



L&T SAMAKHIALI GANDHIDHAM TOLWAY LIMITED

**5th ANNUAL REPORT
2014-15**

Board of Directors:

Mr.T.S.Venkatesan
Mr.Karthikeyan.T.V
Mr.Manoj Anil Dave
Mr.K.P.Raghavan
Dr.K.N.Satyanarayana

Chief Financial Officer

Ms.M.Nandhini

Manager

Mr.Chandrashekhar N. Doiphode

Statutory Auditors

M/s.Gianender & Associates, Chartered Accountants

Registered Office

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



L&T IDPL

L&T Samakhiali Gandhidham Tollway Limited

(A subsidiary of L&T IDPL)

139 & 140, 1st Floor, DC-3, B/H Rambagh Hospital, Adipur,

Kutch - 370205, Phone : 02836 - 264510

Fax No. : 02836 - 264513

NOTICE TO MEMBERS

Notice is hereby given for the FIFTH ANNUAL GENERAL MEETING of the Members of L&T SAMAKHIALI GANDHIDHAM TOLLWAY LIMITED to be held on Tuesday, 22nd September, 2015 at 11:00 A.M. at the Registered office of the Company located at 1st 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 1st April, 2014 to 31st March 2015 and the Reports of the Board and Auditors thereon.
2. To consider and if thought fit to appoint Mr. T. S. Venkatesan (Din: 01443165), who retires by rotation and being eligible, offers himself for reappointment, as Director of the company.
3. 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, M/s. Gianender and Associates, Chartered Accountants, Firm Registration no. 004661N and having their office at Plot No.6, Site No.21, Geeta Mandir Marg, New Rajinder Nagar, New Delhi-110060 be and are hereby appointed as Statutory Auditors of the company to hold office for a term of Five years from the conclusion of this Annual General Meeting till the conclusion of the 10th Annual General Meeting of the Company."

"FURTHER RESOLVED THAT the remuneration for the year 2015-16 be and is hereby fixed at ₹. 2, 59,200/- 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 ratified 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:

4. TO APPOINT MR. MANOJ ANIL DAVE (DIN 02397312) 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 Anil Dave (Din: 02397312), who had been appointed as an Additional Director of the Company with effect from 20th July, 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 RATIFY THE REMUNERATION OF THE COST AUDITOR FOR THE YEAR 2015 - 16:

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 ₹. 25,000/- 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 20th 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 SAMAKHIALI GANDHIDHAM TOLLWAY LIMITED


KARTHIKEYAN T V
DIRECTOR

DIN: 01367727

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

DATE: 25th 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 4 AND 5 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. 4 and 5 accompanying the notice dated 25th August, 2015:

SPECIAL BUSINESS

Item no. 4:

The members are hereby informed that Mr. Manoj Anil Dave was appointed as an Additional Director with effect from 20th July, 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 Anil Dave 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 Mr. Manoj Anil Dave, are in any way concerned or interested in the said resolution.

Item no. 5:

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 Rs. 25,000/- per annum plus service tax during the Board meeting held on 20th 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 whosoever 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. 5 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 SAMAKHIALI GANDHIDHAM TOLLWAY LIMITED



KARTHIKEYAN T V

DIRECTOR

DIN: 01367727

3RD FLOOR, SIRUSHTI SAMPRADHAYA,

NO. 46, 3RD TRUST CROSS STREET,

MANDAVELIPAKKAM, CHENNAI - 600028.

DATE: 25th August, 2015

Annexure A

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

Name of Director	Mr. T.S. Venkatesan	Mr. Manoj Anil Dave
Date of Birth	26/01/1960	23/05/1962
Date of Appointment on the Board	February 5, 2010	July 20, 2015
Qualification	B.Com, ICWAI	Diploma in Mechanical Engineering
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.
Experience	34 years of experiences	33 years of experiences
Directorships in other companies	<ol style="list-style-type: none">1. L&T Western Andhra Tollways Limited2. L&T Chennai-Tada Tollway Limited3. PNG Tollway Limited4. L&T Krishnagiri Walajahpet Tollway Limited5. L&T Devihalli Hassan Tollway Limited6. L&T BPP Tollway Limited7. L&T Deccan Tollways Limited	<ol style="list-style-type: none">1. L&T Devihalli Hassan Tollway Limited2. L&T Krishnagiri Walajahpet Tollway Limited3. L&T Interstate Road Corridor Limited4. PNG Tollway Limited5. L&T Chennai-Tada Tollway Limited6. Indian Highways Management Company Limited7. L&T Western Andhra Tollways Limited8. L&T Vadodara Bharuch Tollway Limited9. L&T Krishnagiri Thopur Toll Road Limited
Number of Board Meetings attended during the year	5	Nil
Memberships/ Chairmanships of committees across all companies	Member Audit Committee <ol style="list-style-type: none">1. L&T Western Andhra Tollways Limited2. L&T Chennai-Tada Tollway Limited3. L&T Krishnagiri Walajahpet Tollway Limited	Nil

	4. L&T Devihalli Hassan Tollway Limited 5. L&T BPP Tollway Limited 6. L&T Deccan Tollways Limited Nomination and Remuneration Committee 1. L&T Western Andhra Tollways Limited 2. L&T Chennai-Tada Tollway Limited 3. L&T Krishnagiri Walajahpet Tollway Limited 4. L&T Devihalli Hassan Tollway Limited 5. L&T BPP Tollway Limited 6. L&T Deccan Tollways Limited Corporate Social Responsibility Committee Nil	
Shareholding in the Company	Holding 1 Share jointly with L&T Infrastructure Development Projects Limited	Nil
Relationship with other Directors/KMPs	Nil	Nil

BOARD'S REPORT

The Directors of your Company are pleased to present their Report and the Company's audited financial statement 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	(1.06)	–
Less: Depreciation, amortization and obsolescence	(2.50)	–
Profit / (before exceptional and extraordinary items and tax	(3.56)	–
Add: Exceptional Items	–	–
Profit / (Loss) before extraordinary items and tax	(3.56)	–
Add: Extraordinary items	–	–
Profit / (Loss) before tax	(3.56)	–
Less: Provision for tax	–	–
Profit / (Loss) for the period carried to the balance sheet	(3.56)	–
Add: Balance brought forward from previous year	(0.03)	(0.03)
Balance carried to Balance Sheet	(3.59)	(0.03)

Your company has commenced Commercial operations from 1st March 2015 based on information from Independent Engineer and Project Director of National Highways Authority of India that, they have recommended for issuance of provisional completion certificate on 28th February 2015 to NHAI head-quarters. Accordingly the Statement of Profit and Loss has been prepared for the period March 1, 2015 to March 31, 2015. This being the first period of operation, comparative figures for previous year is not provided.

RESULTS OF OPERATIONS AND THE STATE OF COMPANY'S AFFAIRS

Your company has commenced commercial operations from 1st March 2015 i.e., for one month.

The gross toll collections and other income for the financial year under review were ₹ 8.93 Crore. The Loss after tax was ₹ 3.56 Crore. The Company has been rated IND BBB+ by India ratings & Research Private Limited, an independent professional investment information and credit rating agency in India.

The rating was upgraded from IND BBB- during the current financial year.

Further your company has received approval from NHAI for deferment of the payment of Additional concession fee of ₹ 24.38 Crores for the current financial year.

CAPITAL EXPENDITURE:

Capital Expenditure during the year amounted to ₹. 207.11 Crore.

Your company has capitalised Toll collection rights ₹ 3,433.95 Crore on 28th February, 2015.

As at March 31, 2015 the gross fixed and intangible assets including leased assets, stood at ₹ 3437.04 Crore and the net fixed and intangible assets, including leased assets, at ₹ 3432.12 Crore.

Intangible assets under development stood at ₹. 35.32 Crore (Previous year ₹. 3265.07 Crore) and capital work in progress stood at ₹ 6.46 Crore (Previous year ₹ 3.57 Crore)

DEPOSITS

The 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

The Company did not have any requirement to transfer funds to Investor Education and Protection Fund during the year.

SUBSIDIARY/ASSOCIATE/JOINT VENTURE COMPANIES

The 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 the 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 ₹ 2.88 Crore in foreign currency towards purchase of 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. Price Waterhouse Coopers. The Internal Auditors monitor 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

The provisions pertaining to Corporate Social Responsibility (CSR) as prescribed under the Companies Act, 2013 are applicable to your Company and the details of CSR expenditure is enclosed as Annexure IV to this Report.

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

Mr. T S Venkatesan, Director, who retires by rotation at this Annual General Meeting, is being eligible, offer himself for re-appointment.

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. Sangram Keshri Patra has been appointed as Chief Financial Officer (CFO) of the Company on 29th October, 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. T S Venkatesan	Director
2	Mr. Karthikeyan T V	Director
3	Mr. R Chandrasekaran	Director
4	Dr. K. N. Satyanarayana	Independent Director
5	Mr. K P Raghavan	Independent Director

L&T SAMAKHIALI GANDHIDHAM TOLLWAY LIMITED

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

Sr. No.	Name	Designation
1	Mr. Chandrashekhar N Doiphode	Manager
2	Mr. Sangram Keshri Patra	Chief Financial Officer

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
6th May, 2014	3	3
11th July, 2014	3	3
29th October, 2014	3	3
24th February, 2015	3	3
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 Dr. K. N. Satyanarayana, Mr. K P Raghavan 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
6th May, 2014	3	3
11th July, 2014	3	3
29th October, 2014	3	3
24th February, 2015	3	3

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 the Nomination and Remuneration Committee in accordance with the requirements of the Companies Act, 2013 read with the Rules made thereunder comprising of Dr. K. N. Satyanarayana, Mr. K P Raghavan and Mr. T S Venkatesan 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.
- 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.
- 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

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. Gianender and Associates, Statutory Auditors, shall hold office until the conclusion of the ensuing Annual General Meeting ("AGM"). The Board recommends the appointment of M/S. Gianender and Associates, Chartered Accountants as Auditors of the Company from the conclusion of the ensuing Annual General Meeting until the conclusion of the 10th Annual General Meeting. Certificate from the said audit firm has been received to the effect that they are eligible to act as Auditors of the Company under Section 141 of the Companies Act, 2013.

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.

It contains the qualification, reservation or adverse remark:

- The Company is not having a whole-time Company Secretary as required by Rule 8A of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Management's response: The Company is in search of a right candidate to be appointed as a whole time Company Secretary as per the provisions of Section 203 of the Companies Act 2013. The Management will endeavour to appoint a Company Secretary in the near future

ACKNOWLEDGEMENT

Your Directors take this opportunity to thank the employees, Financial Institutions, Banks, NHAI, Central and State Government authorities, Regulatory authorities and all the various stakeholders for their continued co-operation and support to the Company. Your Directors also wish to record their appreciation for the continued co-operation and support received from the Subsidiaries / Joint Venture partners / Associates.

For and on behalf of the Board

Place: Chennai
Date: April 27, 2015

T. S. VENKATESAN
Director
DIN: 01443165

KARTHIKEYAN T. V.
Director
DIN: 01367727

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	U45203TN2010PLC074501
Registration Date	05/02/2010
Name of the Company	L&T SAMAKHIALI GANDHIDHAM 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	No
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	99.98%	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 at	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
1) Indian									
a) Individual/HUF	–	–	–	–	–	–	–	–	–
b) Central Govt	–	–	–	–	–	–	–	–	–
c) State Govt (s)	–	–	–	–	–	–	–	–	–
d) Bodies Corp.	80539995	5*	80540000	100	80539995	5*	80540000	100	–
e) Banks / FI	–	–	–	–	–	–	–	–	–
f) Any Other....	–	–	–	–	–	–	–	–	–
Sub-total (A) (1):-	80539995	5*	80540000	100	80539995	5*	80540000	100	–
2) Foreign									
a) NRIs - Individuals	–	–	–	–	–	–	–	–	–
b) Other - Individuals	–	–	–	–	–	–	–	–	–
c) Bodies Corp.	–	–	–	–	–	–	–	–	–
d) Banks / FI	–	–	–	–	–	–	–	–	–
e) Any Other....	–	–	–	–	–	–	–	–	–
Sub-total (A) (2):-	–	–	–	–	–	–	–	–	–
Total shareholding of Promoter (A) = (A)(1) + (A)(2)	80539995	5*	80540000	100	80539995	5*	80540000	100	–

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 at	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
B. Public Shareholding									
1. Institutions									
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)									
Sub-total (B)(1):-									
2. Non-Institutions									
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)	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	-	-	-	-	-	-	-	-	-
Total Public Shareholding (B) = (B)(1) + (B)(2)	-	-	-	-	-	-	-	-	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	80539995	5*	80540000	100	80539995	5*	80540000	100	0.00

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

(ii) Shareholding of Promoters

SI 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 nominees)	80527000	99.98%	50.99%	80527000	99.98%	50.99%	NIL
2	Larsen & Toubro Limited	13000	0.02%	0.01%	13000	0.02%	0.01%	NIL
	Total	80540000	100%	51.00%	80540000	100%	51.00%	NIL

(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
	At the beginning of the year	80540000	100%	80540000	100%
	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):	0	0.00%	0	0.00%
	At the End of the year	80540000	100%	80540000	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
	At the beginning of the year	0	0.00%	0	0.00%
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	0	0.00%	0	0.00%
	At the End of the year (or on the date of separation, if separated during the year)	0	0.00%	0	0.00%

(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
	At the beginning of the year	–	–	–	–
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	–	–	–	–
	At the End of 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	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	761.73	31.01	–	792.74
ii) Interest due but not paid	–	–	–	–
iii) Interest accrued but not due	–	1.85	–	1.85
Total (i+ii+iii)	761.73	32.86	–	794.59
Change in Indebtedness during the financial year				
Addition	102.50	31.06	–	133.56
Reduction	13.15	–	–	13.15
Net Change	89.35	31.06	–	120.41
Indebtedness at the end of the financial year				
i) Principal Amount	851.08	60.27	–	911.35
ii) Interest due but not paid	–	–	–	–
iii) Interest accrued but not due	–	3.65	–	3.65
Total (i+ii+iii)	851.08	63.92	–	915.00

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

Sl. no.	Particulars of Remuneration	Name of MD/MTD/Manager	Total Amount in ₹ Crore
		Mr. Chandrashekhar N Doiphode(Manager)	
1.	Gross salary	0.27	0.27
	(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	–	–
	Total (A)	0.27	0.27
	Ceiling as per the Act	0.89	0.89

B. Remuneration to other directors:

Sl. no.	Particulars of Remuneration	Name of Directors			Total Amount in ₹
		Dr. K. N. Satyanarayana	Mr. K. P. Raghavan		
	Independent Directors				
	Fee for attending board / committee meetings				
	Commission				
	Others, please specify	0.00	0.00		0.00
	Total (1)	0.00	0.00		0.00
		Mr.T S Venkatesan	Mr. Karthikeyan T V	Mr. R Chandrasekaran	
	4. Other Non-Executive Directors				
	Fee for attending board / committee meetings				
	Commission				
	Others, please specify	0.00	0.00	0.00	0.00
	Total (2)	0.00	0.00	0.00	0.00
	Total (B)= (1+2)	0.00	0.00	0.00	0.00
	Total Managerial Remuneration	–	–	–	–
	Overall Ceiling as per the Act	Sitting fees not more than ₹ 1 lakh per meeting of Board or Committee.			

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

S I . no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO Mr. Sangram Keshri Patra	Total
1.	Gross salary	NA	NA	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	–	–	–	–
	Total	NA	NA	NIL	NIL

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

T. S. VENKATESANDirector
DIN: 01443165**KARTHIKEYAN T. V.**Director
DIN: 01367727Place: Chennai
Date: April 27, 2015

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

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
L&T Infrastructure Development Projects Limited	Holding Company	Receipt of Operation and Maintenance ("O&M") services	Throughout the Project period	Providing advisory services for O&M of the Project Facilities in accordance with the O&M requirement as stipulated in the Concession agreement	Nil
L&T Infrastructure Development Projects Limited	Holding Company	Business Support Services ("BSS") & Facility Management Services ("FMS")	One year	Operational assistance for project execution, infrastructure support services, accounting and processing of transactions, travel management, employee training and development, dispatch management etc.	Nil
Larsen & Toubro Limited (ECC)	Ultimate Holding company	Construction Work ("EPC")	Upto Sept-15	Construction of Road	Nil
Larsen & Toubro Limited (SSC)	Ultimate Holding company	Payroll & TEMS Processing , A&M Charges	One year	Processing and Supporting charges	Nil
L&T General Insurance Company Limited (LTGICL)	Fellow subsidiary	Insurance services provided by LTGICL	From 3-11-2014 to 2-11-2015	Insurance coverage for Project assets	Nil
L&T Devihalli Hassan Tollway Limited	Fellow subsidiary	Sale Of assets	–	–	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

T. S. VENKATESAN
Director
DIN: 01443165

KARTHIKEYAN T. V.
Director
DIN: 01367727

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 SAMAKHIALI GANDHIDHAM 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 SAMAKHIALI GANDHIDHAM TOLLWAY LIMITED** (here-in-after called the 'Company') for the financial year 2014-15. 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 the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and 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 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 the Company for the financial year under the provisions of

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under – **Not Applicable**;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under - **Not Applicable**;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings - **Not Applicable**;
- (v) The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') - **Not Applicable**:-

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 & CFO.
- b. Constitution of various committees as applicable.
- c. Appointment of Internal Auditors.
- d. Appointment of Secretarial Auditor.
- e. The company is not having a whole-time secretary 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

ANNEXURE IV**ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES**

The Company has constituted a Corporate Social Responsibility ("CSR") committee of directors comprising of Mr. Karthikeyan T V, Mr. T S Venkatesan and Mr. K P Raghavan as the Members.

The Company has adopted CSR policy on 24th February, 2015 and the details of the various projects and programmes to be undertaken by the Company as a part of its CSR framework are prescribed in the said policy.

The amount to be spent during the current financial year and the manner in which it was spent towards CSR are given below:

Particulars	Amount in ₹ crore
Average Net Profit of the Company for the last three financial years	1.73
Prescribed CSR expenditure	0.03
Amount unspent	—

DETAILS OF AMOUNT SPENT ON CSR ACTIVITIES DURING THE FINANCIAL YEAR 2014-15

Amount in ₹ crore

Sr. no	CSR project/ activity identified	Sector in which the Project is covered	Projects/ Programs 1) Local area or other 2) specify the State and district where projects or Programs was undertaken	Amount outlay (budget) project / program wise	Amount spent on the project / programs Sub-heads: 1) Direct expenditure on projects or programs 2) Overheads	Cumulative spend upto the reporting period	Amount spent (Direct / implementing agency)
1	Contribution to Swachh Bharat Kosh	Contribution to Central Government	India	0.03	0.03	0.03	Implementing Agency – Swachh Bharat Kosh
	Total			0.03	0.03	0.03	

The CSR committee confirms that the implementation and monitoring of the CSR policy is in compliance with the CSR objectives and policy of the Company.

For and on behalf of the Board

Place: Chennai
Date: April 27, 2015

T. S. VENKATESAN
Director
DIN: 01443165

KARTHIKEYAN T. V.
Director
DIN: 01367727

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF L&T SAMAKHIALI GANDHIDHAM TOLLWAY LIMITED.

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of **L & T SAMAKHIALI GANDHIDHAM TOLLWAY LIMITED** ("the Company"), 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 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 ("the Act") 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 of the Assets of the company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial 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 disclosures in the financial statements. The procedures selected depend on 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. 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 standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India,

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March 2015,
- b) in the case of the Statement of Profit and Loss, of the loss for the year ended on that date; and
- c) In case of the Cash flow Statement, of the cash flows for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure, a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with 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) On the basis of 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.
- f) 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:
 - a. The Company does not have any pending litigations which would impact its financial position.
 - b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - c. The Company is not required to transfer any amounts , to the Investor Education and Protection Fund.

For **GIANENDER & ASSOCIATES**
Chartered Accountants
(Firm Regn. No. 004661N)

PUNEET KUMAR
Partner
M. No. 531830

Place : Chennai
Date : April 27, 2015

ANNEXURE TO THE AUDITORS' REPORT

Annexure referred to in paragraph 1 under the heading "REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS" of our report on even date

Re: L&T SAMAKHIALI GHANDIDHAM TOLLWAY LIMITED

- i. a) The Company has generally maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- b) The Company has a phased programme of physical verification of fixed assets which, in our opinion, is reasonable having regard to the size of the Company and nature of its assets. In accordance with this programme, the management has verified fixed assets during the year and no serious discrepancies have been noticed on such verification.
- ii. The Company is engaged in the business of infrastructure development and maintenance and hence Para 3 (ii), (a), (b) and (c) of the Companies (Auditor's Report) Order 2015 relating to inventory are not applicable.
- iii. Company has not granted secured / unsecured loans to parties covered in the register maintained under section 189 of the Act.
- iv. In our opinion and according to the information and explanations given to us, the internal control procedures are generally adequate and commensurate with the size of the Company and the nature of its business with regard to purchases of fixed assets and for toll collection. During the course of our audit we have not observed any continuing failure to correct major weaknesses in internal controls.
- v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public during the year. Therefore, the provisions of sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under, are not applicable to the Company.
- vi. According to the information and explanations given to us, we are of the opinion that prima facie, cost records prescribed, pursuant to the Rules made by the Central Government for the maintenance of cost records under Section 148 of the Act, are made and maintained.
- vii. a) The Company is generally regular in depositing undisputed statutory dues relating to provident fund, income tax deducted at source, service tax and value added tax. We are informed that the provisions of employees' state insurance, wealth tax, duty of customs, duty of excise, cess is not applicable to the company. As per the records produced before us, there are no undisputed statutory dues which were outstanding as on 31st March 2015 for a period over six months from the date of same becoming payable.
- b) According to the information and explanations given to us, there are no statutory dues pending in respect of income tax, sales tax, value added tax, service tax, duty of customs, wealth tax, duty of excise, cess on account of any dispute.
- c) According to the information and explanations given to us, no amount is required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 2013 and rules made thereunder.
- viii. The company has incurred losses at the end of the financial year which are less than fifty per cent of its net worth and it has incurred cash losses in such financial year but not in the immediately preceding financial year.
- ix. The Company has not issued any debentures and not defaulted in repayment of dues to financial institutions or banks.
- x. In our opinion and according to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- xi. In our opinion, the term loans were applied for the purpose for which they were raised.
- xii. According to information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year.

For **GIANENDER & ASSOCIATES**
Chartered Accountants
(Firm Regn. No. 004661N)

PUNEET KUMAR
Partner
M. No. 531830

Place : Chennai
Date : April 27, 2015

BALANCE SHEET AS AT MARCH 31, 2015

	Note	As at 31.03.2015		As at 31.03.2014	
		₹	₹	₹	₹
EQUITY AND LIABILITIES:					
Shareholders' funds					
Share capital	A	805,400,000		805,400,000	
Reserves and surplus	B	(35,921,624)		(358,500)	
			769,478,376		805,041,500
Non-current liabilities					
Long-term borrowings	C(I)	8,831,700,000		7,795,900,000	
Other long-term liabilities	C(II)	23,831,403,063		23,569,514,272	
Long-term Provisions	C(III)	1,457,285		972,975	
			32,664,560,348		31,366,387,247
Current liabilities					
Other current liabilities	D(I)	1,358,142,307		986,863,944	
Short-term provisions	D(II)	43,306		35,126	
			1,358,185,613		986,899,070
TOTAL			34,792,224,337		33,158,327,817
ASSETS:					
Non-current assets					
Fixed assets					
Tangible assets	E(I)	6,521,083		8,526,415	
Intangible Assets	E(II)	34,314,692,970		—	
Capital work-in-progress	E(I)	64,627,712		35,734,642	
Intangible Assets Under Development	E(III)	353,174,156		32,650,687,711	
			34,739,015,921		32,694,948,768
Long-term loans and advances	F(I)	976,320		40,950,832	
Other non-current assets	F(II)	—		32,000,000	
			976,320		72,950,832
Current assets					
Current investments	G(I)	17,000,000		358,606,581	
Cash and bank balances	G(II)	11,466,335		14,333,923	
Short-term loans and advances	G(III)	16,624,705		12,356,585	
Other Current Assets	G(IV)	7,141,056		5,131,128	
			52,232,096		390,428,217
TOTAL			34,792,224,337		33,158,327,817
CONTINGENT LIABILITIES	H				
COMMITMENTS	I				
OTHER NOTES FORMING PART OF ACCOUNTS	P				
SIGNIFICANT ACCOUNTING POLICIES	Q				

As per our report of even date attached

For and on behalf of the Board

For **GIANENDER & ASSOCIATES**

Chartered Accountants

Firm's Regn. No. 004661N

PUNEET KUMAR

Partner

Membership No. 531830

SANGRAM PATRA
Chief Financial Officer**T. S. VENKATESAN**
Director
DIN: 01443165**KARTHIKEYAN T. V.**
Director
DIN: 01367727

Place : Chennai

Date : April 27, 2015

Place : Chennai

Date : April 27, 2015

STATEMENT OF PROFIT AND LOSS FOR THE PERIOD FROM MARCH 1, 2015 TO MARCH 31, 2015

		For Period from March 1, 2015 to March 31, 2015	2013-14
	Note	₹	₹
REVENUE			
Revenue from Operations	J	88,671,296	—
Other income	K	645,040	—
Total Revenue		89,316,336	—
EXPENSES			
Operating expenses	L	7,593,755	—
Employee benefit expenses	M	745,897	—
Finance costs	N	89,037,315	—
Depreciation and amortisation	E	24,964,886	—
Administration and other expenses	O	2,537,607	—
Total Expenses		124,879,460	—
Profit/(loss) before tax		(35,563,124)	—
Tax Expense:			
Current tax		—	—
Deferred tax		—	—
Profit/(Loss) after tax for the year		(35,563,124)	—
Earnings per equity share (Basic and Diluted)	P(7)	(0.44)	—
Tangible assets		10.00	10.00
Other notes forming part of accounts	P		
Significant accounting policies	Q		

As per our report of even date attached

For and on behalf of the Board

For **GIANENDER & ASSOCIATES**
Chartered Accountants
Firm's Regn. No. 004661N

PUNEET KUMAR
Partner
Membership No. 531830

SANGRAM PATRA
Chief Financial Officer

T. S. VENKATESAN
Director
DIN: 01443165

KARTHIKEYAN T. V.
Director
DIN: 01367727

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 ₹
A Cash Flow from Operating activities		
Net profit / (Loss) before tax and extraordinary items	(35,563,124)	—
Adjustment for		
Depreciation and amortisation expense	24,964,886	—
Interest expense	89,037,315	—
(Profit)/Loss on sale of current investments(net)	(626,422)	—
Operating profit before working capital changes	77,812,655	—
Prior Period Adjustment	—	—
Cash generated from operations	77,812,655	—
Direct taxes paid (net of refund)	—	—
Net cash from operating activities	77,812,655	—
B Cash flow from investing activities		
Increase / (Decrease) in liabilities and provisions	633,659,646	(300,577,800)
(Increase) / Decrease in loans and advances	65,696,464	462,074,355
Purchase of fixed assets	(1,221,443,530)	(2,476,474,701)
(Purchase)/Sale of current investments (Net)	342,233,001	(358,606,581)
Net cash (used in)/generated from investing activities	(179,854,419)	(2,673,584,727)
C Cash flow from financing activities		
Proceeds from long term borrowings	1,167,299,996	3,356,122,792
Repayment of long term borrowings	(131,499,996)	(37,600,000)
Interest paid	(936,625,824)	(641,982,149)
Net cash (used in)/generated from financing activities	99,174,176	2,676,540,643
Net increase / (decrease) in cash and cash equivalents (A+B+C)	(2,867,588)	2,955,916
Cash and cash equivalents as at the beginning of the year	14,333,923	11,378,007
Cash and cash equivalents as at the end of the year	11,466,335	14,333,923

NOTES

- Cash flow statement has been prepared under the 'Indirect Method'.
- Cash and cash equivalents represent cash & bank balances and Fixed Deposits with less than 3 months maturity period.
- Previous year's figures have been regrouped/reclassified wherever applicable.
- The details of cash & cash equivalents are as under,

Particulars	As at 31, 2015 ₹	As at 31, 2014 ₹
Balances with banks:		
- on current account	3,791,516	8,853,191
- on Fixed Deposits with less than 3 months maturity	2,000,000	—
Cash in hand	5,674,819	5,480,732
TOTAL	11,466,335	14,333,923

As per our report of even date attached

For and on behalf of the Board

For **GIANENDER & ASSOCIATES**

Chartered Accountants

Firm's Regn. No. 004661N

PUNEET KUMAR

Partner

Membership No. 531830

SANGRAM PATRA
Chief Financial Officer**T. S. VENKATESAN**
Director

DIN: 01443165

KARTHIKEYAN T. V.
Director

DIN: 01367727

Place : Chennai

Date : April 27, 2015

Place : Chennai

Date : April 27, 2015

NOTES TO FINANCIAL STATEMENTS

	As at 31.03.2015		As at 31.03.2014	
	No. of Shares	₹	No. of Shares	₹
A SHARE CAPITAL				
(i) Authorised, issued, subscribed and paid up				
Authorised:				
Equity shares of ₹ 10 each	120,000,000	1,200,000,000	120,000,000	1,200,000,000
Issued, subscribed and paid up				
Equity shares of ₹ 10 each, fully paid up	80,540,000	805,400,000	80,540,000	805,400,000
(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	₹
At the beginning of the year	80,540,000	805,400,000	80,540,000	805,400,000
Issued during the year as fully paid	—	—	—	—
At the end of the year	80,540,000	805,400,000	80,540,000	805,400,000
(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 Board of Directors during the year ended on 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	₹
Holding Company				
L&T Infrastructure Development Projects Limited (including nominees holding)	80,527,000	805,270,000	80,527,000	805,270,000
Ultimate Holding Company				
Larsen and Toubro Limited	13,000	130,000	13,000	130,000
	80,540,000	805,400,000	80,540,000	805,400,000
(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 nominees holding)	80,527,000	99.98	80,527,000.00	99.98
(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				

NOTES TO FINANCIAL STATEMENTS (Contd.)

	As at 31.03.2015		As at 31.03.2014	
	₹	₹	₹	₹
B RESERVES & SURPLUS				
Surplus/(Deficit) as per Statement of Profit and loss:				
As per last Balance Sheet	(358,500)		(358,500)	
Add: Profit/(Loss) for the year	(35,563,124)		–	
		(35,921,624)		(358,500)
TOTAL		(35,921,624)		(358,500)

C(I) LONG TERM BORROWINGS**Secured loans from**

Banks	8,229,000,000	7,485,800,000
[Refer note C(I)(a) and C(I)(b)]		

Unsecured loans from

Mezannine Debt from Holding Company	377,600,000	85,000,000
[Refer note C(I)(a) and C(I)(b)]		
Loan from Holding Company	225,100,000	225,100,000
[Refer note C(I)(a) and C(I)(b)]		

	8,831,700,000	7,795,900,000
TOTAL	8,831,700,000	7,795,900,000

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

Particulars	Rate of Interest As at March 31, 2015	Terms of Repayment
– Secured Loan	Base rate of SBI + Applicable spread (175 bps)	Repayable in 144 unequal monthly instalments ranging from ₹ 3,131,164 to ₹ 13,309,496 from August 2013 to July 2025 as per amortisation schedule of the common loan agreement.
– Unsecured Loan from holding company	RBI Bank Rate	Loan shall not be repaid before secured obligations are fully discharged to the complete satisfaction of the lender
– Mezannine Debt from holding company	Interest Free	The Mezzanine Debt from the holding company is a part of the promoter's contribution towards the project cost and defined as equity consideration as per common loan agreement.

C(I) (b) Nature of Security

A 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 Authorised investments or other securities representing all mounts 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) Presentation of term loans in the Balance sheet is as follows:

	As at 31.03.2015	As at 31.03.2014
	₹	₹
(i) Long term borrowings	8,831,700,000	7,795,900,000
(ii) Current maturities of long term borrowings [note- D(I)]	281,800,004	131,500,000
TOTAL	9,113,500,004	7,927,400,000

NOTES TO FINANCIAL STATEMENTS (Contd.)

	As at 31.03.2015		As at 31.03.2014	
	₹	₹	₹	₹
C(II) OTHER LONG-TERM LIABILITIES				
Deferred Credit Liability payable to NHAI [Refer note C(II)(a)]	23,794,805,041		23,551,005,039	
Interest accrued but not due on borrowings from L&T Infrastructure Development Projects Ltd.	36,598,022		18,509,233	
		23,831,403,063		23,569,514,272
TOTAL		23,831,403,063		23,569,514,272

C(I) (c) Deferred Payment of Additional Concession Fee

Deferred credit liability represents total concession fees of ₹ 24,20,18,17,478/- payable to NHAI as per clause 26.2 of the concession agreement. Out of above, ₹ 40,70,12,437/- is payable in next 12 Months and forms part of other current liabilities.

	As at 31.03.2015		As at 31.03.2014	
	₹	₹	₹	₹
C(III) LONG-TERM PROVISIONS				
Provisions for Employee Benefits				
Gratuity (Refer Note No. P(3) (ii))	649,244		462,792	
Compensated absences	808,041		510,183	
		1,457,285		972,975
TOTAL		1,457,285		972,975

D(I) OTHER CURRENT LIABILITIES**Current maturities**

- Long term debt (Refer note C(I)(b))
- Deferred credit Liability to NHAI

Due to related parties :

Larsen & Toubro Limited
(Ultimate Holding Company)

L&T Infrastructure Development Projects Limited
(Holding Company)

Others payables

Statutory liabilities

TOTAL

281,800,004		131,500,000	
407,012,437		709,977,206	
	688,812,441		841,477,206
206,476,043		58,925,790	
420,660		251,518	
	206,896,703		59,177,308
	445,146,941		77,553,733
	17,286,222		8,655,697
TOTAL	1,358,142,307		986,863,944

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
	₹	₹	₹
D(II) SHORT TERM PROVISIONS			
Provision for employee benefits			
Gratuity (Refer note P(3)(ii))	8,146		8,677
Compensated absences	35,160		26,449
		43,306	35,126
TOTAL		43,306	35,126

NOTE E(I) - TANGIBLE ASSETS

Particulars	COST				DEPRECIATION				BOOK VALUE	
	As at 01.04.2014	Additions	Deductions	As at 31.03.2015	Upto 31.03.2014	For the year [refer note E(I)(a)]	Deductions	Upto 31.03.2015	As at 31.03.2015	As at 31.03.2014
	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
Owned										
Freehold Land (Refer note E(I)(b))	1,354,000	–	–	1,354,000	–	–	–	–	1,354,000	1,354,000
Plant and Equipment	14,232,257	16,721	–	14,248,978	14,086,462	22,816	–	14,109,278	139,700	145,795
Computers & Laptops	1,723,510	126,730	91,600	1,758,640	1,289,150	304,458	78,008	1,515,600	243,040	434,360
Office equipment	4,433,840	5,500	–	4,439,340	3,059,147	594,064	–	3,653,211	786,129	1,374,693
Furniture and fixtures	222,726	36,428	–	259,154	137,326	13,716	–	151,042	108,112	85,400
Vehicles	8,874,381	–	–	8,874,381	3,742,214	1,242,065	–	4,984,279	3,890,102	5,132,167
Sub Total	30,840,714	185,379	91,600	30,934,493	22,314,299	2,177,119	78,008	24,413,410	6,521,083	8,526,415
Capital work-in-progress	35,734,642	28,893,070	–	64,627,712	–	–	–	–	64,627,712	35,734,642
Total	66,575,356	29,078,449	91,600	95,562,205	22,314,299	2,177,119	78,008	24,413,410	71,148,795	
<i>Previous year</i>	48,506,738	18,102,618	34,000	66,575,356	19,480,245	2,857,419	23,365	22,314,299		44,261,057

E(I) (a) (i) Depreciation for the period from April 1, 2014 to February 28, 2015 amounting to ₹ 20,21,073/- transferred to pre-operative expenses and capitalised as Intangible assets on February 28, 2015.

(ii) Depreciation for the period from March 1, 2015 to March 31, 2015 amounting to ₹ 1,56,046/- charged to Statement of Profit and Loss.

E(I) (b) Freehold land has been mortgaged to senior lenders.

E(I) (b) The Company has reviewed the useful life of fixed assets accordingly revised the useful life of computers and maintenance vehicles. By this change, depreciation for the March 2015 is lower by ₹ 20,683/- and loss before tax for the year lower to that extent.

NOTE E(II) - INTANGIBLE ASSETS

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	–	34,339,501,810	–	34,339,501,810	–	24,808,840	–	24,808,840	34,314,692,970	–
Total	–	34,339,501,810	–	34,339,501,810	–	24,808,840	–	24,808,840	34,314,692,970	–
<i>Previous year</i>	–	–	–	–	–	–	–	–	–	–

NOTES TO FINANCIAL STATEMENTS (Contd.)**E(III) INTANGIBLE ASSETS UNDER DEVELOPMENT**

	As at April 1, 2014	For the Period Addition for the period from April 1, 2014 to February 28, 2015	Capitalised during the year	As at 31.03.2015
	₹	₹	₹	₹
a) Construction cost				
EPC contract bills	7,495,328,543	1,976,979,186	9,119,133,573	353,174,156
Additional Concession fee [Refer Note- I(b)]	26,535,509,766	–	26,535,509,766	–
Total (A)	34,030,838,309	1,976,979,186	35,654,643,339	353,174,156
b) Pre-operative expenses:				
Toll management charges	47,877,744	6,751,142	54,628,886	–
Security charges	17,297,084	11,701,828	28,998,912	–
Insurance	5,695,212	3,985,240	9,680,452	–
Repairs and maintenance				
Toll Road and Bridge	46,061,809	7,014,639	53,076,448	–
Plant and machinery	4,385,235	1,766,599	6,151,834	–
Others	10,414,530	13,468,761	23,883,291	–
Rail over bridge Expenses	12,145,060	–	12,145,060	–
Power and fuel	5,947,812	3,265,925	9,213,737	–
Depreciation and amortisation	21,979,163	2,021,073	24,000,236	–
Salaries and wages	60,850,951	18,538,266	79,389,217	–
Contribution and provisions for				
Provident fund	2,354,744	883,875	3,238,619	–
Gratuity	454,265	130,145	584,410	–
Compensated absences	749,319	229,927	979,246	–
Staff Welfare Expenses	3,996,514	1,495,498	5,492,012	–
Interest on borrowings (term loans)	926,219,816	871,693,216	1,797,913,032	–
Bank charges and bank guarantee charges	8,692,417	2,394,885	11,087,302	–
Finance Charges Others	26,110,551	24,363,769	50,474,320	–
Rent, rates and taxes	13,304,570	1,819,469	15,124,039	–
Professional fees [Refer Note O(l)]	267,409,447	36,777,633	304,187,080	–
Postage and Communication expenses	1,660,257	361,534	2,021,791	–
Printing and Stationery	2,462,906	470,023	2,932,929	–
Travelling and conveyance	28,226,651	5,515,888	33,742,539	–
Miscellaneous expenses	15,827,871	7,716,705	23,544,576	–
Utility Shifting Payments	114,855,489	47,835,205	162,690,694	–
Sub Total (B) (i)	1,644,979,417	1,070,201,245	2,715,180,662	–
Less:				
Toll collections	2,898,540,745	921,150,681	3,819,691,426	–
Other income	34,450,820	13,489,252	47,940,072	–
Amount Recd Against Utility Shifting Receipts	92,138,450	70,552,244	162,690,694	–
Sub Total (B) (ii)	3,025,130,015	1,005,192,177	4,030,322,192	–
Total (B) ((i) - (ii))	(1,380,150,598)	65,009,068	(1,315,141,530)	–
GRAND TOTAL (A+B)	32,650,687,711	2,041,988,254	34,339,501,809	353,174,156

NOTES TO FINANCIAL STATEMENTS (Contd.)

	As at March 31, 2015 ₹	As at March 31, 2014 ₹
F(I) LONG TERM LOANS AND ADVANCES		
Unsecured, considered good		
Capital advances to Ultimate holding company Larsen & Toubro Limited	–	40,148,666
Security deposits		
Others	976,320	802,166
TOTAL	976,320	40,950,832

F(II) OTHER NON-CURRENT ASSETS		
Deposit accounts with maturity more than twelve months [Refer Note G(II)]	–	32,000,000
TOTAL	–	32,000,000

G(I) CURRENT INVESTMENTS

Particulars	Face Value per unit (in ₹)	Number of units As at 31.03.2015	As at 31.03.2015 ₹	As at 31.03.2014 ₹
TATA Liquid Plan A Growth (6604.90 units of NAV value ₹ 2578.2167)	1,000	6,604.90	17,000,000	–
Reliance Liquidity Fund-Growth Plan Isin (9907.70 units of NAV value ₹ 1919.97)	1,000	9,907.70	–	19,022,497
IDFC cash Fund Plan - Super Inst Plan B-Growth (30790.88 units of NAV value ₹ 1536.47)	1,000	30,790.88	–	47,309,141
TATA Liquid Plan A Growth (10028.92 units of NAV value ₹ 2326.50)	1,000	10,028.92	–	23,332,324
SBI Premier Liquid Fund - Super Institutional - Growth (112160.47 units of NAV value ₹ 2011.22)	1,000	112,160.47	–	225,579,551
L&T Liquid Fund- Growth (24935.77 units of NAV value ₹ 1738.99)	1,000	24,935.77	–	43,363,068
TOTAL			17,000,000	358,606,581

Particulars	As at 31.03.2015 ₹	As at 31.03.2014 ₹
Details of Quoted/Unquoted investments:		
Aggregate amount of quoted current investment and market value thereof;		
Book Value	17,000,000	358,606,581
Market Value	17,028,863	360,731,553

NOTES TO FINANCIAL STATEMENTS (Contd.)

	As at 31.03.2015		As at 31.03.2014	
	₹	₹	₹	₹
G(II) CASH AND BANK BALANCES				
Cash and cash equivalents				
Balances with banks				
In current accounts		3,791,516		8,853,191
Cash on hand		5,674,819		5,480,732
Other Bank Balances				
In Deposit accounts	2,000,000		32,000,000	
Less: Deposit accounts with maturity more than twelve months [Refer Note F(II)]	—		(32,000,000)	
		2,000,000		—
		11,466,335		14,333,923

	As at 31.03.2015	As at 31.03.2014
	₹	₹
G(III) SHORT TERM LOANS AND ADVANCES		
Unsecured, considered good		
Advances recoverable in cash or kind or for value to be received		
Others	13,996,975	9,562,486
Prepaid Expenses	2,627,730	2,794,099
TOTAL	16,624,705	12,356,585

G(IV) OTHER CURRENT ASSETS		
Interest Accrued but not due on Deposits	223,608	512,055
Other Receivables	6,917,448	4,619,073
TOTAL	7,141,056	5,131,128

H Contingent liabilities as at March 31, 2015 ₹ Nil (*previous year: ₹ Nil*)

I a. The company has the following commitments remaining to be executed on capital account (net of advances)

Particulars	As at 31.03.2015	As at 31.03.2014
	₹	₹
Estimated amount of contracts remaining to be executed on capital account (net of advances)	640,951,342	1,224,522,791

b. Other Commitments -Additional Concession Fees payable under the concession agreement [Refer Note-C(II) (a)]

In terms of clause no. 26.2 of the concession agreement dated 17th March, 2010, the total additional concession fee is recognised as cost of toll collection rights and capitalised along with Intangible assets.

J REVENUE FROM OPERATIONS

Particulars	As at 31.03.2015	As at 31.03.2014
	₹	₹
Operating revenue:		
Toll Collections	88,671,296	—
TOTAL	88,671,296	—

K OTHER INCOME

Interest income from Bank Deposits	16,868	—
Profit on sale of current investments	626,422	—
Other non operating income	1,750	—
	645,040	—

NOTES TO FINANCIAL STATEMENTS (Contd.)**L OPERATING EXPENSES**

	For Period from March 1, 2015 to March 31, 2015	
	₹	₹
Toll Management fees		1,315,782
Security services		1,114,600
Insurance		370,981
Repairs and maintenance		
Toll road & bridge	2,013,162	
Plant and machinery	51,737	
Others	565,636	26,30,535
Professional fees		1,112,891
Power and fuel		1,048,966
		7,593,755

M EMPLOYEE BENEFIT EXPENSES

	For Period from March 1, 2015 to March 31, 2015	
	₹	₹
Salaries, wages and bonus		458,879
Contributions to and provisions for:		
Provident fund (Refer P(3)(i))	25,591	
Gratuity (Refer P(3)(ii))	55,776	
Compensated absences (Refer P(3)(iii))	76,642	
		158,009
Staff welfare expenses		129,009
		745,897

N FINANCE COSTS

	For Period from March 1, 2015 to March 31, 2015
	₹
Interest on Term Loan from Bank	83,401,601
Interest on unsecured loan from holding company	1,629,662
Interest on deferment of Additional concession fee to NHAI	4,006,052
	89,037,315

NOTES TO FINANCIAL STATEMENTS (Contd.)**O ADMINISTRATION AND OTHER EXPENSES**

	For Period from March 1, 2015 to March 31, 2015 ₹
Rent, Rates and taxes	33,000
Professional fees [Refer Note O(I)]	1,763,719
Postage and communication	23,199
Printing and stationery	60,039
Travelling and conveyance	35,636
Corporate Social Responsibility expenditure [Refer Note O(II)]	347,000
Repairs and Maintenance - Others	187,798
Miscellaneous expenses	87,216
	2,537,607

O(II) Auditors remuneration (including Service tax) as follows (for current financial year ₹ 4,51,714/- charged to Profit and Loss account and ₹ 1,45,792/- transferred to pre-operative expenses [For previous financial year ₹ 4,34,260/- transferred to pre-operative expenses]):

Particulars	2014-15 ₹	2013-14 ₹
As statutory auditor	291,238	242,698
For Taxation matters	109,214	-
For Other Services	197,054	191,562
Total	597,506	434,260

O(II) As per Section 135(1) of the Companies Act, 2013, Company is required to spend ₹ 3,46,264/- towards Corporate Social Responsibility expenditure. For compliance under this section company has made Contribution of ₹ 3,47,000/- to "Swachh Bharat Kosh".

P(1) CORPORATE INFORMATION

L & T Samakhiali Gandhidham Tollway Limited is a Special Purpose Vehicle (SPV) incorporated on 15-02-2010 for the purpose of strengthening and widening thereof to six lanes of existing 4-lane of 56.16 kilometers. Road stretch from KM 306 to KM 362.16 on Samakhiali to Gandhidham section on National Highway No. 8A in the state of Gujarat and operation and maintenance thereof under Concession Agreement dated 17th March, 2010 with the National Highways Authority of India (NHAI). The Concession is for a period of 24 years including the construction period. At the end of the 24 years the entire facility will be transferred to National Highways Authority of India (NHAI). Independent Engineer and Project Director of National Highway Authority of India have recommended for issuance of provisional completion certificate on 28th February 2015 to NHAI head quarters. Accordingly the Statement of Profit and Loss has been prepared for the period March 1, 2015 to March 31, 2015. This being the first period of operation, comparative figures for previous year is not provided.

P(2) Foreign Currency Transactions

Expenditures: Company has purchased Toll Equipments in foreign currency during the year for ₹ 2,88,93,069/- (previous year ₹ 8,58,248/-).

Earnings: During the year the Company does not have any earning in foreign currency.

P(3) Disclosure pursuant to Accounting Standard (AS) 15 (revised) on "Employee benefits":**(i) Defined contribution plan:**

An amount of ₹ 6,99,592/- (previous year : ₹ 6,61,296/-) being contribution made to recognised provident fund is a part of employee benefit for the year.

NOTES TO FINANCIAL STATEMENTS (Contd.)**(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	657,390	471,469
Less : Fair value of plan assets	—	—
Amount to be recognised as liability or (asset)	657,390	471,469
B) Amounts reflected in the Balance Sheet		
Liabilities	657,390	471,469
Assets	—	—
Net Liability / (asset)	657,390	471,469

b) The amounts recognised proportionately pre-operative expenses and 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	188,444	172,726
2 Interest on Defined benefit obligation	42,509	26,682
3 Expected return on plan assets	—	—
4 Actuarial losses/(gains)	(45,032)	(106,629)
5 Past service cost	—	49,280
6 Effect of Curtailment or settlement	—	—
7 Actuarial gain/(loss) not recognised in books	—	—
8 Adjustment for earlier years	—	—
9 Translation adjustments	—	—
10 Amount capitalised out of the above	—	—
Total (1 to 7)	185,921	142,059
I Amount included in "employee benefit expenses"	185,921	142,059
II Amount included as part of "finance costs"	—	—
Total (I + II)	185,921	142,059
Actual return on plan assets	—	—

NOTES TO FINANCIAL STATEMENTS (Contd.)

- 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	471,469	329,410
Add: Current service cost	188,444	172,726
Add: Interest cost	42,509	26,682
Add: Contribution by plan participants		
i) Employer	–	–
ii) Employee	–	–
Add/(less): Actuarial losses/(gains)	(45,032)	(106,629)
Less: Benefits paid	–	–
Add: Past service cost	–	49,280
Closing balance of the present value of defined benefit obligation	657,390	471,469

- 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% at younger ages reducing to 1% at older ages	5% at younger ages reducing to 1% at older ages

- e) The amount pertaining to defined benefit plan are as under:

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)	657,390	471,469	329,410	155,045	90,082

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

Borrowing cost capitalised as Toll collections Rights during the year ₹ 87,16,93,216/-. (previous year : ₹ 66,22,33,440 transferred to pre-operative expenses)

P(5) Segment Information

The Company is engaged in the business of construction, operation and maintenance of Toll road project on a Build Operate Transfer basis in a single business segment. Hence reporting on primary segment does not arise. Further, the Company has operations only in the state of Gujarat in India. Hence, disclosure of secondary / geographical segment information is not applicable.

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 entered during the year:

Holding Company	L&T Infrastructure Development Projects Limited
Ultimate Holding Company	Larsen & Toubro Limited
Fellow Subsidiaries	L&T Vadodara Bharuch Tollway Limited L&T Interstate Road Corridor Limited L&T Panipat Elevated Corridor Limited L&T Ahmedabad Maliya Tollway Limited L&T Halol Shamlaji Tollway Limited L&T Rajkot-Vadinar Tollway Limited L&T Devihalli Hassan Tollway Limited L&T BPP Tollway Limited L&T Transco Private Limited ** L&T Sambalpur Rourkela Tollway Limited

NOTES TO FINANCIAL STATEMENTS (Contd.)

Fellow Subsidiaries of Holding Company	L&T General Insurance Company Limited
Key Management Personnel	Manager - Mr. Chandrashekhar Namdeo Doiphode
** Merged during the year with L&T Infrastructure Development Projects Limited w.e.f April 1, 2013	

b) Disclosure of related party transactions:

Nature of transaction/relationship	2014-15 ₹	2013-14 ₹
1. Purchase of goods and services incl. taxes		
Holding company, L&T Infrastructure Development Projects Ltd.	17,665,959	130,370,768
Ultimate Holding company, Larsen & Toubro Limited	1,485,819,971	3,084,027,401
Fellow subsidiaries:		
L&T General Insurance Company Limited	4,167,405	4,008,574
2. Sale of assets		
Fellow subsidiaries,		
L&T Devihalli Hassan Tollway Limited	13,592	–
L&T Deccan Tollways Limited	–	6,942
3. Interest accrued on Unsecured Loan		
Holding company, L&T Infrastructure Development Projects Ltd.	20,098,655	20,251,290
4. Reimbursement of expenses charged from		
Holding company, L&T Infrastructure Development Projects Ltd.	2,131,531	500
Fellow subsidiaries		
L&T Vadodara Bharuch Tollway Limited	28,000	606,477
L&T Interstate Road Corridor Limited	510,638	–
L&T Panipat Elevated Corridor Project Ltd	1,200,000	–
L&T Ahmedabad Maliya Tollway Limited	433,268	1,296,000
L&T Halol Shamlaji Tollway Ltd	6,520	800,000
5. Reimbursement of expenses charged to		
Ultimate Holding company, Larsen & Toubro Limited	10,564,311	4,996,036
Subsidiaries & fellow subsidiaries, including		
L&T Vadodara Bharuch Tollway Limited	173,226	301,664
L&T Rajkot - Vadinar Tollway Ltd	24,720	–
L&T Ahmedabad Maliya Tollway Limited	146,065	–
L&T Halol Shamlaji Tollway Ltd	–	33,311
6. Unsecured loans received		
L&T Infrastructure Development Projects Limited	292,600,000	30,000,000
7. Refundable deposit received for Director's Nomination		
Holding company, L&T Infrastructure Development Projects Ltd.	200,000	–
8. Key Managerial Personnel		
Manager - Mr. Chandrashekhar Namdeo Doiphode	2,769,800	2,613,057

c) Amount due to and due from related parties(net):

Particulars	As at 31.03.2015		As at 31.03.2014	
	Due to	Due from	Due to	Due from
	₹	₹	₹	₹
i. Holding company				
L&T Infrastructure Development Projects Limited	639,718,682	–	328,860,751	–
i. Ultimate Holding company				
Larsen & Toubro Limited	206,476,043	–	18,777,124	–

d) No amounts pertaining to related parties have been written off or written back during the year. (previous year: ₹ Nil)

NOTES TO FINANCIAL STATEMENTS (Contd.)**P(7) Disclosures pursuant to AS 19 - “ Leases”**

- (a) The Company has not taken any asset on finance lease.
- (b) The Company has not entered into any finance lease. The Company has taken office premises and guest house under cancellable operating lease. These agreements are normally renewed on expiry. Lease rental expenses in respect of operating leases for the Period ended on 31st March 2015 ₹ 13,23,133/- (previous year ₹ 11,23,543/-).

P(8) 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		For Period from March 1, 2015 to March 31, 2015	2013-2014
		₹	₹
Basic and Diluted			
Profit after tax as per accounts (₹)	A	(35,563,124)	–
Weighted average number of shares outstanding	B	80,540,000	80,540,000
Basic and Diluted EPS (₹)	A / B	(0.44)	–
Face value per equity share (₹)		10.00	10.00

P(9) 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(10) Disclosure pursuant to Accounting Standard (AS) 29 - “Provisions ,Contingent Liabilities and Contingent Assets”

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

P(11) Previous year figures

Previous year figures has been reclassified/ regrouped / rearranged wherever considered necessary to make them comparable.

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 recognized 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.

NOTES TO FINANCIAL STATEMENTS (Contd.)

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 recovery is certain.
- 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

- a. Interest income is recognised on a time proportion basis taking into account the amount outstanding and the applicable rate.
- b. Net gain on sale of investments is recognised at the time of actual sale/redemption.
- c. 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 technical advice.

Category of Asset	Useful life (years)
Motor cars	7
Office Equipment	
i. Multifunctional devices printers, switches and projectors	4
Plant and Equipment	
i. Toll Collection System	7
ii. Maintenance Vehicle	8
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 event, when it is not probable that an outflow of resources will be required to settle the obligation
- b) a possible obligation when no reliable estimate is possible and
- c) A possible obligation arising from a past event 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 of even date attached

For and on behalf of the Board

For **GIANENDER & ASSOCIATES**

Chartered Accountants

Firm's Regn. No. 004661N

PUNEET KUMAR

Partner

Membership No. 531830

SANGRAM PATRA
Chief Financial Officer

T. S. VENKATESAN
Director
DIN: 01443165

KARTHIKEYAN T. V.
Director
DIN: 01367727

Place : Chennai
Date : April 27, 2015

Place : Chennai
Date : April 27, 2015

ATTENDANCE SLIP

L&T SAMAKHIALI GANDHIDHAM TOLLWAY LIMITED

CIN: U45203TN2010PLC074501

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

Fifth Annual General Meeting, Tuesday, 22nd 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 Fifth Annual General Meeting of the Company, held on Tuesday, the 22nd September, 2015 at 11:00 A.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: U45203TN2010PLC074501

Name of the Company: *L&T Samakhiali - Gandhidham 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 Fifth Annual General Meeting of the Company, to be held on Tuesday, the 22nd September, 2015 at 11:00 A.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
Ordinary Business			
1	Adoption of the audited Financial Statements for the period from 1 st April, 2014 to 31 st March 2015 and the Reports of the Board and Auditors thereon.		
2	Re-appointment of Mr. T. S. Venkatesan (DIN 01443165), Director who retires by rotation.		
3	Appointment of Statutory Auditors of the Company and to fix their Remuneration.		
Special Business			
4	Appointment of Mr. Manoj Anil Dave (DIN 02397312) as Director of the Company.		
5	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
Rupree
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 5th AGM venue of L&T Samakhiali Gandhidham Tollway Limited

