&T AHMEDABAD - MALIYA  
TOLWAY LIMITED**

**7<sup>th</sup> ANNUAL REPORT  
2014-15**

**Board of Directors:**

Mr.Karthikeyan. T.V  
Mr.Manoj Kumar Singh  
Dr.Esther Malini  
Mr.K.P.Raghavan  
Dr.K.N.Satyanarayana

**Company Secretary**

Mr.Rajanish Sekhar.T.Tonpe

**Chief Financial Officer**

Mr.L.Lakshmi narasimhan

**Manager**

Mr.Shailesh Kumar Shukla

**Statutory Auditors**

M/s.M.K.Dandeker & Co., Chartered Accountants

**Registered Office**

Post Box No.979  
Mount Poonamallee Road  
Manapakkam  
CHENNAI - 600 089



L&T IDPL

**L&T Ahmedabad Maliya Tollway Limited**  
(A subsidiary of L&T IDPL)  
Toll Plaza Section -2, Km- 88+000, Village - Bajana  
Taluka - Dasada(Malvan),  
District - Surendranagar (Gujarat), PIN Code - 382745  
Phone : 02752-2301000

### NOTICE TO MEMBERS

Notice is hereby given for the SEVENTH ANNUAL GENERAL MEETING of the Members of L&T AHMEDABAD - MALIYA TOLLWAY LIMITED to be held on Tuesday, 22<sup>nd</sup> September, 2015 at 2:00 P.M. at the Registered office of the Company located at 1<sup>st</sup> Floor, TCTC Building, Post Box No.979, Mount Poonamallee High Road, Manapakkam, CHENNAI - 600 089 to discuss the following business:

#### ORDINARY BUSINESS:

1. To consider and adopt the audited Financial Statements for the period from 1<sup>st</sup> April, 2014 to 31<sup>st</sup> March 2015 and the Reports of the Board and Auditors thereon
2. To appoint the Statutory Auditors of the Company and to fix their Remuneration and for that purpose to pass with or without modification(s), the following Resolution as an **ORDINARY RESOLUTION** :

**"RESOLVED THAT**, pursuant to the provisions of section 139 of the Companies Act, 2013 and the Rules made thereunder, appointment of M/s. Gianender & Associates, Chartered Accountants, Firm Registration No. 004661N and having its office at , Plot No. 6, Site No. 21, Geeta Manir Marg, New Rajinder Nagar New Delhi be and are hereby recommended for appointment as Statutory Auditors of the company to hold the office for a term of Five years starting from conclusion of the forthcoming 7<sup>th</sup> Annual General Meeting till the conclusion of the 12<sup>th</sup> Annual General Meeting."

**"FURTHER RESOLVED THAT** the remuneration for the year 2015-16 be and is hereby recommended at ₹. 2,50,000/- p.a. plus service tax excluding travelling and other Out of Pocket Expenses."

**"FURTHER RESOLVED THAT** the appointment of the Statutory Auditor be and is hereby recommended for ratification in every Annual General Meeting during the Five year term for which the Statutory Auditor is appointed and the remuneration for every financial year during the term be fixed at every Annual General meeting at the time of ratification of their appointment."

**"RESOLVED FURTHER THAT** any one of the Directors of the Company be and is hereby authorized to sign such notice as may be required under the Companies Act, 2013, appointment letter and such other documents, if any, to be submitted with Ministry of



Corporate affairs and also to inform the Statutory auditors about their appointment by sending signed letter / documents as may be required confirming their appointment as Statutory Auditor."

**SPECIAL BUSINESS:-**

**3. TO APPOINT MR. KARTHIKEYAN T V (DIN 01367727) AS 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. Karthikeyan T V (DIN 01367727), who had been appointed as an Additional Director of the Company with effect from 31<sup>st</sup> March, 2015 and who, in terms of Section 161 of the Companies Act, 2013, holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member signifying his intention to propose him as a candidate for the office of Director along with the necessary deposit as prescribed under Section 160 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

**4. TO APPOINT DR. ESTHER MALINI (DIN 07124748) AS 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**, Dr. Esther Malini (DIN 07124748), who had been appointed as an Additional Director of the Company with effect from 31<sup>st</sup> March, 2015 and who, in terms of Section 161 of the Companies Act, 2013, holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a Notice in writing from a Member signifying his intention to propose him as a candidate for the office of Director along with the necessary deposit as prescribed under Section 160 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

**5. TO APPOINT MR. MANOJ KUMAR SINGH (DIN 05228599) AS 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. Manoj Kumar Singh (DIN 05228599), who had been appointed as an Additional Director of the Company with effect from 31<sup>st</sup> March, 2015 and who, in terms

of Section 161 of the Companies Act, 2013, holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a Notice in writing from a Member signifying his intention to propose him as a candidate for the office of Director along with the necessary deposit as prescribed under Section 160 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company, liable to retire by rotation."


6. **TO RATIFY THE REMUNERATION OF THE COST AUDITOR FOR THE YEAR 2015 - 16**  
**CONSIDERED AND APPROVED BY THE BOARD OF DIRECTORS 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 Section 148 and other applicable provisions, if any, of the Companies Act, 2013, rule 14 of the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost records and audit) Rules, 2014, remuneration of Rs. 75,000/- per annum plus service tax approved by the Board for Mr. K. Suryanarayanan (Membership No. 24946), a member of the Institute of Cost Accountant of India and a Cost Accountant in Practice, who was appointed as Cost Auditor of the Company to audit the cost records of the Company for the financial year 2015-16 during the Board meeting dated 20<sup>th</sup> July, 2015 be and is hereby ratified."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By the Order of the Board  
For L&T AHMEDABAD - MALIYA TOLLWAY LIMITED

  
KARTHIKEYAN T V  
DIRECTOR  
DIN: 01367727  
3RD FLOOR, SIRUSHTI SAMPRADHAYA,  
NO. 46, 3RD TRUST CROSS STREET,  
MANDAVELIPAKKAM, CHENNAI - 600028.

DATE: 25<sup>th</sup> August, 2015

**Notes:**

1. THE RELATIVE EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF THE BUSINESS UNDER ITEM NOS. 3, 4, 5 AND 6 SET OUT ABOVE IS ANNEXED HERETO.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER. PROXY FORMS SHOULD BE SUBMITTED TO THE COMPANY 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

3. 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.
4. ALL DOCUMENTS REFERRED TO IN THE ACCOMPANYING NOTICE AND THE EXPLANATORY STATEMENT SHALL BE OPEN FOR INSPECTION AT THE REGISTERED OFFICE OF THE COMPANY DURING BUSINESS HOURS EXCEPT ON HOLIDAYS, UP TO AND INCLUDING THE DATE OF THE ANNUAL GENERAL MEETING OF THE COMPANY.
5. DETAILS OF DIRECTORS/MANAGER SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON SEPTEMBER 22, 2015 ARE PROVIDED IN ANNEXURE A OF THIS NOTICE.



## EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the special businesses under Item Nos. 3, 4, 5 and 6 accompanying the Notice dated 25<sup>th</sup> August, 2015:

### SPECIAL BUSINESS

#### Item no. 3:

The members are hereby informed that Mr. Karthikeyan T V was appointed as an Additional Director with effect from 31<sup>st</sup> March, 2015 and pursuant to the provisions of Section 161 of the Companies, Act 2013, he will hold the office of Additional Directorship until the conclusion of ensuing Annual general Meeting of the company.

Further, your Company has received a notice in writing from L&T Infrastructure Development Projects Limited, a member, signifying his intention to propose Mr. Karthikeyan T V as a candidate for the office of Director along with the deposit of ₹. 1,00,000/- as specified under Section 160 of the Companies Act, 2013.

The appointment proposed in Item No. 3 is not affecting any other Company in the manner as prescribed in the provisions of section 102 of the Companies Act, 2013.

The above notice received from L&T Infrastructure Development Projects Limited shall be kept open for inspection in this regard and all other information pertaining to this item has been provided in this explanatory statement.

Hence, the Directors recommend the resolution at Item No. 3 as Ordinary Resolution for the approval of the Shareholders.

None of the Directors or the Key Managerial Personnel of the Company or their relatives, except Mr. Karthikeyan T V, are in any way concerned or interested in the said resolution.

#### Item no. 4:

The members are hereby informed that Dr. Esther Malini was appointed as an Additional Director with effect from 31<sup>st</sup> March, 2015 and pursuant to the provision of Section 161 of the Companies, Act 2013, he will hold the office of Additional Directorship until the conclusion of ensuing Annual General Meeting of the company.

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Further, your Company has received a notice in writing from L&T Infrastructure Development Projects Limited, a member, signifying his intention to propose Dr. Esther Malini as a candidate for the office of Director along with the deposit of ₹. 1,00,000/- as specified under Section 160 of the Companies Act, 2013.

The appointment proposed in Item No. 4 is not affecting any other Company in the manner as prescribed in the provisions of section 102 of the Companies Act, 2013.

The above notice received from L&T Infrastructure Development Projects Limited shall be kept open for inspection in this regard and all other information pertaining to this item has been provided in this explanatory statement.

Hence, the Directors recommend the resolution at Item No. 4 as Ordinary Resolution for the approval of the Shareholders.

None of the Directors or the Key Managerial Personnel of the Company or their relatives, except Dr. Esther Malini, are in any way concerned or interested in the said resolution.

**Item no. 5:**

The members are hereby informed that Mr. Manoj Kumar Singh was appointed as an Additional Director with effect from 31<sup>st</sup> March, 2015 and pursuant to the provisions of Section 161 of the Companies Act, 2013, he will hold the office of Additional Directorship until the conclusion of ensuing Annual general Meeting of the company.

Further, your Company has received a notice in writing from L&T Infrastructure Development Projects Limited, a Member, signifying his intention to propose Mr. Manoj Kumar Singh as a candidate for the office of Director along with the deposit of ₹. 1,00,000/- as specified under Section 160 of the Companies Act, 2013.

The appointment proposed in Item No. 5 is not affecting any other Company in the manner as prescribed in the provisions of section 102 of the Companies Act, 2013.

The above notice received from L&T Infrastructure Development Projects Limited shall be kept open for inspection in this regard and all other information pertaining to this item has been provided in this explanatory statement.

Hence, the Directors recommend the resolution at Item No. 5 as Ordinary Resolution for the approval of the Shareholders.



None of the Directors or the Key Managerial Personnel of the Company or their relatives, except Mr. Manoj Kumar Singh, are in any way concerned or interested in the said resolution.

**Item no. 6:**

Pursuant to the provisions of section 148 of the Companies Act, 2013, Companies (Audit and Auditors) Rules, 2014 and Companies (Cost records and audit) Rules, 2014, your company is required to appoint a Cost Auditor for the purpose of complying with the Cost Audit compliances under the Companies Act, 2013.

Consequently, the Board of your company had appointed Mr. K. Suryanarayanan, a member of the Institute of Cost Accountant of India and a Cost Accountant in Practice, as the Cost Auditor of the company for the financial year 2015-16 at a remuneration of ₹. 75,000/- per annum plus service tax during the Board meeting held on 20<sup>th</sup> July, 2015.

Further, as per rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration of the Cost Auditor is required to be ratified by the shareholders of the Company at a General meeting.

The proposed ratification of remuneration of the Cost Auditor referred above will in no way be detrimental to the interest of any member or Public or Employees or any other person whatsoever associated with the Company in any manner whatsoever.

There are no further documents which needs to be kept open for inspection in this regard and all the information connected to this item has been provided in this explanatory statement.

Hence, the Directors recommend the resolution at Item No. 6 as an Ordinary Resolution for the approval of the Shareholders.

None of the Directors or the Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the said resolutions.

By the Order of the Board  
For L&T AHMEDABAD - MALIYA TOLLWAY LIMITED

  
KARTHIKEYAN T V  
DIRECTOR  
DIN: 01367727

3RD FLOOR, SIRUSHTI SAMPRADHAYA,  
NO. 46, 3RD TRUST CROSS STREET,  
MANDAVELIPAKKAM, CHENNAI - 600028

DATE: 25<sup>th</sup> August, 2015



### Annexure A

Details of the Directors/Manager seeking Appointment/ Re-Appointment in the forthcoming Annual General Meeting

Name of Director	Mr. Karthikeyan T. V	Mr. Manoj Kumar Singh	Dr. Esther Malini
Date of Birth	March 29, 1964	April 18, 1964	April 28, 1969
Date of Appointment on the Board	March 31, 2015	March 31, 2015	March 31, 2015
Qualification	B.Com , ACA,ACS	B. Sc., B.E (Civil), M. Tech	B.E(Civil ) , M.E (Urban Engineering , Ph. D in Management Studies
Terms and Conditions of appointment and Remuneration	To be appointed as a Non-Executive Director, liable to retire by rotation with nil remuneration.	To be appointed as a Non-Executive Director, liable to retire by rotation with nil remuneration.	To be appointed as a Non-Executive Director, liable to retire by rotation with nil remuneration.
Experience	29 years of experiences	25 years of experiences	Research Experience-5 Years, Corporate Experience -17 Years
Directorships in other companies	1. Kudgi Transmission Limited 2. L&T Samakhiali Gandhidham Tollway Limited 3. L&T Devihalli Hassan Tollway Limited 4. L&T Rajkot - Vadinar Tollway Limited 5. L&T Halol - Shamlaji Tollway Limited 6. L&T Transportation Infrastructure Limited 7. PNG Tollway Limited 8. L&T Deccan Tollways Limited	1. L&T Western Andhra Tollways Limited 2. L&T Krishnagiri Thopur Toll Road Limited 3. L&T Panipat Elevated Corridor Limited 4. L&T BPP Tollway Limited 5. L&T Rajkot - Vadinar Tollway Limited 6. L&T Halol - Shamlaji Tollway Limited 7. L&T Sambalpur-Rourkela Tollway Limited	1. L&T Panipat Elevated Corridor Limited 2. L&T Interstate Road Corridor Limited 3. L&T Krishnagiri Thopur Toll Road Limited 4. L&T Krishnagiri Walajahpet Tollway Limited 5. L&T Rajkot - Vadinar Tollway Limited 6. L&T Halol - Shamlaji Tollway Limited
Number of Board Meetings attended during the year	Nil	Nil	Nil
Memberships/ Chairmanships of	Member Audit Committee	Nil	Member Audit Committee

committees across all companies	<ol style="list-style-type: none"> <li>1. Kudgi Transmission Limited</li> <li>2. L&amp;T Rajkot - Vadinar Tollway Limited</li> <li>3. L&amp;T Halol - Shamlaji Tollway Limited</li> <li>4. L&amp;T Transportation Infrastructure Limited</li> <li>5. L&amp;T Samakhiali Gandhidham Tollway Limited</li> <li>6. PNG Tollway Limited</li> </ol> <p>Nomination and Remuneration Committee</p> <ol style="list-style-type: none"> <li>1. Kudgi Transmission Limited</li> <li>2. PNG Tollway Limited</li> <li>3. L&amp;T Rajkot - Vadinar Tollway Limited</li> <li>4. L&amp;T Halol - Shamlaji Tollway Limited</li> <li>5. L&amp;T Transportation Infrastructure Limited</li> </ol> <p>Corporate Social Responsibility Committee</p> <ol style="list-style-type: none"> <li>1. L&amp;T Samakhiali Gandhidham Tollway Limited</li> <li>2. L&amp;T Transportation Infrastructure Limited</li> </ol>		<ol style="list-style-type: none"> <li>1. L&amp;T Krishnagiri Thopur Toll Road Limited</li> </ol> <p>Nomination and Remuneration Committee</p> <ol style="list-style-type: none"> <li>1. L&amp;T Krishnagiri Thopur Toll Road Limited</li> </ol> <p>Corporate Social Responsibility Committee</p> <ol style="list-style-type: none"> <li>1. L&amp;T Interstate Road Corridor Limited</li> </ol>
Shareholding in the Company	Holding 1 Share jointly with L&T Infrastructure Development Projects Limited	Nil	Nil
Relationship with other Directors/KMPs	Nil	Nil	Nil



## BOARD'S REPORT

The Directors of your Company are pleased to present their Report and the Company's audited financial statements for the financial year ended March 31, 2015.

### FINANCIAL RESULTS

The Company's financial performance, for the year ended March 31, 2015 is summarised below:

Particulars	2014-15	2013-14
	₹ Crore	₹ Crore
Profit / (Loss) Before Depreciation, exceptional and extra ordinary items & Tax	(67.03)	(64.68)
Less: Depreciation, amortization and obsolescence	32.09	(19.36)
Profit / ( loss) before exceptional and extraordinary items and tax	(99.12)	(45.32)
Add: Exceptional Items	–	–
Profit / (Loss) before extraordinary items and tax	(99.12)	(45.32)
Add: Extraordinary items	–	–
Profit / (Loss) before tax	(99.12)	(45.32)
Less: Provision for tax	–	–
Profit / (Loss) for the period carried to the balance sheet	(99.12)	(45.32)
Add: Balance brought forward from previous year	(130.39)	(85.07)
Balance carried to Balance Sheet	(229.51)	(130.39)

### RESULTS OF OPERATIONS AND THE STATE OF COMPANY'S AFFAIRS

Total income including other income of your company for the financial year under review was ₹ 139.67 crore as against ₹ 130.70 crore for the previous financial year. The gross toll collections grew by 6.65% over the previous year thereby bringing down the net losses for the year. The Company has been rated CARE A-(SO) by CARE Limited, an independent professional investment information and credit rating agency in India.

### CAPITAL EXPENDITURE:

As at March 31, 2015 the gross fixed and intangible assets including intangible asset under development and leased assets, stood at ₹ 1489.45 crore and the net fixed and intangible assets, including leased assets at ₹ 1422.98 crore. Capital Expenditure incurred during the year amounted to ₹ 5.34 crore.

### DEPOSITS

Your company has not accepted deposits from the public and no amount on account of principal or interest on public deposits was outstanding as on the date of the balance sheet.

### TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND

Your company did not have any requirement to transfer funds to Investor Education and Protection Fund during the year under review.

### SUBSIDIARY/ASSOCIATE/JOINT VENTURE COMPANIES

Your company does not have any Subsidiary/Associate/Joint Venture Company.

### PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN OR SECURITY PROVIDED BY THE COMPANY

Since the Company is engaged in the business of developing infrastructure facility, the provisions of Section 186 except sub-section (1) are not applicable to the Company. However the details of loans given, investments made and guarantees/securities provided by the Company are given in the Notes to financial statement.

### PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All the related party transactions were in the ordinary course of business and at arm's length.

All related party transactions (RPT) during the year have been approved in terms of the Companies Act, 2013. The Company will adhere to the RPT Policy of the Holding Company and guidelines thereunder.

Details of material contracts or arrangements which are at arm's length are provided in Annexure II to this Report.

### AMOUNT TRANSFERRED TO RESERVES

Appropriation of profits to any specific reserve is not applicable to your Company.

### DIVIDEND

As your Company does not have distributable profits, the Board of Directors are unable to declare any dividend for the year under review.

**MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF REPORT**

No material changes and commitments have occurred affecting the financial position of the Company between the end of the financial year and the date of this report.

**DETAILS OF SIGNIFICANT AND MATERIAL ORDERS**

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

**CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION**

In view of the nature of activities which are being carried on by the Company, Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014, conservation of energy and technology absorption does not apply to the Company.

**FOREIGN EXCHANGE EARNINGS AND OUTGO**

During the year the Company has spent a sum of ₹ 0.48 Crore in foreign currency towards purchasing Capital Goods.

There were no foreign exchange earnings during the year.

**RISK MANAGEMENT POLICY**

The Risk Management Policy of the Holding Company is applicable to our Company.

**INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY**

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit (IA) function is defined in the Internal Audit Charter. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board. The Internal Audit functions are carried out by the M/s. Grant Thornton. The Internal Auditors monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies of the Company. Based on the report of internal audit function, process owners undertake corrective action, as may be required, in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions, if any are presented to the Audit Committee of the Board.

**CORPORATE SOCIAL RESPONSIBILITY**

Since your company does not exceed any of the threshold limits specified under section 135 of the Companies Act 2013, it is not required under the said Act to spend during the year any amount on Corporate Social Responsibility.

**DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL ("KMP") APPOINTED/RESIGNED DURING THE YEAR****CHANGES IN DIRECTORS AND KMP**

Mr. Karthikeyan T V has been appointed as Additional Director of the Company on 31st March, 2015.

Dr. Esther Malini has been appointed as Additional Director of the Company on 31st March, 2015.

Mr. Manoj Kumar Singh has been appointed as Additional Director of the Company on 31st March, 2015.

Dr. K N Satyanarayana has been appointed as Independent Director for a term of five years with effect from 31st March, 2015.

Mr. K P Raghavan has been appointed as independent Director of the Company for a term of five years with effect from 31st March, 2015.

Mr. T S Venkatesan resigned as Director of the Company on 31st March, 2015. The Directors record their sincere appreciation and deep gratitude for the invaluable contribution made by him towards the development of the Company during his tenure as Director.

Mr. Manoj Anil Dave resigned as Director of the Company on 31st March, 2015. The Directors record their sincere appreciation and deep gratitude for the invaluable contribution made by him towards the development of the Company during his tenure as Director.

Mr. B Ramakrishnan resigned as Director of the Company on 31st March, 2015. The Directors record their sincere appreciation and deep gratitude for the invaluable contribution made by him towards the development of the Company during his tenure as Director.

Mr. Rajanish Sekhar T. Tonpe has been appointed as Company Secretary of the Company on 3rd November, 2014 in terms of Section 203 of the Companies Act, 2013.

Mr. L. Lakshmi Narasimhan has been appointed as Chief Financial Officer (CFO) of the Company on 3rd November, 2014 in terms of Section 203 of the Companies Act, 2013.

The Board of Directors of the Company as on March 31, 2015 are as follows:

Sr. No.	Name	Designation
1	Mr. Karthikeyan T V	Additional Director
2	Mr. Manoj Kumar Singh	Additional Director
3	Dr. Esther Malini	Additional Director

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Sr. No.	Name	Designation
4	Mr. K P Raghavan	Independent Director
5	Dr. K. N. Satyanarayana	Independent Director

The Key Managerial Personnel (KMP) of the Company as on March 31, 2015 are as given below:

Sr. No.	Name	Designation
1	Mr. Shailesh Kumar Shukla	Manager
2	Mr. L. Lakshmi Narasimhan	Chief Financial Officer
3	Mr. Rajanish Sekhar .T .Tonpe	Company Secretary

### NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

The meetings of the Board are held at regular intervals with a time gap of not more than 120 days between two consecutive Meetings. Additional meetings of the Board of Directors are held as per business requirement.

During the year five Board Meetings were held. The details of the Board meetings conducted during the year under review are given below:

Date	Board Strength	No of Directors Present
5th May, 2014	3	3
14th July, 2014	3	2
3rd November, 2014	3	2
24th February, 2015	3	2
31st March, 2015	3	3

The Agenda of the Meeting is circulated in advance to the Directors. Minutes of the meetings of the Board of Directors are drafted and circulated amongst the Members of the Board for their perusal.

### AUDIT COMMITTEE

The Company has constituted an Audit Committee in terms of the requirements of the Companies Act, 2013 comprising of Mr. K P Raghavan, Dr.K. N. Satyanarayana and Mr. Karthikeyan T. V. as the members of the Committee.

During the year, four audit committee meetings were held. The details of the meetings conducted during the year under review are given below:

Date	Strength of the Committee	No. of members present
5th May, 2014	3	3
14th July, 2014	3	2
3rd November, 2014	3	2
24th February, 2014	3	2

In accordance with the requirements of the Companies Act, 2013, the Company has established a Vigil Mechanism framework for Directors and employees to report genuine concerns. The Compliance Officer of the Holding Company is the co-ordinator for the Vigil Mechanism and is responsible for receiving, validating, investigating and reporting to the Audit Committee during the year.

The Whistle Blower Policy of the Company meets the requirement of the Vigil Mechanism framework under the Companies Act, 2013.

### COMPANY'S POLICY ON DIRECTOR APPOINTMENT AND REMUNERATION

The Company had constituted a Nomination and Remuneration Committee in accordance with the requirements of the Companies Act, 2013 read with the Rules made thereunder comprising of Mr. K P Raghavan, Dr. K. N. Satyanarayana and Mr. Karthikeyan. T. V as the members of the Committee.

The Committee had formulated a policy on Director's appointment and remuneration including recommendation of remuneration of the KMP and the criteria for determining qualifications, positive attributes and independence of a Director.

### DECLARATION OF INDEPENDENCE

The Company has received a declaration of independence as stipulated under Section 149(7) of the Companies Act, 2013 confirming that he/she is not disqualified from continuing as an Independent Director.

### EXTRACT OF THE ANNUAL RETURN

The extract of the annual return in Form No. MGT – 9 is enclosed as Annexure I to this Report.

### DIRECTORS RESPONSIBILITY STATEMENT

The Board of Directors of the Company confirm that:

- In the preparation of Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.



- b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period.
- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) The Directors have prepared the Annual Accounts on a going concern basis.
- e) The Directors have laid down an adequate system of internal financial control with respect to reporting on financial statement and the said system is operating effectively.
- f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and were operating effectively.

#### PERFORMANCE EVALUATION OF THE BOARD, ITS COMMITTEES AND DIRECTORS

The Company had appointed Independent Directors only on 31st March 2015. Hence, this process is being taken up in this calendar year.

#### DISCLOSURE OF REMUNERATION

The Board of Directors wish to express their appreciation to all the employees for their outstanding contribution to the operations of the Company during the year. The information required under Section 197(12) of the Companies Act, 2013 and the Rules made thereunder, is provided in the below:

The Directors of the Company were not paid any remuneration during the year. Hence, the remuneration of the Directors to that of the employees of the Company is not comparable.

#### REMUNERATION OF KMP

Amount in ₹ crore

Name of the KMP	Designation	Remuneration in FY 2014-15	Remuneration in FY 2013-14	% increase in remuneration of FY 2014-15 as compared to previous financial year	Performance of the Company	
					% increase in revenue of FY 2014-15 as compared to previous financial year	% increase in profit after tax of FY 2014-15 as compared to previous financial year
Mr. L. Lakshmi Narasimhan	Chief Financial Officer	Nil	Nil	Nil	6.65%	(118.72)%
Mr. Shailesh Kumar Shukla	Manager	0.15	0.14	5%		
Mr. Rajanish Sekhar T Tonpe	Company Secretary	Nil	Nil	Nil		

The Median Remuneration of Employees ("MRE") was ₹ 0.032 crore and ₹ 0.031 crore in the financial year 2014-15 and 2013-14 respectively. The increase in MRE in the financial year 2014-15 as compared to previous financial year is 4.92%.

The number of permanent employees on the rolls of the Company as of March 31, 2015 and March 31, 2014 was 59 and 56 respectively.

The revenue grown during the financial year over the previous financial year was 6.65% and net loss increased by 118.72%. The average remuneration of employees increased by 2.71% over the previous financial year. The loss during the year has increased on account of amortisation. The Company adopted revenue basis amortisation in Financial Year 13-14 and made retrospective application of the same. Hence the increase in remuneration of employees and KMP is not comparable with the performance of the Company.

Average percentage increase made in the salaries of employees other than the KMP in the financial year 2014-15 was 3.31%. The increase in remuneration of KMP was 5 % over the previous financial year. This was based on the Company Policy.

The remuneration paid to the employees is as per the remuneration policy of the Company.

There are no employees in the company covered by the provisions of the sub rule 2 of rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

#### AUDITORS AND AUDITORS' REPORT

##### STATUTORY AUDITORS

M/S. M. K. Dandekar & Co., Statutory Auditors, shall hold office until the conclusion of the ensuing Annual General Meeting ("AGM"). The Company is required to finalize its' Statutory Auditor for the Financial year 2015-16, out of the panel of Auditors suggested by Gujarat State Road Development Corporation Limited (GSRDC), which is yet to be issued by GSRDC.

The Auditors' Report for the financial year 2014-15 is unqualified. The Notes to the accounts referred to in the Auditors' Report are self-explanatory and do not call for any further clarifications under section 134(3)(f) of the Companies Act, 2013.

#### SECRETARIAL AUDITORS

Mr. R. Thamizhvanan, a firm of Company Secretaries in practice, was appointed to conduct the secretarial audit of the Company for the financial year 2014-15, as required under Section 204 of the Companies Act, 2013 and Rules thereunder. The secretarial audit report for the financial year 2014-15 is attached as Annexure III to this Report. The secretarial audit report is self-explanatory and does not call for any further clarifications.

#### COST AUDITOR

Mr. K. Suryanarayanan, Cost Accountant was appointed as Cost Auditor of the Company for audit of cost accounting records for the financial year 2014-15, pursuant to the provisions of Section 148 of the Companies Act, 2013 and Rule 3 and 4 of the Companies (Cost Records and Audit) Amendment Rules, 2014, at a remuneration of ₹ 75,000. The Report of the Cost Auditors for the financial year 2014-15 would be filed with the Ministry of Corporate Affairs ("MCA") once the same is finalised.

A proposal for ratification of remuneration of the Cost Auditor is placed before the shareholders.

#### ACKNOWLEDGEMENT

Your Directors take this opportunity to thank the employees, Financial Institutions, Banks, Central and State Government authorities, Regulatory authorities, Stock Exchanges and all the various stakeholders for their continued co-operation and support to the Company.

For and on behalf of the Board

*Place : Chennai*  
*Date : April 27, 2015*

**KARTHIKEYAN T V**

*Director*  
*DIN: 01367727*

**ESTHER MALINI VICTOR**

*Director*  
*DIN: 07124748*

**ANNEXURE I****FORM NO. MGT-9****EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31.03.2015**

[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:**

CIN	U45203TN2008PLC069211
Registration Date	09/09/2008
Name of the Company	L&T AHMEDABAD - MALIYA TOLLWAY LIMITED
Category / Sub-Category of the Company	COMPANY LIMITED BY SHARES/INDIAN NON-GOVERNMENT COMPANY
Address of the Registered office and contact details	P.O.BOX.979, MOUNT POONAMALLEE ROAD, MANAPAKKAM, CHENNAI- 600089
Whether listed company Yes / No	Yes. Debentures are Listed with BSE.
Name, Address and Contact details of Registrar and Transfer Agent, if any	Sharepro Services India Pvt. Ltd. 13 AB Samitha Warehousing Complex, 2nd Floor, Saki Naka Telephone Exchange Lane, Sakinaka, Andheri East Mumbai - 400072 (Phone: +91 22 67720329 )Mobile: +919833515383

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

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

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Construction and maintenance of motorways, streets, roads, other vehicular and pedestrian ways, highways, bridges, tunnels and subways	42101	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –**

S. No	Name And Address of the Company	CIN/GLN	Holding/ Subsidiary /Associate	% of Shares held	Applicable Section
1	L&T Infrastructure Development Projects Limited	U65993TN2001PLC046691	Holding	99.99%	2(46)

**IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)****i) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>1) Indian</b>									
a) Individual/HUF	–	–	–	–	–	–	–	–	–
b) Central Govt	–	–	–	–	–	–	–	–	–
c) State Govt (s)	–	–	–	–	–	–	–	–	–
d) Bodies Corp.	148999994	6*	149000000	100	148999994	6*	149000000	100	–
e) Banks / FI	–	–	–	–	–	–	–	–	–
f) Any Other....	–	–	–	–	–	–	–	–	–
<b>Sub-total (A) (1):-</b>	<b>148999994</b>	<b>6*</b>	<b>149000000</b>	<b>100</b>	<b>148999994</b>	<b>6*</b>	<b>149000000</b>	<b>100</b>	<b>–</b>
<b>2) Foreign</b>									
a) NRIs - Individuals	–	–	–	–	–	–	–	–	–
b) Other - Individuals	–	–	–	–	–	–	–	–	–
c) Bodies Corp.	–	–	–	–	–	–	–	–	–
d) Banks / FI	–	–	–	–	–	–	–	–	–
e) Any Other....	–	–	–	–	–	–	–	–	–
<b>Sub-total (A) (2):-</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>148999994</b>	<b>6*</b>	<b>149000000</b>	<b>100</b>	<b>148999994</b>	<b>6*</b>	<b>149000000</b>	<b>100</b>	<b>–</b>



Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds									
b) Banks / FI									
c) Central Govt									
d) State Govt(s)									
e) Venture Capital Funds									
f) Insurance Companies									
g) FIs									
h) Foreign Venture Capital Funds									
i) Others (specify)									
<b>Sub-total (B)(1):-</b>									
<b>2. Non-Institutions</b>									
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	-	-	-	-	-	-	-	-	-
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	-	-	-	-	-	-	-	-	-
c) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(2):-</b>	-	-	-	-	-	-	-	-	-
<b>Total Public Shareholding (B) = (B)(1) + (B)(2)</b>	-	-	-	-	-	-	-	-	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>148999994</b>	<b>6*</b>	<b>149000000</b>	<b>100</b>	<b>148999994</b>	<b>6*</b>	<b>149000000</b>	<b>100</b>	<b>-</b>

\* Shares are held by nominees of L&T Infrastructure Development Project Limited.

**(ii) Shareholding of Promoters**

Sl No	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in Shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Share	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	L&T Infrastructure Development Projects Limited (with nominee)	148999900	99.9999%	Nil	148999900	99.9999%	Nil	-
2	Larsen & Toubro Limited	100	0.0001%	Nil	100	0.0001%	Nil	-
	<b>Total</b>	<b>149000000</b>	<b>100%</b>	<b>Nil</b>	<b>149000000</b>	<b>100%</b>	<b>Nil</b>	<b>-</b>

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

Sl. No.		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	At the beginning of the year	149000000	100	149000000	100
2	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/sweat equity etc):	NIL	NIL	NIL	NIL
3	At the End of the year	149000000	100	149000000	100

## (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	At the beginning of the year	–	–	–	–
2	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	–	–	–	–
3	At the End of the year (or on the date of separation, if separated during the year)	–	–	–	–

## (v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the Company
1	At the beginning of the year	–	–	–	–
2	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	–	–	–	–
3	At the End of the year (or on the date of separation, if separated during the year)	–	–	–	–

## V. INDEBTEDNESS

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

(Amount in ₹ Crore)

Particulars	Secured Loans excluding deposits	Unsecured Loans	NCDs	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	1,246.78	152.40	60.00	1459.18
ii) Interest due but not paid	–	–	–	–
iii) Interest accrued but not due	–	1.43	4.89	6.32
<b>Total (i+ii+iii)</b>	<b>1,246.78</b>	<b>153.83</b>	<b>64.89</b>	<b>1,465.50</b>
<b>Change in Indebtedness during the financial year</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>
Addition	–	75.68	–	75.68
Reduction	70.97	–	28.91	99.88
<b>Net Change</b>	<b>(70.97)</b>	<b>75.68</b>	<b>(28.91)</b>	<b>(24.20)</b>
<b>Indebtedness at the end of the financial year</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>
i) Principal Amount	1175.81	222.65	30.00	1428.46
ii) Interest due but not paid	–	–	–	–
iii) Interest accrued but not due	–	6.86	5.98	12.84
<b>Total (i+ii+iii)</b>	<b>1175.81</b>	<b>229.51</b>	<b>35.98</b>	<b>1441.30</b>

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

₹ Crore

Sl. no.	Particulars of Remuneration	Name of MD/WTD/Manager	Total Amount
		Manager: Shilesh Kumar Shukla	
1.	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0.15 Crore	0.15 Crore
2.	Stock Option	—	—
3.	Sweat Equity	—	—
4.	Commission	—	—
	- as % of profit		
	- others, specify...		
5.	Others, please specify	—	—
	<b>Total (A)</b>	<b>0.15 Crore</b>	<b>0.15 Crore</b>
	<b>Ceiling as per the Act</b>	<b>0.71 Crore</b>	<b>0.71 Crore</b>

## B. Remuneration to other directors:

₹

Sl. no.	Particulars of Remuneration	Name of Directors			Total Amount
		DR. K. N. Satyanarayana	MR. K. P. Raghavan		
	Independent Directors				
	Fee for attending board / committee meetings				
	Commission				
	Others, please specify	Nil	Nil		Nil
	<b>Total (1)</b>	<b>Nil</b>	<b>Nil</b>		
		MR. Karthikeyan. T. V	Dr. Esther Malini	Mr. Manoj Kumar Singh	
	4. Other Non-Executive Directors				
	Fee for attending board / committee meetings				
	Commission				
	Others, please specify	Nil	Nil	Nil	Nil
	<b>Total (2)</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	
	<b>Total (B) = (1+2)</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	
	<b>Total Managerial Remuneration</b>				
	<b>Overall Ceiling as per the Act</b>	<b>Not more than ₹ 1 lakh per meeting of Board or Committee.</b>			



**C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD**

₹

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
			Mr. Rajanish Sekhar T. Tonpe	Mr. L. Lakshmi Narasimhan	
1.	Gross salary	NA	Nil	Nil	Nil
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961				
2.	Stock Option	–	–	–	–
3.	Sweat Equity	–	–	–	–
4.	Commission	–	–	–	–
	- as % of profit				
	- others, specify...				
5.	Others, please Specify				
	<b>Total</b>	<b>NA</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

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

For and on behalf of the Board

Place : Chennai  
Date : April 27, 2015

**KARTHIKEYAN T V**  
Director  
DIN: 01367727

**ESTHER MALINI VICTOR**  
Director  
DIN: 07124748

**ANNEXURE II****FORM NO. AOC.2**

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

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

The Company has not entered into such transactions during the year.

2. Details of material contracts or arrangement or transactions at arm's length basis length basis

The Company has not entered into such transactions during the year.

Name of the related party	Nature of relationship	Nature of contract/ arrangement/ transactions	Duration of contract/ arrangement/ transactions	Salient terms of contract/ arrangement/ transactions	Amount paid as advance
Nil	Nil	Nil	Nil	Nil	Nil
Nil	Nil	Nil	Nil	Nil	Nil
Nil	Nil	Nil	Nil	Nil	Nil

Date(s) of approval by the Board, if any – 27th April 2015

For and on behalf of the Board

Place : Chennai  
Date : April 27, 2015

**KARTHIKEYAN T V**  
Director  
DIN: 01367727

**ESTHER MALINI VICTOR**  
Director  
DIN: 07124748

## ANNEXURE III

### FORM NO. MR-3

#### SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR 2014-15

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

To  
The Members,  
**L&T AHMEDABAD – MALIYA TOLLWAY LIMITED**  
P.O. BOX NO.979, MOUNT POONAMALLEE ROAD  
MANAPAKKAM  
CHENNAI-600089

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **L&T AHMEDABAD – MALIYA TOLLWAY LIMITED** (here-in-after called the 'Company'). Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of **L&T AHMEDABAD – MALIYA TOLLWAY LIMITED** 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 has, during the audit period covering the financial year 2014-15 has complied with the applicable 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 **L&T AHMEDABAD – MALIYA TOLLWAY LIMITED**, Chennai for the financial year 2014-15 under the provisions of

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008

I have also examined whether adequate systems and processes are in place to monitor and ensure compliance with general laws like labour laws, competition laws, environment laws etc

In respect of financial laws like Tax laws, etc. I have relied on the audit reports made available during our audit for us to have the satisfaction that the Company has complied with the provisions of such laws

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India. -Not Applicable

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

#### I further report that:-

The Board of Directors & the Committees of the Company are duly constituted. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through and there were no dissenting views by any of the Board members during the year.

**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 complied with the following compliances with respect to the new Companies Act, 2013 to the extent notified and applicable.

- a. Appointment of Key Managerial Personnel – Manager, CS, & CFO.
- b. Constitution of various committees as applicable.
- c. Appointment of Internal Auditors.
- d. Appointment of Secretarial Auditor.
- e. The company is having a whole-time secretary w.e.f 03.11.2014 as required by Rule 8A of Companies (Appointment and Remuneration of Managerial Personnel )Rules 2014

Place: Chennai  
Date: 24.04.2015

**R. THAMIZHVANAN**  
(COMPANY SECRETARY IN PRACTICE)  
CP NO. 3721

## INDEPENDENT AUDITOR'S REPORT

### TO THE MEMBERS OF L&T AHMEDABAD MALIYA TOLLWAY LIMITED

#### Report on the Financial Statements

We have audited the accompanying financial statements of **L&T AHMEDABAD MALIYA TOLLWAY LIMITED**, which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

#### Management's Responsibility for the Financial Statements

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

#### Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls.

An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

#### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2015, and its loss and its cash flows for the year ended on that date.

#### Report on Other Legal and Regulatory Requirements

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 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) In our opinion, the Company is a going concern as mentioned in Note Q (1) in the financial statements.
- (f) On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- (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.
  - 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.

As required by the Companies (Auditor's Report) Order, 2015 issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we enclose in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the said Order.

**For M. K. DANDEKER & CO.**  
Chartered Accountants  
(ICAI Reg. No. 000679S)

**S. POOSAIDURAI**  
Partner

Membership No.223754

Place : Chennai  
Date : April 27, 2015



## **ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT**

(Referred to in our Report of even date)

1. a. The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;  
b. The Fixed Assets have been physically verified by the Management at regular Intervals and no material discrepancies were noticed on such verification.
2. The Company is engaged in the business of infrastructure development and maintenance and hence, reporting under clause 3 (ii) (a), (b) & (c) of the Companies (Auditor's Report) Order 2015 relating to inventory are not applicable.
3. The Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act. Hence, reporting under clause 3 (iii) (a) & (b) of the Companies (Auditor's Report) Order 2015 does not arise.
4. According to the information and explanations given to us, the Company is having adequate Internal Control system commensurate with the size of the Company and the nature of its business. Also, there is no continuing failure to correct major weaknesses in internal control system.
5. The Company has not accepted deposits and the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under are not applicable to the Company.
6. The Company is maintaining the cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act in respect of services carried out by the Company.
7. a. The Company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities.  
b. According to the information and explanation given to us, the Company has no statutory dues which have not been deposited on account of disputes.  
c. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
8. The Company has accumulated losses of ₹ 229,51,19,511/- at the end of the financial year, which are more than fifty per cent of its net worth. Also, the Company has incurred cash losses in the current financial year and in the immediately preceding financial year.
9. The Company has not defaulted in repayment of dues to a financial institution or bank or debenture holders.
10. The Company has not given any guarantee for loans taken by others from bank or financial institutions, the terms and conditions whereof are prejudicial to the interest of the Company.
11. The term loans were applied for the purpose for which the loans were obtained.
12. Based on the information and explanation given to us and based on the audit procedures followed by us, there were no frauds on or by the Company that has been noticed or reported during the year.

**For M. K. DANDEKER & CO.**  
*Chartered Accountants*  
(ICAI Reg. No. 000679S)

**S. POOSAI DURAI**  
*Partner*  
Membership No. 223754

Place : Chennai  
Date : April 27, 2015

**BALANCE SHEET AS AT MARCH 31, 2015**

	Note No.	As at 31.03.2015	As at 31.03.2014
		₹	₹
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
Share capital	A	1,490,000,000	1,490,000,000
Reserves and surplus	B	(2,295,119,511)	(1,303,947,064)
		(805,119,511)	186,052,936
<b>Non-current liabilities</b>			
Long-term borrowings	C(I)	13,955,160,033	14,382,107,455
Other Long-term liabilities	C(II)	129,140,138	63,919,008
Long-term provisions	C(III)	238,099,000	81,999,000
		14,322,399,171	14,528,025,463
<b>Current liabilities</b>			
Trade payables	D(I)	9,887,960	14,657,809
Other current liabilities	D(II)	737,300,170	461,840,386
Short-term provisions	D(III)	4,024,643	2,176,933
		751,212,773	478,675,128
<b>TOTAL</b>		<b>14,268,492,433</b>	<b>15,192,753,527</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
Fixed assets			
Tangible assets	E(I)	190,908,124	236,928,402
Intangible assets	E(II)	13,952,379,274	14,229,108,339
Intangible assets under development	E(III)	86,486,044	33,795,965
		14,229,773,442	14,499,832,706
Long-term loans and advances	F(I)	12,260,396	12,047,410
<b>Current assets</b>			
Current investments	G(I)	–	458,517,017
Cash and bank balances	G(II)	21,342,893	219,474,326
Short-term loans and advances	G(III)	5,115,702	2,882,068
		26,458,595	680,873,411
<b>TOTAL</b>		<b>14,268,492,433</b>	<b>15,192,753,527</b>
<b>CONTINGENT LIABILITIES</b>	H		
<b>COMMITMENTS</b>	I		
<b>OTHER NOTES FORMING PART OF ACCOUNTS</b>	P		
<b>SIGNIFICANT ACCOUNTING POLICIES</b>	Q		

As per our report attached

For and on behalf of the Board

**M. K. DANDEKER & CO.**  
Chartered Accountants  
(Firm's Regn No. 000679S)  
by the hand of

**S. POOSAIDURAI**  
Partner  
Membership No.: 223754

**RAJNISH SEKHAR T. TONPE**  
Company Secretary

**L. LAKSHMI NARASIMHAN**  
CFO

**KARTHIKEYAN T. V.**  
Director  
DIN: 01367727

**ESTHER MALINI VICTOR**  
Director  
DIN: 07124748

Place : Chennai  
Date : April 27, 2015

Place : Chennai  
Date : April 27, 2015

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2015**

	Note No.	2014-15 ₹	2013-14 ₹
<b>REVENUE</b>			
Revenue from Operations	J	1,193,162,684	1,132,065,178
Other income	K	12,648,478	9,276,351
		<b>1,205,811,162</b>	<b>1,141,341,529</b>
<b>TOTAL REVENUE</b>		<b>1,205,811,162</b>	<b>1,141,341,529</b>
<b>EXPENSES</b>			
Operating expenses	L	343,142,564	266,417,594
Employee benefit expenses	M	28,441,152	26,583,627
Finance costs	N	1,467,456,160	1,453,882,585
Depreciation and amortisation	E	320,897,707	(193,645,265)
Administration and other expenses	O	37,046,026	41,262,729
		<b>2,196,983,609</b>	<b>1,594,501,270</b>
<b>TOTAL EXPENSES</b>		<b>2,196,983,609</b>	<b>1,594,501,270</b>
<b>Profit/(loss) before tax</b>		<b>(991,172,447)</b>	<b>(453,159,741)</b>
Tax Expense:			
Current tax		—	—
		<b>—</b>	<b>—</b>
Profit/(loss) after tax for the year		<b>(991,172,447)</b>	<b>(453,159,741)</b>
Earnings per equity share (Basic and Diluted)	P(9)	<b>(6.65)</b>	<b>(3.04)</b>
Face value per equity share		<b>10.00</b>	<b>10.00</b>
<b>OTHER NOTES FORMING PART OF ACCOUNTS</b>	<b>P</b>		
<b>SIGNIFICANT ACCOUNTING POLICIES</b>	<b>Q</b>		

As per our report attached

For and on behalf of the Board

**M. K. DANDEKER & CO.**  
Chartered Accountants  
(Firm's Regn No. 000679S)  
by the hand of

**S. POOSAIDURAI**  
Partner  
Membership No.: 223754

**RAJNISH SEKHAR T. TONPE** **L. LAKSHMI NARASIMHAN**  
Company Secretary CFO

**KARTHIKEYAN T. V.**  
Director  
DIN: 01367727

**ESTHER MALINI VICTOR**  
Director  
DIN: 07124748

Place : Chennai  
Date : April 27, 2015

Place : Chennai  
Date : April 27, 2015

**CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2015**

	2014-15 ₹	2013-14 ₹
<b>A Net profit / (loss) before tax and extraordinary items</b>	<b>(991,172,447)</b>	<b>(453,159,741)</b>
Adjustment for		
Depreciation and amortisation expense	320,897,707	(193,645,265)
Interest expense	1,467,456,160	1,453,882,585
Interest income	(222,973)	(315,225)
Net gain on sale of investment	(10,993,272)	(8,842,036)
(Profit)/loss on sale of fixed assets	(102,332)	15,613
<b>Operating profit before working capital changes</b>	<b>785,862,843</b>	<b>797,935,931</b>
Adjustments for:		
Increase / (Decrease) in Liabilities and Provisions	428,637,645	49,935,656
(Increase) / Decrease in Loans and Advances	(2,446,620)	598,305
<b>Net cash generated from/(used in) operating activities</b>	<b>1,212,053,868</b>	<b>848,469,892</b>
Direct taxes paid (net of refunds)	-	-
<b>Net Cash(used in)/generated from Operating Activities</b>	<b>1,212,053,868</b>	<b>848,469,892</b>
<b>B Cash flow from investing activities</b>		
Sale/(Purchase) of fixed assets	(50,736,111)	349,609,519
Purchase of current investments	(891,526,400)	(2,084,550,000)
Sale of current investments	1,361,036,689	1,634,875,016
Interest received	222,973	315,225
<b>Net cash (used in)/generated from investing activities</b>	<b>418,997,151</b>	<b>(99,750,240)</b>
<b>C Cash flow from financing activities</b>		
Proceeds from Long Term borrowings	702,500,000	838,000,000
Repayment of long term borrowings	(1,129,447,422)	(11,980,000)
Interest paid	(1,402,235,030)	(1,453,882,585)
<b>Net cash (used in)/generated from financing activities</b>	<b>(1,829,182,452)</b>	<b>(627,862,585)</b>
<b>Net increase / (decrease) in cash and cash equivalents (A+B+C)</b>	<b>(198,131,433)</b>	<b>120,857,067</b>
<b>Cash and cash equivalents as at the beginning of the year</b>	<b>219,474,326</b>	<b>98,617,259</b>
<b>Cash and cash equivalents as at the end of the year</b>	<b>21,342,893</b>	<b>219,474,326</b>

**Notes**

- Cash flow statement has been prepared under the 'Indirect Method'.
- Cash and cash equivalents represent cash and bank balances.
- Previous year's figures have been regrouped/reclassified wherever applicable.
- Components of cash and cash equivalents :-

Balances with banks:

-on current account

-on Fixed Deposits with less than 3 months maturity

-Margin money deposit

Cash in hand and transit

13,630,597	12,680,772
-	199,010,504
128,561	100,000
7,583,735	7,683,050
21,342,893	219,474,326

As per our report attached

For and on behalf of the Board

**M. K. DANDEKER & CO.**  
Chartered Accountants  
(Firm's Regn No. 000679S)  
by the hand of

**S. POOSAIDURAI**  
Partner  
Membership No.: 223754

**RAJNISH SEKHAR T. TONPE** **L. LAKSHMI NARASIMHAN**  
Company Secretary CFO

**KARTHIKEYAN T. V.**  
Director  
DIN: 01367727

**ESTHER MALINI VICTOR**  
Director  
DIN: 07124748

Place : Chennai  
Date : April 27, 2015

Place : Chennai  
Date : April 27, 2015



## NOTES TO FINANCIAL STATEMENTS

### NOTE A

#### SHARE CAPITAL

##### (i) Authorised, issued, subscribed and paid up

	As at 31.03.2015		As at 31.03.2014	
	No. of Shares	₹	No. of Shares	₹
<b>Authorised:</b>				
Equity shares of ₹ 10 each	150,000,000	1,500,000,000	150,000,000	1,500,000,000
<b>Issued, subscribed and fully paid up</b>				
Equity shares of ₹ 10 each	149,000,000	1,490,000,000	149,000,000	1,490,000,000

##### (ii) Reconciliation of the number of equity shares and share capital issued, subscribed and paid-up:

	As at 31.03.2015		As at 31.03.2014	
	No. of Shares	₹	No. of Shares	₹
<b>Equity Share:</b>				
At the beginning of the year	149,000,000	1,490,000,000	149,000,000	1,490,000,000
Issued during the year as fully paid	—	—	—	—
Outstanding at the end of the year	149,000,000	1,490,000,000	149,000,000	1,490,000,000

##### (iii) Terms / rights attached to shares

The Company has only one class of equity share having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share.

The Company has not issued any securities during the year with the right/option to convert the same into equity shares at a later date.

The Company has not reserved any shares for issue under options and contracts/commitments for the sale of shares/disinvestment.

The shares issued carry equal rights to dividend declared by the company and no restrictions are attached to any class of shareholder.

No dividend has been declared by the Board of Directors for the year ended 31st March, 2015 (*Previous Year ₹ Nil*).

##### (iv) Details of Shares held by Holding Company/Ultimate Holding Company/its subsidiaries or associates:

	As at 31.03.2015		As at 31.03.2014	
	No. of Shares	₹	No. of Shares	₹
<b>Holding Company</b>				
L&T Infrastructure Development Projects Limited (including nominee holding)	148,999,900	1,489,999,000	148,999,900	1,489,999,000
<b>Ultimate Holding Company</b>				
Larsen and Toubro Limited	100	1,000	100	1,000
	149,000,000	1,490,000,000	149,000,000	1,490,000,000

##### (v) Details of Shareholders holding more than 5% shares in the company:

	As at 31.03.2015		As at 31.03.2014	
	No. of Shares	%	No. of Shares	%
L&T Infrastructure Development Projects Limited (including nominee holding)	148,999,900	100.00	148,999,900	100.00

(vi) Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date: NIL

(vii) Calls unpaid : NIL; Forfeited Shares : NIL

**NOTES TO FINANCIAL STATEMENTS (Contd.)**

	As at 31.03.2015		As at 31.03.2014	
	₹	₹	₹	₹
<b>NOTE B</b>				
<b>RESERVES AND SURPLUS</b>				
<b>Surplus/(Deficit) as per Statement of Profit and loss:</b>				
As per last Balance Sheet	(1,303,947,064)		(850,787,320)	
Add: Profit/(Loss) for the year	(991,172,447)		(453,159,744)	
	<u>(2,295,119,511)</u>		<u>(1,303,947,064)</u>	
	<u>(2,295,119,511)</u>		<u>(1,303,947,064)</u>	
<b>NOTE C(I)</b>				
<b>LONG TERM BORROWINGS</b>				
a) Secured				
Term loan from Banks (Refer Note- C(I)(a) and C(I)(b))	11,428,660,033		12,258,107,455	
Redeemable non-convertible fixed rate debentures [Refer Note- C(I)(c) and C(I)(d)]	300,000,000		600,000,000	
	<u>11,728,660,033</u>		<u>12,858,107,455</u>	
b) Unsecured				
Mezzanine Debt- [Refer Note- C(I)(a)]	1,000,000,000		1,000,000,000	
Loans from Holding Company- [Refer Note- C(I)(a)]	1,226,500,000		524,000,000	
	<u>13,955,160,033</u>		<u>14,382,107,455</u>	

**C(I) (a) Details of Long term borrowings**

Particulars	Rate of Interest	Terms of Repayment
	As at March 31, 2015	
Term Loan from Banks	Base rate of Bank of India + Applicable spread	Repayable in 39 Quarterly unequal instalments from April 2013 to Oct 2022 at specified amounts.
Mezzanine Debt from Holding Company	Interest Free Loan	The Mezzanine Debt from Holding company is a part of the Promoter's Contribution towards the Project cost and defined as required equity consideration as per Common Loan Agreement
Loan from Holding Company	RBI Bank Rate	Loan from Holding company before secured obligations are fully discharged to the complete satisfaction of lenders

**C(I) (b) Nature of Security for Term Loans**

- A pari passu first charge on all the immovable and movable properties of the Company relating to the Project, both present and future except Project Assets as defined in the Concession Agreement and hypothecation of tangible movable properties both present and future including all bank accounts of the company and all Authorized investments or other securities representing all amounts credited in the bank accounts, book debts, uncalled share capital, intangible assets etc.
- 51% of the shares of the Company held by L&T Infrastructure Development Projects Limited are pledged with Term lenders .

**C(I) (c) Details of Non-Convertible Debentures (privately placed)**

Particulars	Rate of Interest	Terms of Repayment
	As at March 31, 2015	
Redeemable Non-Convertible Fixed Rate Debentures : Series-B 300 Debentures of Face Value of ₹ 10,00,000/- each	10.90%	Redeemable on: April 4, 2016 Including redemption premium.

**NOTES TO FINANCIAL STATEMENTS (Contd.)****C(I) (d) Nature of Security for Non-Convertible Debentures (privately placed)**

Above Non-Convertible Debentures are secured by pari passu second charge on all the immovable properties both present and future of the company and hypothecation of tangible movable properties present & future including book debt, cash & bank balance, stock-in-trade, intangible assets, uncalled share capital, etc. except project assets as defined in the concession agreement.

**C(I) (e) Presentation of Long Term Borrowings in the Balance sheet is as follows:**

Particulars	As at 31.03.2015 ₹	As at 31.03.2014 ₹
(i) Long term borrowings (Refer Note C(I))	13,955,160,033	14,382,107,455
(ii) Current maturities of long term borrowings [Refer Note D(II)]	329,450,000	209,650,000
	<b>14,284,610,033</b>	<b>14,591,757,455</b>

	As at 31.03.2015 ₹	As at 31.03.2014 ₹
<b>NOTE C(II)</b>		
<b>OTHER LONG-TERM LIABILITIES</b>		
Interest accrued but not due on		
- Unsecured Loan from Holding Company	68,635,739	14,322,702
- Redeemable non-convertible fixed rate Debentures	59,823,706	48,915,613
	<b>128,459,445</b>	<b>63,238,315</b>
Other liabilities	680,693	680,693
<b>TOTAL</b>	<b>129,140,138</b>	<b>63,919,008</b>

	As at 31.03.2015 ₹	As at 31.03.2014 ₹
<b>NOTE C(III)</b>		
<b>LONG-TERM PROVISIONS</b>		
Periodic Major Maintenance (Refer Note P(12))	238,099,000	81,999,000
<b>TOTAL</b>	<b>238,099,000</b>	<b>81,999,000</b>

	As at 31.03.2015 ₹	As at 31.03.2014 ₹
<b>NOTE D(I)</b>		
<b>TRADE PAYABLES</b>		
Due to related parties :		
Ultimate Holding Company	409,440	275,789
Holding Company	2,594,310	963,921
	<b>3,003,750</b>	<b>1,239,710</b>
Other liabilities	6,884,210	13,418,099
<b>TOTAL</b>	<b>9,887,960</b>	<b>14,657,809</b>

**Note D(I)(a)**

There are no claimed transactions during the year (*previous year: ₹ Nil*) with Micro and small enterprises covered under the Micro, Small and Medium enterprises Development (MSMED) Act, 2006. Hence reporting details of principal and interest paid/outstanding does not arise.

**NOTES TO FINANCIAL STATEMENTS (Contd.)**

	As at 31.03.2015	As at 31.03.2014
	₹	₹
<b>NOTE D(II)</b>		
<b>OTHER CURRENT LIABILITIES</b>		
Current maturities of long term debt (Refer note C(I)(e))	329,450,000	209,650,000
<b>Statutory liabilities</b>	4,006,778	5,038,748
GSRDC Share payable and interest accrued thereon (Refer note P(13))	183,690,840	14,807,757
Other liabilities :		
Due to others	219,952,552	232,343,881
Due to Related Party		
Holding company	200,000	—
	<b>220,152,552</b>	<b>232,343,881</b>
<b>TOTAL</b>	<b>737,300,170</b>	<b>461,840,386</b>

**NOTE D(III)****SHORT TERM PROVISIONS**

Provision for employee benefits		
Gratuity (Refer note P(3)(ii))	1,613,647	840,851
Compensated absences	2,349,688	1,250,332
Bonus	61,308	85,750
	<b>4,024,643</b>	<b>2,176,933</b>
	<b>4,024,643</b>	<b>2,176,933</b>

**NOTE E(I) - TANGIBLE ASSETS**

(Amount in ₹)

Particulars	COST				DEPRECIATION				BOOK VALUE	
	As at 01.04.2014	Additions	Deductions	As at 31.03.2015	Upto 31.03.2014	For the year	Deductions	Upto 31.03.2015	As at 31.03.2015	As at 31.03.2014
<b>Owned</b>										
Freehold Land (Refer note E(I)(a))	2,280,300	—	—	2,280,300	—	—	—	—	2,280,300	2,280,300
Plant and Equipment	271,563,628	575,122	85,360	272,053,390	68,106,510	39,472,962	124,270	107,455,202	164,598,188	203,457,118
Computers, laptops and printers	2,877,284	8,272	177,866	2,707,690	1,950,434	828,475	142,778	2,636,131	71,559	926,850
Office equipment	2,273,106			2,273,106	1,354,818	360,368		1,715,186	557,920	918,288
Furniture and fixtures	11,782,696	126,188		11,908,884	1,989,066	1,197,376	—	3,186,442	8,722,442	9,793,630
Vehicles	24,858,500		757,704	24,100,796	6,464,284	4,188,271	216,224	10,436,331	13,664,465	18,394,216
Electrical Installation	1,621,200			1,621,200	463,200	144,750		607,950	1,013,250	1,158,000
<b>TOTAL</b>	317,256,714	709,582	1,020,930	316,945,366	80,328,312	46,192,202	483,272	126,037,242	190,908,124	—
Previous year	24,023,736	267,137,436	539,940	317,256,714	2,120,279	30,928,998	334,058	80,328,314	—	236,928,402

**E(I)(a)**

Freehold Land has been mortgaged as security to Senior lenders.

**E(II) (b)** The Company has reviewed the useful life of fixed assets and revised the useful life of computers , Office equipments , Split and Window Airconditioners,electrical instllation and car under company owned Car Scheme . Consequently depreciation for the year is higher by ₹ 26,29,056 /-and profit for the year is lower to that extent.



**NOTES TO FINANCIAL STATEMENTS (Contd.)****NOTE E(II) - INTANGIBLE ASSETS**

(Amount in ₹)

Particulars	COST				AMORTISATION				BOOK VALUE	
	As at 01.04.2014	Additions	Deductions	As at 31.03.2015	Upto 31.03.2014	For the year	Deductions	Upto 31.03.2015	As at 31.03.2015	As at 31.03.2014
Toll Collection Rights	14,493,149,890		2,078,778	14,491,071,112	264,041,551	274,705,505	55,218	538,691,838	13,952,379,274	14,229,108,339
<b>TOTAL</b>	14,493,149,890	–	2,078,778	14,491,071,112	264,041,551	274,705,505	55,218	538,691,838	13,952,379,274	–
Previous year	–	14,493,149,890	–	14,493,149,890	–	505,982,159	–	264,041,551	–	14,229,108,339

**NOTE E (III) - INTANGIBLE ASSETS UNDER DEVELOPMENT**

(Amount in ₹)

Particulars	COST				AMORTISATION				BOOK VALUE	
	As at 01.04.2014	Additions	Deductions	As at 31.03.2015	Upto 31.03.2014	For the year	Deductions	Upto 31.03.2015	As at 31.03.2015	As at 31.03.2014
Toll Collection Rights	33,795,965	52,690,079	–	86,486,044	–	–	–	–	86,486,044	33,795,965
<b>TOTAL</b>	33,795,965	52,690,079	–	86,486,044	–	–	–	–	86,486,044	–
Previous year	176,084,929	52,735,441	–	228,820,370	–	–	–	–	–	33,795,965

As at  
**31.03.2015**  
₹

As at  
**31.03.2014**  
₹

**NOTE F(I)****LONG TERM LOANS AND ADVANCES**

Unsecured, considered good

Security deposits

**12,260,396**      12,047,410

**TOTAL**

**12,260,396**      12,047,410

**NOTE G(I)****CURRENT INVESTMENTS**

Current Investment, Values at lower of cost or Market Value , Unless state otherwise

Investment in Mutual funds - Quoted

HDFC Cash Mgt Fund-Saving Plan-Growth

–      2,500,000

(93,978.96 units of NAV ₹ 26.60 for face value ₹ 10/-)

IDFC Cash Fund-Growth-(Regular Plan)

–      86,500,000

(55,571.51 units of NAV ₹ 1,556.55 for face value ₹ 1,000/-)

L&amp;T Liquid Fund-Growth

–      348,500,000

(1,98,468.20 units of NAV ₹ 1,755.95 for face value ₹ 1,000/-)

Baroda Pioneer Liquid Fund Plan A Growth

–      21,017,017

(14,373.72 units of NAV ₹ 1,462.18 for face value ₹ 1,000/-)

**TOTAL**

–      458,517,017

**Details of quoted/Unquoted investments:**

Aggregate amount of quoted current investment and market value thereof ;

Book Value

–      458,517,017

Market Value

–      459,335,743

**NOTES TO FINANCIAL STATEMENTS (Contd.)**

	As at 31.03.2015 ₹	As at 31.03.2014 ₹
<b>NOTE G(II)</b>		
<b>CASH AND BANK BALANCES</b>		
<b>Cash and cash equivalents</b>		
<b>Balances with banks</b>		
In current accounts	13,630,597	12,680,772
In deposit accounts with maturity less than three months (including interest accrued thereon)		
<b>Cash on hand</b>	7,583,735	7,683,050
<b>Other bank balances</b>		
In deposit accounts with maturity less than three months (including interest accrued thereon)	–	199,010,504
Margin money deposit against bank guarantee issued	128,561	100,000
<b>TOTAL</b>	<b>21,342,893</b>	<b>219,474,326</b>
<b>NOTE G(III)</b>		
<b>SHORT TERM LOANS AND ADVANCES</b>		
Unsecured, considered good		
Advances recoverable in cash or kind	3,208,693	1,290,109
Advance tax	1,907,009	1,591,959
<b>TOTAL</b>	<b>5,115,702</b>	<b>2,882,068</b>

**NOTE H****CONTINGENT LIABILITIES**

Claims against the Company not acknowledged :

GSRDC Vide its letter dated 28th April 2014 has claimed amount of ₹ 5,74,75,553/- (*Previous Year ₹ NIL*) based on Clause No. 26.3 of Concession Agreement. The Company has rejected this demand of GSRDC to pay revenue share on defined traffic and sought for dispute resolution under Article 44 of Concession Agreement.

**NOTE I****COMMITMENTS**

The Company has an estimated amount of ₹ 24,92,35,249/- (*Previous year: ₹ 27,52,27,509/-*) contracts remaining to be executed on capital account as at March 31, 2015.

	2014-15 ₹	2013-14 ₹
<b>NOTE J</b>		
<b>REVENUE FROM OPERATIONS</b>		
Operating revenue:		
Toll Collections	1,384,031,785	1,297,770,142
Less : Revenue share to GSRDC	(190,869,101)	(165,704,964)
	<b>1,193,162,684</b>	<b>1,132,065,178</b>
<b>TOTAL</b>	<b>1,193,162,684</b>	<b>1,132,065,178</b>

**NOTES TO FINANCIAL STATEMENTS (Contd.)**

	2014-15		2013-14
	₹	₹	₹
<b>NOTE K</b>			
<b>OTHER INCOME</b>			
Interest income from:			
Bank deposits	118,136		315,225
Others	104,837		—
		222,973	315,225
Net gain on sale of Investment	10,993,272		8,842,036
Profit on disposal of fixed assets	102,332		
Other non operating income	1,329,901		119,090
<b>TOTAL</b>	12,648,478		9,276,351
<b>NOTE L</b>			
<b>OPERATING EXPENSES</b>			
Concession fee & Lease Fee	2		2
Toll Management fees	52,809,859		54,031,948
Security services	29,703,993		27,446,357
Insurance	6,108,590		8,516,480
Repairs and maintenance			
- Toll road & bridge	41,399,363		30,228,648
- Periodic Major Maintenance	156,100,000		81,999,000
- Plant and machinery	16,553,447		3,772,295
- Others	20,129,125		18,509,967
		234,181,935	134,509,910
Professional fees	6,048,148		29,062,258
Power and fuel	14,290,037		12,850,638
<b>TOTAL</b>	343,142,564		266,417,593
<b>NOTE M</b>			
<b>EMPLOYEE BENEFIT EXPENSES</b>			
Salaries, wages and bonus	21,195,635		21,185,072
Contributions to and provisions for:			
Provident fund (Refer P(3)(i))	1,170,470		1,142,009
Gratuity (Refer P(3)(ii))	772,796		21,881
Compensated absences	1,200,455		254,344
		3,143,721	1,418,234
Staff welfare expenses	4,101,796		3,980,321
<b>TOTAL</b>	28,441,152		26,583,627

**NOTES TO FINANCIAL STATEMENTS (Contd.)**

	2014-15		2013-14
	₹	₹	₹
<b>NOTE N</b>			
<b>FINANCE COSTS</b>			
Interest on Term loans	1,327,819,486		1,391,657,461
Interest on Debentures	70,632,448		48,915,613
Interest on Unsecured Loan from Holding Company	60,347,818		12,848,568
Other borrowing costs	8,656,408		460,943
	<b>1,467,456,160</b>		<b>1,453,882,585</b>
	<b>1,467,456,160</b>		<b>1,453,882,585</b>

**NOTE O****ADMINISTRATION AND OTHER EXPENSES**

Rent, Rates and taxes	380,857		2,028,982
Professional fees (Refer note (a) below)	21,159,010		18,798,859
Postage and communication	1,003,415		892,624
Printing and stationery	1,246,471		1,836,001
Travelling and conveyance	4,755,674		6,048,485
Repairs and Maintenance - Others	4,969,535		5,324,461
Loss on disposal of fixed asset	—		15,613
Miscellaneous expenses	3,531,064		6,317,704
	<b>37,046,026</b>		<b>41,262,729</b>
	<b>37,046,026</b>		<b>41,262,729</b>

(a) Professional fees includes Auditors remuneration (including service tax) as follows:

	As at 31.03.2015	As at 31.03.2014
	₹	₹
As Auditor	407,866	407,866
For Taxation matters	61,798	61,798
For Other Services	215,539	89,865
For Reimbursement of expenses		19,346
	<b>685,203</b>	<b>578,875</b>

**P(1) Corporate Information**

L&T Ahmedabad - Maliya Tollway Ltd is a Special Purpose Vehicle (SPV) incorporated on 09th September, 2008 for the purpose of widening of existing two-lane to four lane of 181.06 km. road stretch in between Ahmedabad-Viramgam-Maliya in the state of Gujarat under Viability Gap Funding scheme of GOI and operation and maintenance thereof, under the Concession Agreement dated 17th September, 2008. The concession period of 22 years commenced from 12th October 2009, the appointed date as defined under concession agreement. At the end of the concession period, the entire facility will be transferred to Gujarat State Road Development Corporation Ltd (GSRDC). The Company has received Provisional Completion Certificates for all four sections of the project and started commercial operation.

**P(2) Foreign Currency transaction**

During the year, the company has incurred ₹ 47,65,561 /- (*previous year: ₹ 1,14,05,350/-*) towards payment against R&M of toll equipments. These equipments were purchased and installed during the financial year 2012-13 and necessary provisions were made in the books of accounts.

During the year the company does not have any earnings in Foreign Currency.



## NOTES TO FINANCIAL STATEMENTS (Contd.)

### P(3) Disclosure pursuant to Accounting Standard (AS) 15 (revised) on "Employee benefits":

#### (i) Defined contribution plan:

An amount of ₹ 11,70,470/- (*previous year : ₹ 11,42,009/-*) being contribution made to recognised provident fund is recognised as expense and included under Employee benefit expense (Note M ) in the Statement of Profit and loss.

#### (ii) Defined benefit plans:

a) The amounts recognised in Balance Sheet are as follows:

Particulars		Gratuity plan	
		As at 31.03.2015	As at 31.03.2014
		₹	₹
A)	Present value of defined benefit obligation		
	- Wholly funded	—	—
	- Wholly unfunded	1,613,647	840,851
		1,613,647	840,851
	Less : Fair value of plan assets	—	—
	Amount to be recognised as liability or (asset)	1,613,647	840,851
B)	Amounts reflected in the Balance Sheet		
	Liabilities	1,613,647	840,851
	Assets	—	—
	Net Liability / (asset)	1,613,647	840,851

b) The amounts recognised in the Statement of Profit and loss are as follows:

Particulars		Gratuity plan	
		As at 31.03.2015	As at 31.03.2014
		₹	₹
1	Current service cost	251,140	230,192
2	Interest on Defined benefit obligation	75,220	69,449
3	Expected return on plan assets		
4	Actuarial losses/(gains)	446,436	(292,059)
5	Past service cost		—
6	Actuarial gain/(loss) not recognised in books		—
7	Adjustment for earlier years		14,299
<b>Total (1 to 7)</b>		<b>772,796</b>	<b>21,881</b>
I	Amount included in "employee benefit expenses"	772,796	21,881
II	Amount included as part of "finance costs"	—	—
<b>Total (I + II)</b>		<b>772,796</b>	<b>21,881</b>
Actual return on plan assets		—	—

c) The changes in the present value of defined benefit obligation representing reconciliation of opening and closing balances thereof are as follows:

Particulars		Gratuity plan	
		As at 31.03.2015	As at 31.03.2014
		₹	₹
Opening balance of the present value of defined benefit obligation		840,851	895,816
Add: Current service cost		251,140	230,192
Add: Interest cost		75,220	69,449
Add: Contribution by plan participants			
i) Employer		—	—
ii) Employee		—	—

**NOTES TO FINANCIAL STATEMENTS (Contd.)**

Particulars	Gratuity plan	
	As at 31.03.2015	As at 31.03.2014
	₹	₹
Add/(less): Actuarial losses/(gains)	446,436	(292,059)
Less: Benefits paid		76,846
Add: Past service cost		14,299
Closing balance of the present value of defined benefit obligation	1,613,647	840,851

d) Principal actuarial assumptions at the Balance Sheet date:

Particulars		As at 31.03.2015	As at 31.03.2014
1)	Discount rate	7.80%	9.10%
2)	Salary growth rate	6.00%	6.00%
3)	Attrition rate	5.00%	5.00%

e) The amounts pertaining to defined benefit Plans are as follows:

Particulars	As at 31.03.2015	As at 31.03.2014	As at 31.03.2013	As at 31.03.2012	As at 31.03.2011
Gratuity Plan (Unfunded)	1,613,647	840,851	895,816	366,891	159,001

**P(4) Disclosure pursuant to Accounting Standard (AS) - 16 "Borrowing Costs"**

Borrowing cost capitalised during the year ₹ Nil. (previous year :₹ Nil)

**P(5) Segment Information**

The Company is engaged in the business of construction, operation and maintenance of Toll road projects on a Build Operate Transfer basis in a single business segment. Hence reporting on primary segment does not arise. The Company does not have operations outside India. Hence, disclosure of secondary / geographical segment information does not arise.

**P(6) Disclosure of related parties / related party transactions pursuant to Accounting Standard (AS) 18 "Related Party Disclosures"**

a) List of related parties with whom transactions have taken place during the year

Holding company	L&T Infrastructure Development Projects Limited
Ultimate Holding company	Larsen & Toubro Limited
Fellow Subsidiary companies	L&T Rajkot-Vadinar Tollway Limited
	L&T Halol Shamlaji Tollway Limited
	L&T Vadodara Bharuch Tollway Limited
	L&T Samakhiali Gandhidham Tollway Limited
	L&T Devihalli Hassan Tollway Limited
	L&T BPP Tollway Limited
	L&T East-West Tollway Limited**
	L&T Great Eastern Highway Limited**
	PNG Tollway Limited
	Narmada Infrastructure Construction Enterprises Limited *
	L&T General Insurance Company Limited
Key Managerial Personnel	Manager: Mr. Shailesh Kumar Shukla

\* Merged with L&T Infrastructure Development Projects Limited vide orders dated May 26, 2014 and August 20, 2014 w.e.f April 1, 2013

\*\* Merged with L&T Infrastructure Development Projects Limited vide order dated February 25, 2015 w.e.f April 1, 2014

**NOTES TO FINANCIAL STATEMENTS (Contd.)**

Nature of transactions	2014-15	2013-14
	Amount ₹	Amount ₹
<b>1. Purchase of goods and services incl. taxes</b>		
Ultimate Holding company Larsen & Toubro Limited	6,040,673	907,927,505
Holding company L&T Infrastructure Development Projects Limited	23,880,993	27,127,475
Fellow subsidiaries:		
L&T General Insurance Company Limited	5,467,896	6,109,575
	35,389,562	941,164,555
<b>2. Purchase of assets</b>		
Fellow subsidiaries:		
L&T Rajkot Vadinar Tollway Limited	8,272	–
L&T Halol Shamlaji Tollway Limited	914,810	46,266
L&T Vadodara Bharuch Tollway Limited	–	36,125
	923,082	82,391
<b>3. Sale of assets</b>		
Fellow subsidiaries:		
L&T BPP Tollway Limited	–	1,068,454
L&T Halol Shamlaji Tollway Limited	1,579,656	–
L&T Vadodara Bharuch Tollway Limited	69,662	498,238
L&T Devihalli Hassan Tollway Limited	905,438	2
L&T Great Eastern Highway Limited**	–	71,747
	2,554,756	1,638,441
<b>4. Interest expense</b>		
Holding company L&T Infrastructure Development Projects Limited	60,347,818	12,848,568
	60,347,818	12,848,568
<b>5. Reimbursement of expenses charged from</b>		
Ultimate Holding company Larsen & Toubro Limited	3,548,826	5,434,426
Holding company L&T Infrastructure Development Projects Limited	14,746	4,635
Fellow subsidiaries:		
L&T Rajkot Vadinar Tollway Limited	–	13,690
L&T BPP Tollway Limited	121,165	–
L&T Vadodara Bharuch Tollway Limited	–	750,422
L&T Samakhiali Gandhidham Tollway Limited	146,065	–
	3,830,802	6,203,173
<b>6. Reimbursement of expenses charged to</b>		
Ultimate Holding company Larsen & Toubro Limited	477,943	1,271,184
Fellow subsidiaries:		
L&T Rajkot Vadinar Tollway Limited	84,343	824,640
L&T BPP Tollway Limited	107,499	–
L&T Vadodara Bharuch Tollway Limited	12,693	22,487
L&T Halol – Shamlaji Tollway Limited	2,500	1,417,962
Narmada Infrastructure Construction Enterprises Limited*	–	165,225
L&T Samakhiali Gandhidham Tollway Limited	579,333	1,296,000
L&T Great Eastern Highway Limited**	–	21,335
PNG Tollway Limited	–	30,479
	1,264,311	5,049,312
<b>7. ICD / Mezzanine Debt / Unsecured Loan received</b>		
Holding company L&T Infrastructure Development Projects Limited	702,500,000	538,000,000
	702,500,000	538,000,000

**NOTES TO FINANCIAL STATEMENTS (Contd.)**

Nature of transactions	2014-15	2013-14
	Amount ₹	Amount ₹
<b>8. Refundable deposit received for directors' nomination'</b>		
Holding company L&T Infrastructure Development Projects Limited	200,000	—
	200,000	—
<b>9. Key Managerial Personnel - Salary and Perquisites</b>		
Manager - Mr. Shailesh Kumar Shukla	1,522,500	1,450,000
	1,522,500	1,450,000

Particulars	2014-15		2013-14	
	Due to	Due from	Due to	Due from
	₹	₹	₹	₹
<b>i. Ultimate Holding company</b>				
Larsen & Toubro Limited	409,440		275,789	
<b>ii. Holding company</b>				
L&T Infrastructure Development Projects Limited	2,297,730,049		1,539,286,623	
<b>iii. Fellow subsidiaries</b>				
L&T Devihalli Hassan Tollway Ltd.	—		2	

- d) No amounts pertaining to related parties have been written off or written back during the year. (previous year: ₹ Nil)
- e) The Holding Company L&T Infrastructure Development Projects Limited has issued Bank guarantees on behalf of L&T Ahmedabad Maliya Tollway Limited of an amount of ₹ 37,65,00,000/- (previous year- ₹ 40,00,00,000/-) as Debt Service Reserve to senior and sub lenders as per Facility Agreement as on March 31, 2015

**P(7) Disclosure pursuant to Accounting Standard (AS) 19 "Leases"**

The Company has taken premises on cancellable operating lease. Lease rent amounting to ₹ 2,16,490 /- (Previous Year ₹ 3,21,402/-) has been charged to Statement of Profit & Loss Account.

**P(8) Major components of deferred tax liabilities and deferred tax assets:**

The Company has not recognised any deferred tax liability in the books of accounts as the timing difference arising on account of differences in tax liability as per Income tax act, 1961 and books of accounts falls within the tax holiday period under Section 80 IA of the Income Tax, 1961.

**P(9) Disclosure pursuant to Accounting Standard (AS) 20 "Earnings per share"**

Basic and Diluted Earnings per share (EPS) computed in accordance with Accounting Standard (AS 20) "Earnings per share".

Particulars		2014-15	2013-14
		₹	₹
Basic and Diluted			
Profit after tax as per accounts (₹)	A	(991,172,447)	(453,159,741)
Weighted average number of shares outstanding	B	149,000,000	149,000,000
Basic and Diluted EPS (₹)	A / B	(6.65)	(3.04)
Face value per equity share (₹)		10.00	10.00

**P(10) Disclosure pursuant to Accounting Standard (AS) 28 "Impairment of Assets"**

Based on a review of the future discounted cash flows of the project facility, the recoverable amount is higher than the carrying amount and hence no provision for impairment is made for the year.

**P(11) Debenture Redemption Reserve**

As the company does not have profits for the current year Debenture Redemption Reserve as defined under Section 71 of the Companies Act, 2013 has not been created.

**P(12) Disclosures pursuant to Accounting Standard (AS) 29 - "Provisions, Contingent Liabilities and Contingent Assets"**

## NOTES TO FINANCIAL STATEMENTS (Contd.)

### b) Nature of provisions:

The company is required to operate and maintain the project highway during the entire concession period and hand over the project back to the Authority (GSRDC) as per the maintenance standards prescribed in Concession agreement.

For this purpose, a regular maintenance along with periodic maintenances is required to be performed. Normally periodic maintenance includes resurface of pavements, repairs of structures and other equipments and maintenance of service roads.

As per industry practice, the periodic maintenance is expected to occur after 5-7 years. The maintenance cost / bituminous overlay may vary based on the actual usage during maintenance period. Accordingly on the grounds of matching cost concept, based on estimates, a provision for major maintenance expenses is provided for in the books annually.

### a) Movement in provisions:

Description	As on April 1st 2014	Addition during the year	Utilised during the year	As on March 31st 2015
Major Maintenance Provision	81,999,000	156,100,000	–	238,099,000

### c) Contingent Liabilities

Disclosure in respect of contingent liabilities is given as part of Note no.(H) to the Balance Sheet.

P(13) During the year, the company through series of letters informed to GSRDC that the company will be deferring the payment of revenue share dues from May 2014 onwards because of Toll revenue shortfall. The company has further informed that the revenue share so deferred will be paid alongwith with interest at RBI Bank Rate plus 2% based position of Cash Flow of the Company. Unpaid revenue share of ₹17,62,59,058/- and interest of ₹ 74,31,782/- has been disclosed under the head Other Current Liabilities.

P(14) The Company operates in the infrastructure business sector which involves huge capital investments. The company's net worth has been eroded. However the loss incurred so far is start up in nature and the Management expects that the Company's revenue for the subsequent financial years will be sufficient to meet the expenditure and recoup the losses incurred thereby strengthening the financial position of the Company. Accordingly, the financial statements have been prepared on going concern basis.

### P(15) Previous Year Figures

Corresponding figures of previous year have been regrouped/reclassified wherever necessary.

## Q. SIGNIFICANT ACCOUNTING POLICIES

### 1. Basis for preparation of accounts

The Company maintains its accounts on accrual basis following the historical cost convention, except for the revaluation of certain fixed assets, in accordance with generally accepted accounting principles ["GAAP"] in compliance with the provisions of the Companies Act, 2013 and the Accounting Standards as specified in the Companies (Accounting Standards) Rules, 2006 read with Rule 7 of The Companies (Accounts) Rules, 2014 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013 and relevant provisions of the Companies Act, 1956 read with the Circular No.07/2014 dated April 1, 2014 of the Ministry of Corporate Affairs. Further, the guidance notes/ announcements issued by the Institute of Chartered Accountants of India (ICAI) are also considered, wherever applicable except to the extent where compliance with other statutory promulgations override the same requiring a different treatment.

The preparation of financial statements in conformity with GAAP requires that the management of the Company makes estimates and assumptions that affect the reported amounts of income and expenses of the period, the reported balances of assets and liabilities and the disclosures relating to contingent liabilities as of the date of the financial statements. Examples of such estimates include the useful lives of tangible and intangible fixed assets, allowance for doubtful debts/advances, future obligations in respect of retirement benefit plans, etc. Difference, if any, between the actual results and estimates is recognised in the period in which the results are known.

### 2. Presentation of financial statements

The Balance Sheet and the Statement of Profit and Loss are prepared and presented in the format prescribed in Schedule III to the Companies Act, 2013 ("the Act"). The Cash Flow Statement has been prepared and presented as per the requirements of Accounting Standard (AS) 3 "Cash Flow Statements". The disclosure requirements with respect to items in the Balance Sheet and Statement of Profit and Loss, as prescribed in Schedule III to the Act, are presented by way of notes forming part of accounts along with the other notes required to be disclosed under the notified Accounting Standards.

Amounts in the financial statements are presented in Indian Rupees rounded off to the nearest Rupee. Per share data is presented in Indian Rupees to two decimals places

### 3. Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

#### A. Revenue from Operations

##### a. Toll Collections

- (i) Fee collections from the users of the infrastructure facility are accounted for as and when the amount is due and the recovery is certain.



## NOTES TO FINANCIAL STATEMENTS (Contd.)

- (ii) Income from sale of smart cards is recognised as and when the amount is received from the users of the cards.
- b. Other Operating Income
  - (i) Other operational revenue represents income earned from activities incidental to the business and is recognized when the right to receive the income is established as per the terms of the contract.

### B. Other Income

- (i) Interest income is recognised on a time proportion basis taking into account the amount outstanding and the applicable rate.
- (ii) Net gain on sale of investments is recognised at the time of actual sale/redemption.
- (iii) Other items of income are accounted for as and when the right to receive arises.

## 4. Employee Benefits

### (i) Short Term Employee Benefits

All employee benefits falling due wholly within twelve months of rendering the service are classified as short term employee benefits. The benefits like salaries, wages, short term compensated absences etc. and the expected cost of bonus, ex-gratia are recognized in the period in which the employee renders the related service.

### (ii) Post-Employment Benefits

- a) Defined Contribution Plans: The Company's obligation to employee's provident fund is a defined contribution plan. The contribution paid/payable is recognized in the period in which the employee renders the related service.
- b) Defined Benefit Plans: The Company's obligation towards gratuity is a defined benefit plan.

The present value of the obligation under such Defined Benefit Plans is determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plans, is based on the market yields on Government securities as at the Balance sheet date, having maturity periods approximating to the terms of related obligations.

Actuarial gains and losses are recognized in the Statement of Profit and loss.

### (iii) Long Term Employee Benefits

The obligation for long term employee benefits such as long term compensated absences is recognized in the same manner as in the case of defined benefit plans as mentioned in (ii) (b) above.

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plans, is based on the market yields on Government securities as at the Balance Sheet date, having maturity periods approximating to the terms of related obligations.

Actuarial gains and losses are recognized immediately in the Statement of Profit and Loss.

## 5. Fixed Assets

### Tangible

Fixed assets are stated at original cost net of tax/duty credits availed, if any, less accumulated depreciation and cumulative impairment.

Administrative and other general overhead expenses that are specifically attributable to the construction or acquisition of fixed assets, for bringing the fixed asset to working condition are allocated and capitalised as a part of cost of fixed asset.

### Intangible

Intangible assets are recognised when it is probable that future economic benefits that are attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably. Intangible assets are stated at original cost net of tax/duty credits availed, if any, less accumulated amortisation and cumulative impairment.

Administrative and other general overhead expenses that are directly attributable to development or acquisition of intangible assets are allocated and capitalized as part of cost of the intangible assets.

Intangible assets not ready for the intended use on the date of the Balance Sheet are disclosed as "intangible assets under development".

Toll collection rights obtained in consideration for rendering construction services, represent the right to collect toll revenue during the concession period in respect of Build-Operate-Transfer (BOT) projects undertaken by the Group. Toll collection rights are capitalised as intangible asset upon completion of the project at the cumulative construction costs. Till completion of the project, the same is recognised as intangible assets under development. The revenue towards collection of toll/other income during the construction period is reduced from the cost of the intangible asset under development.

## NOTES TO FINANCIAL STATEMENTS (Contd.)

### 6. Depreciation and Amortisation

#### Depreciation

Depreciation on assets have been provided on straight-line basis at the rates specified in the Schedule II of the Companies Act, 2013. Depreciation on additions/ deductions is calculated pro-rata from/ to the month of additions/ deductions. For assets that are transferred/sold within the group, depreciation is calculated up to the month preceding the month of transfer/sale within the group.

The following asset categories have useful lives different from the life specified in Schedule II of the Companies Act, 2013 based on management's assessment.

Category of Asset	Useful life (years)
Motor cars	7
Office equipments	
Multifunctional devices printers, switches and projectors	4
Plant and Machinery	
Toll Collection System	7
D G Set	12
Air Conditioning and refrigeration equipment	12
Split AC and Window AC	4

Depreciation charge for impaired assets is adjusted in future periods in such a manner that the revised carrying amount of the asset is allocated over its remaining useful life.

#### Amortisation

Toll collection rights in respect of road projects are amortised over the period of concession using the revenue based amortisation method prescribed under Schedule II to the Companies Act, 2013. Under the revenue based method, amortisation is provided based on proportion of actual revenue earned till the end of the year to the total projected revenue from the intangible asset expected to be earned over the concession period. Total projected revenue is reviewed at the end of each financial year and is adjusted to reflect the changes in earlier estimate vis-a-vis the actual revenue earned till the end of the year so that the whole of the cost of the intangible asset is amortised over the concession period.

Specialised software is amortised over a period of three years on straight line basis from the month in which the addition is made.

Amortisation on impaired assets is provided by adjusting the amortisation charges in the remaining periods so as to allocate the assets' revised carrying amount over its remaining useful life.

### 7. Leases

#### Operating

Assets acquired on leases where a significant portion of risks and rewards of ownership are retained by the lessor are classified as operating leases. Lease rentals are charged to Statement of Profit and Loss on accrual basis.

Assets leased out under operating leases are capitalised. Rental income is recognized over the lease term.

#### Finance

Assets acquired under leases where the Company has substantially all the risks and rewards of ownership are classified as finance leases. Such assets are capitalised at the inception of the lease at the lower of the fair value or the present value of minimum lease payments and a liability is created for an equivalent amount.

Each lease rental paid is allocated between the liability and the interest cost, so as to obtain a constant periodic rate of interest on the outstanding liability for each period.

### 8. Impairment of Assets

At each Balance Sheet date, the carrying amount of assets is tested for impairment so as to determine:

- The provision for impairment loss, if any; and
- The reversal of impairment loss recognised in previous period, if any,

Impairment loss is recognised, when the carrying amount of an asset exceeds its recoverable amount.

Recoverable amount is determined:

- in case of an individual asset, at the higher of net selling price and net value in use;
- in case of cash generating unit (a group of assets that generates identified, independent cash flows), at the higher of the cash generating unit's net selling price and the net value in use.

(Value in use is determined as the present value of estimated future cash flows from the continuing use of an asset and from its disposal at the end of its useful life.)

## NOTES TO FINANCIAL STATEMENTS (Contd.)

### 9. Investments

Investments which are readily realisable and are intended to be held for not more than one year from the date of acquisition are classified as current investment. All other investments are classified as long term investment.

Current Investments are stated at lower of cost and market value. The determination of carrying amount of such investments is done on the basis of weighted average cost of each individual investment.

Long term investments are carried at cost, after providing for any diminution, if other than temporary in nature.

### 10. Cash and bank balances

Cash and bank balances also include fixed deposits, margin money deposits, earmarked balances with banks and other bank balances which have restrictions on repatriation. Short term and liquid investments being not free from more than insignificant risk of change are not included as part of cash and cash equivalents.

### 11. Borrowing costs

Borrowing costs include interest, commitment charges, amortization of ancillary costs, amortization of discounts / premium related to borrowings, finance charges in respect of finance lease and exchange differences arising from foreign currency borrowings, to the extent they are regarded as an adjustment to interest cost.

Borrowing costs that are attributable to the acquisition, construction or production of a qualifying asset are capitalized / inventoried as part of cost of such asset till such time the asset is ready for its intended use or sale. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale. All other borrowing costs are recognised as an expense in the period in which they are incurred.

In compliance of AS-16 "Borrowing Cost", income earned on temporary investments, out of funds borrowed which are intermittently surplus but inextricably linked with the project, is deducted from the related borrowing costs incurred.

### 12. Foreign currency transactions

The reporting currency of the Company is the Indian Rupee.

Foreign currency transactions are recorded on initial recognition in the reporting currency, using the exchange rate at the date of the transaction. At each Balance Sheet date, foreign currency monetary items are reported using the closing rate. Non-monetary items carried at historical cost denominated in a foreign currency, are reported using the exchange rate on the date of the transaction.

Exchange differences that arise on settlement of monetary items or on reporting of monetary items at each Balance Sheet date at the closing rate are:

- (a) adjusted in the cost of fixed assets specifically financed by the borrowings contracted, to which the exchange differences relate.
- (b) recognised as income or expense in the period in which they arise.

### 13. Segment accounting

- (i) Segment revenue includes sales directly identifiable with / allocable to the segment.
- (ii) Expenses that are directly identifiable with/allocable to the segments are considered for determining the segment result.
- (iii) Expenses which relate to the Company as a whole and not allocable to segments are included under "unallocable corporate expenditure". Similarly Income which relate to the Company as a whole and not allocable to segments is included in "unallocable corporate income".
- (iv) Segments assets and liabilities include those directly identifiable with respective segments. Unallocable corporate assets and liabilities represent the assets and liabilities that relate to the Company as a whole and not allocable to any segment.

### 14. Taxes on Income

Tax on income for the current period is determined on the basis of taxable income and tax credits computed in accordance with the provisions of the Income-tax Act, 1961 and based on the expected outcome of assessments/appeals.

Deferred tax is recognized on timing differences between the accounting income accounted in financial statements and the taxable income for the year and quantified using the tax rates and laws enacted or substantively enacted as on the Balance Sheet date.

Deferred tax asset relating to unabsorbed depreciation/business losses and losses under the head "capital gains" are recognised and carried forward to the extent there is virtual certainty that sufficient future taxable income will be available against which such deferred tax asset can be realised.

Other deferred tax asset are recognised and carried forward to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax asset can be realised.

### 15. Provisions, Contingent Liabilities and Contingent Assets

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

- a) the Company has a present obligation as a result of a past events.
- b) a probable outflow of resources is expected to settle the obligation, and

**NOTES TO FINANCIAL STATEMENTS (Contd.)**

- c) the amount of the obligation can be reliably estimated.

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

Contingent Liability is disclosed in the case of:

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

Contingent Assets are neither recognized, nor disclosed.

Provisions, Contingent Liabilities and Contingent Assets are reviewed at each Balance sheet date.

**16. Operating cycle**

Operating cycle for the business activities of the company is taken as twelve months.

**17. Cash flow Statement**

Cash flow statement is prepared segregating the cash flows from operating, investing and financing activities. Cash flow from operating activities is reported using indirect method. Under indirect method, the net profit is adjusted for the effects of:

- i) Transactions of non-cash nature.  
 ii) Any deferrals or accruals of past or future operating cash receipts or payments, and  
 iii) Items of income or expense associated with investing or financing cash flows.

Cash and cash equivalents (including bank balances) are reflected as such in the Cash Flow Statement. Those cash and cash equivalents which are not available for general use as on date of Balance Sheet are also included under this category with a specific disclosure.

**18. Commitments**

Commitments are future liabilities for contractual expenditure. They are classified and disclosed as follows:

- a) Estimated amount of contracts remaining to be executed on capital account and not provided for;  
 b) Uncalled liability on shares and other investments partly paid;  
 c) Funding related commitment to subsidiary, associate and joint venture companies; and  
 d) Other non-cancellable commitments, if any, to the extent they are considered material and relevant in the opinion of the management.

Other commitments related to sales / procurements made in the normal course of business are not disclosed to avoid excessive details.

**19. Claims**

- i. Claims against the company are accounted for as and when accepted.  
 ii. Claims by the company are recognised and accounted for as and when received.

As per our report attached

For and on behalf of the Board

**M. K. DANDEKER & CO.**  
 Chartered Accountants  
 (Firm's Regn No. 000679S)  
 by the hand of

**S. POOSAIDURAI**  
 Partner  
 Membership No.: 223754

**RAJNISH SEKHAR T. TONPE**  
 Company Secretary

**L. LAKSHMI NARASIMHAN**  
 CFO

**KARTHIKEYAN T. V.**  
 Director  
 DIN: 01367727

**ESTHER MALINI VICTOR**  
 Director  
 DIN: 07124748

Place : Chennai  
 Date : April 27, 2015

Place : Chennai  
 Date : April 27, 2015

**ATTENDANCE SLIP**

**L&T AHMEDABAD - MALIYA TOLLWAY LIMITED**

**CIN: U45203TN2008PLC069211**

**Regd. Office: P.O. Box. 979, Mount Poonamallee Road, Manapakkam, Chennai - 600089.**

Seventh Annual General Meeting, Tuesday, 22<sup>nd</sup> September, 2015.

Reg. Folio No. \_\_\_\_\_

No. of Shares \_\_\_\_\_

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company.

I hereby record my presence at the Seventh Annual General Meeting of the Company, held on Tuesday, the 22<sup>nd</sup> September, 2015 at 2:00 P.M. at the registered office of the Company at P.O. Box. 979, Mount Poonamallee Road, Manapakkam, Chennai - 600089.

\_\_\_\_\_  
Name of the member

\_\_\_\_\_  
Signature of Member

\_\_\_\_\_  
Name of the Proxy (In block letters)

\_\_\_\_\_  
Signature of Proxy

***Note: Please fill the Attendance slip and hand it over at the Entrance of the Meeting Hall.***



**PROXY FORM**  
**Form No. MGT-11**

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

**CIN: U45203TN2008PLC069211**

**Name of the Company: L&T Ahmedabad - Maliya Tollway Limited**

**Regd. Office: P.O. Box. 979, Mount Poonamallee Road, Manapakkam, Chennai - 600089.**

Name of the member (s) :	
Registered address :	
E-mail Id:	
Folio No/ Client Id :	
DP ID :	

I/We, being the member (s) of \_\_\_\_\_ shares of the above named company, hereby appoint:

1. Name:

Address:

E-mail Id:

Signature:

failing him

2. Name:

Address:

E-mail Id:

Signature:

failing him

3. 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 the Seventh Annual General Meeting of the Company, to be held on Tuesday, the 22<sup>nd</sup> September, 2015 at 2:00 P.M. at the Registered office of the Company at P.O. Box. 979, Mount Poonamallee Road, Manapakkam, Chennai - 600089 and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolutions	For	Against
<b>Ordinary Business</b>			
1	Adoption of the audited Financial Statements for the period from 1 <sup>st</sup> April, 2014 to 31 <sup>st</sup> March 2015 and the Reports of the Board and Auditors thereon.		
2	Appointment of Statutory Auditors of the Company and to fix their Remuneration.		
<b>Special Business</b>			
3	Appointment of Mr. Karthikeyan. T. V (DIN 01367727) as Director of the Company.		
4	Appointment of Dr. Esther Malini (DIN 07124748) as Director of the Company.		
5	Appointment of Mr. Manoj Kumar Singh (DIN 05228599) as Director of the Company.		
6	Ratification of remuneration of the cost auditor for the year 2015-16.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2015

Signature of shareholder \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

Affix one  
Rupee  
Revenue  
Stamp

Notes:

1. This form of proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. A Proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. This is only optional. Please put an 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.
6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.



*Route map to the 7<sup>th</sup> AGM venue of L&T Ahmedabad - Maliya Tollway Limited*

