



L&T KRISHNAGIRI THOPUR TOLL ROAD LIMITED

Board of Directors:

Mr. Karthikeyan T.V

Mr. N. Raghavan

Dr. Ashwin Mahalingam

Mr. Manoj Kumar Singh

Dr. Esther Malini

Statutory Auditors

M/s. M.K.Dandekar & Co.,

Chartered Accountants

Registered Office

Post Box No.979

Mount Poonamallee Road

Manapakkam

CHENNAI - 600 089

NOTICE

Notice is hereby given for the **ELEVENTH ANNUAL GENERAL MEETING** of **L&T KRISHNAGIRI THOPUR TOLL ROAD LIMITED** to be held on Thursday, 29th September 2016 at 10.30 A.M at Mount Poonamallee, Manapakkam, Chennai – 600 089 to discuss the following business:

ORDINARY BUSINESS:

1. To receive and adopt the audited Financial Statement for the period 1st April 2015 to 31st March 2016 and the report of the Directors and Auditors thereon.
2. To consider and if thought fit, to appoint Dr. Esther Malini (DIN No: 07124748), as a Director of the Company, who retires by rotation and, being eligible, offers himself for re-appointment
3. To appoint the Statutory Auditors of the Company and to fix their Remuneration:

“**RESOLVED THAT**, the appointment of M/s M. K. Dandeker & Co., Chartered Accountants, (Firm Registration no. 000679S) having their registered office at No. 244 (Old No. 138), II Floor, Angappa Naicken Street, Chennai – 600 001, as Statutory Auditors of the Company be and is hereby ratified to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at a remuneration of Rs. 2,90,400/- p.a for the financial year 2016-2017 excluding out of pocket expenses and taxes as applicable.

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass, with or without modifications if any, the following Resolution as **Ordinary Resolution**:

“**RESOLVED THAT** Mr. Karthikeyan T.V (DIN No: 01367727) who was appointed as an Additional Director under Section 161 of the Companies Act 2013 holds office until the date of this Annual General Meeting, and in respect of whom notice has been received for appointment as Director from a Member under Section 160 of the Companies Act 2013, be and is hereby appointed as Director liable to retire by rotation”

5. To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Rule 14 of the Companies (Audit and Auditors) Rules 2014 released by Ministry of Corporate Affairs, the remuneration of Rs.75,000 /- (excluding conveyance, out of pocket expenses and service tax as applicable) payable to Mr.K.Suryanarayanan, Membership No.24946, Cost Auditor of the Company be and is hereby ratified.”

6. To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 13(9) and other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modifications(s) or re-enactment thereof, for the time being in force), the consent of the Members be and is hereby given for alteration of the Memorandum of Association of the Company in the following manner:

a. By re-numbering the clauses I, II, III, IV, V and VI of the existing Memorandum of Association of the Company as 1, 2, 3, 4, 5 and 6 as per the provisions of Section 4(6) and format specified in Table A of Schedule I of the Companies Act, 2013.”

b. By deleting the words “MAIN” in the heading of sub-clause IIIA of the existing Memorandum of Association of the Company.

c. By substituting the heading of sub-clause IIIB of the existing Memorandum of Association of the Company with the following words :

“MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3A ARE:”

d. By deleting sub-clause IIIC of the existing Memorandum of Association of the Company.

e. By adding the words “and this liability is limited to the amounts unpaid, if any on the shares held by them” after the words “the liability of the Members is limited” appearing in clause IV of the existing Memorandum of Association of the Company.

7. To consider and if thought fit, to pass with or without modification, the following Resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 14 and such other provisions of the Companies Act, 2013 and corresponding Rules, if any as may be applicable and subject to such other permissions and approvals as may be necessary the Share Capital Clause of the Company

appearing in the Articles of Association of the Company against Article no.2 under 'Interpretation' be and is hereby altered by deleting "Clause V" and by substituting with "Clause 5".

By the Order of the Board
For L&T KRISHNAGIRI THOPUR TOLL ROAD LIMITED

A handwritten signature in black ink, appearing to read 'K.C. Raman', is written over a set of horizontal lines.

K.C.RAMAN
AUTHORISED SIGNATORY

Date: 16th September 2016

Notes:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business under items no.4, 5, 6, 7, 8 & 9 set out above is annexed hereto.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy or where that is allowed, one or more proxies, to attend and vote instead of himself and that a proxy need not be a member.
3. Pursuant to provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy, who shall not act as a proxy for any other member.
4. Proxy form should be submitted to the company atleast 48 hours before the commencement of the meeting.
5. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
6. Details of Directors seeking appointment/re-appointment at the Annual General Meeting of the Company to be held on September 29, 2016 are provided in Annexure A of this Notice.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

As required under Section 102 of the Companies Act, 2013 the following explanatory statement sets out material facts relating to the business under item no.4,5 & 6 of the accompanying Notice dated 16th September 2016

Item No.4

To consider and approve appointment of Mr. Karthikeyan T.V as Director of the Company

The Board of Directors appointed Mr. Karthikeyan T.V (DIN No: 01367727) as Additional Director under Section 161 of the Companies Act, 2013 on 13/07/2016. Pursuant to Section 161 of the Companies Act 2013, he holds office upto the date of this Annual General Meeting.

The Company has received notice from one of its Members namely, L&T Infrastructure Development Projects Limited for appointing him as Director of the Company with effect from the date of this Annual General Meeting.

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

Mr. Karthikeyan T.V is interested in the business to the extent of his appointment.

None of the other Directors except Mr. Karthikeyan T.V or Key Managerial Personnel of the Company or their relatives thereof are directly or indirectly concerned or interested in this resolution.

Item No.5

The Board of Directors at the Meeting held on 16th September 2016 had appointed Mr.K.Suryanarayanan as the Cost Auditor of the Company for the year 2014-2015 at a remuneration of Rs.75,000/- As per Rule 14 of the Companies (Audit and Auditors) Rules 2014 the remuneration approved by the Board of Directors shall be ratified by the Shareholders at the General Meeting. In view of this requirement, the remuneration payable to Mr.K.Suryanarayanan is placed before the shareholders for ratification.

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.

Item No.6

As per the provisions of Companies Act, 2013 it is necessary to alter the entire Memorandum of Association as per the format prescribed under Companies Act, 2013.

Accordingly, the Board of Directors, in their Meeting held on 16th September 2016 had approved the alteration of Memorandum of Association.

The Directors recommend the resolution at Item No.6 as a Special 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.

Item No.7

The Members are informed that consequent upon the alteration of Memorandum of Association of the Company as per Companies Act 2013, the Share Capital of the Company appearing in the existing Articles of Association of the Company against Article no.2 under 'Interpretation' requires alteration.

Accordingly, the Board of Directors, in their Meeting held on 16th September 2016, had approved the alteration of Articles of Association.

The Directors recommend the resolution at Item No.7 as a Special 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 KRISHNAGIRI THOPUR TOLL ROAD LIMITED



K.C.RAMAN
AUTHORISED SIGNATORY

Date: 16th September 2016
Place: Chennai

Annexure A

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

Name of Director	Dr. Esther Malini	Mr. Karthikeyan T.V
Date of Birth	28/04/1969	29/03/1964
Nationality	Indian	Indian
Date of Appointment on the Board	27/03/2015	13/07/2016
Qualification	Ph.D. in Management Studies at the Indian Institute of Science	B.Com, ACA, ACS
Experience	Research Experience-5 Years, Corporate Experience -17 Years	30 Years
Directorships in other companies	1. L&T Panipat Elevated Corridor Limited 2. L&T Krishnagiri Walajahpet Tollway Limited 3. L&T Rajkot – Vadinar Tollway Limited 4. L&T Halol – Shamlaji Tollway Limited 5. L&T Vadodara Bharuch Tollway Limited 6. L&T Ahmedabad Maliya Tollway Limited 7. L&T Deccan Tollways Limited	1. Kudgi Transmission Limited 2.L&T Panipat Elevated Corridor Limited 3.L&T Interstate Road Corridor Limited 4.L&T Rajkot-Vadinar Tollway Limited 5.L&T Halol Shamlaji Tollway Limited 6.L&T Ahmedabad Maliya Tollway Limited 7.L&T Sambalpur- Rourkela Tollway Limited
Number of Board Meetings attended during the year	<u>5</u>	Nil
Memberships/ Chairmanships of committees across all companies	<u>L&T Krishnagiri Walajahpet Tollway Limited</u> 1.Audit Committee <u>L&T Panipat Elevated Corridor Limited</u> 1.Audit Committee 2.Nomination and Remuneration Committee <u>L&T Vadodara Bharuch Tollway Limited</u> 1. Audit Committee 2.Nomination and Remuneration Committee	<u>L&T Ahmedabad Maliya Tollway Limited</u> 1.Audit Committee 2.Nomination and Remuneration Committee <u>L&T Rajkot-Vadinar Tollway Limited</u> 1.Audit Committee 2.Nomination and Remuneration Committee <u>L&T Halol Shamlaji Tollway Limited</u> 1.Audit Committee 2.Nomination and Remuneration Committee

		<u>Kudgi Transmission Limited</u> 1.Audit Committee 2.Nomination and Remuneration Committee
Shareholding in the Company	1 share jointly with L&T Infrastructure Development Projects Limited	1 share jointly with L&T Infrastructure Development Projects Limited
Relationship with Directors	Nil	Nil

**L&T IDPL****L&T Krishnagiri Thopur Toll Road Limited***(A subsidiary of L&T IDPL)*

Tollplaza, KM 155, NH-7, Palayam Village

Dharmapuri - 636 807, Tamil Nadu, India

Tel : +91 04342 244969 / 70 / 80

Fax : +91 04342 244979

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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, 2016.

FINANCIAL RESULTS

The Company's financial performance for the year ended March 31, 2016 is summarised below:

Particulars	2015-16 ₹ in crore	2014-15 ₹ in crore
Profit Before Depreciation, exceptional and extra ordinary items & Tax	65.45	41.83
Less: Depreciation, amortization and obsolescence	52.03	52.44
Profit before exceptional and extraordinary items and tax	13.41	(10.61)
Profit before extraordinary items and tax	13.41	(10.61)
Add: Extraordinary items	-	-
Profit / (Loss) before tax	13.41	(10.61)
Less: Provision for tax	2.87	-
Profit after tax from continuing operations	10.55	(10.61)
Profit for the period carried to the balance Sheet	10.55	(10.61)
Add: Balance brought forward from previous year	(112.94)	(102.33)
Balance available for disposal (which directors appropriate as follows)	(102.39)	(112.94)
Debenture Redemption Reserve	3.59	-
Balance carried to Balance Sheet	(105.98)	(112.94)

Registered Office: Mount Poonamallee Road, Manapakkam, P.B. No. 979, Chennai - 600 089, India.

CIN : U45203TN2005PTC057930

Tel : +91 44 22526000 / 22528000 Fax : +91 44 22528724.

E-mail : contactus@Lntidpl.com Web : www.Lntidpl.com

STATE OF COMPANY AFFAIRS:

The gross revenue and other income for the financial year under review were ₹130.31 crore as against ₹132.36 crore for the previous financial year registering a **decrease** of 1.55%. The profit before tax from continuing operations including extraordinary and exceptional items was ₹10.55 crore and the profit after tax from continuing operations including extraordinary and exceptional items of ₹10.55 crore for the financial year under review as against ₹ (10.61) crore and ₹(10.61) crore respectively for the previous financial year, registering an increase of 199.42% and 199.42% respectively.

CAPITAL EXPENDITURE

As at March 31, 2016 the gross fixed and intangible assets including leased Assets, stood at ₹888.67 crore and the net fixed and intangible assets, including leased assets, at ₹516.95 crore. Capital Expenditure during the year amounted to ₹0.15 crore (including CWIP of Previous Year ₹ 0.10 crore).

CAPITAL & FINANCE

The Company raised ₹100 crore via issue of 1,00,000 Non-convertible Debentures at ₹10/- each at a coupon rate of 9.50% per annum to India Infradebt Limited

DEPOSITS

The Company has not accepted deposits from the public hence 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, Companies.

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 E(IV) and F(I) of the audited financial statements.

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 the guidelines thereunder.

The disclosure as per Form AOC-2 of Companies Act, 2013 is given in **Annexure I** to this Report.

AMOUNT TRANSFERRED TO RESERVES

The Company has transferred ₹3.59 crore to debenture redemption Reserve.

DIVIDEND

The Company has posted losses during the year and no dividend is recommended.

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 current financial year a sum of EURO 19118.26 amounting to ₹0.14 crore (Previous year EURO 6657.83 amounting to ₹0.04 crore) has been paid towards Toll System Service Support.

RISK MANAGEMENT POLICY

L&T Krishnagiri Thopur Toll Road Limited in its Meeting of the Audit Committee on July 20,

2015 has reviewed and adopted a Risk Management Policy and the same has been implemented. Risks that are faced by the Company are identified, monitored and appropriate mitigation actions are taken at various levels as needed. There are no Risks in the opinion of the Audit Committee that may threaten the existence of the Company.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

Your Company has designed and implemented a process driven framework for Internal Control on Financial Reporting System. For the year ended March 31, 2016, the Board is of the opinion that the Company has sound ICFR commensurate with the nature and size of its business operations and operating effectively and no material weaknesses exist. The Company has a process in place to continuously monitor the same and identify gaps, if any, and implement new and / or improved controls wherever the effect of such gaps would have a material effect on the Company's operations. The Statutory Auditor of the Company reviewed the adequacy of the Internal financial control over Financial Reporting of the company and the operating effectiveness of such control are reported in the "Annexure B" of Statutory Audit Report of the Company.

CORPORATE SOCIAL RESPONSIBILITY

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

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

CHANGES IN DIRECTORS AND KMP

No Directors were liable to retire by rotation as all the Directors were regularized in the Annual General Meeting held on September 21, 2015.

Dr.Esther Malini, Director, retire from the Board by rotation and are eligible for re-appointment at the forthcoming Annual General Meeting.

Mr.Manoj Anil Dave was appointed as an Additional Director of the Company on July 20, 2015 and got regularized in the Tenth Annual General Meeting held on September 21, 2015.

Mr.P.G.Suresh Kumar and Mr.Manoj Anil Dave was resigned as Directors of the Company on July 20, 2015 and January 18, 2016 respectively. The Directors record their sincere and deep gratitude for the invaluable contribution made by them towards the development of the Company since inception.

Mr.R.G.Ramachandran was resigned as Company Secretary of the Company on October 28, 2015.

The Board of Directors of the Company as on March 31, 2016 is as follows:

Sr.No.	Name	Designation	DIN
1	Dr.Esther Malini	Director	07124748
2	Mr. Manoj Kumar Singh	Director	05228599
3	Mr.N.Raghavan	Independent Director	00251054
4	Dr.Ashwin Mahalingam	Independent Director	05126953

The Key Managerial Personnel (KMP) of the Company as on March 31, 2016 is as given below:

Sr. No.	Name	Designation
1	Mr.Gaurav Chaturvedi	Chief Financial Officer
2	Mr.Biju Francis	Manager

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 when necessary.

During the year under review 4 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
April 28, 2015	5	4
July 20, 2015	5	5
October 28, 2015	5	3
January 13, 2015	5	5

The Agenda of the Meeting is circulated to the Directors in advance. Minutes of the Meetings of the Board of Directors are 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. The Members of the Audit Committee are Mr.N.Raghavan, Dr.Ashwin Mahalingam and Dr.Esther Malini.

During the year under review, 4 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
April 28, 2015	3	3
July 20, 2015	3	3
October 28, 2015	3	2
January 13, 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 Chief Internal Auditor of the Holding Company was the co-ordinator for the Vigil Mechanism and 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 POLICY ON DIRECTOR APPOINTMENT AND REMUNERATION

The Company has constituted the Nomination and Remuneration Committee in accordance with the requirements of the Companies Act, 2013 read with the rules made thereunder. The Members of the Nomination and Remuneration Committee are Mr.N.Raghavan, Dr.Ashwin Mahalingam and Dr.Esther Malini.

During the year, one nomination and remuneration committee meeting were held and the details are given below:

Date	Strength of the Committee	No. of members present
July 20, 2015	3	3

The Committee has formulated a policy on Director's appointment and remuneration including recommendation of remuneration of the key managerial personnel and other employees 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 II** to this Report.

DIRECTORS RESPONSIBILITY STATEMENT

The Board of Directors of the Company confirms:

- a) In the preparation of Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period.
- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) The Directors have prepared the Annual Accounts on a going concern basis.
- e) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were 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 Nomination and Remuneration Committee and the Board have laid down the manner in which formal annual evaluation of the performance of the Board, committees and individual directors has to be made.

It includes circulation of questionnaires to all Directors for evaluation of the Board and its Committees, Board composition and its structure, its culture, Board effectiveness, Board functioning, information availability, etc. These questionnaires' also cover specific criteria and the grounds on which all directors in their individual capacity will be evaluated.

Further, the Independent Directors at the meeting held on 29th December 2015, reviewed the performance of Board, Committees, and Non-Executive Directors. The performance evaluation of the Board, Committees and Directors was also reviewed by the Nomination and Remuneration Committee and the Board of Directors.

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.

COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD AND ANNUAL GENERAL MEETINGS

The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Board Meetings and Annual General Meetings.

PROTECTION OF WOMEN AT WORKPLACE:

The parent company Larsen & Toubro Limited (L&T) has formulated a policy on 'Protection of Women's Rights at Workplace' which is applicable to all group companies. This has been widely disseminated. There were no cases of sexual harassment received in the Company during 2015-16.

AUDITORS AND AUDITORS' REPORT

STATUTORY AUDITORS

M.K.Dandeker & Co, hold office until the conclusion of the ensuing Annual General Meeting ("AGM"). M.K.Dandeker & Co, hold office until the conclusion of the ensuing Annual General Meeting ("AGM"). The Company in the Tenth Annual General Meeting held on 21st September 2015 for the F-Y 2015-16 had appointed M.K.Dandeker & Co, Chartered Accountants, (Firm Reg no: 000679S), Chennai as Statutory Auditors of the Company to hold office from the conclusion of that Annual General Meeting until the conclusion of the third consecutive Annual General Meeting of the Company to be held during the year 2017.

The Board recommends the ratification of the appointment of M.K.Dandeker & Co, Chartered Accountants, (Firm Reg no: 000679S), Chennai, as Statutory Auditors of the Company from the conclusion of the ensuing AGM until the conclusion of the next AGM. 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 2015-16 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.

COST AUDITOR

Mr. K.Suryanarayanan, Cost Accountant, was appointed as Cost Auditor of the Company for audit of cost accounting records for the financial year 2015-2016, pursuant to the provisions of Section 148 of the Act and Rule 3 and 4 of the Companies (Cost Records and Audit) Amendment Rules, 2014. The Report of the Cost Auditors for the financial year 2015-2016 would be filed with the Ministry of Corporate Affairs once the same is finalised.

The remuneration of the Cost Auditor was ratified at the Annual General Meeting held on September 21, 2015.

SECRETARIAL AUDITORS

M/s.B.Chitra & Co, a firm of Company Secretaries in practice, Chennai was appointed to conduct the secretarial audit of the Company for the financial year 2015-16, as required under Section 204 of the Companies Act, 2013 and Rules thereunder.

The secretarial audit report for the financial year 2015-16 is attached as **Annexure 3** to this Report.

It contains the following qualification, reservation or adverse remark:

- 1. The Company has not complied with the requirements of Section 203 for appointment of Whole-time Company Secretary during the period from 28th October 2015 to 31st March 2016. As on 31st March 2016 (the year end date) the position is vacant and the company has time of six months from the date of resignation to fill up the vacancy as per the provisions of Subsection 4 of Section 203 of Companies act 2013.*

Management Response:

The Company is in search of a suitable 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 and other Central and State Government authorities, Regulatory authorities and other stakeholders for their continued co-operation and support to the Company.

For and on behalf of the Board



Dr.Esther Malini
Director
DIN:07124748



N.Raghavan
Director
DIN: 00251054

Place: Chennai
Date: April 29, 2016

ANNEXURE I**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
The Company has not entered into material contracts or arrangements or transactions during the year.					

For and on behalf of the Board



Dr. Esther Malini

Director

DIN:07124748



N. Raghavan

Director

DIN: 00251054

Place: Chennai

Date: April 29, 2016

ANNEXURE II**Form No. MGT-9****EXTRACT OF ANNUAL RETURN as on the financial year ended on 31.03.2016**

[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	U45203TN2005PLC057930
Registration Date	02/11/2005
Name of the Company	L & T KRISHNAGIRI THOPUR TOLL ROAD 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	99.99%	2(46)

share capital upto Rs. 1 lakh	2	-	-	2	0.0001	2	-	0.0001	-
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	-	-	-	-	-	-	-	-
c) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	2	-	-	2	0.0001	2	-	0.0001	-
Total Public Shareholding (B)=(B)(1)+(B)(2)	2	-	-	2	0.0001	2	-	0.0001	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	58274996	20475004*	78750000	58274996	100	58274996	20475004*	78750000	100%

*including shares held by nominees of L&T Infrastructure Development Projects Limited

(ii) Shareholding of Promoters

S.I No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the Year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	L&T Infrastructure Development Projects Limited (including nominees)	78749998	99.9999%	26%	78749998	99.9999%	26%	-
	Total	78749998	99.9999%	26%	78749998	99.9999%	26%	

(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	78749998	99.9999%	78749998	99.9999%
	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):				
	At the End of the year	78749998	99.9999%	78749998	99.9999%

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

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
	For Each of the Top 10 Shareholders				
	At the beginning of the year	2	0.0001	2	0.0001
	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 (or on the date of separation, if separated during the year)	2	0.0001	2	0.0001

(v) Shareholding of Directors and Key Managerial Personnel:

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
	For Each of the Directors and KMP				

	At the beginning of the year	2	0.0001%	2	0.0001%
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	1(increase) 2(decrease)	0.0001%	1	0.0001%
	At the End of the year	1	0.0001%	1	0.0001%

V. INDEBTEDNESS

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

(₹ in crore)				
Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	298.76	43.58	-	342.33
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	298.76	43.58	-	342.33
Change in Indebtedness during the financial year				
Addition	327.99	-	-	-
Reduction	355.59	43.58	-	-
Net Change	(27.60)	(43.58)		27.60
Indebtedness at the end of the financial year				
i) Principal Amount	326.36			326.36
ii) Interest due but not paid	-	-	-	-

iii) Interest accrued but not due	0.09	-	-	0.09
Total (i+ii+iii)	326.45			326.45

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(Amount in ₹)

Sl. no.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		Mr.Biju Francis, Manager	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	17,85,445/- per annum	17,85,445/- per annum
2.	Stock Option	Nil	Nil
3.	Sweat Equity	Nil	Nil
4.	Commission - as % of profit - others, specify...	Nil	Nil
5.	Others, please specify	Nil	Nil
	Total (A)	17,85,445/-per annum	17,85,445/-per annum
	Ceiling as per the Act	61,44,662 per annum	61,44,662 per annum

B. Remuneration to other directors:

Sl. no.	Particulars of Remuneration	Name of Directors		Total Amount
1	Independent Directors	Mr.N.Raghavan	Dr.Ashwin Mahalingam	
	Fee for attending board meeting	₹75,000/-	₹1,00,000/-	₹1,75,000/-
	Fee for attending committee meetings	₹50,000/-	₹60,000/-	₹1,10,000/-
	Commission	-	-	-
	Others	-	-	-
	Total (1)	₹1,25,000/-	₹1,60,000/-	₹2,85,000/-
2.	Other Non-Executive Directors	Mr.Manoj Kumar Singh	Dr.Esther Malini	
	Fee for attending board / committee meetings		Nil	
	Commission	Nil		Nil
	Others, please specify			
	Total (2)	Nil	Nil	Nil
	Total (B)=(1+2)	₹1,25,000/-	₹1,60,000/-	₹2,85,000/-
	Total Managerial Remuneration	NA		
	Overall Ceiling as per the Act(sitting fees)	Not more than Rs.1,00,000/- per meeting of Board or Committee.		

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

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO Mr.Gaurav Chaturvedi	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary	Nil	Nil	Nil	Nil

	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	Nil	Nil	Nil	Nil

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: Nil**For and on behalf of the Board**


Dr. Esther Malini
Director
DIN: 07124748



N. Raghavan
Director
DIN: 00251054

Place: Chennai
Date: April 29, 2016

ANNEXURE III

Form No. MR-3

**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31.03.2016.**

*[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 KRISHNAGIRI THOPUR TOLL ROAD LIMITED
Mount Poonamalle Road, Manapakkam,
Chennai - 600089

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by L & T Krishnagiri Thopur Toll Road Limited (hereinafter called the "Company").

The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of the secretarial audit, We hereby report that, in our opinion, the Company has, during the audit period covering the financial year ended on 31st March 2016, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) *The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) *The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) *Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) *The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- (b) *The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- (c) *The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (d) *The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (f) *The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) *The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (h) *The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

(vi) The other laws applicable specifically to the company: Nil

We 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 we 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

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) *The Listing Agreements entered into by the Company with BSE/ NSE for Securities.

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

1. *The Company has not complied with the requirements of Section 203 for appointment of Whole-time Company Secretary during the period from 28th October 2015 to 31st March 2016. As on 31st March 2016 (the year end date) the position is vacant and the company has time of six months from the date of resignation to fill up the vacancy as per the provisions of Subsection 4 of Section 203 of Companies act 2013.*

Note:

*** Denotes "NOT APPLICABLE".**

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Directors, Women Director and Independent Directors. 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 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.

We 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.

We further report that during the audit period the company had the following major transactions/ events:

1. The Company has re-financed loan from State Bank of India (Lead Bank) and seven other banks under consortium for an amount of Rs.285 Crores (App.) and loan from the holding Company L&T Infrastructure Development Projects Limited for an amount of Rs. 43 Crores (App.) through Secured Loan from ICICI Bank Limited of Rs. 228 Crores (App.) and by issue of of 9.50% Secured Non – Convertible Redeemable Debentures amounting to Rs. 100 Crores to India Infradebt Limited.

This report has to be read along with our statement furnished in Annexure A

Place : Chennai
Date : 28.04.2016

For Chitra &Co

Sd/-

B. CHITRA
FCS No.:4509
C P No.:2928

Annexure 'A'

To,
The Members,
L & T KRISHNAGIRI THOPUR TOLL ROAD LIMITED
Mount Poonamalle Road, Manapakkam,
Chennai - 600089

Dear Sir(s),

Sub.: Secretarial Audit Report for the Financial Year ended 31.03.2016

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management of the Company. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place : Chennai
Date : 28.04.2016

For **B. Chitra & Co**

Sd/-

B. CHITRA
FCS No.:4509
C P No.:2928

L&T Krishnagiri Thopur Toll Road Limited
Balance Sheet as at March 31, 2016

Particulars	Note	As at March 31, 2016		As at March 31, 2015	
		₹	₹	₹	₹
EQUITY AND LIABILITIES:					
Shareholders' funds					
Share capital	A	78,75,00,000		78,75,00,000	
Reserves and surplus	B	(1,02,38,77,362)	(23,63,77,362)	(1,12,93,55,824)	(34,18,55,824)
Non-current liabilities					
Long-term borrowings	C(I)	4,50,94,09,108		4,94,01,96,405	
Long-term provisions	C(II)	37,65,20,707		21,75,88,127	
			4,88,59,29,815		5,15,77,84,532
Current liabilities					
Short-term borrowings	D(I)	7,74,82,807		-	
Trade payables	D(II)				
Total outstanding dues to creditors other than micro and small enterprises		7,50,22,909		49,99,742	
Other current liabilities	D(III)	65,45,35,124		92,80,22,280	
Short-term provisions	D(IV)	4,54,59,932		17,00,25,056	
			85,25,00,772		1,10,30,47,078
TOTAL			5,50,20,53,225		5,91,89,75,786
ASSETS					
Non-current assets					
Fixed assets					
Tangible Assets	E(I)	1,11,39,580		3,07,84,802	
Intangible assets	E(II)	5,15,83,07,360		5,65,88,15,685	
Capital work-in-progress	E(III)	-		10,04,528	
Long-term loans and advances	E(IV)	1,42,17,656		1,41,56,496	
Other non current assets	E(V)	81,15,566		-	
			5,19,17,80,162		5,70,47,61,511
Current assets					
Current investments	F(I)	29,04,94,665		17,40,63,761	
Cash and bank balances	F(II)	1,13,57,361		3,66,72,393	
Short-term loans and advances	F(III)	32,91,939		34,78,121	
Other current assets	F(IV)	51,29,098		-	
			31,02,73,063		21,42,14,275
TOTAL			5,50,20,53,225		5,91,89,75,786
Contingent liabilities & commitments	G				
Other notes forming part of accounts	N				
Significant accounting policies	O				

As per our report attached
For M.K.Dandeker & Co.
Chartered Accountants
(Firm Reg.No.000679S)
by the hand of

For and on behalf of the Board

S Poosaidurai
Partner
Membership No. 223754

Chief Financial Officer

Company Secretary

Director

Director

Place: Chennai
Date:



L&T Krishnagiri Thopur Toll Road Limited
Statement of Profit and loss for the year ended March 31, 2016

Particulars	Note	2015-16		2014-15	
		₹	₹	₹	₹
REVENUE					
Revenue from operations	H		1,28,18,76,511		1,29,13,88,829
Other income	I		2,12,31,457		3,22,54,699
Total Revenue			1,30,31,07,968		1,32,36,43,528
EXPENSES					
Operating expenses	J		24,49,80,583		48,50,86,011
Employee benefit expenses	K		1,25,03,746		1,11,93,001
Finance costs	L		35,80,67,499		38,62,79,219
Depreciation and amortisation	E		52,03,37,771		52,43,95,499
Administration and other expenses	M		3,30,89,907		2,27,79,857
Total Expenses			1,16,89,79,506		1,42,97,33,587
Profit/(loss) before tax			13,41,28,462		(10,60,90,059)
Tax Expense:					
Current tax		2,86,50,000	2,86,50,000	-	-
Profit/(loss) after tax			10,54,78,462		(10,60,90,059)
Earnings per equity share	N(6)				
Basic and Diluted EPS			1.34		(1.35)
Other notes forming part of accounts	N				
Significant accounting policies	O				

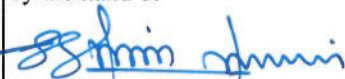
As per our report attached

For M.K.Dandeker & Co.

Chartered Accountants

(Firm Reg.No.000679S)

by the hand of



S Poosaidurai

Partner

Membership No. 223754



Chief Financial Officer



Company Secretary



Director

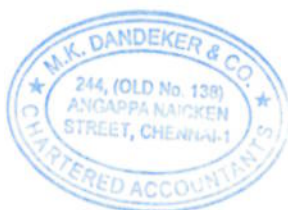


Director

For and on behalf of the Board

Place: Chennai

Date:



L&T Krishnagiri Thopur Toll Road Limited
Cash Flow Statement for the year ended March 31, 2016

S. No.	Particulars	2015-16	2014-15
		₹	₹
A	Net profit / (loss) before tax and extraordinary items	13,41,28,462	(10,60,90,059)
	Adjustment for		
	Depreciation and amortisation expense	52,03,37,771	52,43,95,499
	Interest and other finance charges	35,80,67,499	38,62,79,219
	Interest income	(5,63,498)	(32,19,382)
	(Profit)/loss on sale of current investments(net)	(1,88,46,569)	(2,68,62,022)
	(Profit)/loss on sale of fixed assets	(2,96,155)	(4,84,434)
	Operating profit before working capital changes	99,28,27,510	77,40,18,821
	Adjustments for:		
	(Increase) / Decrease in Loans and Advances	(40,49,303)	4,43,18,003
	Increase / (Decrease) in trade payables, other current liabilities and provisions	9,20,77,138	(6,53,05,969)
	Net cash generated from/(used in) operating activities	1,08,08,55,345	75,30,30,855
	Direct taxes paid (net of refunds)	(1,99,98,727)	(55,02,731)
	Net Cash(used in)/generated from Operating Activities	1,06,08,56,618	74,75,28,124
B	Cash flow from investing activities		
	Purchase of fixed assets	(4,43,541)	(39,46,762)
	Sale of fixed assets	3,60,000	31,10,914
	Purchase of current investments	(84,66,02,000)	(1,51,28,16,000)
	Sale of current investments	74,90,17,665	1,72,52,80,372
	Interest received	5,63,498	32,19,382
	Net cash (used in)/generated from investing activities	(9,71,04,378)	21,48,47,906
C	Cash flow from financing activities		
	Repayment of long term borrowings	(3,43,95,71,461)	(5,55,62,165)
	Proceeds from long term borrowings	3,27,98,59,220	-
	Interest and other finance charges paid	(36,59,37,838)	(38,62,79,219)
	Deferred liability paid	(54,09,00,000)	(54,09,00,000)
	Inland Letters of Credit obtained	7,74,82,807	-
	Net cash (used in)/generated from financing activities	(98,90,67,272)	(98,27,41,384)
	Net increase / (decrease) in cash and cash equivalents (A+B+C)	(2,53,15,032)	(2,03,65,354)
	Cash and cash equivalents as at the beginning of the year	3,66,72,393	5,70,37,747
	Cash and cash equivalents as at the end of the year	1,13,57,361	3,66,72,393

Notes:

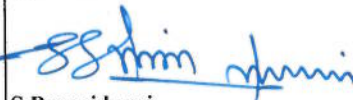
1. Cash Flow statement has been prepared under the Indirect Method as set out in the Accounting Standard 3: "Cash Flow Statement" as per Companies (Accounting Standard) Rules, 2006.
2. Previous years figures have been regrouped/reclassified wherever necessary.
3. Cash and cash equivalents consists of Cash and Bank balances. The components of Cash and cash equivalents are:



S. No.	Particulars	2015-16	2014-15
		₹	₹
1	Balance with banks:		
	-on Current Account	59,42,288	53,67,849
	-on Fixed Deposits with less than 3 month maturity	-	2,50,88,952
	-on Fixed Deposits with more than 3 month maturity	-	25,30,343
2	Cash in hand and transit	54,15,073	36,85,249
		1,13,57,361	3,66,72,393

As per our report attached
For M.K.Dandeker & Co.
Chartered Accountants
(Firm Reg.No.000679S)
by the hand of

For and on behalf of the Board


S Poosaidurai
Partner
Membership No. 223754


Chief Financial Officer

Company Secretary


Director

Director

Place: Chennai
Date:

Place: Chennai
Date:



L&T Krishnagiri Thopur Toll Road Limited
Notes forming part of Accounts

NOTE A

Share Capital

(i) Authorised, issued, subscribed and paid up

Particulars	As at March 31, 2016		As at March 31, 2015	
	No. of shares	₹	No. of shares	₹
Authorised:				
Equity shares of ₹ 10 each	8,00,00,000	80,00,00,000	8,00,00,000	80,00,00,000
Issued, subscribed and fully paid up				
Equity shares of ₹ 10 each	7,87,50,000	78,75,00,000	7,87,50,000	78,75,00,000

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

Particulars	As at March 31, 2016		As at March 31, 2015	
	No. of shares	₹	No. of shares	₹
At the beginning of the year	7,87,50,000	78,75,00,000	7,87,50,000	78,75,00,000
Add: Shares issued during the year as fully paid	-	-	-	-
At the end of the year	7,87,50,000	78,75,00,000	7,87,50,000	78,75,00,000

(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 specific shareholder.

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

Particulars	As at March 31, 2016		As at March 31, 2015	
	No. of shares	₹	No. of shares	₹
L&T Infrastructure Development Projects Limited (L&T - IDPL), the Holding company including its nominees	7,87,49,998	78,74,99,980	7,87,49,998	78,74,99,980
Equity shares of ₹10 each fully paid up	7,87,49,998	78,74,99,980	7,87,49,998	78,74,99,980

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

Particulars	As at March 31, 2016		As at March 31, 2015	
	No. of shares	%	No. of shares	%
L&T Infrastructure Development Projects Limited (L&T - IDPL), the Holding company including its nominees	7,87,49,998	99.99	7,87,49,998	99.99

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

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



L&T Krishnagiri Thopur Toll Road Limited
Notes forming part of Accounts

NOTE B

Reserves and surplus

Particulars	As at March 31, 2016	As at March 31, 2016	As at March 31, 2015	As at March 31, 2015
	₹	₹	₹	₹
Surplus/(Deficit) as per Statement of Profit and loss:				
As per last balance sheet	(1,12,93,55,824)		(1,02,32,65,765)	
Add: Profit/(Loss) for the year	10,54,78,462		(10,60,90,059)	
Less: Transfer to Debenture Redemption Reserve	(3,59,15,575)		-	
		(1,05,97,92,937)		(1,12,93,55,824)
Debenture Redemption Reserve				
As per last balance sheet	-		-	
Add: Transfer from Surplus Statement of Profit and Loss	3,59,15,575		-	
Less: Transfer to General Reserve	-		-	
		3,59,15,575		-
		(1,02,38,77,362)		(1,12,93,55,824)



L&T Krishnagiri Thopur Toll Road Limited
Notes forming part of Accounts

NOTE C(I)

Long term borrowings

Particulars	Note No	As at March 31, 2016	As at March 31, 2015
		₹	₹
Term loans from banks*	C(I)(a)	2,24,93,09,108	2,71,19,48,405
Non Convertible Debentures	C(I)(a)	99,80,00,000	-
Deferred payment liabilities	C(I)(b)	1,26,21,00,000	1,80,30,00,000
Loans and advances from related parties	C(I)(c)	-	42,52,48,000
		4,50,94,09,108	4,94,01,96,405

C(I)(a) Details of borrowings (secured)

Particulars	Rate of interest	Terms of Repayment
Term Loans from Banks	Base rate + applicable spread	Rupee term with ICICI is payable in 115 monthly unequal installments starting from December 2015 to June 2025.
Non Convertible Debentures	9.50%	The debentures are redeemable at 38 quarterly unequal installments starting from December 2015 to March 2025.

* The company had refinanced the existing term loan with new lenders during the financial year. The new lenders are ICICI Bank Limited and India Infradebt Limited. Non convertible debentures were issued to India Infradebt Limited as part of the refinancing scheme.

Nature of Security

First rank pari passu charge over

- 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, all bank accounts of the company and all Authorized investments or other securities representing all amounts credited in the bank accounts.
- all rights, titles, permits, approvals, clearances and the interest of the borrower in the project documents and the insurance contracts.
- all intangible assets including but not limited to goodwill, rights, undertaking and uncalled capital, present and future
- all guarantees, performance bonds and any letter of credit that may be provided by any party in favour of the Borrower under the project documents.
- all rights, title, interest, benefits, claims and demands whatsoever of the Company under the Insurance Contracts.



C(I)(b) Deferred payment liabilities

Particulars	As at March 31, 2016	As at March 31, 2015	Remarks
	₹	₹	
Negative Grant payable to NHAI			Deferred payment liabilities represents the outstanding Negative grant payable to National Highway Authority of India (NHAI) as per the Concession agreement dated January 17, 2006. The Negative Grant is payable over a period of ten years commencing from 2009-10.
Long Term	1,26,21,00,000	1,80,30,00,000	
Current maturities	54,09,00,000	54,09,00,000	
Total	1,80,30,00,000	2,34,39,00,000	

C(I)(c) Loans and advances from related parties

Particulars	As at March 31, 2016	As at March 31, 2015	Terms of payment
	₹	₹	
From Holding Company L&T Infrastructure Development Projects Limited	-	42,52,48,000	Fully repaid as part of the refinancing agreement.
	-	42,52,48,000	

Presentation of borrowings in the Balance sheet is as follows:

Particulars	As at March 31, 2016	As at March 31, 2015
(i) Long term borrowings	3,24,73,09,108	2,71,19,48,405
(ii) Current maturities of long term borrowings	1,62,75,056	27,56,00,000
Total	3,26,35,84,164	2,98,75,48,405

NOTE C(II) - Long term provisions

Particulars	As at March 31, 2016	As at March 31, 2016	As at March 31, 2015	As at March 31, 2015
	₹	₹	₹	₹
Provision for employee benefits				
Gratuity	10,67,616		9,52,042	
Compensated absences	13,34,181		9,36,085	
Retention pay scheme	3,58,380		-	
		27,60,177		18,88,127
Periodic major maintenance - Refer Note N(7)		37,37,60,530		21,57,00,000
Total		37,65,20,707		21,75,88,127



L&T Krishnagiri Thopur Toll Road Limited
Notes forming part of Accounts

NOTE D(I) - Short Term Borrowings

Particulars	As at March 31, 2016	As at March 31, 2015
	₹	₹
Unsecured		
Inland Letters of Credit	7,74,82,807	-
	7,74,82,807	-

Inland letters of credit was availed from the limits of the holding company.

NOTE D(II) - Trade payables

Particulars	As at March 31, 2016	As at March 31, 2015
	₹	₹
Total outstanding dues to micro and small enterprises	-	-
Total outstanding dues to creditors other than micro and small enterprises (includes dues to Holding company)	7,50,22,909	49,99,742
	7,50,22,909	49,99,742

Note D(II)(a)

There have been no claims with Micro and Small Enterprises covered under the Micro, Small and Medium Enterprises Development (MSMED) Act 2006. Hence, reporting details of principal and interest does not arise.

NOTE D(III) - Other current liabilities

Particulars	As at March 31, 2016		As at March 31, 2015	
	₹	₹	₹	₹
Due to related parties				
Holding Company	67,57,446		2,57,27,101	
Ultimate Holding Company	2,03,717		3,79,822	
Fellow subsidiary	1,29,720			
		70,90,883		2,61,06,923
Other payables				
NHAI revenue share payable	7,13,08,898		6,33,62,056	
NHAI negative grant payable - Note No {C(I)(b)}	54,09,00,000		54,09,00,000	
Statutory liabilities	26,95,190		16,81,928	
Unclaimed credit balances	17,75,140		17,75,140	
Liability for Expenses	1,28,98,377		62,56,204	
Others	15,91,580		18,40,029	
		63,11,69,185		61,58,15,357
Current maturities of long term borrowings (Refer note C(I)(a))				
Term loan (secured) - {Note no. C(I)(a)}				
From Banks	1,52,75,056		22,31,00,000	
From Financial institutions	-		5,25,00,000	
Non Convertible Debentures	10,00,000		-	
Loans and advances from L&T Infrastructure Development Projects Limited (unsecured) - *{Note no. C(I)(c)}	-		1,05,00,000	
		1,62,75,056		28,61,00,000
		65,45,35,124		92,80,22,280

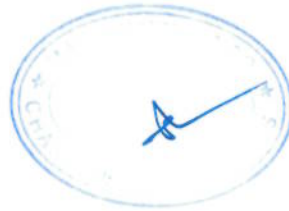


L&T Krishnagiri Thopur Toll Road Limited
Notes forming part of Accounts

NOTE D(IV) - Short term provisions

Particulars	As at March 31, 2016		As at March 31, 2015	
	₹	₹	₹	₹
Provision for employee benefits				
Gratuity	1,14,004		42,300	
Compensated absences	7,02,907		1,82,756	
		8,16,911		2,25,056
Others provisions				
Periodic major maintenance - Refer Note {Note N(7)}		3,59,91,748		16,98,00,000
Provision for Current taxes (net of advance taxes)		86,51,273		-
		4,54,59,932		17,00,25,056





L&T Krishnagiri Thopur Toll Road Limited

Notes forming part of Accounts

NOTE E(I) - Tangible Assets

Particulars	Cost			Depreciation			Book Value	
	As at April 01, 2015	Additions	Deductions	As at March 31, 2016	Upto March 31, 2015	For the year	Deductions	Upto March 31, 2016
Owned								
Building	25,14,800	-	-	25,14,800	9,44,071	38,076	-	9,82,147
Plant and Equipment	13,06,04,133	11,96,650	-	13,18,00,783	10,77,63,735	1,89,07,525	-	12,66,71,260
Furniture and fixtures	24,46,954	-	-	24,46,954	17,54,361	1,90,614	-	19,44,975
Vehicles	1,13,17,593	-	8,06,594	1,05,10,999	62,94,615	16,11,005	7,42,749	71,62,871
Office equipment	17,92,726	2,51,418	-	20,44,144	17,16,135	90,166	-	18,06,301
Electrical installations	6,22,660	-	-	6,22,660	2,92,046	61,306	-	3,53,352
Computers, laptops and printers	17,17,756	-	1,65,902	15,51,855	14,66,857	1,30,754	1,65,902	14,31,709
Total	15,10,16,622	14,48,069	9,72,496	15,14,92,195	12,02,31,820	2,10,29,446	9,08,651	14,03,52,615
<i>Previous year</i>	<i>15,39,08,513</i>	<i>29,42,234</i>	<i>58,34,125</i>	<i>15,10,16,622</i>	<i>10,04,10,671</i>	<i>2,50,59,359</i>	<i>52,38,210</i>	<i>12,02,31,820</i>

(Amount in ₹)

NOTE E(II) - Intangible Assets

Particulars	Cost			Amortisation			Book Value	
	As at April 01, 2015	Additions	Deductions	As at March 31, 2016	Upto March 31, 2015	For the year	Deductions	Upto March 31, 2016
Specialized Software								
Toll collection rights (Refer note below)	2,75,000	-	-	2,75,000	2,74,999	1	-	2,75,000
	8,73,68,98,086	-	19,68,750	8,73,49,29,336	3,07,80,82,402	49,93,08,324	7,68,750	3,57,66,21,976
Total	8,73,71,73,086	-	19,68,750	8,73,52,04,336	3,07,83,57,401	49,93,08,325	7,68,750	3,57,68,96,976
<i>Previous year</i>	<i>8,73,92,03,651</i>	<i>-</i>	<i>20,30,565</i>	<i>8,73,71,73,086</i>	<i>2,57,90,21,261</i>	<i>49,93,36,140</i>	<i>-</i>	<i>3,07,83,57,401</i>

(Amount in ₹)

Notes:
(a) Schedule II of the Companies Act 2013 provides for revenue based amortisation method for Toll Collection Rights in respect of Build Operate Transfer (BOT) Road Projects. However the Company amortizes the Toll Collection Rights on straight line basis as prescribed under Para 63 of Accounting Standard 26 "Intangible Assets". The amortisation calculated as per straight line basis is higher than that would be required to provide under Schedule II of the Companies Act 2013.

Depreciation as per Statement of Profit and Loss

Particulars	As at April 01, 2015	Additions	Capitalised during the year	As at March 31, 2016
Plant and Equipment	10,04,528	-	10,04,528	-
Total	10,04,528	-	10,04,528	-
<i>Previous Year</i>	<i>-</i>	<i>10,04,528</i>	<i>-</i>	<i>-</i>

Particulars	2015-16	2014-15
Depreciation on Tangible assets	2,10,29,446	2,50,59,359
Amortization of Intangible assets	49,93,08,325	49,93,36,140
Total	52,03,37,771	52,43,95,499



L&T Krishnagiri Thopur Toll Road Limited
Notes forming part of Accounts

NOTE E(IV) - Long term loans and advances

Particulars	As at March 31, 2016	As at March 31, 2015
	₹	₹
Unsecured, considered good		
Security deposits	7,04,960	6,43,800
Advance tax (net of provisions)	1,35,12,696	1,35,12,696
	1,42,17,656	1,41,56,496

NOTE E(V) - Other non current assets

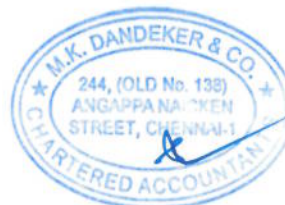
Particulars	As at March 31, 2016	As at March 31, 2015
	₹	₹
Unamortized ancillary costs on borrowings	81,15,566	-
	81,15,566	-

NOTE F(I) - Current investments

Particulars	As at March 31, 2016	As at March 31, 2015
	₹	₹
Investment in Mutual funds (quoted)	29,04,94,665	17,40,63,761
	29,04,94,665	17,40,63,761

Other particulars in respect of current investment mentioned in F (I) are as follows:

Particulars	Face Value per unit	No of Units as at March 31, 2016	As at March 31, 2016	As at March 31, 2015
	₹	Nos	₹	₹
IDFC Cash Fund - Growth -(Regular Plan)	1,000	25,537.517	4,65,70,000	2,68,35,783
SBI Premier Liquid Fund -Regular Plan-Growth	1,000	11,038.856	2,58,83,072	2,85,90,000
Reliance Liquid Fund - Growth Plan Growth Option	1,000	1,577.365	34,77,393	6,18,82,547
L&T Liquid Fund - Growth	1,000	11,096.724	2,29,85,000	9,33,429
Religare Liquid Fund - Growth Plan	1,000	21,279.018	4,37,82,226	4,72,39,205
UTI -Liquid Cash Plan - Institutional- Growth	1,000	-	-	85,82,797
DSP Black Rock Liquidity Fund - Institutional - Growth	1,000	14,600.379	3,12,00,000	-
Birla Sunlife Cash Plus Growth Regular Plan	100	1,95,498.541	4,72,50,000	-
HDFC Cash Management Fund - Savings Plan - Growth	1,000	15,339.913	4,77,30,000	-
TATA Liquid Fund Plan A - Growth	100	7,951.667	2,16,16,974	-
			29,04,94,665	17,40,63,761
<i>Market value of quoted current investment</i>			29,36,78,652	17,61,01,064



L&T Krishnagiri Thopur Toll Road Limited

Notes forming part of Accounts

NOTE F(II) - Cash and bank balances

Particulars	As at March 31, 2016	As at March 31, 2015
	₹	₹
Cash and cash equivalents		
Balances with banks		
In current accounts	59,42,288	53,67,849
In deposit accounts with maturity less than three months (including interest accrued thereon)	-	2,50,88,952
Cash on hand	54,15,073	36,85,249
Other bank balances		
In deposit accounts with maturity more than three months and less than twelve months (including interest accrued thereon)	-	25,30,343
	1,13,57,361	3,66,72,393

NOTE F(III) - Short term loans and advances

Particulars	As at March 31, 2016	As at March 31, 2015
	₹	₹
Unsecured, considered good		
Prepaid expenses	29,61,044	31,14,088
Other receivables	3,30,895	3,64,033
	32,91,939	34,78,121

NOTE F(IV) - Other current assets

Particulars	As at March 31, 2016	As at March 31, 2015
	₹	₹
Unamortized interest on Letters of Credit	41,74,325	-
Unamortized ancillary costs on borrowings	9,54,773	-
	51,29,098	-

NOTE G - Contingent liabilities and commitments

Contingent Liabilities and commitments - NIL



L&T Krishnagiri Thopur Toll Road Limited
Notes forming part of Accounts

NOTE H - Revenue from operations

Particulars	2015-16		2014-15	
	₹	₹	₹	₹
Operating revenue:				
Toll Collections	1,52,92,35,740		1,54,05,83,757	
Less : Revenue share to NHAI*	(24,73,59,229)		(24,91,94,928)	
		1,28,18,76,511		1,29,13,88,829
		1,28,18,76,511		1,29,13,88,829

*National Highways Authority of India

NOTE I - Other income

Particulars	2015-16		2014-15	
	₹	₹	₹	₹
Interest income from:				
Bank deposits	5,09,595		18,09,547	
On investments	-		14,09,835	
Others	53,903		48,271	
		5,63,498		32,67,653
Profit on sale of current investments		1,88,46,569		2,68,62,022
Profit/(loss) on disposal of fixed assets		2,96,155		4,84,434
Insurance claim received		13,13,710		11,18,782
Lease rental - Refer Note N(5)		1,55,295		1,43,220
Others		56,230		3,78,588
		2,12,31,457		3,22,54,699

NOTE J - Operating expenses

Particulars	2015-16		2014-15	
	₹	₹	₹	₹
Toll management fees		4,36,04,972		2,91,20,853
Security services		55,15,938		44,41,049
Insurance		31,46,233		28,86,495
Repairs and maintenance				
Toll road & bridge	2,45,12,088		3,27,53,088	
Building	46,99,932		21,02,017	
Plant and machinery	42,84,083		54,62,006	
Periodic major maintenance	14,68,00,000		39,84,07,304	
Others	39,52,442		16,04,873	
		18,42,48,545		44,03,29,288
Power and fuel		84,64,895		83,08,326
		24,49,80,583		48,50,86,011



L&T Krishnagiri Thopur Toll Road Limited
Notes forming part of Accounts

NOTE K - Employee benefits expenses

Particulars	2015-16		2014-15	
	₹	₹	₹	₹
Salaries, wages and bonus		92,95,990		86,40,674
Contributions to and provisions for:				
Provident fund (Refer N(2)(i))	5,59,314		5,42,414	
Gratuity (Refer N(2)(ii))	2,41,806		1,38,210	
Compensated absences	5,05,433		2,93,534	
Retention pay	3,58,380		-	
		16,64,933		9,74,158
Staff welfare expenses		15,42,823		15,78,169
		1,25,03,746		1,11,93,001

NOTE L - Finance cost

Particulars	2015-16	2014-15
	₹	₹
Interest on borrowings	35,07,77,756	38,41,09,857
Other borrowing cost	72,89,743	21,69,362
	35,80,67,499	38,62,79,219

NOTE M - Administration and other expenses

Particulars	2015-16	2014-15
	₹	₹
Rent, Rates and taxes	24,61,879	3,33,974
Payment to auditors {Refer Note M(I) below}	5,46,769	5,89,827
Professional fees	2,21,66,857	1,41,32,917
Postage and communication	5,76,835	5,45,533
Printing and stationery	6,58,249	5,45,893
Travelling and conveyance	48,63,716	37,84,052
Vehicle maintenance	11,54,008	21,67,073
Prior period expenses	-	1,12,714
Other expenses	6,61,594	5,67,874
	3,30,89,907	2,27,79,857

Note M(I) - Payment to Auditors (including service tax) as follows:

Particulars	2015-16	2014-15
	₹	₹
a) As auditor	3,32,508	2,96,630
b) For taxation matters	34,350	33,078
c) For company law matters	17,175	16,854
d) For other services	1,62,736	2,43,265
Total	5,46,769	5,89,827



L&T Krishnagiri Thopur Toll Road Limited
Notes forming part of Accounts

NOTE N - Other Notes Forming Part of Accounts

N(1) - Corporate Information

L&T Krishnagiri Thopur Tollroad Limited is a Special Purpose Vehicle (SPV) incorporated for the purpose of the strengthening and widening the existing 86 kms road on NH-7 from Krishnagiri to Thopur in the state of Tamil Nadu , under Build, Operate and Transfer (BOT) basis based on the Concession Agreement dated 17th January 2006 with National Highways Authority of India. The Company had completed construction on February 6th , 2009 and commenced commercial operation from that date. The concession period is 20 years which shall end on 17th January 2026.

N(2) - Disclosures pursuant to Accounting Standard (AS) 15 (Revised) - Employee Benefits

(i) Defined contribution plan:

An amount of ₹ 5,00,662 (previous year : ₹ 4,83,006) being contribution made to recognised provident fund is recognised as expense and included under Employee benefit expense (Note K) in the Statement of Profit and loss.

(ii) Defined benefit plans:

The amounts recognised in Balance Sheet are as follows:

Particulars	Gratuity plan (₹)	
	As at March 31, 2016	As at March 31, 2015
A) Present value of defined benefit obligation		
– Wholly funded	-	-
– Wholly unfunded	11,81,620	9,94,342
Less : Fair value of plan assets	-	-
Amount to be recognised as liability or (asset)	11,81,620	9,94,342
B) Amounts reflected in the Balance Sheet		
Liabilities	11,81,620	9,94,342
Assets	-	-

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

Particulars	Gratuity plan	
	As at March 31, 2016 (₹)	As at March 31, 2015 (₹)
1 Current service cost	1,75,434	54,137
2 Interest on Defined benefit obligation	82,721	72,771
3 Expected return on plan assets	-	-
4 Actuarial losses/(gains)	(16,349)	11,302
5 Past service cost	-	-
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 10)	2,41,806	1,38,210
I Amount included in “employee benefit expenses”	2,41,806	1,38,210
II Amount included as part of “finance costs”	-	-
Total (I + II)	2,41,806	1,38,210
Actual return on plan assets		



L&T Krishnagiri Thopur Toll Road Limited
Notes forming part of Accounts

NOTE N - Other Notes Forming Part of Accounts

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 March 31, 2016 (₹)	As at March 31, 2015 (₹)
Opening balance of the present value of defined benefit obligation	9,94,342	8,56,132
Add: Current service cost	1,75,434	54,137
Add: Interest cost	82,721	72,771
Add: Contribution by plan participants		
i) Employer	-	-
ii) Employee	-	-
Add/(less): Actuarial losses/(gains)	(16,349)	11,302
Less: Benefits paid	(54,528)	-
Add: Past service cost	-	-
Add: Business combinations/acquisition	-	-
Closing balance of the present value of defined benefit obligation	11,81,620	9,94,342

Principal actuarial assumptions at the Balance Sheet date:

Particulars	As at March 31, 2016	As at March 31, 2015
Discount rate	7.80%	8.50%
Salary growth rate	6.00%	6.00%
Attrition rate	3% to 15% based on the age band	5.00%

The Amount Pertaining to defined benefit planes are as follows:

Particulars	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
Gratuity plan (unfunded)					
Defined benefit obligation	11,81,620	9,94,342	8,56,132	7,23,984	4,46,371
Experience adjustment plan liabilities					

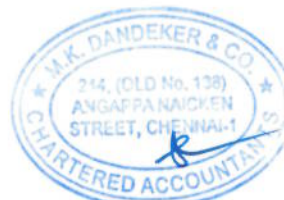
N(3) - Disclosures pursuant to Accounting Standard (AS) 17 - "Segment Reporting"

The Company is engaged only in the business of building and operating the toll roads and bridges. Accordingly furnishing segment details is not applicable. Further the company is carrying on its business in only one geographical segment and hence furnishing details of geographical segment does not arise.

N(4) - Disclosures pursuant to Accounting Standard (AS) 18 - "Related Party Disclosures "

A. Related party where control exists

Name of the related party	Relationship	Transaction entered during the year (Yes / No)
Larsen & Toubro Limited	Ultimate Holding Company	Yes
L&T Infrastructure Development Projects Limited	Holding Company	Yes



L&T Krishnagiri Thopur Toll Road Limited
Notes forming part of Accounts

NOTE N - Other Notes Forming Part of Accounts

B. Related parties with whom transactions have taken place during the year

L&T Infrastructure Development Projects Limited	Holding Company
Larsen & Toubro Limited	Ultimate Holding Company
L&T General Insurance Company Limited	} Fellow Subsidiaries
L&T Samakhiali Gandhidham Tollway Limited	
PNG Tollway Limited	
L&T Krishnagiri Walajahpet Tollway Limited	
L&T Panipat Elevated Corridor Project Limited	
L&T Halol Shamlaji Tollway Limited	
L&T Chennai Tada Tollways Limited	
Biju Francis - Manager	Key managerial personnel

C. Disclosures of Related Party Transactions

Nature of transaction/relationship	2015 - 16	2014 - 15
	Amount	Amount
	₹	₹
1. Purchase of goods and services incl. taxes		
Ultimate Holding company, Larsen & Toubro Limited	34,20,794	49,42,860
Holding company, L&T Infrastructure Development Projects Limited	2,94,05,515	51,43,96,871
Fellow subsidiaries, including:		
L&T General Insurance Company Limited	33,43,948	29,88,484
	3,61,70,257	52,23,28,215
2. Purchase of assets		
Subsidiaries & fellow subsidiaries, including:		
L&T Panipat Elevated Corridor Project Limited	-	5,87,624
L&T Samakhiali Gandhidham Tollway Limited	1	-
	1	5,87,624
3. Interest expense		
Holding company		
L&T Infrastructure Development Projects Limited	2,49,30,374	3,97,91,626
	2,49,30,374	3,97,91,626
4. Reimbursement of expenses charged from		
Ultimate Holding company, Larsen & Toubro Limited	18,60,193	26,25,610
Holding company, L&T Infrastructure Development Projects Limited	744	693
Fellow subsidiaries		
L&T Halol Shamlaji Tollway Limited	1,29,720	-
L&T Krishnagiri Walajahpet Tollway Limited	75,00,000	-
L&T Chennai Tada Tollways Limited	24,905	-
	95,15,562	26,26,303



L&T Krishnagiri Thopur Toll Road Limited
Notes forming part of Accounts

NOTE N - Other Notes Forming Part of Accounts

Nature of transaction/relationship	2015 - 16	2014 - 15
	Amount	Amount
	₹	₹
5. Reimbursement of expenses charged to Ultimate Holding company, Larsen & Toubro Limited	1,33,386	1,60,467
Fellow subsidiaries		
L&T Samakhiali Gandhidham Tollway Limited	63,000	-
L&T Sambalpur Rourkela Tollway Limited	63,000	-
PNG Tollway Limited	63,000	-
L&T Panipat Elevated Corridor Project Limited	63,000	-
L&T Chennai Tada Tollways Limited	36,562	-
	4,21,948	1,60,467
6. Refundable deposit received for directors' nomination Holding company, L&T Infrastructure Development Projects Limited	-	2,00,000
	-	2,00,000
7. Key Managerial Personnel Payment of Salaries / Perquisites Biju Francis	17,85,445	16,53,200
	17,85,445	16,53,200

Particulars	2015 - 16		2014 - 15	
	Due to	Due from	Due to	Due from
	₹	₹	₹	₹
i. Ultimate Holding company Larsen & Toubro Limited	2,03,717	-	3,79,822	-
ii. Holding company L&T Infrastructure Development Projects Limited	3,40,13,387	1,33,386	2,68,20,423	-
iii. Fellow Subsidiaries				
L&T Infrastructure Development Projects Limited	-	-	43,57,48,000	-
L&T Halol - Shamlaji Tollway Limited	1,29,720	-	-	-

The Holding Company L&T Infrastructure Development Projects Limited has issued

(i) Bank guarantees on behalf of the company for an amount of Rs.8,68,00,000/- towards Debt Service Reserve to lenders as per Common Loan Agreement dated 27/11/2015.

(ii) Letter of Credit on our behalf for Rs. 7,74,82,807 for settling major maintenance contractor payables.

D. No amount due to/due from related parties has been written off/written back during the year.

N(5) - Disclosures pursuant to Accounting Standard (AS) 19 - "Leases "

The Company has given on operating lease the residential flat at Pune. The leases are cancellable at the option of either of the parties. There are no exceptional / restrictive covenants in the lease agreement.



NOTE N - Other Notes Forming Part of Accounts

N(6) - Disclosures pursuant to Accounting Standard (AS) 20 - "Earnings per share"

Particulars	As at March 31, 2016	As at March 31, 2015
	₹	₹
Basic		
Profit / (loss) after tax as per accounts	10,54,78,462	(10,60,90,059)
Weighted average no of shares outstanding	7,87,50,000	7,87,50,000
Basic EPS	1.34	(1.35)
Face value per share (₹)	10	10

N(7) - Disclosures pursuant to Accounting Standard (AS) 29 - "Provisions, Contingent Liabilities and Contingent Assets"

a) Movement in provisions: Major Maintenance Reserve

Particulars	2015-16	2014-15
Opening Balance	38,55,00,000	47,99,64,695
Additional provision during the year	14,68,00,000	39,84,07,304
Provision used/reversed during the year	12,25,47,722	-
Provision transferred due to transfer of business	-	-
Closing Balance	40,97,52,278	87,83,71,999
Represented as:		
- Long Term Provision	37,37,60,530	21,57,00,000
- Short Term Provision	3,59,91,748	16,98,00,000

b) Nature of provision:

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

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

As per Concession agreement with NHAI the periodic maintenance is expected to occur over a period 5 years. The maintenance cost / bituminous overlay may vary based on the actual usage during maintenance period. Accordingly on the grounds of prudence, based on estimates, a provision for major maintenance expenses is provided for in the books annually.

During the current year the Company has provided ₹ 14,68,00,000 for periodic Major Maintenance in respect of its resurfacing obligation, as per Schedule L Clause 4.3.1 of the Concession Agreement with NHAI, based on revised management estimates.

c) Disclosures in respect of contingent liabilities is given as part of Note G to the Balance Sheet.

N(8) - Impairment of assets

The Company has reviewed the future discounted cash flows based on value in use of fixed assets and is satisfied that the recoverable amount is more than the amount carried in the books. Accordingly, no provision is required to be made for the impairment in the accounts.

N(9) - Earnings in foreign currency

There are no earnings in foreign currency during the financial year (previous year - NIL)

N(10) - Expenditure in foreign currency

During the current financial year a sum of EURO 19118.26 amounting to Rs.13,98,407/- (Previous year EURO 6657.83 amounting to Rs.4,78,549/-) has been paid towards Toll System Service Support.



L&T Krishnagiri Thopur Toll Road Limited
Notes forming part of Accounts

NOTE N - Other Notes Forming Part of Accounts

N(11) - CIF Value of Imports during the year - NIL (previous year - NIL)

N (12) The Company operates in the infrastructure business sector which involves huge capital investments. The company's net worth has been eroded. However the loss incurred so far is start up in nature and the Management expects that the Company's revenue for the subsequent financial years will be sufficient to meet the expenditure and recoup the losses incurred thereby strengthening the financial position of the Company. Accordingly, the financial statements have been prepared on going concern basis.

N(13) Figures for the previous year have been regrouped/reclassified wherever necessary.

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NOTE O - Summary of Significant Accounting Policies

1(a). Basis of Preparation

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.

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

1(b). Presentation of financial statements

The Balance Sheet and the Statement of Profit and Loss are prepared and presented in the format prescribed in the 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 the 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.

2. Revenue Recognition:

- a) Fee collections from users of facility are accounted for as and when the amount is due and recovery is certain.
- b) Dividend income is recognized when the right to receive is established.
- c) Interest income is accrued at applicable rates on time proportion basis.
- d) Other items of income are accounted as and when the right to receive arises.

3. 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 employees 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 present value of the obligation under such Defined Benefit Plans is determined based on actuarial valuation using 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 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 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 rate used for determining the present value of the obligation under defined benefit plans, is based on the market yield on government securities of a maturity period equivalent to the weighted average maturity profile of the related obligations at the balance sheet date. Actuarial gains and losses are recognized immediately 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, liability on account of Retention Pay Scheme are recognised in the same manner as in the case of defined benefit plans as mentioned in (ii)(b) above.

4.Fixed Assets

Tangible Assets

Tangible fixed assets are stated at original cost net of tax/duty availed, if any, less accumulated depreciation and cumulative impairment. Administrative and other general overhead expenses that are specifically attributable to construction or acquisition of fixed assets or bringing the fixed assets to working condition are allocated and capitalized as a part of the cost of the fixed assets.



NOTE O - Summary of Significant Accounting Policies

Intangible Assets

Intangible assets are recognized as per the criteria specified in Accounting Standard (AS) 26 "Intangible Assets" as specified in the Companies (Accounting Standards) Rule, 2006 and are represented by:

Carriageway representing toll collection rights are obtained in consideration for rendering construction, operation and maintenance services in relation to building and maintenance of the project on Build, Operate and Transfer basis. The cost of such carriageway comprises of construction cost, and other preoperative costs incurred during the construction phase.

Pre-operative expenses including administrative and other general overhead expenses, incurred up to the date of commencement of commercial operations and which are specifically attributable to construction of the carriageway are capitalized as a part of the cost of the asset. Other expenses have been written off in the year of incurrence of such expenditure.

Fixed assets retired from active use and held for sale are stated at NIL value in the balance sheet.

5. 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

Category of Asset	Estimated Useful Life (Years)	Depreciation Rate (% per annum)
Building – Residential	50	2.00%
Office Equipment - Multi functional devices, printers, switches & projectors	4	25.00%
Plant and Machinery - DG Set	12	8.33%
Motor Cars	7	14.29%
Motor Cars - COCS	5	20.00%
Air conditioners - Split A/c - 4 Years	12	8.33%
Toll Equipments	7	14.29%

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 under straight line method (SLM) over the period of 20 years in accordance with the concession agreement as they represent right to collect Toll revenue during the concession period.

7. Leases

a) Assets acquired under leases where the Company has substantially classified all the risks and rewards of ownership 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.

b) Assets acquired on lease where a significant portion of the 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.

8. Borrowing Cost

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.



NOTE O - Summary of Significant Accounting Policies

9. 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 expected outcome of assessments / appeals.

Deferred tax is recognized on timing differences between the accounting income 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 assets are recognized 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 assets can be realised.

10. Impairment of assets

As at each Balance Sheet date, the carrying amount of asset is tested for impairment so as to determine :

- (i) the provision for impairment loss, if any; and
- (ii) the reversal of impairment loss recognised in previous periods, if any,

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

Recoverable amount is determined :

- a. In the case of an individual asset, at the higher of the net selling price and the value in use
- b. In the case of a 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 value in use.

(Value in use is determined at 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)

11. Foreign Currency Transactions

- (i) The reporting currency of the Company is the Indian Rupee.
- (ii) 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 at the date of the transaction.
- (iii) 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 recognized as income or expense in the period in which they arise.

12. Segment accounting

Segment accounting policies are in line with the accounting policies of the Company. In addition the following specific accounting policies have been followed for segment reporting.

- 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. Expenses which relate to the Company as a whole and not allocable to segments are included under "unallocable corporate expenditure".
- iii. 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.

13. Cash and bank balances

Cash and bank balances also include fixed deposits, margin money deposit, 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 in value, are not included as part of cash and cash equivalents.



NOTE O - Summary of Significant Accounting Policies

14. Provisions, Contingent Liabilities and Contingent Assets

- a) Provisions are recognized for liabilities that can be measured only by using a substantial degree of estimation, if
- (i) the Company has a present obligation as a result of a past event.
 - (ii) a probable outflow of resources is expected to settle the obligation, and
 - (iii) the amount of the obligation can be reliably estimated.
- b) 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.
- c) Contingent Liability is disclosed in the case of
- (i) a present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation.
 - (ii) a present obligation when no reliable estimate is possible, and
 - (iii) a possible obligation arising from past events where the probability of outflow of resources is not remote.
- (iv) Contingent Assets are neither recognized, nor disclosed.
- v) Provisions, Contingent Liabilities and Contingent Assets are reviewed at each Balance Sheet date.

15. Commitments

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

- i. Estimated amount of contracts remaining to be executed on capital account and not provided for.
- ii. Other non-cancellable commitments, if any, to the extent they are considered material and relevant in the opinion of the management.

16. Operating cycle for current and non-current classification

Operating cycle for the business activities of the company is taken as twelve months for classification of its assets and liabilities into current/non-current.

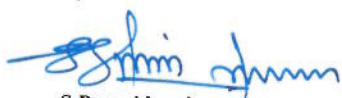
17. Cash Flow Statement


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 the indirect method, the net profit is adjusted for the effects of:

- i) transactions of a 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 the date of Balance Sheet are also included under this category with a specific disclosure.

As per our report attached
For M.K.Dandekar & Co.
Chartered Accountants
(Firm Reg.No.000679S)
By the hand of


S Poosaidurai
Partner
Membership No. 223754


Chief Financial Officer

For and on behalf of the Board


Company Secretary


Director


Director

Date :
Place : Chennai



ATTENDANCE SLIP
L&T KRISHNAGIRI THOPUR TOLL ROAD LIMITED
CIN: U45203TN2005PLC057930

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

Eleventh Annual General Meeting, Thursday, 29th September 2016 at 10.30 A.M.

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 Eleventh Annual General Meeting of the Company, held on Thursday, 29th September 2016 at 10.30 A.M at the registered office of the Company at 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: U45203TN2005PLC057930

Name of the Company: L&T KRISHNAGIRI THOPUR TOLL ROAD 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:

failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Eleventh Annual General Meeting of the Company, to be held on Thursday, 29th September 2016 at 10:30 A.M. at the Registered office of the Company at 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 Statement for the period from 1 st April, 2015 to 31 st March 2016 and the Reports of the Directors and Auditors thereon.		
2	Re-appointment of Dr. Esther Malini (DIN 07124748), Director who retires by rotation.		
3	Re-Appointment of Statutory Auditors of the Company and to fix their Remuneration.		
Special Business			
4	Appointment of Mr. Karthikeyan T.V. (DIN 01367727) as Director of the Company.		
5	Ratification of the remuneration payable to the Mr.K.Suryanarayanan, Cost Auditor of the Company		
6	Alteration of Memorandum of Association of the Company		
7	Alteration of Articles of Association of the Company		

Signed this _____ day of _____ 2016

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp

Note: 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.

Route map to the 11th AGM venue of L&T KRISHNAGIRI THOPUR TOLL ROAD Limited

