

Board of Directors:

Mr.Karthikeyan. T.V

Mr.Manoj Kumar Singh

Dr.Esther Malini

Mr.K.P.Raghavan

Dr.K.N.Satyanarayana

Statutory Auditors
M/s. T.R. Chadha & Co.,
Chartered Accountants

Registered Office

Post Box No.979

Mount Poonamallee Road

Manapakkam

Chennai - 600 089

NOTICE TO MEMBERS

Notice is hereby given for the EIGHTH ANNUAL GENERAL MEETING of the Members of L&T HALOL - SHAMLAJI TOLLWAY LIMITED to be held on Wednesday 28th September 2016 at 10:30 A.M. at the Registered office of the Company located at Mount Poonamallee High Road, Manapakkam, Chennai – 600 089 to discuss the following business:

ORDINARY BUSINESS:

- 1. To consider and adopt the audited Financial Statements for the period from 1st April, 2015 to 31st March, 2016 and the Reports of the Board and Auditors thereon.
- 2. To consider and if thought fit to re-appoint Mr. Karthikeyan T.V. (DIN: 01367727), who retires by rotation and being eligible, offers himself for reappointment, as Director of the company.
- 3. To ratify the appointment of Statutory Auditors of the Company and to fix their Remuneration and for that purpose to pass with or without modification(s), the following Resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT the appointment of T R Chadha & Co., Chartered Accountants (Firm Registration no.06711N) having their office at 45, 5th Floor, Shree Krishna Centre, Nr Mithakhali Six Roads, Navrangpura, Ahmedabad - 380009 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 ₹2,50,000/- p.a for the financial year 2016-2017 excluding out of pocket expenses and taxes as applicable.

By the Order of the Board For L&T HALOL - SHAMLAJI TOLLWAY LIMITED

K.C.RAMAN AUTHORISED SIGNATORY

Date: 7th September 2016

Place: Chennai

Notes:

- 1. A member entitled to attend and vote is entitled to appoint a proxy to attend and to vote instead of himself and proxy need not be a member. Proxy forms should be submitted to the company 48 hours before the commencement of the meeting.
- 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.
- 3. All documents referred to in the accompanying notice and the explanatory statement shall be open for inspection at the registered office of the company during business hours except on holidays, up to and including the date of the annual general meeting of the company.
- 4. Details of directors/manager seeking appointment/re-appointment at the annual general meeting of the company to be held on September 28, 2016 are provided in "Annexure A" of this notice.

Annexure A

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

Name of Director	Mr. Karthikeyan T. V
Date of Birth	March 29, 1964
Date of Appointment on the Board	March 31, 2015
Qualification	B.COM , ACA,ACS
Experience	30 years of experiences
Directorships in other companies	 Kudgi Transmission Limited L&T Ahmedabad – Maliya Tollway Limited L&T Rajkot – Vadinar Tollway Limited L&T Panipat Elevated Corridor Limited L&T Krishnagiri Thopur Toll Road Limited L&T Sambalpur- Rourkela Tollway Limited L&T Interstate Road Corridor Limited
Number of Board Meetings attended during the year Memberships/ Chairmanships of committees across all companies	Member Audit Committee 1. Kudgi Transmission Limited 2. L&T Ahmedabad – Maliya Tollway Limited 3. L&T Rajkot – Vadinar Tollway Limited Nomination and Remuneration Committee 1. Kudgi Transmission Limited
Shareholding in the Company	2. L&T Ahmedabad – Maliya Tollway Limited 3. L&T Rajkot – Vadinar Tollway Limited Holding 1 Share jointly with L&T Infrastructure
9 1 1 1 1 1 1	Development Projects Limited
Relationship with other Directors/KMPs	Nil



L&T Halol - Shamlaji Tollway Limited (A subsidiary of L&T IDPL) At-Panam Patia, Village - Gaman Baria na Muvada, Taluka - Shahera, Dist. Panchmahal, Gujarat - 389210. Ph: 02672-304803

BOARD'S REPORT

The Directors of your Company are pleased to present their Report and the Company's audited financial statements for the financial year ended March 31, 2016.

FINANCIAL RESULTS

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

		2014-15	
Particulars	₹ Crore	₹ Crore	
Profit / (Loss) Before Depreciation, exceptional and extra			
ordinary items & Tax	(79.76)	(99.96)	
Less: Depreciation, amortization and obsolescence	17.15	15.76	
Profit / (Loss) before exceptional and extraordinary items and			
tax	(96.91)	(115.72)	
Add: Exceptional Items	-	1 -	
Profit / (Loss) before extraordinary items and tax	(96.91)	(115.72)	
Add: Extraordinary items			
Profit / (Loss) before tax	(96.91)	(115.72)	
Less: Provision for tax	-	-	
Profit / (Loss) for the period carried to the balance sheet	(96.91)	(115.72)	
Add: Balance brought forward from previous year	(268.38)	(152.66)	
Balance carried to Balance Sheet	(365.29)	(268.38)	

RESULTS OF OPERATIONS AND THE STATE OF COMPANY'S AFFAIRS

The gross revenue and other income for the financial year under review were ₹86.50 crore as against ₹78.84 crore for the previous financial year registering an increase of 9.72%. The loss before tax from continuing operations including extraordinary and exceptional items was ₹96.91 crore and the loss after tax from continuing operations including extraordinary and exceptional items of ₹96.91 crore for the financial year under review as against ₹115.72 crore and ₹115.72 crore respectively for the previous financial year.

The Board of Directors at the Meeting held on 28th March, 2016 had approved to terminate the Concession Agreement (CA) dated 17th September, 2008 entered into between Gujarat State Road Development Corporation Limited (GSRDC) and the Company in terms of Article 30.4 or any other applicable Article(s) of the said CA. Consequently, the shareholders of the Company, in the Meeting held on 8th April, 2016 had approved the termination. The Company issued a Notice of Default on 11th January, 2016 to GSRDC with a cure period of 90 days as per the

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

CIN: U45203TN2008PLC069210

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

Web: www.Lntidpl.com

CA. GSRDC has denied its breach and has in turn issued a Concessionaire Event of Default Notice for not paying the revenue share on 12th February, 2016, with a cure period of 60 days.

The Company is in the process to issue the termination notice and arrest losses in this project.

CAPITAL EXPENDITURE:

As at March 31, 2016 the gross fixed and intangible assets including leased assets, stood at ₹1,297.50 crore and the net fixed and intangible assets, including leased assets, at ₹1231.33 crore. Capital Expenditure during the year amounted to ₹0.05 crore.

DEPOSITS

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

TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND

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

SUBSIDIARY/ASSOCIATE/JOINT VENTURE COMPANIES

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

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

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

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

DIVIDEND

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

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

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

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS

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

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

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

FOREIGN EXCHANGE EARNINGS AND OUTGO

During the year the Company has spent a sum of ₹0.15 crore in foreign currency towards purchasing Capital Goods.

There were no foreign exchange earnings during the year.

RISK MANAGEMENT POLICY

The Company is in the project of widening of two lane in the existing road from km 335.168 to km 501.395 including newly proposed Godhra bypass (approximately 173.057km) on the Halol- Godhra Shamlaji SHV in the State of Gujarat by the Gujarat State Road Development Corporation (GSRDC). The Company achieved the PCOD on 3/03/2012 and started collecting toll revenues at four of its toll

plazas(TP). The Government of Gujarat has substantially improved SH59 from Modassa to Nadiad and the GSRDC has also substantially developed 4.5 km link road around Modassa that connects SH-59. After the above roads have been substantially developed, traffic pattern changed drastically and vehicles started diverting off to the link road and then to SH59 after paying toll at TP-4. Consequently the toll collection at TP-3, TP-2 and TP-1 suffered drastically. The situation was brought to the notice of the GSRDC and the State Government of Gujarat. Though some steps were taken/ initiated to improve the toll revenue for the Company by GSRDC, there have been no significant improvement in the toll revenues. In view of the continued frustration of the business objectives, the Company requested the Authority under Article 30.4.1 of the Concession Agreement (CA) to cure various defaults committed by it vide letter dated January 11, 2016. The Authority instead of curing the said defaults by compensating the losses suffered by the Concessionaire, has alleged defaults on the part of the Concessionaire vide its letter dated February 2, 2016. However GSRDC issued a letter to the Concessionaire in terms of Article 37.2 of the Concession Agreement and requesting a Conciliation meeting to discuss further way forward and to arrive at a mutual understanding with regards to all disputes or differences which has arisen between the parties under CA. Concessionaire's right to terminate has accrued on April 11, 2016 under Article 30.4.1. However based on the request of MD, GSRDC, the Concessionaire has agreed to grant time till April 20, 2016 to enable them to explore a solution to the issues.

INTERNAL CONTROL SYSTEM AND ITS 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 A" 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 to spend any amount on account of Corporate Social Responsibility under the said act during the year under review.

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

CHANGES IN DIRECTORS AND KMP

Mr. Karthikeyan T.V., Mr. Manoj Kumar Singh and Dr. Esther Malini, Directors of the Company, whose term ended on Annual General Meeting held on 23rd September, 2015, re-appointed as Director in the said AGM.

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

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

S.	Name	Designation	DIN
1	Mr. Karthikeyan T.V.	Director	01367727
2	Dr. Esther Malini	Director	07124748
3	Mr. Manoj Kumar Singh	Director	05228599
4	Dr. K.N. Satyanarayana	Independent Director	02460153
5	Mr. K.P. Raghavan	Independent Director	00250991

Ms. Sipra Paul was appointed as Company Secretary of the Company on 27th October, 2015 and she resigned on 27th March, 2016.

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

Sr. No.	Name	Designation
1	Mr. Rajesh Nanikram Tilokani	Manager
2	Ms. Priyal Sarvaiya	Chief Financial Officer

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

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

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

Date	Board	No. of Directors Present
27th April, 2015	5	4
27th June, 2015	5	3
20th July, 2015	5	5
26th October, 2015	5	5
14th January, 2016	5	3
28th March, 2016	5	4

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

AUDIT COMMITTEE

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

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

Date	Strength of the Committee	No. of members present		
27th April, 2015	3	3		
20th July, 2015	3	3		
26th October, 2015	3	3		
14th January, 2016	3	2		

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

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

COMPANY'S POLICY ON DIRECTOR APPOINTMENT AND REMUNERATION

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

During the year, one Nomination and Remuneration Committee meetings was held. The details of the meeting conducted during the year under review are given below:

Date	Strength of the Committee	No. of members present
26th October, 2015	3	3

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

DECLARATION OF INDEPENDENCE

Your 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 confirm that:

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

PERFORMANCE EVALUATION OF THE BOARD, ITS COMMITTEES AND DIRECTORS

The 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 questionaries' also cover specific criteria and the grounds on which all directors in their individual capacity will be evaluated.

The inputs given by all the directors were discussed in the meeting of the Independent Directors held on 29th December, 2015, as per Schedule IV of the Companies Act, 2013. 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

The Company in the 7th Annual General Meeting held on 23rd September, 2015 for the Financial Year 2015-16 had appointed M/s. T.R. Chadha & Co, Chartered Accountants, (Firm Reg no: 06711N), Ahmedabad as Statutory Auditors of the Company to hold office from the conclusion of that Annual General Meeting until the conclusion of the 12th Annual General Meeting of the Company to be held during the year 2020.

The Board recommends the ratification of the appointment of M/s. T.R. Chadha & Co, as Statutory Auditors of the Company from the conclusion of the ensuing AGM until the conclusion of the next AGM.

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.

SECRETARIAL AUDITORS

M/s. B. Chitra & Co., a firm of Company Secretaries in practice, Chennai, was appointed as Secretarial Auditor 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 III" to this Report.

It contains the following qualification, reservation or adverse mark:

The Company has not complied with the requirements of Section 203 for appointment of Whole-time Company Secretary during the period from 1st April, 2015 to 25th October 2015. A Company Secretary was appointed on 26th October, 2015 and has resigned from the position on 27th March 2016.

Management's response: The Company has appointed Ms. Sipra Paul as Company Secretary on 26th October 2015 and she resigned on 27th March, 2016. The company has time of six months from the date of resignation to fill up the vacancy as per the provisions of Companies Act 2013. The Management will endeavour to appoint a Company Secretary.

ACKNOWLEDGEMENT

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

For and on behalf of the Board

Place: Chennai

Date: April 11, 2016

no Malin Karthikeyan T.V. Director

DIN: 01367727

Dr. Esther Malini

Director

DIN: 07124748

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

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

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

Date(s) of approval by the Board, if any - 11th April 2016.

Place: Chennai

Date: April 11, 2016

For and on behalf of the Board

Karthikeyan T. V.

DIN: 01367727

Dr. Esther Malini

Director

DIN: 07124748

5. Lether Maline

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:

Registration Date	U45203TN2008PLC069210
Name of the Company	
Category / Sub-Category of the Company	L&T HALOL - SHAMLAJI TOLLWAY
Address of the Positi	
contact details	P.O.BOX 070 MOUNT
Whether listed company Yes / No Name, Address and Control	ROAD, MANAPAKKAM, CHENNAI-
Name, Address and Contact details of Registrar and Transfer Accept the	No
Registrar and Transfer Agent, if any	Sharepro Services India Pvt. Ltd.
	13 AB Samitha Warehousing Complex, 2nd Floor, Saki Naka Telepher
	Lane Sakingle And Telephone Exchange
	4000/2 (Phone: +91 22 67720000 -
PRINCIPAL BUSINESS ACTIVITIES OF TH	F919833515383 07720329)Mobile:

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company

1	Name and Description of main products / services Construction and maintenance of motorways, streets, roads, other vehicular and pedestrian ways, highways, bridges, tunnels and subways	NIC Code of the Product/	% to total turnover of the Company
II. PAR	RTICULARS OF HOLDING, SUBSIDIARY		

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –

Address Of				NIES _
Infrastructure Development	U65993TN2001DL0045	Subsidiary/ Associate	shares held	-5011011
	The Company L&T Infrastructure Development Projects	L&T U65993TN2001PLC046691 Projects	Address Of The Company L&T Infrastructure Development Projects Holding/ Subsidiary/ Associate Holding/ Subsidiary/ Associate Holding	Address Of The Company L&T

L&T Halol - Shamlaji Tollway limited- Board's Report IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL

ora s Kepor		% Change during the Year	111	1111	1111	1 1
i.		of the year % of Total Shares		1 100 1	1111	1 1
FOUITM	No. of Shares held at the and	al Total	13050000	130500000	130500000	
OF TOTAL	Shares held	Physical	111*1	1 % 11	6, 111	1 1 1
STEAKUP AS PERCENTAGE OF TOTAL EQUITY			130499992	130499994	130499994	1 1 1
KUP AS PE	beginning	% of Total Shares	, , , 6, ,	100	100	1 1 1 1
4	No. of Shares held at the beginning of the year	sical Total	6* 130500000 		130500000	1 1 1 1
	o. of Shares	at Physical		1111	*6	1111
Holding	ž	Demat	130499994	9	130499994	'
Sory-Wise Share Holding	olders	<u> </u>	<u>. w</u>	s es	moter (A)	
	Category of Shareholders	Promoters Indian a) Individual/HUF (central Govt (s) State Govt (s)	Banks / Fl Banks / Fl Any Other al (A) (1):- eign NRIs - Individuals	Other – Individuals Bodies Corp. Banks / Fl Any Other	nareholding of Pro +(A)(2) Slic Shareholding titutions Mutual Funds Banks / Fl	Central Govt State Govt (s)
	Catego	A. Promo 1) Indian a) Ind b) Cer c) Star	L	C) Other - I c) Bodies C d) Banks / F e) Any Othe Sub-total (A) (2):-	=(A)(1)+(A)(2) B. Public Shareholding 1) Institutions a) Mutual Funds b) Banks / Fl	c) Centra d) State (
					. 11 00 5	

L&T Halol - Shamlaji Tollway limited- Board's Report	100 13049994 6* 13050000 1000
111	
1 1 1	- - 130499994 e
e) Venture Capital Funds f) Insurance Companies g) FIIs h) Foreign Venture Capital Funds i) Others (specify) 2) Non-Institutions a) Bodies Corp	shareholders o ₹ 1 lakh shareholders ninal share cess of ₹ 1 omoter (B) sa of L &T Infi

(ii) Shareholding of Promoters

No.	Shareholde Name		areholding at the ginning of the year		Sharehol Year	Shareholding at the end of the Year		
1	&T	No. of Shares	% of total Shares of the comp any	/ encum bered to total	No. of Shares	% of total Shares of the company	f Shares Pledged / encum bered	holding during the year
Ir D Pi Lii no	ofrastructure evelopment ojects mited(with minees)	130499900	99.99	shares Nil	130499900	99.99	to total shares 0.00%	0.00%
To	ubro lited	100	0.01	Nil	100	0.01	0.00%	0.00%
	e in Promote	30500000	100	Nil 13	0500000	100	0.00%	-5,0

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

		Shareholding at the beginning of the year		Cumulative Share		
1.	At the beginning of the year	No. of shares	% of total shares of the company	during the No. of shares	Year % of total shares of the company	
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer /bonus/	130500000		130500000	100	
	nt trie End of the	30500000	100 1	30500000	100	

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

S. No.	For Each of the T	Shareho beginnin year	lding at the g of the	Cumulative Shareholding during the year		
1	For Each of the Top 10 Shareholders	No. of shares	% of total shares of the company	No. of shares	% of total shares of the	
1.	At the beginning of the year	_	- Company		company	
2.	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer/ bonus/ sweat equity etc):	-		-		
3.	At the End of the year (or on the date of separation, if separated during the year)	_	-	-	<u>1</u>	

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

the Directors and KMP At the beginning of the year Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer /bonus/ sweat equity etc): No. of shares the company 1 0.00% 1			Shareho beginnii year	olding at the ng of the	Cumulative Shareholding during the Year		
Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer /bonus/ sweat equity etc):	1	and KMP		shares of the			
Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer /bonus/ sweat equity etc)	1	At the beginning of the year	1			company	
Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer /bonus/ sweat equity etc)	[Date wise Increase / Decrease in		0.00%	1	0.00%	
I At the Control of the	y ir /t	Promoters Shareholding during the /ear specifying the reasons for ncrease /decrease (e.g. allotment transfer /bonus/ sweat equity etc):		-		-	
At the End of the year 1 0.00% 1	A	At the End of the year	1	0.00%	4	0.00%	

V. INDEBTEDNESS

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

Particulars	Secured Loans excluding deposits	Unsecured Loans	NCDs	ount in ₹ Crore) Total Indebtedness
Indebtedness at the beginning of the financial year	ļ.			
i) Principal Amount	1034.49	283.55	•	
ii) Interest due but not paid	1004.49	203.55	8,₩	1318.04
iii) Interest accrued but not	-		-	-
due	5.64	7.23	9=	12.87
Total (i+ii+iii)	4040.40			
Sebasansa Nama-Tarrana	1040.13	290.78	-	1330.91

Change in Indebtedness during the financial year				- Board's Repo
Addition				
Reduction	-	98.74	1	
Net Change	61.74	259.02	-	98.74
Indebtedness at the	61.74		-	320.76
of the financial year		160.28	-	222.02
i) Principal Amount			- 1	
ii) Interest due but not paid	978.39	130.50		
iii) Interest accrued but not	12.46			1108.89
due due but not			-	12.46
Total (i+ii+iii)		-	-	
	990.85	130.50		
I. REMUNERATION OF DIRECTOR		130.30	-	1121.35

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

S	- diticulars of Dome.	Name of Monager	₹ Cror	
0.		Name of MD/WTD/ Manager	Total	
1.	Gross salary (a) Salary as por production	Manager: Mr. Rajesh Nanikram Tilokani	Amoun	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act,	0.17	0.17	
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under			
2.	Stock Option Stock Option			
-	Sweat Equity Commission	-		
	as % of profit	•	-	
1.	others, specify			
_	Others, please specify Total (A)	-		
C	Ceiling as per the Act	-	-	
		0.17 0.68	0.17	
		0.00	0.68	

B. Remuneration to other directors:

S. No.	Particulars of Remuneration	Name	Total Amoun		
	Independent Directors	Dr. K. N. Satyanarayana Mr. K. P. Raghav		. K. P. Raghavan	
	Fee for attending board meetings	1,25,000		1,50,000	2,75,000
	Fee for attending Committee Meeting	50,000		60,000	1,10,000
	Commission				
	Others	-		-	
	Total (1)	1,75,000		2,10,000	2 05 000
		Mr. Karthikeyan. T. V	Dr. Esther Malini	Mr. Manoj	3,85,000
	4. Other Non- Executive Directors Fee for attending board / committee meetings Commission Others, please specify	Nil	Nil	Kumar Singh Nil	Nil
	Total (2)	Nil	Nil	Nil	
-	Total (B)=(1+2)				3,85,000
	Total Managerial Remuneration				
(Overall Ceiling as	Not more than ₹ 1 lakh per m	eeting of Board	or Committee	

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

S. No.	Particulars of Remuneration	Key Managerial Personnel				
		CEO	Company Secretary	CFO	Tota	
1.	Gross salary	NA		Ms. Priyal Sarvaiya		
	(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	NA	NA	Nil	Nil	
	Stock Option					
	Sweat Equity	:-	-			
(Commission	-	200	5 - 3 (c	-	
-	as % of profit		_	-	-	
_ -	others, specify	1	1.553.0	-	-	
_ 0	Others, please specify					
	otal					
		NA	NA	Nil	Nil	

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NII

Place: Chennai

Date: April 11, 2016

For and on behalf of the Board

Karthikeyan T.V.

Director

DIN: 01367727

Dr. Esther Malini

Lettres Maline

Director

DIN: 07124748



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, 20147

To.

The Members. L&T Halol - Shamlaji Tollway Limited P B NO.979, 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 Halol - Shamlaji Tollway 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:

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;

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 authorised capital of the Company was increased from Rs.131 Crores to Rs.431 Crores vide approval of members at the Extra ordinary General Meeting dated 27th June 2015.
- Memorandum of Association was altered to give effect to increase in Authorised Capital as aforesaid, limiting the liability of members to the amounts unpaid on the shares held by them and for effecting certain corrections / renumberings vide approval of members at the Extra ordinary General Meeting dated 27th June 2015.
- 3. The Company has issued 0.01% Optionally Convertible Cumulative Redeemable Preference Shares of the face value of Rs.10/- each to the tune of Rs.300 Crores and allotted such preference shares to L&T Infrastructure Development Projects limited (Holding Company) on a preferential basis in Four Allotment to the tune of Rs.259.01 Crores.
- 4. The Company has redeemed 10.90% Secured No convertible Debentures Series B Debentures to the tune of Rs.300 Crores on 15th July 2015.
- 5. The Company has issued a notice of default to Gujarat State Road Development Corporation Limited (GSRDC) with a 90 days cure period on 11th January 2016 and lodged a claim for Rs. 186 Crores with them for losses on account of breach of authority for termination of the project and a claim on them for Rs. 186 Crores being loss of revenue to the Company. GSRDC has denied the breach and raised a event of default notice on the Company for not paying the Revenue share with a cure period of 60 days on 12th February 2016. The Board in its meeting held on 28th March 2016.

Annexure 'A'

To. The Members, L&T Halol - Shamlaji Tollway Limited P B NO.979, 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: 26.04.2016

For B. Chitra & Co

FCS No.:4509

CP, NO

CP No.:2928



INDEPENDENT AUDITOR'S REPORT

To,
The Members of L&T Halol Shamlaji Tollway Limited

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **L&T Halol Shamlaji Tollway Limited** ("the Company"), which comprise the Balance Sheet as at 31 March, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

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

Auditors' Responsibility

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

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control

T R Chadha & Co., a partnership firm converted into T R Chadha & Co LLP (A limited liability partnership with LLP Identification No. AAF-3926) with effect from 28th December, 2015.

Ahmedabad Branch : 301, 3rd Floor, Indraprasth Corporate, Opp. Shell Petrol Pump, Anandnagar Road, Prahladnagar

Ahmedabad-380 015. Tele.: 079-66171697 Email: ahmedabad@trchadha.com

Regd Office : Suite No-11A, 2nd Floor, Gobind Mansion, H Block, Connaught Circus, New Delhi - 110 001.

Tele.: 011 41513059 / 41513169

Head Office : B-30, Connaught Place, Kuthiala Building, New Delhi-110 001. Email : delhi@trchadha.com

Branches : ♦ MUMBAI ♦ HYDERABAD ♦ PUNE ♦ CHENNAI ♦ BENGALURU ♦ GURGAON

TR CHADHA & COLLP CHARTERED ACCOUNTANTS



relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2016, and its Loss and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

- As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central 1. Government in terms of Section 143(11) of the Companies Act, 2013 we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.
- As required by Section 143 (3) of the Act, we report that: 2.
- We have sought and obtained all the information and explanations which to the best of our (a) knowledge and belief were necessary for the purposes of our audit.
- In our opinion, proper books of account as required by law have been kept by the Company so (b) far as it appears from our examination of those books
- The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by (c) this Report are in agreement with the books of account.
- In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule of the Companies (Accounts) Rules, 2014.
- There are no observations or comments on the financial transactions or matters which have any (e) adverse effect on the functioning of the Company.
- On the basis of the written representations received from the directors as on 31 March, 2016 (f) taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.

T R Chadha & Co., a partnership firm converted into T R Chadha & Co LLP (A limited liability partnership with LLP Identification No. AAF-3926) with effect from 28th December, 2015

Ahmedabad Branch : 301, 3rd Floor, Indraprasth Corporate, Opp. Shell Petrol Pump, Anandnagar Road, Prahladnagar, Ahmedabad-380 015. Tele.: 079-66171697 Email: ahmedabad@trchadha.com

Read Office

: Suite No-11A, 2nd Floor, Gobind Mansion, H Block, Connaught Circus, New Delhi - 110 001.

Head Office

Tele.: 011 41513059 / 41513169 : B-30, Connaught Place, Kuthiala Building, New Delhi-110 001. Email : delhi@trchadha.com

Branches

: ♦ MUMBAI ♦ HYDERABAD ♦ PUNE ♦ CHENNAI ♦ BENGALURU ♦ GURGAON





- With respect to the adequacy of the internal financial controls over financial reporting of the (g) Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
- With respect to the other matters to be included in the Auditor's Report in accordance with Rule (h) 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - The Company does not have any pending litigations which would impact its i. financial position.
 - The Company did not have any long-term contracts including derivative contracts for ii. which there were any material foreseeable losses.
 - There were no amounts which were required to be transferred to the Investor iii. Education and Protection Fund by the Company.

For T R Chadha & Co LLP **Chartered Accountants**

Firm Regn. No: 006711N / N500028

owind Merle

REG. NO. 006711N / N500028

PED ACC

DHA & C

Arvind Modi

Partner

Membership No. 112929

Place: Ahmedabad Date: 11/04/2016

> TR Chadha & Co., a partnership firm converted into TR Chadha & Co LLP (A limited liability partnership with LLP Identification No. AAF-3926) with effect from 28th December, 2015

Ahmedabad Branch : 301, 3rd Floor, Indraprasth Corporate, Opp. Shell Petrol Pump, Anandnagar Road, Prahladnagar, Ahmedabad-380 015. Tele.: 079-66171697 Email: ahmedabad@trchadha.com

Regd Office

: Suite No-11A, 2nd Floor, Gobind Mansion, H Block, Connaught Circus, New Delhi - 110 001. Tele.: 011 41513059 / 41513169

Head Office

: B-30, Connaught Place, Kuthiala Building, New Delhi-110 001. Email : delhi@trchadha.com

Branches

: ♦ MUMBAI ♦ HYDERABAD ♦ PUNE ♦ CHENNAI ♦ BENGALURU ♦ GURGAON



ANNEXURE-A*

THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF L&T HALOL SHAMLAJI TOLLWAY LIMITED

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

We have audited the internal financial controls over financial reporting of L&T Halol Shamlaji Tollway Limited ("the Company") as of 31 March, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Ahmedabad-380 015. Tele.: 079-66171697 Email: ahmedabad@trchadha.com

T R Chadha & Co., a partnership firm converted into T R Chadha & Co LLP (A limited liability partnership with LLP Identification No. AAF-3926) with effect from 28th December, 2015

Ahmedabad Branch : 301, 3rd Floor, Indraprasth Corporate, Opp. Shell Petrol Pump, Anandnagar Road, Prahladnagar

Regd Office : Suite No-11A, 2nd Floor, Gobind Mansion, H Block, Connaught Circus, New Delhi - 110 001.

Head Office : B-30, Connaught Place, Kuthiala Building, New Delhi-110 001. Email : delhi@trchadha.com

Branches : ♦ MUMBAI ♦ HYDERABAD ♦ PUNE ♦ CHENNAI ♦ BENGALURU ♦ GURGAON

Tele.: 011 41513059 / 41513169





Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March, 2016, based on, "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India".

DHA & C

REG. NO. 006711N / N500028

PED ACCO

For T R Chadha & Co LLP Chartered Accountants

Firm Regn. No: 006711N / N500028

Place: Ahmedabad Date: 11/04/2016 Arvind Modi Partner

Membership No. 112929

TR Chadha & Co., a partnership firm converted into TR Chadha & Co LLP

(A limited liability partnership with LLP Identification No. AAF-3926) with effect from 28th December, 2015

Ahmedabad Branch : 301, 3rd Floor, Indraprasth Corporate, Opp. Shell Petrol Pump, Anandnagar Road, Prahladnagar, Ahmedabad-380 015. Tele.: 079-66171697 Email: ahmedabad@trchadha.com

Regd Office : Suite No-11A, 2nd Floor, Gobind Mansion, H Block, Connaught Circus, New Delhi - 110 001.

Tele.: 011 41513059 / 41513169

Head Office : B-30, Connaught Place, Kuthiala Building, New Delhi-110 001. Email : delhi@trchadha.com

Branches : ♦ MUMBAI ♦ HYDERABAD ♦ PUNE ♦ CHENNAI ♦ BENGALURU ♦ GURGAON





L&T Halol Shamlaji Tollway Limited

Annexure to Independent Auditors' Report for the period ended March 2016 (Referred to in Paragraph 1 under the Heading of "Report on Other Legal and Regulatory Requirements" of our Report of even date)

(i) Fixed Assets

- a) The Company is maintaining proper records showing full particulars including quantitative details and situation of its fixed assets.
- b) The fixed assets have been physically verified by the management during the year, which in our opinion is reasonable having regard to the size & nature of the company. No material discrepancies were noted on such verification.
- c) According to the information and explanations given to us, there are no immovable assets held by the company, hence clause C of paragraph 3 (i) of the order is not applicable to the Company.

(ii) Inventories

The Company is engaged in the business of Infrastructure development and its maintenance and there is no inventory inhand at any point of time, hence paragraph 3 (ii) of the order is not applicable to the Company.

(iii) Loans given

The Company has not granted any Secured or unsecured loan to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Hence reporting under clause 3 (iii) (a), (b) and (c) does not arise.

(iv) Compliance of Sec. 185 & 186

The Company has not entered into any transaction in resect of loans, investments, guarantee and security which attracts compliance to provisions of section 185 & 186 of the Companies Act, 2013, therefore, paragraph 3 (iv) of the order is not applicable to the company.

(v) Public Deposit

During the year, the company has not accepted any deposits from the public, therefore, paragraph 3 (v) of the order is not applicable.

T R Chadha & Co., a partnership firm converted into T R Chadha & Co LLP

(A limited liability partnership with LLP Identification No. AAF-3926) with effect from 28th December, 2015

Ahmedabad Branch : 301, 3rd Floor, Indraprasth Corporate, Opp. Shell Petrol Pump, Anandnagar Road, Prahladnagar,

Ahmedabad-380 015. Tele.: 079-66171697 Email: ahmedabad@trchadha.com

Regd Office : Suite No-11A, 2nd Floor, Gobind Mansion, H Block, Connaught Circus, New Delhi - 110 001.
Tele.: 011 41513059 / 41513169

Head Office : B-30, Connaught Place, Kuthiala Building, New Delhi-110 001. Email : delhi@trchadha.com

Branches : ♦ MUMBAI ♦ HYDERABAD ♦ PUNE ♦ CHENNAI ♦ BENGALURU ♦ GURGAON



Cost Records (vi)

In our opinion and according to information and explanations given to us, maintenance of cost records has not been prescribed by the Central Government under Section 148(1) of the Companies Act, for the services provided by the company.

(vii) **Statutory Dues**

- a) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has generally been regular in depositing its undisputed statutory dues including Provident Fund, Employees State insurance, incometax, Sales-Tax, Wealth Tax, Service tax, value added tax, cess and Entertainment Tax etc. except in some cases in deposition of TDS & Service Tax liability during the year. There are no undisputed dues payable, outstanding as on 31st March, 2016 for a period of more than six months from the date they became payable.
- b) According to the information and explanations given to us, there are no amounts in respect of income tax, service tax etc. that have not been deposited with the appropriate authorities on account of any dispute.
- During the year company has defaulted in repayment of loans or borrowings to a financial (viii) institutions & banks. Lender wise details are as under:-

Name of Lender	Interest (Rs. In Lacs)	Principal (Rs. In Lacs)	Total Amt (Rs. In Lacs)	Period to which it relates
Allahabad Bank	217.49	90.00	307.49	
UCO Bank	205.41	85.00	290.41	
Oriental Bank of Commerce	187.27	77.50	264.77	
Syndicate Bank	160.82	70.00	230.82	1st Eab/16 to
Indian Bank	120.82	50.00	170.82	1 st Feb'16 to 31 st Mar'16
HDFC Bank	89.41	37.00	126.41	31 Mai 10
Indusind Bank	120.81	50.00	170.81	
Indian Infrastructure Finance Company Limited				
(IIFCL)	143.57	62.50	206.07	
TOTAL	1,245.6		1,767.60	

The Company has not raised money by way of initial public offer or further public offer (ix) (including debt instrument) any term loans during the period under audit therefore, paragraph 3 (ix) of the order is not applicable to the company.

Based upon the audit procedures performed for the purpose of reporting the true and fair view (x) of the financial statements and as per the information and explanations given by the

T R Chadha & Co., a partnership firm converted into T R Chadha & Co LLP (A limited liability partnership with LLP Identification No. AAF-3926) with effect from 28th December, 2015

Ahmedabad Branch : 301, 3rd Floor, Indraprasth Corporate, Opp. Shell Petrol Pump, Anandnagar Road, Prahladnagar Ahmedabad-380 015. Tele.: 079-66171697 Email: ahmedabad@trchadha.com

Regd Office

: Suite No-11A, 2nd Floor, Gobind Mansion, H Block, Connaught Circus, New Delhi - 110 001. Tele.: 011 41513059 / 41513169

Head Office

: B-30, Connaught Place, Kuthiala Building, New Delhi-110 001. Email : delhi@trchadha.com

Branches

: ♦ MUMBAI ♦ HYDERABAD ♦ PUNE ♦ CHENNAI ♦ BENGALURU ♦ GURGAON



TR CHADHA & CO LLP CHARTERED ACCOUNTANTS

management, we report that no fraud by the Company or any fraud on the company by its officers or employees has been noticed or reported during the year.

- (xi) According to information & explanations given to us, managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V of the Companies Act, 2013.
- (xii) As explained, the company is not a Nidhi Company. Therefore paragraph 3 (xii) of the order is not applicable to the company.
- (xiii) As per the information and explanations given by the management, all the transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the financial statements etc., as required by the applicable accounting standards.
- (xiv) As per the information and explanations given by the management, company has made preferential allotment of 0.01% Optionally Covertible Cumulative Redeemable Preference Shares during the year under review and requirements of section 42 of the Companies Act, 2013 have been complied with and the amount raised have been used for the purpose for which the funds were raised.
- (xv) As per the information and explanations given by the management, the company has not entered into any non-cash transaction with directors or persons connected with him. Therefore paragraph 3 (xv) of the order is not applicable to the company.
- (xvi) As per the information and explanations given by the management, company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Therefore paragraph 3 (xvi) of the order is not applicable to the company.

REG. NO. * 006711N / N500028

For T R Chadha & Co LLP Chartered Accountants Firm Regn. No: 006711N / N500028

Arvind Modi Partner

Membership No. 112929

wind Sorti

Place: Ahmedabad Date: 11/04/2016

T R Chadha & Co., a partnership firm converted into T R Chadha & Co LLP (A limited liability partnership with LLP Identification No. AAF-3926) with effect from 28th December, 2015

(A limited liability partnership with LLP identification No. AAP-3926) with effect from 2011

Ahmedabad Branch : 301, 3rd Floor, Indraprasth Corporate, Opp. Shell Petrol Pump, Anandnagar Road, Prahladnagar, Ahmedabad-380 015. Tele.: 079-66171697 Email: ahmedabad@trchadha.com

Regd Office : Suite No-11A, 2nd Floor, Gobind Mansion, H Block, Connaught Circus, New Delhi

: Suite No-11A, 2nd Floor, Gobind Mansion, H Block, Connaught Circus, New Delhl - 110 001. Tele.: 011 41513059 / 41513169

Head Office : B-30, Connaught Place, Kuthiala Building, New Delhi-110 001. Email : delhi@trchadha.com

Branches : ♦ MUMBAI ♦ HYDERABAD ♦ PUNE ♦ CHENNAI ♦ BENGALURU ♦ GURGAON

L&T Halol Shamlaji Tollway Limited Balance Sheet as at March 31, 2016

	N	As at Marc	h 31, 2016	As at March	
Particulars	Note	₹	₹	₹	₹
EQUITY AND LIABILITIES: Shareholders' funds Share capital Reserves and surplus	A B	3,89,51,96,000 (3,65,28,63,021)		1,30,50,00,000 (2,68,38,05,069)	
			24,23,32,979		(1,37,88,05,069)
Non-current liabilities		*			
Long-term borrowings	C(I)	10,51,47,00,004		12,56,72,00,004 7,22,50,125	
Other long-term liabilities	C(II)	47,11,68,471		29,31,23,364	
Long-term provisions	C(III)	47,11,00,471	10,98,58,68,475	23,51,25,661	12,93,25,73,493
	19		, , ,		
Current liabilities				06.46.065	
Trade payables	D(1)	80,09,365		86,46,965 94,51,25,967	
Other current liabilities	D(II) D(III)	1,09,33,14,627 2,58,464		72,200	
Short-term provisions	D(III)	2,38,404	1,10,15,82,456		95,38,45,132
				-	10 50 50 12 550
TOTAL			12,32,97,83,910		12,50,76,13,556
ASSETS					
Non-current assets					
Fixed assets	ECD	13,33,90,849		17,81,94,481	
Tangible assets	E(I) E(II)	12,17,99,14,373		12,30,64,13,097	
Intangible assets	E(II)	12,17,55,14,545	12,31,33,05,222		12,48,46,07,578
					27,61,862
Long-term loans and advances	F		24,50,609	,	27,01,002
_					
Current assets					
Cash and bank balances	G(I)	83,92,491		1,14,65,656	
Short-term loans and advances	G(II)	56,32,961		87,76,098 2,362	
Other current assets	G(III)	2,627	1,40,28,079	2,302	2,02,44,116
	1		1,40,26,079		2,02,77,777
TOTAL			12,32,97,83,910		12,50,76,13,556
•					
Contingent liabilities	H				
Commitments	I P				
Other notes forming part of accounts Significant accounting policies	0				
significant accounting poneres			-		

Company Secretary

As per our report attached

T R Chadha & Co LLP

Chartered Accountants

Firm Registration No: 006711N/N500028

by the hand of

Arvind Modi

Partner

Membership No.: 112929

Place:

Date: 11/04/2016

For and on behalf of the Board of

Chief Financial Officer Dir

Director

Director

Place: Chun: Date: 11/04/2016

L&T Halol Shamlaji Tollway Limited Statement of Profit and Loss for the year ended March 31, 2016

Note -	2015-16	
	₹	₹
J	74,80,38,716	68,79,27,310
K	30,60,011	48,17,323
	75,10,98,727	69,27,44,633
L		32,31,31,563
M		2,37,18,335
N		1,31,36,20,226
E(I) & (II)		15,75,72,084
0	4,26,74,991	3,19,25,087
	1,72,01,56,679	1,84,99,67,295
	(96,90,57,952)	(1,15,72,22,662)
	₩/	·
		(1.15.72.22.((2)
	(96,90,57,952)	(1,15,72,22,662)
P(7)	(3.49)	(8.87)
	10.00	10.00
Р		
	L M N E(I) & (II) O	K 30,60,011 75,10,98,727 L 29,59,66,937

As per our report attached

T R Chadha & Co LLP

Chartered Accountants

Firm Registration No: 006711N/N500028

by the hand of

Arvind Modi

Partner

Company Secretary

Chief Financial Officer

Director

Director

Membership No.: 112929 Place:

Date: 11/04/2016

Place: Chennai

Date: 11/04/2016

For and on behalf of the Board of

L&T Halol Shamlaji Tollway Limited Cash Flow Statement for the year ended March 31, 2016

		2015-16	2014-15
S. No.	Particulars	₹	₹
A	Net Profit / (Loss) before tax and extraordinary items	(96,90,57,952)	(1,15,72,22,662)
	Adjustment for	17,15,28,112	15,75,72,084
	Depreciation and amortisation expense	1,18,76,15,359	1,31,08,43,780
	Interest expense Interest income	(9,522)	
	(Profit)/loss on sale of current investments(net)	(29,69,554)	(39,75,413)
	(Profit)/loss on sale of fixed assets	28,046	95,262
	Operating profit before working capital changes Adjustments for:	38,71,34,489	30,73,13,051
	Increase / (Decrease) in liabilities and provisions	36,85,85,742	52,53,26,358
	(Increase) / Decrease in loans and advances	31,43,137	(17,96,621)
	Net cash generated from/(used in) operating activities	75,88,63,368	83,08,42,788
	Direct taxes paid (net of refunds)	3,11,254	
	Net Cash(used in)/generated from Operating Activities	75,91,74,622	83,08,42,788
В	Cash flow from investing activities Purchase of fixed assets	(4,66,975)	(18,06,562)
	Sale of fixed assets	2,13,173	4,02,373
	Purchase of current investments	(90,65,00,000)	(88,95,00,000)
	Sale of current investments	90,94,69,554	1,03,25,02,327
	Interest received	9,257	
	Net cash (used in)/generated from investing activities	27,25,009	14,15,98,138
C	Cash flow from financing activities	2,59,01,96,000	- T
	Proceeds from Preference Shares Capital	2,33,01,30,000	1,07,05,00,000
	Unsecured Loan taken Repayment of long term borrowings	(1,79,15,00,000)	(20,88,00,000)
	Repayment of Non-Convertible Debentures	(30,00,00,000)	(30,00,00,000)
	Non-Convertible debentures transferred to current liabilities	H:	(30,00,00,000)
	Interest paid	(1,26,36,68,796)	(1,23,55,44,823)
	Net cash (used in)/generated from financing activities	(76,49,72,796)	(97,38,44,823)
	Net increase / (decrease) in cash and cash equivalents (A+B+C)	(30,73,165)	(14,03,897)
	Cash and cash equivalents as at the beginning of the year	1,14,65,656	1,28,69,553
	Cash and cash equivalents as at the beginning of the year	83,92,491	1,14,65,656
	,		

Notes:

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

4. Cash and cash equivalents :-

Cash and Cash equivalents	2015-16	2014-15
Particulars	₹ !	₹
Balances with banks:		// 20 <i>/</i> //
-On current account	32,78,434	66,39,466
-Margin money deposit	1,40,067	1,29,555
Cash in hand and transit	49,73,990	46,96,635
Cash in hand and transit	83,92,491	1,14,65,656

As per our report attached

T R Chadha & Co LLP

Chartered Accountants

Firm Registration No: 006711N/N500028

For and on behalf of the Board of

Arvind Modi

Partner

Company Secretary

Chief Financial Officer

Director

Membership No.: 112929

Place:

Date: 11/04/2016

Place: Chenne Date: 11/04/2016

NOTE A

Share Capital

(i) Authorised, issued, subscribed and paid up

Particulars	As at March 31, 2016		As at March 31, 2015	
ranteulars	No. of shares	₹	No. of shares	₹
Authorised:				
Equity shares of ₹ 10 each	13,10,00,000	1,31,00,00,000	13,10,00,000	1,31,00,00,000
0,01% Optionally Convertible Cumulative Reedemable Preference shares of ₹ 10 each	30,00,00,000	3,00,00,00,000		
	43,10,00,000	4,31,00,00,000	13,10,00,000	1,31,00,00,000
Issued, subscribed and fully paid up				
Equity shares of ₹ 10 each	13,05,00,000	1,30,50,00,000	13,05,00,000	1,30,50,00,000
0,01% Optionally Convertible Cumulative Reedemable Preference shares of ₹ 10 each	25,90,19,600	2,59,01,96,000	:5:	*
	38,95,19,600	3,89,51,96,000	13,05,00,000	1,30,50,00,000

(ii) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period;

Particulars	As at March 31, 2016		As at March 31, 2015	
Farticulars	No. of shares	₹	No. of shares	₹
At the beginning of the year	13,05,00,000	1,30,50,00,000	13,05,00,000	1,30,50,00,000
Issued during the year as fully paid		(4)	(2)	- 9
Less: Shares Bought Back during the year	.5	≓ 9′	===	*
Equity Share Outstanding at the end of the year	13,05,00,000	1,30,50,00,000	13,05,00,000	1,30,50,00,000
At the beginning of the year	=	>20	rac i	ŝ
Issued during the year as fully paid	25,90,19,600	2,59,01,96,000	227	*
Less: Shares Bought Back during the year	⊛	363	**	*
Preference Share Outstanding at the end of the year	25,90,19,600	2,59,01,96,000	4.	
Treterence sinite outstanding at the end of the year	25,70,17,000	2,00,01,00,000		

(iii) Terms / rights attached to shares

The company has two class of shares namely equity shares having a par value of ₹ 10/- per share and preference share having par value of ₹ 10/- per share. Each holder of equity & preference share is entitled to one vote per share. In the event of liquidation of the company, the preference share holders shall get priority on proportionate basis towards payments and the holders of the equity shares will be entitled to receive remaining asset of the company in proportion to the number of equity shares held.

During the year, the Company has issued 25,90,19,600/- 0,01% Optionally Convertible Cumulative Reedemable Preference shares of ₹ 10/- each with the option either to redeem in full or in part, the Optionally Convertible Cumulative Reedemable Preference shares, after completion of 7th year from the date of allotment but on or before the completion of 10th year from the date of allotment of the preference shares. Preference shares to the extent not redeemed at the end of the 10th year from the date of allotment, shall stand converted into equity shares of ₹ 10/- per share at par.

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

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

(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	
rardeulars	No. of shares	₹	No. of shares	₹
Equity Share				
L&T Infrastructure Development Projects Limited (Holding Company)	13,04,99,900	1,30,49,99,000	13,04,99,900	1,30,49,99,000
Larsen and Toubro Limited (Ultimate Holding Company)	001	1,000	100	1,000
	13,05,00,000	1,30,50,00,000	13,05,00,000	1,30,50,00,000
Preference Share L&T Infrastructure Development Projects Limited (Holding Company)	25,90,19,600	2,59,01,96,000	*	TV.

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

Particulars	As at March 31, 2016		As at March 31, 2015	
r ai liculai s	No. of shares	%	No. of shares	%
Equity Share L&T Infrastructure Development Projects Limited (Holding Company)	13,04,99,900	99 99	13,04,99,900	99 99
Preference Share L&T Infrastructure Development Projects Limited (Holding Company)	25,90,19,600	100.00	۵	4 <u>2</u>

⁽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

NOTE B

Reserves and surplus

Particulars	As at March 31, 2016		As at March 31, 2015	
Fairteulars	₹	₹	₹	₹
Surplus/(Deficit) as per Statement of Profit and loss:				
As per last balance sheet	(2,68,38,05,069)		(1,52,65,82,407)	
Add: Profit/(Loss) for the year	(96,90,57,952)		(1,15,72,22,662)	
		(3,65,28,63,021)		(2,68,38,05,069
		(3,65,28,63,021)		(2,68,38,05,069

NOTE C(I)

Long term borrowings

Particulars	As at March 31, 2016		As at March 31, 2015	
	₹	₹	₹	7
Secured Term Loans -From Banks -From Financial Institutions	8,15,09,00,002 1,05,88,00,002	9,20,97,00,004	8,61,04,00,000 1,12,13,00,004	9,73,17,00,004
Mezzanine Debt. From holding company - Unsecured		1,30,50,00,000		1,30,50,00,000
Loans from Holding Company - Unsecured		3		1,53,05,00,000
		10,51,47,00,004		12,56,72,00,004

C(I)(a) Details of Long Term Loans

Particulars	Particulars Rate of Interest 2015-16	
Secured Term Loans	Base rate of Allahabad Bank + Applicable spread	Repayable in 141 monthly instalments from November 2012 to July 2025 at specified amounts,
Mezzanine Debt From Holding Company - Unsecured	Interest free loan	Quasi Equity in nature
Loan from Holding Company - Unsecured	RBI Bank Rate	₩

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

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

C(I)(c) Presentation of term loans in the Balance sheet is as follows:

Particulars	As at March 31, 2016	As at March 31, 2015
(i) Long term borrowings	10,51,47,00,004	12,56,72,00,004
(ii) Current maturities of long term borrowings	57,42,00,000	31,32,00,000
	11,08,89,00,004	12,88,04,00,004

C(I)(d) Defaults in repayment of Term Loans & Interest

Company has made default in payment of principal & interest of Term Loan with all the lenders for the month of February & March 2016 amounting to ₹ 522.00 Lacs & ₹ 1,245.60 Lacs respectively.

NOTE C(II)

Other long-term liabilities

Particulars	As at March 31, 2016 ₹	As at March 31, 2015 ₹
Interest accrued but not due on -Unsecured Loan from Holding Company		7,22,50,125
		7,22,50,125



NOTE C(III) Long-term provisions

Particulars	As at March 31, 2016 ₹	As at March 31, 2015 ₹
Provision for employee benefits:		
Gratuity (Refer note P(3)(ii))	9,94,496	8,75,553
Compensated absences	13,46,808	12,47,811
Retention Pay Scheme	2,27,167	12,17,511
Others		
Periodic Major Maintenance Provision [Refer Note P(10)]	46,86,00,000	29,10,00,000
	47,11,68,471	29,31,23,364

NOTE D(l) Trade payables

Particulars	As at Ma	rch 31, 2016	As at Mar	ch 31, 2015
ranculars	₹	₹	₹	₹
Due to Micro and Small enterprises		1 5 A		E4.0
Others	1	80,09,365		86,46,965
		80,09,365		86,46,965

Note **D(I)(a)**Based on information available with company, none of the vendors has confirmed their registration under MSMED Act, 2006 against the letter requesting for their status sent by company. Hence no disclosure of unpaid amount, together with interest payable if any, is made.

NOTE D(II) Other Current liabilities

Particulars	As at Mar	ch 31, 2016	As at March 31	, 2015
1 at ticulai 5	₹	₹	₹	₹
Current Maturities of Long term Borrowings				
Secured Term Loans [Refer note C(I)(c)]				
-From Banks	50,54,49,998		27,57,00,000	
-From Financial Institution	6,87,50,002		3,75,00,000	
		57,42,00,000		31,32,00,00
Interest accrued and due on borrowings	1			
-From Banks	11,02,02,768			
-From Financial Institution	1,43,57,007		14	
	2	12,45,59,775		59
Redeemable NCD		2		30,00,00,00
Statutory liabilities		12,80,091		38,77,99
Interest accrued but not due on Borrowings		₩		5,64,45,66
Revenue share payable and interest thereon [Refer note P(11)]		21,62,09,189		9,18,27,61
Other liabilities:				,,,
Due to Others	17,70,65,572	1	17,95,74,692	
Due to related party			, , , , , , ,	
Holding company	<u> </u>		2,00,000	
		17,70,65,572		17,97,74,692
		1,09,33,14,627		94,51,25,967

NOTE D(III) Short term provisions

Particulars	As at March	31, 2016	As at Mar	ch 31, 2015
1 atticulars	₹	₹	₹	₹
Provision for employee benefits				
Gratuity (Refer note P(3)(ii))	52,991		4,190	
Compensated absences	2,05,473		68,010	
		2,58,464		72,20
		2,58,464		HA 2 72,20



NOTE E(I) - Tangible Assets

		Cost				Depreciation	ation		Book	Book Value
Particulars	As at April 1, 2015	Additions	Deductions	As at March 31, 2016	As at April 1, 2015	For the year	Deductions	As at March 31, 2016	As at March 31, As at March 31, 2016	As at March 31, 2015
Owned										
Plant and Equipment	27,51,07,877	(4)	1,61	27,51,07,877	11,63,66,202	4,06,58,956	9	15,70,25,158	11,80,82,719	15,87,41,675
Computers and Laptop	19,51,018	2,66,652	2,77,672	19,39,998	19,22,306	87,934	2,77,671	17,32,569	2,07,429	28,712
Office equipment	38,85,435	1,14,072	350	39,99,507	770,02	7,46,346	· V	37,16,623	2,82,884	9.15.158
Furniture and fixtures	1,40,09,442	86,251	88,400	1,40,07,293	39,17,601	14,14,811	61,113		87,35,994	1,00,91,841
Vehicles	1,65,57,062	34	ж	1,65,57,062	81,39,967	23,35,272	(*		60,81,823	84.17.095
Total	31,15,10,834	4,66,975	3,66,072	31,16,11,737	13,33,16,353	4,52,43,319	3,38,784	17,82,20,888	13,33,90,849	(6)
Previous year	31,07,40,976	18,06,562	10,36,702	31,15,10,834	8,81,61,311	4,56,94,108	5,39,067	13,33,16,353	100	17,81,94,481

NOTE E(II) - Intangible Assets

Particulars		Cost	+			Amortication	ation		Rook	Rook Value
Particulars						in the same of the			1000	2018
	As at April 1, 2015	Additions	Deductions	As at March 31, 2016	As at April 1, 2015 For the year	For the year	Deductions	As at March 31, 2016	As at March 31, As at March 31, As at March 31, 2016 2015	As at March 31, 2015
Toll collection rights	12,66,36,53,068	×	2,22,017	12,66,34,31,051	35,72,39,971	12,62,84,793	8,086		48,35,16,678 12,17,99,14,373 12,30.64,13.097	12,30.64,13.097
Total	12,66,36,53,068	13*	2,22,017	12,66,34,31,051	35,72,39,971	12,62,84,793	8,086		48,35,16,678 12,17,99,14,373	106
Previous year	12,66,36,53,068		10	12,66,36,53,068	24,53,61,995	24,53,61,995 11,18,77,976	W	35,72,39,971		12,30,64,13,097



REG NO. 00674N / NE00028

NOTE F

Long term loans and advances

Particulars	As at March 31, 2016 ₹	As at March 31, 2015 ₹
Unsecured, considered good		
Security deposits	17,87,206	17,87,206
Advance Income Tax (Provision for Income Tax ₹ NIL/- Previous Year ₹ NIL/-)	6,63,402	9,74,656
5	24,50,608	27,61,862

NOTE G(I) 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	32,78,434	66,39,466
Cash on hand	49,73,990	46,96,635
	82,52,424	1,13,36,101
Other Bank Balances		
Margin Money deposit against Bank guarantee issued	1,40,067	1,29,555
	83,92,491	1,14,65,656





Notes forming part of Accounts

NOTE G(II)

Short term loans and advances

Particulars	As at March 31, 2016	As at March 31, 2015
	₹	₹
Pre-paid Expenses	38,49,569	45,12,434
Loans & Advances to Employees	63,813	41,194
Advances Recoverable in cash or kind (Unsecured, considered good)		
From Related parties	1,29,720	1,25,470
From Others	15,89,859	40,97,000
	56,32,961	87,76,098

NOTE G(III)

Other Current Assets

Particulars	As at March 31, 2016 ₹	As at March 31, 2015 ₹
Interest accrued on deposits	2,627	2,362
	2,627	2,362

NOTE H

Contingent Liabilities

Claims against the company not acknowledged:

GSRDC Vide its letter no GSRDC/CS/L&T HGS/1223/2014 dated 4th June, 2014 has claimed amount ₹ 556.89 Lacs based on clause 7.2.1 of Concession Agreement for payment of additional concession fee under Article 26. However, the company has rejected this demand of GSRDC to pay revenue share on defined traffic and sought for dispute resolution under Article 37 of Concession Agreement.

GSRDC Vide its letter no GMP/L&T HGS/161/2016 dated 30th January, 2016 has claimed amount ₹ 35.00 Lacs based on Article 17 and Schedule L of the Concession Agreement for not maintaining the project highway. The same is being contested by the company.

NOTE I

Commitments

Commitments as at March 31, 2016 ₹ Nil (previous year: ₹ Nil)



Notes forming part of Accounts

NOTE J

Revenue from operations

Particulars	2015-16	2014-15 ₹
Operating revenue: Toll Collections Less: Revenue share to GSRDC	86,18,95,050 (11,38,56,334)	78,35,35,820 (9,56,08,510
	74,80,38,716	68,79,27,310

NOTE K

Other income

	2015-16	2014-15
Particulars	₹	₹
Interest income from: Bank deposits	9,522	15,283
Net gain on sale of current investments Other non-operating income	29,69,554 80,935	39,75,413 8,26,627
	30,60,011	48,17,323

NOTE L

Operating expenses

7.4.1	2015	-16	2014-1	5
Particulars	₹	₹	₹	₹
Concession fee and Lease fee		2		2
Toil Management fees		3,87,65,592		3,54,83,438
Security services		1,51,46,410		1,48,38,798
Insurance		44,36,639		46,91,970
Repairs and maintenance				
-Toll road & bridge	3,25,86,398		3,19,10,250	
-Periodical major maintenance	17,76,00,000		20,23,00,000	
-Plant and machinery	1,04,58,652		76,70,997	
-Others	56,61,747		68,09,914	
		22,63,06,797		24,86,91,161
Professional fees		4,37,230		83,66,755
Power and fuel		1,08,74,267		1,10,59,439
		29,59,66,937	NDHA & CO	32,31,31,563

9

NOTE M Employee benefit expenses

D (2.1	2015	2015-16		5
Particulars	₹	₹	₹	₹
Salaries, wages and bonus		1,68,47,948		1,88,69,355
Contributions to and provisions for:				
Provident fund (Refer P(3)(i))	10,76,837	2	10,54,456	
Gratuity (Refer P(3)(ii))	2,13,309		2,13,931	
Compensated absences	5,70,865		6,39,809	
Retention pay scheme	2,27,167		=	
		20,88,178		19,08,196
Staff welfare expenses		34,35,154		29,40,784
		2,23,71,280		2,37,18,335

NOTE N

Finance costs

Particulars	2015	2015-16		15
raruculars	₹	₹	₹	₹
Interest on :				
Term Loans	1,10,49,19,518		1,16,86,22,145	
Debentures	1,03,32,842		7,00,48,237	
Unsecured Loan	5,44,10,632		6,83,30,755	
Others				
- GSRDC Revenue Share	1,37,20,871		38,07,285	
- Others	19,815		35,358	
		1,18,34,03,678		1,31,08,43,78
Bank Charges		42,11,681		27,76,44
		1,18,76,15,359		1,31,36,20,2

NOTE O

Administration	and	other	expenses

Particulars	2015-16	2014-15
r ai ucuiai s	₹	₹
Rent, Rates and taxes	1,53,18,026	4,59,789
Professional fees	1,83,99,148	1,71,88,511
Payment to Auditors (Refer note (a) below)	4,68,183	3,24,195
Postage and communication	5,02,576	10,62,937
Printing and stationery	11,89,123	12,36,707
Travelling and conveyance	52,09,607	73,39,733
Repairs and Maintenance - Others	9,55,364	31,82,384
Loss on disposal of fixed assets	28,046	95,262
Miscellaneous expenses	6,04,918	10,35,569
	4,26,74,991	3,19,25,087

(a) Payment to Auditors (including service tax) includes:

Particulars	2015-16 ₹	2014-15 ₹
a) As auditor b) For taxation matters c) For reimbursement of expenses	3,83,300 78,719 6,164	2,96,386 25,000 2,809
Total	4,68,183	3,24,195

4

P(1) Corporate Information

L&T Halol Shamlaji Tollway Limited is a Special Purpose Vehicle (SPV) incorporated on 09-09-2008 for the purpose of widening of existing two-lane, 173.06 kilometers Road stretch covering Halol-Godhra-Shamlaji to make it four lane divided Carriageway facility under Viability Gap Funding scheme of Government of India and operation and maintenance thereof, under the Concession Agreement dated 17th September, 2008 The Concession is for a period of 20 years including the construction period. At the end of the 20 years the entire facility will be transferred to Gujarat State Road Development Corporation Ltd. The company achieved commercial operation on April 4, 2012 upon receipt of the provisional completion certificate executed between the Company and GSRDC.

P(2) Foreign Currency transaction

During the year, the company has incurred expenditure amounting to ₹ 14,74,802/- in foreign currency (previous year: ₹ Nil) towards payment against purchase of spare parts for toll equipments.

During the year the company does not have any earnings in foreign currency

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

(i) Defined contribution plan:

An amount of $\not\equiv$ 10,76,837/-(previous year: $\not\equiv$ 10,54,456/-) being contribution made to regional provident fund is recognised as expense and included under Employee benefit expense (Note M) in the Statement of Profit and Loss.

(ii) Defined benefit plans:

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

		Gratui	ty plan
	Particulars	As at March 31, 2016	As at March 31, 2015
		₹	₹
A)	Present value of defined benefit obligation		
	- Wholly funded		3
	- Wholly unfunded	10,47,487	8,79,742
	•	10,47,487	8,79,742
	Less: Fair value of plan assets	>	
	Amount to be recognised as liability or (asset)	10,47,487	8,79,742
B)	Amounts reflected in the Balance Sheet		
	Liabilities	10,47,487	8,79,742
	Assets		*
Net	t Liability / (asset)	10,47,487	8,79,742

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

		Gratui	ty plan
	Particulars	As at March 31, 2016	As at March 31, 2015
		₹	₹
1	Current service cost	3,30,759	2,40,357
2	Interest on Defined benefit obligation	68,457	60,058
3	Expected return on plan assets	-	*
4	Actuarial losses/(gains)	(1,85,907)	(86,484)
5	Past service cost	2	-
6	Actuarial gain/(loss) not recognised in books	3	8
7	Adjustment for earlier years	- 2	
Tot	al (1 to 7)	2,13,309	2,13,931
1	Amount included in "employee benefit expenses"	2,13,309	2,13,931
II	Amount included as part of "finance cost"	=======================================	
Tota	al (I + II)	2,13,309	2,13,931
Act	ual return on plan assets	000	DITA &



Notes forming part of Accounts

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

		Gratuit	y plan
	Particulars	As at March 31, 2016	As at March 31, 2015
		₹	₹
Openin	g balance of the present value of defined benefit obligation	8.79,742	6,65,812
Add:	Current service cost	3,30,759	2,40,357
Add:	Interest cost	68.457	60.058
Add:	Contribution by plan participants	1	
	i) Employer	≦ 8	-
	ii) Employee	-	j.=:
Add/(le	ss): Actuarial losses/(gains)	(1,85,907)	(86,484)
Less:	Benefits paid	45,565	
Add:	Past service cost	<u>~</u>	745
Closing	balance of the present value of defined benefit obligation	10,47,486	8,79,742

d) Principal actuarial assumptions at the Balance Sheet date:

	Particulars	As at March 31, 2016	As at March 31, 2015
1)	Discount rate	7.70%	7.80%
2)	Salary growth rate	6.00%	6.00%
3)	Attrition rate	5.00%	5.00%

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

(Amount in ₹)

Particulars	As at				
	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Gratuity	10,47,486	8,79.742	6,65,812	5,56,478	5.69,905

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

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



Notes forming part of Accounts

P(5) Disclosure of related parties/ related party transactions

(a) List of related parties:

Holding Company	L&T Infrastructure Development Projects Limited
Ultimate Holding Company	Larsen & Toubro Limited

	L&T Transportation Infrastructure Limited
	L&T Vadodara Bharuch Tollway Limited
	L&T Interstate Road Corridor Limited
	L&T Panipat Elevated Corridor Limited
	L&T Ahmedabad Maliya Tollway Limited
	L&T Rajkot Vadinar Tollway Limited
Fellow Subsidiary companies	L&T Samakhiali Gandhidham Tollway Limited
renow Substituting companies	L&T Krishnagiri Walahjapet Tollway Limited
	L&T Krishnagiri Thoupur Toll Road
	L&T Devihalli Hassan Tollway Limited
	L&T BPP Tollway Limited
	L&T Port Kachchigarh Limited
	L&T General Insurance Company Limited
	PNG Tollway Limited

Key Managerial Personnel	Mr.Rajesh Tilokani (from 01.03.15)	
	Mr. Abhijit Chanda (upto 28.02.15)	

(b) Details of transactions with related parties:

	2015 – 16	2014–15
Nature of transaction	Amount	Amount
	₹	₹
1. Purchase of goods and services incl. taxes		
Larsen & Toubro Limited	23,85,475	31,32,144
L&T Infrastructure Development Projects Limited	2,12,84,003	1,64,73,172
L&T General Insurance Company Limited	39,03,056	39,40,386
	2,75,72,534	2,35,45,702
2. Purchase of assets		
L&T Ahmedabad Maliya Tollway Limited	86,251	15,82,156
L&T Infrastructure Development Projects Limited		52,106
	86,251	16,34,262
3. Sale of assets		
L&T Infrastructure Development Projects Limited		8,272
L&T Vadodara Bharuch Tollway Limited	-	92,029
L&T Ahmedabad Maliya Tollway Limited	31,380	9,14,810
L&T Samakhiali Gandhidham Tollway Limited	1,99,393	
L&T BPP Tollway Limited	12	50,507
	2,30,773	10,65,618
4. Interest expense		
L&T Infrastructure Development Projects Limited	5,44,10,632	6,83,30,755
	5,44,10,632	6,83,30,755
5. Reimbursement of expenses charged from		
Larsen & Toubro Limited	15,41,206	35,54,281
L&T Infrastructure Development Projects Limited	22,79,580	27,44,275
I OT Transportation Infrastructura Liveria	20,876	
L&T Transportation Infrastructure Limited	1 ' 1	-
L&T Ahmedabad Maliya Tollway Limited	3,85,218	2.21.000
L&T Vadodara Bharuch Tollway Limited	7,35,305	2,31,000
L & T Rajkot Vadinar Tollway Limited	20.260	36,951
PNG Tollway Limited	20,360	5,000
L&T Panipat Elevated Corridor Limited	25%	4,005
L&T Krishnagiri Walajahpet Tollway Limited	49,82,545	21,516 65,97,028
	49,82,343	03,97,028





Notes forming part of Accounts

	2015 – 16	2014 – 15
Nature of transaction	Amount	Amount
	₹	₹
6. Reimbursement of expenses charged to		
L&T Infrastructure Development Projects Limited	31,38,047	
L&T BPP Tollway Limited	30,236	62,184
PNG Tollway Limited		31,966
L&T Devihalli Hassan Tollway Limited	34,428	167
L&T Krishnagiri Thopur Toll Road Limited	1,29,720	
L&T Samakhali Gandhidham Tollway Limited	21,588	6,520
	33,54,019	1,00,670
7. ICD / Promoters Loan / Mezzanine Debt received		
L&T Infrastructure Development Projects Limited	73,31,90,736	1,07,05,00,000
	73,31,90,736	1,07,05,00,000
8. ICD / Promoters Loan / Mezzanine Debt repaid		
L&T Infrastructure Development Projects Limited	2,26,36,90,736	143
	2,26,36,90,736	181
9. Refundable deposit received for Director's Nomination		
L&T Infrastructure Development Projects Limited	3,00,000	2,00,000
	3,00,000	2,00,000
10. Issue of Preference Share Capital		
L&T Infrastructure Development Projects Limited	2,59,01,96,000	7.65
,	2,59,01,96,000	17 2 8
1. Key Managerial personnel	1 1 1 1	
Abhijit Chanda	12	8,21,089
Rajesh Tilokani	16,77,167	1,46,331
	16,77,167	9,67,420

(d) Amount due to and due from related parties (Net)

	2015-	-16	2014-1	15
Particulars	Due to	Due from	Due to	Due from
	₹	₹	₹	₹
i. Ultimate Holding Company				
Larsen & Toubro Limited	3,92,326		196	959
ii. Holding Company				
L&T Infrastructure Development Projects Limited	6,53,216	*5	2,91,24,23,610	35
iii. Fellow subsidiaries				
L&T Port Kachchigarh Limited	-21	25	2	1,25,470
L&T Krishnagiri Thopur Toll Road Limited	30;	1,29,720	*	785

(e) Outstanding Balance of Loans

	2015-16		2014-15	
Particulars	Due to	Due from	Due to	Due from
	₹	₹	₹	₹
L&T Infrastructure Development Projects Limited				
Mezzanine Debt.	1,30,50,00,000	44	1,30,50,00,000	· · ·
Loans from Holding Company - Unsecured		151	1,53,05,00,000	

⁽f) No amount due to or due from related parties has been written back or written off during the year (Previous year is $\stackrel{?}{\sim}$ Nil)

P(6) Disclosure pursuant to Accounting standard (AS) 22 Accounting for taxes on income

Net Deferred Tax Assets amounting to ₹ 112,80,48,741/- as on 31st March, 2016 have not been recognised in accounts based on the reasonable certainty that the deferred tax assets will be realized in future.

P(7) Disclosure pursuant to Accounting Standard (AS) 20 "Earnings per share"

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

D-u4'-u1-u-		2015-16	2014-15
Particulars		₹	₹
Basic and Diluted			
Profit after tax as per accounts (₹)	A	(96,90,57,952)	(1,15,72,22,662)
Weighted average number of shares outstanding	В	27,74,48,253	13,05,00,000
Basic and Diluted EPS (₹)	A / B	(3.49)	(8.87)
Face value per equity share (₹)		10.00	10.00

Potential equity shares that could arise on conversion of Optionally Convertible Cumulative Redeemable Preference Shares are not resulting into dilution of EPS in the current year. Hence they have not been considered in the computation of diluted EPS in accordance with Accounting Standard (AS) 20 " Earnings Per Share"

P(8) Disclosure pursuant to Accounting Standard (AS) 28 "Impairment of Assets"

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

P(9) Capital Redemption Reserve & Dividend on Preference Shares

As the company does not have profits for the current year, Capital Redemption Reserve & dividend on Preference Shares for optionally convertible cumulitive redeemabe preference shares as defined under Section 55 of the Companies Act, 2013 has not been created.

P(10) Disclosures pursuant to Accounting Standard (AS) 29 - "Provisions, Contigent Liabilities and Contigent Assets"

a) Nature of provisions:

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

For this purpose, a regular maintenance along with periodic 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 Industry practice periodic maintenance is expected to occur over a period of Seven years. The maintenance cost / bituminous overlay may vary based on the actual usage during maintenance period. Accordingly on the grounds of matching concept, based on estimates, a provision for major maintenance expenses is provided for in the books annually.

During the current year company has provided ₹ 17,76,00,000/- (Previous Year ₹ 20,23,00,000/-) for periodic Major Maintenance in respect of its resurfacing obligation

(b) Movement in provision

(Amount in ₹)

Description	As on April 1st 2015	Addition during the year	Utilised during the year	As on March 31st 2016
Major Maintenance Provision	29,10,00,000	17,76,00,000	4	46,86,00,000

c) Contingent Liabilities

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



Notes forming part of Accounts

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

- P(11) The company has informed to GSRDC that the company will be defering the payment of revenue share dues from May 2014 onwards because of Toll revenue shortfall. The company has further informed that the revenue share so deferred will be paid along with interest at RBI Bank Rate plus 2% based position of Cash Flow of the Company. Unpaid revenue share of ₹ 20,01,06,281/- (Previous Year ₹ 8,80,20,330/-) and interest of ₹ 1,61,02,908/- (Previous Year ₹ 38,07,285/-) has been disclosed under the head Other Current Liabilities.
- P(12) The Company operates in the infrastructure business sector which involves huge capital investments. However, due to the current losses company has issued a Notice vide letter no L&T IDPL /GSRDC/DEV/130 dated 11th January 2016 to GSRDC to CURE THE DEFAULT under Clause 30.4.1 of the Concession Agreement. GSRDC has developed a link road connecting project highway to SH 59 as well as augmented and substantially developed SH59 through BOT-Annuity contract. This represents breach of the Concession agreement and State Support Agreement and constitutes a default under Clause 30.4.1 (i). The company suffered loss of Rs 170.49 Crs till 30th Nov 2015 and continue to suffer the daily loss of revenue due to the same. Through this notice, the defaults committed by GSRDC are being communicated officially requesting for cure as mentioned in Para 22 of the Notice. Discussion and communication is going on at various levels with Government as well as GSRDC. As of till this date, there is no conclusion of this issue. Company next course of action is dependent on the response from Government of Gujarat (GoG) as well as GSRDC has called for a conciliation meeting of both the parties during the next few days. Hence, awaiting positive response from GoG and GSRDC, the project is being continued in its present status as a going concern only. Company is hopeful that Gujarat Government / GSRDC will come out will suitable solutions for the project as a business friendly State. Accordingly, the financial statements have been prepared on going concern basis.
- P(13) The company has obtained toll collection rights in consideration of rendering construction service for 173.06 kms road stretch covering Halol-Godhra-Shamlaji and is the only reportable segment.
- P(14) Balances of Sundry Creditors are subject to confirmation and reconciliation, if any.
- P(15) The Company does not have a full time Company Secretary as required by section 203(1) of the Companies Act, 2013.

P(16) Previous Year Figures

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

L

Q. Significant Accounting Policies

1. Basis for preparation of accounts

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

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

2. Presentation of financial statements

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

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

3. Revenue Recognition

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

J

Notes forming part of Accounts

A. Revenue from Operations

a. Toll Collections

- (i) Fee collections from the users of the infrastructure facility are accounted for as and when the amount is due and the recovery is certain.
- (ii) Income from sale of smart cards is recognised as and when the same is utilised by the users.

b. Other Operating Income

(i) Other operational revenue represents income earned from activities incidental to the business and is recognized when the right to receive the income is established as per the terms of the contract.

B. Other Income

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

4. Employee Benefits

(i) Short Term Employee Benefits

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

(ii) Post-Employment Benefits

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

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



Notes forming part of Accounts

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

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

(iii) Long Term Employee Benefits

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

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

Actuarial gains and losses are recognized immediately in the statement of profit and loss.

5. Fixed Assets

Tangible

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

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

Intangible

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

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

Notes forming part of Accounts

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

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

6. Depreciation and Amortisation

Depreciation

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

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

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

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

Amortisation

Schedule II of the Companies Act 2013 has prescribed revenue based amortisation method for Toll Collection Rights in respect of Road Projects. However the company amortizes the



Notes forming part of Accounts

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 as prescribed under Schedule II of the Companies Act 2013.

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

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

7. Leases

Operating

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

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

Finance

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

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

8. Impairment of Assets

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

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

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

Recoverable amount is determined:

Notes forming part of Accounts

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

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

9. Investments

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

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

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

10. Cash and bank balances

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

11. Borrowing costs

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

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

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

12. Foreign currency transactions

The reporting currency of the Company is the Indian Rupee.

Notes forming part of Accounts

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

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

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

13. Segment accounting

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

14. Taxes on Income

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

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

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



Notes forming part of Accounts

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

15. Provisions, Contingent Liabilities and Contingent Assets

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

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

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

Contingent Liability is disclosed in the case of:

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

Contingent Assets are neither recognized, nor disclosed.

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

16. Operating cycle

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

17. Cash flow Statement

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

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

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

Notes forming part of Accounts

18. Commitments

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

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

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

19. Claims

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

As per our report attached

T R Chadha & Co LLP

Membership No. 112929

Chartered Accountants

(Firm's Registration No. 006711N / N500028)

For and on behalf of the Board

Arvind Modi

Partner

Company Secretary

Chief Financial Officer

DR ESTIVER MALIN

Place:

Date:

Place: Chenr

Date: April 11 2016

ATTENDANCE SLIP

L&T HALOL – SHAMLAJI TOLLWAY LIMITED CIN: U45203TN2008PLC069210 Regd. Office: P.O. Box. 979, Mount Poonamallee Road, Manapakkam, Chennai - 600089.

8th Annual General Meeting, Wednesday, 28th September, 2016.

Reg. Folio No	
No. of Shares	
I certify that I am a registered shareholder/proxy Company.	for the registered shareholder of the
I hereby record my presence at the 8 th Annual Gen Wednesday, the 28 th September, 2016 at 10:30 Company at P.O. Box. 979, Mount Poonamallee Ro	A.M. at the registered office of the
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: *U45203TN2008PLC069210*

Name of the Company: L&T Halol – Shamlaji Tollway Limited

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

600089.

Name of the member (s):	
Registered address :	
E-mail Id:	
Folio No/ Client Id :	
DP ID :	
	shares of the above named company,
hereby appoint:	
1. Name:	
Address:	
E-mail Id:	
Signature:	failing him
2. Name: Address:	
E-mail Id:	
Signature:	failing him
3. Name: Address:	
E-mail Id:	
Signature:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Eighth Annual General Meeting of the Company, to be held on Wednesday, the 28th

September, 2016 at 10:30 A.M. at the Registered office of the Company at P.O. Box. 979, Mount Poonamallee Road, Manapakkam, Chennai – 600089 and at any adjournment thereof in respect of such resolutions as are indicated below:

Item	Resolutions	For	Against
No.			
Ordinary	Business		
1	Adoption of the audited Financial Statements for the period		
	from 1st April, 2015 to 31st March, 2016 and the Reports of		
	the Board and Auditors thereon.		
2	Re-appoint Mr. Karthikeyan T.V. (DIN: 01367727), who		
	retires by rotation and being eligible, offers himself for		
	reappointment, as Director of the company.		
3	Ratification of appointment of Statutory Auditors of the		
	Company and to fix their Remuneration.		

Cian and this	dov. of	2016	
Signed this	day of	2016	Affix one
			Rupee
2: at at al analyalan			Revenue
Signature of shareholder			Stamp
			-

Signature of Proxy holder(s)

Notes:

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

6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated

Route map to the 8th AGM venue of L&T Halol – Shamlaji Tollway Limited

