



*L&T SAMAKHIALI GANDHIDHAM TOLLWAY
LIMITED*

Board of Directors:

Mr. T.S.Venkatesan

Mr. Arun Kumar Jha

Dr. Esther Malini

Mr. K.P. Raghavan

Dr. K.N.Satyanarayana

Statutory Auditors

M/s. Gianender & Associates,

Chartered Accountants

Registered Office

Post Box No.979

Mount Poonamallee Road

Manapakkam

CHENNAI - 600 089



L&T IDPL

L&T Samakhiali Gandhidham Tollway Limited
(A subsidiary of L&T IDPL)
139-140, DC 3 Adipur, Behind Rambagh
Hospital, Kutch, Gujarat - 370 205, India
Tel : +91 2836 302031, 32, 33

NOTICE TO MEMBERS

Notice is hereby given for the 6th ANNUAL GENERAL MEETING of the Members of L&T SAMAKHIALI GANDHIDHAM TOLLWAY LIMITED to be held on Thursday, 29th September, 2016 at 11:30 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 appoint Mr. T.S. Venkatesan (Din: 01443165), who retires by rotation and being eligible, offers himself for reappointment, as Director of the company.
3. To 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 M/s. Gianender & Associates (Firm Reg no: 004661N), Chartered Accountants, Delhi as Statutory Auditors of the Company be and is hereby ratified to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at a remuneration of Rs.3,11,000/- per annum as remuneration excluding out of pocket expenses for the Financial year 2016-17."

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT, Mr. Arun Kumar Jha (DIN No: 07458418), who had been appointed as an Additional Director of the Company with effect from 27th April, 2016 and who, in terms of Section 161 of the Companies Act, 2013, holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member signifying his intention to propose him as a candidate for the office of Director along with the necessary deposit as prescribed under Section 160 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

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

"RESOLVED THAT, Dr. Esther Malini (DIN No: 07124748), who had been appointed as an Additional Director of the Company with effect from 15th July, 2016 and who, in terms of Section 161 of the Companies Act, 2013, holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member signifying his intention to propose him as a candidate for the office of Director along with the necessary deposit as prescribed under Section 160 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

6. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT, pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, rule 14 of the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost records and audit) Rules, 2014, remuneration of ₹ 75,000/- per annum plus service tax approved by the Board for G. Sukumar 7 Co (Membership No.32243), a member of the Institute of Cost Accountant of India and a Cost Accountant in Practice, who was appointed as Cost Auditor of the Company to audit the cost records of the Company for the financial year 2016-17 during the Board meeting dated 16th September, 2016 be and is hereby ratified."

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

By the Order of the Board
For L&T SAMAKHIALI GANDHIDHAM TOLLWAY LIMITED



K.C.Raman
Authorized Signatory

Date: 16th September 2016

Notes:

1. *The relative explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business under item no .4 and 5 set out above is annexed hereto.*
2. **A member entitled to attend and vote is entitled to appoint a proxy to attend and to vote instead of himself and proxy need not be a member.** Proxy forms should be submitted to the company 48 hours before the commencement of the meeting.
3. *Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the company a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.*
4. *All documents referred to in the accompanying notice and the explanatory statement shall be open for inspection at the registered office of the company during business hours except on holidays, up to and including the date of the annual general meeting of the company.*
5. *Details of directors/manager seeking appointment/re-appointment at the annual general meeting of the company to be held on September xx, 2016 are provided in "Annexure A" of this notice.*

EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the special businesses under Item Nos. 4 and 5 accompanying the notice dated 16th September 2016 :

SPECIAL BUSINESS

Item no. 4:

The members are hereby informed that Mr. Arun Kumar Jha (DIN No: 07458418) was appointed as an Additional Director with effect from 27th April, 2016 and pursuant to the provisions of Section 161 of the Companies, Act 2013, he will hold the office of Additional Directorship until the conclusion of ensuing Annual general Meeting of the company.

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

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

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

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

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

Item no. 5:

The members are hereby informed that Dr. Esther Malini (DIN No: 07458418) was appointed as an Additional Director with effect from 15th July, 2016 and pursuant to the provisions of Section 161 of the Companies, Act 2013, he will hold the office of Additional Directorship until the conclusion of ensuing Annual general Meeting of the company.

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

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

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

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

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

Item no. 6:

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

Consequently, the Board of your company had appointed G. Sukumar & Co, a firm of Cost Accountant in Practice, as the Cost Auditor of the company for the financial year 2016-17 at a remuneration of ₹ 75,000/- per annum plus service tax during the Board meeting held on 16th September, 2016.

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

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

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

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

**By the Order of the Board
For L&T SAMAKHIALI GANDHIDHAM TOLLWAY LIMITED**



**K.C.Raman
Authorized Signatory**

Date: 16th September 2016

Annexure A

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

Name of Director	Mr. T.S. Venkatesan	Mr. Arun Kumar Jha	Dr. Esther Malini
Date of Birth	26/01/1960	31/05/1965	April 28, 1969
Date of Appointment on the Board	February 5, 2010	April 27, 2016	March 31, 2015
Qualification	B.Com, ICWAI	M. Tech	B.E(Civil), M.E (Urban Engineering , Ph. D in Management Studies
Terms and Conditions of appointment and Remuneration	To be appointed as a Non-Executive Director, liable to retire by rotation with nil remuneration.	To be appointed as a Non-Executive Director, liable to retire by rotation with nil remuneration.	To be appointed as a Non-Executive Director, liable to retire by rotation with nil remuneration.
Experience	35 years of experiences	27 years of experiences	Research Experience-5 Years, Corporate Experience - 17 Years
Directorships in other companies	<ol style="list-style-type: none"> 1. L&T Western Andhra Tollways Limited 2. L&T Chennai-Tada Tollway Limited 3. PNG Tollway Limited 4. L&T Krishnagiri Walajahpet Tollway Limited 5. Devihalli Hassan Tollway Limited 6. L&T BPP Tollway Limited 7. L&T Deccan Tollways Limited 8. Vadodara Bharuch Tollway Limited 	<ol style="list-style-type: none"> 1. PNG Tollway Limited 2. L&T Krishnagiri Walajahpet Tollway Limited 3. L&T Sambalpur - Rourkela Tollway Limited 4. L&T Chennai-Tada Tollway Limited 	<ol style="list-style-type: none"> 1. L&T Panipat Elevated Corridor Limited 2. L&T Krishnagiri Thopur Toll Road Limited 3. L&T Krishnagiri Walajahpet Tollway Limited 4. L&T Rajkot – Vadinar Tollway Limited 5. L&T Halol – Shamlaji Tollway Limited 6. Vadodara Bharuch Tollway Limited 7. L&T Ahmedabad Maliya Tollway Limited 8. L&T Deccan Tollways Limited
Number of Board Meetings attended during the year	4	Nil	

Memberships/ Chairmanships of committees across all companies	<p>Member Audit Committee</p> <ol style="list-style-type: none"> 1. L&T Western Andhra Tollways Limited 2. L&T Chennai-Tada Tollway Limited 3. L&T Krishnagiri Walajahpet Tollway Limited 4. Devihalli Hassan Tollway Limited 5. L&T BPP Tollway Limited 6. L&T Deccan Tollways Limited <p>Nomination and Remuneration Committee</p> <ol style="list-style-type: none"> 1. L&T Western Andhra Tollways Limited 2. L&T Chennai-Tada Tollway Limited 3. L&T Krishnagiri Walajahpet Tollway Limited 4. Devihalli Hassan Tollway Limited 5. L&T BPP Tollway Limited 6. L&T Deccan Tollways Limited <p>Corporate Social Responsibility Committee</p> <p>Nil</p>	Nil	<p>Member Audit Committee</p> <ol style="list-style-type: none"> 1. L&T Krishnagiri Thopur Toll Road Limited 2. L&T Panipat Elevated Corridor Limited 3. Vadodara Bharuch Tollway Limited 4. L&T Krishnagiri Walajahpet Tollway Limited <p>Nomination and Remuneration Committee</p> <ol style="list-style-type: none"> 1. L&T Krishnagiri Thopur Toll Road Limited 2. L&T Panipat Elevated Corridor Limited 3. Vadodara Bharuch Tollway Limited
Shareholding in the Company	Holding 1 Share jointly with L&T Infrastructure Development Projects Limited	Nil	Nil
Relationship with other Directors/KMPs	Nil	Nil	Nil

**BOARD'S REPORT**

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

FINANCIAL RESULTS

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

Particulars	2015-16	2014-15
	₹ Crore	₹ Crore
Profit / (Loss) Before Depreciation, exceptional and extra ordinary items & Tax	(27.31)	(1.06)
Less: Depreciation, amortization and obsolescence	31.33	2.50
Profit / (Loss) before exceptional and extraordinary items and tax	(58.64)	(3.56)
Add: Exceptional Items	-	-
Profit / (Loss) before extraordinary items and tax	(58.64)	(3.56)
Add: Extraordinary items	-	-
Profit / (Loss) before tax	(58.64)	(3.56)
Less: Provision for tax	-	-
Profit / (Loss) for the period carried to the balance sheet	(58.64)	(3.56)
Add: Balance brought forward from previous year	(3.59)	(0.03)
Balance carried to Balance Sheet	(62.23)	(3.59)

RESULTS OF OPERATIONS AND THE STATE OF COMPANY'S AFFAIRS

The Company commenced its commercial operation from 1st March, 2015. The formal PCOD is yet to be declared by the Authority. The gross revenue and other income for the financial year under review were ₹111.11 crore as against ₹8.93 crore for the previous financial year registering an increase of 1144%. The loss from continuing operations including extraordinary and exceptional items was ₹58.64 crore and the loss after tax from continuing operations including extraordinary and exceptional items of ₹58.64 crore for the financial year under review as against ₹3.56 crore and ₹3.56 crore respectively for the previous financial year.

CAPITAL EXPENDITURE:

As at March 31, 2016 the gross fixed and intangible assets including leased Assets, stood at ₹3437.04 crore and the net fixed and intangible assets, including leased assets, at ₹3400.81 crore. Capital Expenditure including work-in-progress during the year amounted to ₹40.15 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 an arm's length basis.

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

There were no foreign exchange earnings or outgo during the year.

RISK MANAGEMENT POLICY

The Company in its Meeting of the Audit Committee held on 20th July, 2015 has reviewed and adopted a Risk Management Policy and the same has been implemented. Risks that are faced by the Company are identified, monitored and appropriate mitigation actions are taken at various levels as needed. There are no risks in the opinion of the Audit Committee that may threaten the existence of the Company.

INTERNAL CONTROL SYSTEM AND 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., Director, who retires by rotation at this Annual General Meeting, is being eligible, offer himself for re-appointment.

Mr. R. Chandrasekaran resigned as Director on 7th July, 2015. The Directors record their sincere appreciation and deep gratitude for invaluable contribution made by him towards the development of the Company since its inception.

Mr. Manoj Dave appointed as additional Director of the Company on 20th July, 2015 and resigned on 18th January, 2016.

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

S.	Name	Designation	DIN
1	Mr. T.S. Venkatesan	Director	01443165
2	Mr. Karthikeyan T.V.	Director	01367727
3	Dr. K.N. Satyanarayana	Independent Director	02460153
4	Mr. K.P. Raghavan	Independent Director	00250991

Mr. Sangram Keshri Patra was resigned as Chief Financial Officer of the Company with effect from 31st July, 2015.

Ms. Nandhini M. has been appointed as Chief Financial Officer of the Company with effect from 31st July, 2015.

Mr. Sridhar Ramakrishnan has been appointed as Company Secretary of the Company with effect from 28th October, 2015.

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

Sr.	Name	Designation
1	Mr. Chandrashekhar N. Doiphode	Manager
2	Ms. Nandhini M.	Chief Financial Officer
3	Mr. Sridhar Ramakrishnan	Company Secretary

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

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

During the year four 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
27 th April, 2015	5	5
20 th July, 2015	5	4
26 th October, 2015	5	4
14 th January, 2016	4	3

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

AUDIT COMMITTEE

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
27 th April, 2015	3	3
20 th July, 2015	3	3
26 th October, 2015	3	3
14 th 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. T.S. Venkatesan as the members of the Committee.

During the year, two Nomination and Remuneration 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
20 th July, 2015	3	3
26 th 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:

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

- b. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period.
- c. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d. The Directors have prepared the Annual Accounts on a going concern basis.
- e. The Directors 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 questionnaires' 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 5th Annual General Meeting held on 22nd September, 2015 for the Financial Year 2015-16 had appointed M/s. Gianender & Associates, Chartered Accountants, (Firm Reg no: 004661N), New Delhi as Statutory Auditors of the Company to hold office from the conclusion of that Annual General Meeting until the conclusion of the 10th Annual General Meeting of the Company to be held during the year 2020.

The Board recommends the ratification of the appointment of M/s. Gianender & Associates, 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. R. Thamizhvanan, 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.

The Secretarial Audit Report for the financial year 2015-16 is unqualified.

COST AUDITORS

Mr. K. Suryanarayanan, Cost Accountant in practice, Chennai, was appointed as Cost Auditor to conduct the cost audit of the Company for the financial year 2015-16. The Report of the Cost Auditors for the financial year 2015-2016 would be filed with the Ministry of Corporate Affairs once the same is finalised.

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



T.S. Venkatesan
Director
DIN: 01443165



Karthikeyan T.V.
Director
DIN: 01367727

Place: Chennai

Date: April 27, 2016

ANNEXURE I

FORM NO. AOC.2

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

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

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

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

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

Name of the related party	Nature of relationship	Nature of contract/ arrangement/ transactions	Duration of contract/ arrangement/ transactions	Salient terms of contract/ arrangement/ transactions	Amount paid as advance
L&T Infrastructure Development Projects Limited	Holding Company	Receipt of Operation and Maintenance ("O&M") services	Throughout the Project period	Providing advisory services for O&M of the Project Facilities in accordance with the O&M requirement as stipulated in the Concession agreement	Nil
L&T Infrastructure Development Projects Limited	Holding Company	Business Support Services "BSS")	One year	Operational assistance for project execution, infrastructure support services, accounting and processing of transactions, travel management, employee training and development, dispatch management etc	Nil
Larsen & Toubro Limited (ECC)	Ultimate Holding company	Construction Work ("EPC")	Upto Sept-16	Construction of Road	Nil
Larsen & Toubro Limited (SSC)	Ultimate Holding company	Payroll & TEMS Processing , A&M Charges	One year	Processing and Supporting charges	Nil

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Name of the related party	Nature of relationship	Nature of contract/ arrangement/ transactions	Duration of contract/ arrangement/ transactions	Salient terms of contract/ arrangement/ transactions	Amount paid as advance
L&T General Insurance Company Limited (LTGICL)	Fellow subsidiary	Insurance services provided by LTGICL	From 3-11-2015 to 2-11-2016	Insurance coverage for Project assets	Nil
L&T Vadodara Bharuch Tollway Limited	Fellow subsidiary	Sale Of assets	-	-	Nil
L&T Krishnagiri Thopur Toll Road Limited	Fellow subsidiary	Sale Of assets	-	-	Nil
L&T Ahmedabad - Maliya Tollway Pvt Ltd	Fellow subsidiary	Sale Of assets	-	-	Nil
L&T Ahmedabad - Maliya Tollway Pvt Ltd	Fellow subsidiary	Purchase of assets	-	-	Nil
L&T Halol - Shamlaji Tollway Limited	Fellow subsidiary	Purchase of assets	-	-	Nil
PNG Tollway Limited	Fellow subsidiary	Purchase of assets	-	-	Nil

Date(s) of approval by the Board, if any – 27th April 2016

For and on behalf of the Board

Place: Chennai
Date: April 27, 2016


T.S.Venkatesan
 Director
 DIN: 01443165


Karthikeyan T. V.
 Director
 DIN: 01367727

ANNEXURE II

Form No. MGT-9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31.03.2016

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

CIN	U45203TN2010PLC074501
Registration Date	05/02/2010
Name of the Company	L&T SAMAKHIALI GANDHIDHAM TOLLWAY LIMITED
Category / Sub-Category of the Company	Company Limited by shares/Indian Non-government Company
Address of the Registered office and contact details	P.O.BOX.979, MOUNT POONAMALLEE ROAD, MANAPAKKAM, CHENNAI- 600089
Whether listed company Yes / No	No
Name, Address and Contact details of Registrar and Transfer Agent, if any	Sharepro Services India Pvt. Ltd., 13 AB, Samitha Warehousing Complex, 2nd Floor, Saki Naka Telephone Exchange Lane, Sakinaka, Andheri East Mumbai – 400072 (Phone: +91 22 67720329) Mobile: +919833515383

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

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

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name And Address Of The Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	L&T Infrastructure Development Projects Limited	U65993TN2001PLC046691	Holding	99.98%	2(46)

e) Venture Capital Funds	-	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-	-
Sub-total (B) (1):-	-	-	-	-	-	-	-	-	-	-
2) Non-Institutions	-	-	-	-	-	-	-	-	-	-
a) Bodies Corp.	-	-	-	-	-	-	-	-	-	-
i) Indian	-	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto ₹1 lakh	-	-	-	-	-	-	-	-	-	-
ii) Individual shareholders holding nominal share capital in excess of ₹1 lakh	-	-	-	-	-	-	-	-	-	-
c) Others (specify)	-	-	-	-	-	-	-	-	-	-
Sub-total (B) (2):-	-	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (B) =(B)(1)+(B)(2)	-	-	-	-	-	-	-	-	-	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	80539995	5*	80540000	100	80539995	5*	80540000	100	80540000	100

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

(ii) Shareholding of Promoters

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the Year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledge d/ encum bered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledge d / encum bered to total shares	
1	L&T Infrastructure Development Projects Limited(with nominees)	80527000	99.98%	50.99%	80527000	99.98%	50.99%	NIL
2	Larsen & Toubro Limited	13000	0.02%	0.01%	13000	0.02%	0.01%	NIL
	Total	80540000	100%	51%	80540000	100%	51%	NIL

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

S. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	80540000	100%	80540000	100%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer /bonus/ sweat equity etc.):	-	-	-	-
	At the End of the year	80540000	100%	80540000	100%

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

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

(v) Shareholding of Directors and Key Managerial Personnel:

S. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	For Each of the Directors and KMP				
	At the beginning of the year	2	0.00%	2	0.00%
	Date wise Increase /Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment/transfer /bonus/ sweat equity etc.):	-	-	-	-
	At the End of the year	2	0.00%	2	0.00%

V. INDEBTEDNESS

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

(Amount in ₹ Crore)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	851.08	22.51	-	873.59
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	3.66	-	3.66
Total (i+ii+iii)	851.08	26.17	-	877.25

Change in Indebtedness during the financial year				
Addition	71.50	48.41	-	119.91
Reduction	28.18	45.49	-	73.67
Net Change	43.32	2.92		46.24
Indebtedness at the end of the financial year				
i) Principal Amount	894.40	27.50	-	921.90
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	1.59	-	1.59
Total (i+ii+iii)	894.40	29.09	-	923.49

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

S. No.	Particulars of Remuneration	Name of MD/WT/ Manager	Total Amount in ₹ crore
		Mr. Chandrashekhar N Doiphode(Manager)	
1.	Gross salary	0.30	0.30
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961		
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission		
	- as % of profit	-	-
	- others, specify...	-	-
5.	Others, please specify	-	-
	Total (A)	0.30	0.30
	Ceiling as per the Act	0.67	0.67

B. Remuneration to other directors:

S. No.	Particulars of Remuneration	Name of Directors		Total Amount in ₹
1.	Independent Directors	Dr. K. N. Satyanarayana	Mr. K. P. Raghavan	
	Fee for attending board meetings	75,000	1,00,000	1,75,000
	Fee for attending Committee Meeting	60,000	70,000	1,30,000

L&T Samakhiali Gandhidham Tollway Limited- Board's Report

	Commission	-	-	-
	Others	-	-	-
	Total (1)	1,35,000	1,70,000	3,05,000
		Mr. T.S. Venkatesan	Mr. Karthikeyan T.V.	
2.	Other Non-Executive Directors Fee for attending board / committee meetings Commission Others, please specify	-	-	-
	Total (2)	-	-	-
	Total (B)=(1+2)			3,05,000
	Total Managerial Remuneration	-	-	-
	Overall Ceiling as per the Act	Sitting fees not more than ₹ 1 lakh per meeting of Board or Committee.		

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

S. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary Mr. Sridhar Ramakrishnan	CFO Ms. Nandhini M.	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	NA	Nil	Nil	Nil
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission - as % of profit - others, specify...	-	-	-	-
5.	Others, please Specify	-	-	-	-
	Total	NA	NA	Nil	Nil

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL

For and on behalf of the Board

Place: Chennai
Date: April 27, 2016


T.S.Venkatesan
Director
DIN: 01443165


Karthikeyan. T.V.
Director
DIN: 01367727

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF L&T SAMAKHIALI GANDHIDHAM TOLLWAY LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **L&T Samakhiali Gandhidham Tollway Limited** ("the Company"), which comprise the Balance Sheet as at 31st March, 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 Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are



appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we enclosed in the annexure a statement on the matters specified in paragraph 3 and 4 of the said Order to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. There are no observations or comments on the financial transactions or matters which have any adverse effect on the functioning of the company.
 - f. On the basis of the written representations received from the directors as on 31st March, 2016 taken on record, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
 - g. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure-A".
 - h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014,



in our opinion and to the best of our information and according to the explanations given to us:

- i. The company has not pending litigation which would impact its financial position;
- ii. The company did not have any long-term contract including derivative contract for which there were any material foreseeable losses;
- iii. There were no amounts which were required by the company to be transferred to the Investor Education and Protection Fund.

For Gianender & Associates
Chartered Accountants
(Firm's Registration No. 004661N)



G. K. Agrawal
(Partner)
(Membership No. 081603)

Place: Chennai
Date : 27th April, 2016

Annexures to the Independent Auditor's Report of L&T Samakhiali Gandhidham Tollway Limited for the Year ended as on 31st March 2016

Annexure referred to in paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of our report on even date:-

- i.
 - a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;
 - b) The Fixed Assets have been physically verified by the management at regular intervals and no material discrepancies were noticed on such verification
 - c) The title deeds of immoveable properties are held in the name of the company.
- ii. As the company is engaged in the business of infrastructure development, operations and its maintenance and there is no inventory in hand at any point of time, hence paragraph 3(ii) of the Order is not applicable to the company.
- iii. The Company has not granted any loans, secured or unsecured to companies, firms, limited liabilities partnership or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Hence, reporting under clause (a) to (c) of Para 3(iii) are not applicable.
- iv. The Company has not entered into any transaction in respect of loans, investments, guarantee and securities, which attracts compliance to the provisions of the sections 185 and 186 of the Companies Act, 2013. Therefore the paragraph 3(iv) of the Order is not applicable to the company.
- v. The Company has not accepted deposits in terms of the provisions of section 73 to 76 of the Companies Act, 2013 and rules framed there under. Therefore the paragraph 3(v) of the Order is not applicable to the company.
- vi. The Company is prima-facie maintaining the cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.
- vii.
 - a) According to the information and explanations given to us and on the basis of our examination of the books of accounts, the company has been generally regular in depositing undisputed statutory dues including provident fund, employee state insurance, income tax, service tax, value added tax, cess and other statutory dues during the year with the appropriate authorities. As on 31st March 2016, there are no undisputed statutory dues payables for period exceeding for a period more than six month from the date they become payable.
 - b) According to the information and explanations given to us, there were no statutory dues pending in respect of income tax, sales tax, VAT, custom duty and cess etc. on account of any dispute.
- viii. During the year the company has not defaulted in repayment of loans or borrowing to the banks. The Company has not taken any loans or borrowings from any financial institution or Government and has not issued debentures.
- ix. Money raised by way of term loans were applied for the purpose for which it was raised. The Company has not raised money by way of initial public offer or further public offer.
- x. According to the information and explanation given to us by the management which have been relied by us, there were no frauds on or by the company noticed or reported during



the period under audit.

- xi. In our opinion, the managerial remuneration paid or provided by the company are in accordance with the provision of section 197 read with Schedule V of the Companies Act 2013.
- xii. The company is not a Nidhi Company, therefore para 3(xii) of the Order is not applicable.
- xiii. In our opinion and according to the information provided to use, the transaction entered with the related parties are in compliance with section 177 and 188 of the Act and are disclosed in the financial statements as required by the applicable accounting standards.
- xiv. In our opinion and according to the information provided to us, requirement of section 42 of the Act have been complied with in preferential allotment of 0.01% optionally convertible cumulative preference shares. The preference shares were issued by converting existing unsecured loans along with interest to L&T Infrastructure Development Project Limited, the holding company on preferential basis.
- xv. According to the information provided to us, the company has not entered into any non-cash transaction with directors or the persons connected with him covered under section 192 of the Companies Act 2013. Therefore, paragraph 3(xv) of the Order is not applicable to the company.
- xvi. According to the information provided to us, the company is not required to be registered under section 45IA of the Reserve Bank of India Act, 1934. Therefore, paragraph 3(xvi) of the Order is not applicable to the company.

Place: Chennai
Date : 27th April, 2016

For Gianender & Associates
Chartered Accountants
(Firm's Registration No. 004661N)



G. K. Agrawal
(Partner)
(Membership No. 081603)

Annexure-A

Annexure referred to in paragraph 2 under the heading “Report on Other Legal and Regulatory Requirements” of our report on even date:-

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 Samakhiali Gandhidham Tollway Limited** (“the Company”) as of March 31, 2016 in conjunction with our audit of the 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 my /our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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 March 31, 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.

For Gianender & Associates
Chartered Accountants
(Firm's Registration No. 004661N)




G. K. Agrawal
(Partner)
(Membership No. 081603)

Place: Chennai
Date : 27th April, 2016

L&T SAMAKHIALI GANDHIDHAM TOLLWAY LIMITED

FINANCIALS 2015 - 16

L&T Samakhiali Gandhidham Tollway Limited
Balance Sheet as at March 31, 2016

Particulars	Note	As at March 31, 2016		As at March 31, 2015	
		₹	₹	₹	₹
EQUITY AND LIABILITIES:					
Shareholders' funds					
Share capital	A	1,260,300,000		805,400,000	
Reserves and surplus	B	(622,276,256)	638,023,744	(35,921,624)	769,478,376
Non-current liabilities					
Long-term borrowings	C(I)	9,314,800,004		8,831,700,000	
Other long-term liabilities	C(II)	24,330,899,784		23,856,805,236	
Long-term Provisions	C(III)	144,441,613		1,457,285	
Current liabilities					
Trade payables	D(I)	5,781,252	33,790,141,401	3,396,191	32,689,962,521
Other current liabilities	D(II)	435,592,662		1,329,318,179	
Short-term provisions	D(III)	263,266		69,070	
			441,637,180		1,332,783,440
TOTAL			34,869,802,325		34,792,224,337
ASSETS:					
Non-current assets					
Fixed assets					
Tangible Assets	E(I)	4,784,537		5,167,083	
Intangible Assets	E(II)	34,003,376,912		34,314,692,970	
Intangible Assets under development	E(III)	817,507,423		417,801,868	
			34,825,668,872		34,737,661,921
Non-current Investment	F		1,354,000		1,354,000
Long-term loans and advances	G		976,320		976,320
Current assets					
Current investments	H(I)	-		17,000,000	
Cash and Bank balances	H(II)	18,165,330		11,466,335	
Short-term loans and advances	H(III)	20,274,771		16,624,705	
Other Current Assets	H(IV)	3,363,032		7,141,056	
			41,803,133		52,232,096
TOTAL			34,869,802,325		34,792,224,337
Contingent liabilities	I				
Commitments	J				
Other notes forming part of accounts	O				
Significant accounting policies					
As per our report of even date For GIANENDER & ASSOCIATES Chartered Accountants Firm's Registration No: 004661N by the hand of		For and on behalf of the Board			
G. K. Agrawal Partner M. No. 81603 Place: Chennai Date: 27/4/16		<div style="display: flex; justify-content: space-between;"> <div>  Company Secretary Sridhar Ramakrishnan </div> <div> Chief Financial Officer M. Nandhini </div> <div> Director T.S. Venkatesan DIN: 01443165 Place: Chennai Date: 27/4/16 </div> <div> Director Karthikeyan T.V. DIN: 01367727 </div> </div>			

L&T Samakhiali Gandhidham Tollway Limited

Statement of Profit and Loss for the period from April 1, 2015 to March 31, 2016

Particulars	Note	2015-16	2014-15
		₹	₹
REVENUE			
Revenue from Operations	K	1,106,791,075	88,671,296
Other income	L	4,316,112	645,040
Total Revenue		1,111,107,187	89,316,336
EXPENSES			
Operating expenses	M	219,684,369	7,628,835
Employee benefit expenses	N	9,054,771	745,897
Finance costs	O	1,134,571,607	89,037,315
Depreciation and amortisation	E	313,308,698	24,964,886
Administration and other expenses	P	20,842,374	2,502,527
Total Expenses		1,697,461,819	124,879,460
Profit/(Loss) before tax		(586,354,632)	(35,563,124)
Tax Expense:		-	-
Profit/(Loss) after tax for the year		(586,354,632)	(35,563,124)
Earnings per share (Basic and Diluted)	Q(8)	(7.28)	(0.44)
Face Value Per Equity Share		10.00	10.00
Other notes forming part of accounts	Q		
Significant accounting policies	R		

As per our report of even date

For GIANENDER & ASSOCIATES

Chartered Accountants

Firm's Registration No: 004661N

by the hand of

G. K. Agrawal

Partner

M. No. 81603

Place:

Date:



Company Secretary

Sridhar Ramakrishnan

Chief Financial Officer

M. Nandhini

For and on behalf of the Board

Director

T.S. Venkatesan

DIN: 01443165

Place:

Date:

Director

Karthikeyan T.V.

DIN: 01367727

Place:

Date:

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

S. No.	Particulars	2015-16	2014-15
		₹	₹
A	Cash Flow from Operating activities		
	Net Profit / (Loss) before tax and extraordinary items	(586,354,632)	(35,563,124)
	Adjustment for		
	Depreciation and amortisation expense	313,308,698	24,964,886.00
	Interest expense	1,134,571,607	89,037,315.00
	Interest income	(142,800)	(16,868)
	(Profit)/Loss on sale of current investments(net)	(3,410,532)	(626,422)
	Operating profit before working capital changes	857,972,341	77,795,787
	Increase / (Decrease) in liabilities and provisions	(341,149,495)	439,868,678
	(Increase) / Decrease in loans and advances	230,726	66,286,317
	Cash generated from operations	517,053,572	583,950,782
	Direct taxes paid (net of refund)	(326,379)	(1,142,775)
	Net cash from operating activities	516,727,193	585,093,557
B	Cash flow from investing activities		
	Purchase of fixed assets	(401,547,058)	(2,071,066,703)
	Sale of fixed assets	231,409	13,592
	Sale of current investments	1,162,910,536	1,964,233,001
	Purchase of current investments	(1,142,500,000)	(1,622,000,000)
	Interest Income	366,408	305,315
	Net cash (used in)/generated from investing activities	(380,538,705)	(1,728,514,796)
C	Cash flow from financing activities		
	Proceeds from Preference Share Capital	454,900,000	-
	Proceeds from long term borrowings	483,100,004	1,186,100,004
	Repayment of long term borrowings		
	Interest paid	(1,067,489,496)	(45,546,353)
	Net cash (used in)/generated from financing activities	(129,489,492)	1,140,553,651
	Net increase / (decrease) in cash and cash equivalents (A+B+C)	6,698,995	(2,867,588)
	Cash and cash equivalents as at the beginning of the year	11,466,335	14,333,923
	Cash and cash equivalents as at the end of the year	18,165,330	11,466,335

Notes:

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

Particulars	As at March 31, 2016	As at March 31, 2015
Balances with banks:		
-on current account	8,289,504	3,791,516
-on Fixed Deposits with less than 3 months maturity	-	2,000,000
Cash in hand	9,875,826	5,674,819
TOTAL	18,165,330	11,466,335

As per our report of even date
For GIANENDER & ASSOCIATES
Chartered Accountants
Firm's Registration No: 004661N
by the hand of

G. K. Agrawal
Partner
M. No. 81603

Company Secretary

Chief Financial Officer

Place:
Date:

For and on behalf of the Board

Director

T.S. Venkatesan
DIN: 01443165

Director

Karthikeyan T.V.
DIN: 01361727

Place: Chennai
Date: 27/4/16



L&T Samakhiali Gandhidham Tollway Limited
Notes forming part of Financial Statements

NOTE A

Share Capital

(i) Authorised, issued, subscribed and paid up

Particulars	As at March 31, 2016		As at March 31, 2015	
	No. of shares	₹	No. of shares	₹
Authorised:				
Equity shares of ₹ 10 each	80,540,000	805,400,000	120,000,000	1,200,000,000
0.01% Optionally convertible cumulative Redeemable Preference Shares of ₹ 10 each	45,490,000	454,900,000	-	-
	126,030,000	1,260,300,000	120,000,000	1,200,000,000
Issued, subscribed and paid up				
Equity shares of ₹ 10 each, fully paid up	80,540,000	805,400,000	80,540,000	805,400,000
0.01% Optionally convertible cumulative Redeemable Preference Shares of ₹ 10 each	45,490,000	454,900,000	-	-
	126,030,000	1,260,300,000	80,540,000	805,400,000

(ii) Reconciliation of the number of equity / 0.01% Optionally convertible cumulative Preference Shares and share capital issued, subscribed and paid-up:

Particulars	As at March 31, 2016		As at March 31, 2015	
	No. of shares	₹	No. of shares	₹
Equity Shares				
At the beginning of the year	80,540,000	805,400,000	80,540,000	805,400,000
Issued during the year as fully paid	-	-	-	-
At the end of the year	80,540,000	805,400,000	80,540,000	805,400,000

Particulars	As at March 31, 2016		As at March 31, 2015	
	No. of shares	₹	No. of shares	₹
0.01% Optionally convertible cumulative Redeemable Preference Shares of ₹ 10 each				
At the beginning of the year	-	-	-	-
Issued during the year as fully paid	45,490,000	454,900,000	-	-
At the end of the year	45,490,000	454,900,000	-	-

(iii) Terms / rights attached to shares

Equity Shares

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

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

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

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

No dividend has been declared by Board of Directors during the year ended on 31st March, 2016 (Previous Year - ₹ Nil)

In the event of liquidation of the Company, the holders of equity shares shall be entitled to receive the residual assets of the Company, after distribution of all preferential amount.

0.01% Optionally convertible cumulative Preference shares

The preference shares carry a preferential right vis-a-vis Equity shares of the Company with respect to payment of dividend and repayment in case of a winding up or repayment of capital.

Preference share holders carries Non-participating rights in the surplus funds.

Preference share holders would be Paid dividend on a cumulative basis

Preference share holders carry voting rights.

The preference shares are redeemable after completion of the 7th year or before the completion of 10th year from date of allotment at the option of the Company.

Preference shares to the extent not redeemed at the end of 10th year from the date of allotment, shall stand converted into equity shares of ₹ 10/- per share at par.



L&T Samakhiali Gandhidham Tollway Limited
Notes forming part of Financial Statements

(iv) Details Of Shares Held By Holding Company/Ultimate Holding Company/its Subsidiaries Or Associates:

Particulars	As at March 31, 2016		As at March 31, 2015	
	No. of shares	₹	No. of shares	₹
Equity Shares				
Holding Company				
L&T Infrastructure Development Projects Limited (including nominees holding)	80,527,000	805,270,000	80,527,000	805,270,000
Ultimate Holding Company				
Larsen and Toubro Limited	13,000	130,000	13,000	130,000
0.01% Optionally convertible cumulative Preference Shares				
Holding Company				
L&T Infrastructure Development Projects Limited (including nominees holding)	45,490,000	454,900,000	-	-
	126,030,000	1,260,300,000	80,540,000	805,400,000

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

Particulars	As at March 31, 2016		As at March 31, 2015	
	No. of shares	%	No. of shares	%
Equity Shares				
L&T Infrastructure Development Projects Limited (including nominees holding)	80,527,000	99.99	80,527,000.00	99.98
0.01% Optionally convertible cumulative Redeemable Preference Shares				
L&T Infrastructure Development Projects Limited	45,490,000	100.00	-	-

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

NOTE B

Reserves and surplus

Particulars	As at March 31, 2016	As at March 31, 2015
Surplus/(Deficit) as per Statement of Profit and Loss:		
As per last balance sheet	(35,921,624)	(358,500)
Add: Profit/(Loss) for the year	(586,354,632)	(35,563,124)
	(622,276,256)	(35,921,624)

NOTE C (I)

Long term borrowings

Particulars	As at March 31, 2016		As at March 31, 2015	
	₹	₹	₹	₹
Secured loans from				
Term Loans from Bank				
[Refer note C(I)(a) and C(I)(b)]	8,662,200,004		8,229,000,000	
Unsecured loans from				
Mezzanine Debt from Holding Company				
[Refer note C(I)(a) and C(I)(b)]	377,600,000		377,600,000	
Loan from Holding Company				
[Refer note C(I)(a) and C(I)(b)]	275,000,000		225,100,000	
		9,314,800,004		8,831,700,000
		9,314,800,004		8,831,700,000



L&T Samakhiali Gandhidham Tollway Limited
Notes forming part of Financial Statements

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

Particulars	Rate of Interest	Terms of Repayment
	As at March 31, 2016	
-Term Loan	Base rate of SBI + Applicable spread	Repayable in 144 unequal monthly instalments ranging from ₹.3,131,164 to ₹. 13,309,496 from August 2013 to July 2025 as per amortisation schedule of the common loan agreement.
-Unsecured Loan from holding company	RBI Bank Rate	Loan shall not be repaid before secured obligations are fully discharged to the complete satisfaction of the lender
-Mezzanine Debt from holding company	Interest Free	(I) Unsecured Loans from Holding Company shall not be repaid before secured obligations are fully discharged to the complete satisfaction of lenders. (II) The Mezzanine Debt from the Holding Company is a part of the Promoter's Contribution towards the Project cost and defined as required equity consideration as per Common Loan Agreement

Note C(I)(b) Nature of Security

Secured Indian rupee term loans from banks are secured by a first mortgage and charge on all immovable properties except project assets more particularly the freehold non-agricultural land of Mouje Zaap of Sudhagad Taluka District Raigad, b) a first charge on tangible moveable assets except project assets, c) a charge on the accounts, d) a charge on all intangibles, e) charge on uncalled capital, f) in case of substitution under the Substitution agreement, assignment by way of security of the rights, title and interest, to, under the Project Documents, Government approvals and insurance contracts g) rights, title, interest, benefits, claims and demands in, to, under or in respect of all receivables. The loans are further secured by a pledge of 51% of equity shares upto 2 years from Commercial Operations Date.

Note C(I)(c) Presentation of Borrowings in the Balance sheet is as follows:

Particulars	As at March 31, 2016	As at March 31, 2015
(i) Long term borrowings	9,314,800,004	8,831,700,000
(ii) Current maturities of long term borrowings [note- D(I)]	281,800,004	281,800,004
	9,596,600,008	9,113,500,004

NOTE C(II)

Other long-term liabilities

Particulars	As at March 31, 2016		As at March 31, 2015	
	₹	₹	₹	₹
Deferred Payment Liabilities to NHAI [Refer note C(II)(a)]	24,201,817,478		23,794,805,041	
Interest accrued but not due on Deferred Payment Liabilities to NHAI	113,193,005		25,402,173	
Interest accrued but not due on borrowings Unsecured Loan to Holding Company	15,889,301		36,598,022	
		24,330,899,784		23,856,805,236
		24,330,899,784		23,856,805,236

Note C(II)(a) Deferred Payment liabilities

Deferred Payment liability represents total concession fees of ₹.24,20,18,17,478/- payable to NHAI as per clause 26.2 of the concession agreement.



L&T Samakhiali Gandhidham Tollway Limited
Notes forming part of Financial Statements

NOTE C (III)

Long-term provisions

Particulars	As at March 31, 2016		As at March 31, 2015	
	₹	₹	₹	₹
Provisions for Employee Benefits				
Gratuity (Refer Note No. Q (3) (ii))	728,342		649,244	
Compensated absences	837,201		808,041	
Retention Pay Scheme	976,070		-	
		2,541,613		1,457,285
Provision For Major Maintenance (Refer Note No. Q (13))		141,900,000		
		144,441,613		1,457,285

NOTE D(I)

Trade Payables

Particulars	As at March 31, 2016		As at March 31, 2015	
	₹	₹	₹	₹
Due to Micro and Small Enterprises		-		-
Due to related parties				
Ultimate Holding company	1,316,614		148,784	
Holding company	509,594		220,660	
Due to Others	3,955,044	5,781,252	3,026,747	3,396,191
		5,781,252		3,396,191

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

NOTE D(II)

Other current liabilities

Particulars	As at March 31, 2016		As at March 31, 2015	
	₹	₹	₹	₹
Current maturities				
-Long term borrowings (Refer note C(I)(c))	281,800,004		281,800,004	
-Deferred Payment Liability to NHAI	-		407,012,437	688,812,441
		281,800,004		
Due to related parties :				
Larsen & Toubro Limited				
(Ultimate Holding Company)	107,671,244		206,327,259	
L&T Infrastructure Development Projects Limited (Holding Company)	-	107,671,244	200,000	206,527,259
Due to Others (MSME)		264,543		200,159
Other payables		42,940,039		416,492,098
Statutory liabilities		2,916,832		17,286,222
		435,592,662		1,329,318,179

Note D(I)(a)

There is no interest payable as per Sec-16 of Micro small and medium enterprises, Act 2006.

NOTE D(II)

Short term provisions

Particulars	As at March 31, 2016		As at March 31, 2015	
	₹	₹	₹	₹
Provision for employee benefits				
Gratuity (Refer note Q(3)(ii))	53,070		8,146	
Compensated absences (Refer note Q(3)(ii))	108,775		35,160	
Bonus Provision	101,421		25,764	
		263,266		69,070
		263,266		69,070



NOTE E(I) - Tangible Assets

Particulars	Cost			Depreciation			Book Value	
	As at April 1, 2015	Additions	Deductions	As at March 31, 2016	Upto March 31, 2015	For the year [refer note E(I)(a)]	Deductions	Upto March 31, 2016
Owned								
Plant and Equipment	14,248,978	609,567	-	14,858,545	14,109,278	54,736	-	14,164,014
Computers & Laptops	1,758,640	541,084	475,062	1,824,662	1,515,600	212,817	251,962	1,476,455
Office equipment	4,439,340	57,036	-	4,496,376	3,653,211	468,704	-	4,121,915
Furniture and fixtures	259,154	-	-	259,154	151,042	14,319	-	165,361
Vehicles	8,874,381	625,507	-	9,499,888	4,984,279	1,242,064	-	6,226,343
Sub Total	29,580,493	1,833,194	475,062	30,938,625	24,413,410	1,992,640	251,962	26,154,088
<i>Previous year</i>	<i>29,486,714</i>	<i>185,379</i>	<i>91,600</i>	<i>29,580,493</i>	<i>22,314,299</i>	<i>2,177,119</i>	<i>78,008</i>	<i>24,413,410</i>
								5,167,083

Note E(I)(a): Freehold land has been regrouped under Non-Current Investment as Investment Property. [Refer Note F(I)(a)]

Note E(I)(b): Tangible Assets pledged as security: Refer Note C(I)(b).

NOTE E(II) - Intangible Assets

Particulars	Cost			Amortisation			Book Value	
	As at April 1, 2015	Additions	Deductions	As at March 31, 2016	Upto March 31, 2015	For the year	Deductions	Upto March 31, 2016
Toll collection rights	34,339,501,810	-	-	34,339,501,810	24,808,840	311,316,058	-	336,124,898
Total	34,339,501,810	-	-	34,339,501,810	24,808,840	311,316,058	-	336,124,898
<i>Previous year</i>	<i>34,339,501,810</i>			<i>34,339,501,810</i>	<i>24,808,840</i>			<i>24,808,840</i>
								34,314,692,970



L&T Samakhiali Gandhidham Tollway Limited
Notes forming part of Financial Statements

NOTE E(III)

Intangible Assets under Development:

Particulars	As at April 1, 2015	Addition for the year	As at March 31, 2016
	₹	₹	₹
a) Construction and related cost			
Construction cost and other direct costs	353,174,156	376,960,685	730,134,841
Capital work-in-progress (Plant & Equipment)	64,627,712	16,993,999	81,621,711
Others		5,750,871	5,750,871
Grand Total	417,801,868	399,705,555	817,507,423



L&T Samakhiali Gandhidham Tollway Limited
Notes forming part of Financial Statements

NOTE F

Non-Current Investment

Particulars	As at March 31, 2016	As at March 31, 2015
	₹	₹
Land - Investments Property (Refer Note E(I)(a) and F(I)(a))	13,54,000	13,54,000
	13,54,000	13,54,000

Note F(I)(a)

Freehold land has been mortgaged for Term Loan from Banks

NOTE G

Long term loans and advances

Particulars	As at March 31, 2016	As at March 31, 2015
	₹	₹
Unsecured, considered good		
Security deposits		
Others	9,76,320	9,76,320
	9,76,320	9,76,320

NOTE H(I)

Current Investments

Particulars	Face Value per unit (in ₹)	Number of units	As at March 31, 2016	As at March 31, 2015
			₹	₹
(Quoted) TATA Liquid Plan A Growth (PY - 6604.90 units of NAV ₹ 2578.2167) (Fair value - C'Y - ₹ Nil (PY - ₹ 17,028,863))	1,000	6,604.90	-	1,70,00,000
			-	1,70,00,000

NOTE H(II)

Cash and bank balances

Particulars	As at March 31, 2016		As at March 31, 2015	
	₹	₹	₹	₹
Cash and cash equivalents				
Balances with banks				
In current accounts		82,89,504		37,91,516
Cash on hand		98,75,826		56,74,819
Other Bank Balances				
In Deposit accounts			20,00,000	20,00,000
		1,81,65,330		1,14,66,335



L&T Samakhiali Gandhidham Tollway Limited
Notes forming part of Financial Statements

NOTE H(III)

Short term loans and advances

Particulars	As at March 31, 2016	As at March 31, 2015
	₹	₹
Unsecured, considered good		
Advances recoverable in cash/kind or value to be received	11,390,455	12,707,350
Prepaid Expenses	8,245,862	2,627,730
Other receivables	638,454	1,289,625
	20,274,771	16,624,705

NOTE H(IV)

Other Current Assets

Particulars	As at March 31, 2016	As at March 31, 2015
	₹	₹
Interest Accrued but not due on Bank Deposits	-	223,608
Other Receivables	3,363,032	6,917,448
	3,363,032	7,141,056

NOTE I

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

NOTE J

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

Particulars	As at March 31, 2016	As at March 31, 2015
	₹	₹
Estimated amount of contracts remaining to be executed on capital account (net of advances)	417,258,151	640,951,342

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

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



L&T Samakhiali Gandhidham Tollway Limited
Notes forming part of Financial Statements

NOTE K

Revenue from operations

Particulars	2015-16	2014-15
	₹	₹
Toll Collections	1,106,791,075	88,671,296
	1,106,791,075	88,671,296

NOTE L

Other income

Particulars	2015-16	2014-15
	₹	₹
Interest income from Bank Deposits	142,800	16,868
Gain on sale of current investments	3,410,532	626,422
Other non operating income	762,780	1,750
	4,316,112	645,040

NOTE M

Operating expenses

Particulars	2015-16		2014-15	
	₹	₹	₹	₹
Toll Management fees		16,076,958		1,315,782
Security services		11,656,653		1,114,600
Insurance		11,540,621		370,981
Repairs and maintenance				
Periodic Major Maintenance	141,900,000			
Toll road & bridge	12,675,163		2,013,162	
Plant and Equipment	2,940,314		51,737	
Others	4,558,410		600,716	
		162,073,887		2,665,615
Professional fees		8,431,558		1,112,891
Power and fuel		9,904,692		1,048,966
		219,684,369		7,628,835

NOTE N

Employee benefit expense

Particulars	2015-16		2014-15	
	₹	₹	₹	₹
Salaries, wages and bonus		6,234,953		458,879
Contributions to and provisions for:				
Provident fund (Refer Q(3)(i))	341,479		25,591	
Gratuity (Refer Q(3)(ii))	169,325		55,776	
Compensated absences	203,433		76,642	
Retention Pay Scheme	976,070		-	
		1,690,307		158,009
Staff welfare expenses		1,129,511		129,009
		9,054,771		745,897

NOTE O

Finance costs

Particulars	2015-16	2014-15
	₹	₹
Interest Expenses		
Term Loan from Bank	1,005,078,688	83,401,601
Unsecured loan from holding company	29,580,435	1,629,662
Deferment of Additional concession fee to NHAI	97,704,391	4,006,052
Other borrowing costs	2,208,093	-
	1,134,571,607	89,037,315



L&T Samakhiali Gandhidham Tollway Limited
Notes forming part of Financial Statements

NOTE P

Particulars	2015-16	2014-15
	₹	₹
Concession fee	1	-
Rent, Rates and taxes	363,898	33,000
Professional fees [Refer Note P(I)]	16,057,453	1,763,719
Postage and communication	221,230	23,199
Printing and stationery	456,887	60,039
Travelling and conveyance	651,002	35,636
Corporate Social Responsibility expenditure	-	347,000
Repairs and Maintenance - Others	991,001	152,718
Miscellaneous expenses	2,100,902	87,216
	20,842,374	2,502,527

Note P(I) Auditors remuneration (including Service tax)

Particulars	2015-16	2014-15
	₹	₹
As Auditor	408,078	333,709
For Taxation matters	28,625	28,090
For Other Services	219,000	191,562
Out of Pocket Expenses	35,036	22,472
	690,739	575,833



L&T Samakhiali Gandhidham Tollway Limited
Notes forming part of Financial Statements

Q(1) Corporate Information

L & T Samakhiali Gandhidham Tollway Limited is a Special Purpose Vehicle (SPV) incorporated on 15-02-2010 for the purpose of strengthening and widening thereof to six lanes of existing 4-lane of 56.16 kilometers. Road stretch from KM 306 to KM 362.16 on Samakhiali to Gandhidham section on National Highway No. 8A in the state of Gujarat and operation and maintenance thereof under Concession Agreement dated 17th March, 2010 with the National Highways Authority of India (NHAI). The Concession is for a period of 24 years including the construction period. At the end of the 24 years the entire facility will be transferred to National Highways Authority of India (NHAI). Independent Engineer and Project Director of National Highway Authority of India have recommended for issuance of provisional completion certificate on 28th February 2015 to NHAI head quarters.

Q(2) Foreign Currency Transactions

The Company has purchased Toll Equipments in foreign currency during the year for ₹ Nil (previous year ₹ 2,88,93,069).
During the year and previous year the Company does not have any earning in foreign currency.

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

(i) Defined contribution plan:

An amount of ₹. 341,479/- (previous year : ₹. 25,591/- charged to Statement of Profit and Loss and Rs 162,755 charged to pre operative) being contribution made to recognised provident fund is a part of employee benefit .

(ii) Defined benefit plans:

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

Particulars	Gratuity plan	
	As at March 31, 2016	As at March 31, 2015
	₹	₹
A) Present value of defined benefit obligation		
- Wholly funded	-	-
- Wholly unfunded	781,412	657,390
Less : Fair value of plan assets	-	-
Amount to be recognised as liability or (asset)	781,412	657,390
B) Amounts reflected in the Balance Sheet		
Liabilities	781,412	657,390
Assets	-	-

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

Particulars	Gratuity plan	
	As at March 31, 2016	As at March 31, 2015
	₹	₹
1 Current service cost	221,767	188,444
2 Interest on Defined benefit obligation	50,959	42,509
3 Expected return on plan assets	-	-
4 Actuarial losses/(gains)	(164,164)	(45,032)
5 Past service cost	60,763	-
6 Effect of Curtailment or settlement	-	-
7 Actuarial gain/(loss) not recognised in books	-	-
8 Adjustment for earlier years	-	-
9 Translation adjustments	-	-
10 Amount capitalised out of the above	-	-
Total (1 to 7)	169,325	185,921
I Amount included in "employee benefit expenses"	169,325	185,921
II Amount included as part of "finance costs"	-	-
Total (I + II)	169,325	185,921
Actual return on plan assets	-	-



L&T Samakhiali Gandhidham Tollway Limited

Notes forming part of Financial Statements

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

Particulars	Gratuity plan	
	As at March 31, 2016	As at March 31, 2015
	₹	₹
Opening balance of the present value of defined benefit obligation	657,390	471,469
Add: Current service cost	221,767	188,444
Add: Interest cost	50,959	42,509
Add: Contribution by plan participants		
i) Employer	-	-
ii) Employee	-	-
Add/(less): Actuarial losses/(gains)	(164,164)	(45,032)
Less: Benefits paid	45,303	
Add: Past service cost	60,763	-
Closing balance of the present value of defined benefit obligation	781,412	657,390

- c) Principal actuarial assumptions at the Balance Sheet date:

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

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

Particulars	As at 31.03.2016	As at 31.03.2015	As at 31.03.2014	As at 31.03.2013	As at 31.03.2012
Gratuity Plan (Unfunded)	781,412	657,390	471,469	329,410	155,045

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

Borrowing cost capitalised as Toll collections Rights during the year ₹ Nil . (previous year : ₹ 87,16,93,216 capitalized as intangible assets)



L&T Samakhiali Gandhidham Tollway Limited
Notes forming part of Financial Statements

Q(5) Segment Information

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

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

a) List of related parties with whom transactions entered during the year:

Holding Company :	L&T Infrastructure Development Projects Limited
Ultimate Holding Company :	Larsen & Toubro Limited
Fellow Subsidiaries :	L&T Vadodara Bharuch Tollway Limited L&T Interstate Road Corridor Limited L&T Panipat Elevated Corridor Limited L&T Ahmedabad Maliya Tollway Limited L&T Halol Shamlaji Tollway Limited L&T Rajkot-Vadinar Tollway Limited L&T Devihalli Hassan Tollway Limited L&T BPP Tollway Limited L&T Krishnagiri Thopur Toll Road Limited
Key Management Personnel:	Manager - Mr. Chandrashekhar Namdeo Doiphode

b) Disclosure of related party transactions:

Nature of transaction/relationship	2015 - 16	2014 - 15
	Amount	Amount
	₹	₹
1. Purchase of goods and services incl. taxes		
Holding company, L&T Infrastructure Development Projects Ltd.	17,615,867	17,665,959
Ultimate Holding company, Larsen & Toubro Limited	736,575,850	1,485,819,971
Fellow subsidiary:		
L&T General Insurance Company Limited	13,948,646	4,167,405
2. Purchase of assets		
Holding company, Larsen & Toubro Limited		
Fellow subsidiaries:		
L&T Ahmedabad - Maliya Tollway Pvt Ltd	35,831	
L&T Halol Shamlaji Tollway Limited	199,393	
PNG Tollway Limited	38,535	
3. Sale of assets		
Fellow subsidiaries:		
L&T Ahmedabad - Maliya Tollway Pvt Ltd	66,119	
L&T Vadodara Bharuch Tollway Limited	66,119	
L&T Krishnagiri Thopur Toll Road Limited	1	
L&T Devihalli Hassan Tollway Limited		13,592
4. Interest accrued on Unsecured Loan		
Holding company, L&T Infrastructure Development Projects Ltd.	29,580,435	20,098,655
5. Reimbursement of expenses charged from		
Holding company, L&T Infrastructure Development Projects Ltd.	147,590	2,131,531
Fellow subsidiaries		
L&T Ahmedabad - Maliya Tollway Pvt Ltd	31,433	433,268
L&T Halol Shamlaji Tollway Ltd	21,588	
L&T Krishnagiri Thopur Toll Road Limited	63,000	
L&T Vadodara Bharuch Tollway Limited		28,000
L&T Interstate Road Corridor Limited		510,638
L&T Panipat Elevated Corridor Limited		1,200,000
L&T Halol Shamlaji Tollway Ltd		6,520



L&T Samakhiali Gandhidham Tollway Limited

Notes forming part of Financial Statements

L&T Samakhiali Gandhidham Tollway Limited

Notes forming part of Financial Statements

Nature of transaction/relationship/major parties	2015 - 16	2014 - 15
	Amount	Amount
	₹	₹
6. Reimbursement of expenses charged to Ultimate Holding company, Larsen & Toubro Limited		
Fellow subsidiaries:		
L&T Ahmedabad - Maliya Tollway Pvt Ltd	84,731	146,065
L&T Vadodara Bharuch Tollway Limited		173,226
L&T Rajkot - Vadinar Tollway Limited		24,720
7. Unsecured loans received L&T Infrastructure Development Projects Limited	680,300,000	292,600,000
8. Refundable deposit received for Director's Nomination Holding company, L&T Infrastructure Development Projects Ltd.	100,000	200,000
9. Key Managerial Personnel Manager - Mr. Chandrashekhar Namdeo Doiphode	3,046,777	2,769,800
10. Conversion of Unsecured Loan in to Preference Shares L&T Infrastructure Development Projects Limited	454,900,000	-

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

Nature of transaction/relationship/major parties	As at 31.03.2016		As at 31.03.2015	
	Due to	Due from	Due to	Due from
	₹	₹	₹	₹
i. Holding company L&T Infrastructure Development Projects Limited	291,398,895	-	639,718,682	-
ii. Ultimate Holding company Larsen & Toubro Limited	108,987,858	-	206,476,043	-

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

Q(7) - Disclosures Pursuant to AS 19 - " Leases"

(a) The Company has not taken/given any asset on finance lease.

(b) The Company has taken office premises and guest house under cancellable operating lease. These agreements are normally renewed on expiry. Lease rental expenses in respect of operating leases for the period ended on 31st March 2016 ₹9,04,722/- (previous year ₹13,23,133/-).



L&T Samakhiali Gandhidham Tollway Limited
Notes forming part of Accounts

Q(8) Disclosure pursuant to Accounting Standard (AS) 20 "Earnings per share"

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

Particulars		2015-16	2014-15
		₹	₹
Basic and Diluted			
Earning attributable to equity share holders (₹)	A	(58,63,54,632)	(3,55,63,124)
Weighted average number of shares outstanding	B	8,05,40,000	8,05,40,000
Basic EPS (₹)	A / B	(7.28)	(0.44)
Face value per 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"

Q(10) Major components of deferred tax liabilities and deferred tax assets:

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

Q(11) Disclosure pursuant to Accounting Standard (AS) 28 "Impairment of Assets"

Based on a review of the future discounted cash flows of Toll Collection Rights, the recoverable amount including claims is higher than the carrying amount and hence no provision for impairment is made for the year.

Q(12) Capital Redemption Reserve & Dividend on Preference Shares

As the company does not have profits for the current year, Capital Redemption Reserve & dividend for optionally convertible cumulative redeemable preference shares has not been created.

Q(13) Disclosure pursuant to Accounting Standard (AS) 29 - "Provisions,Contingent Liabilities and Contingent 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 maintenances is required to be performed. Normally periodic maintenance includes resurface of pavements, repairs of structures and other equipments and maintenance of service roads.

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

b) Movement in provisions:

Description	As on April 1st 2015	Addition during the year	Utilised during the year	As on March 31st 2016
Major Maintenance Provision		14,19,00,000	-	14,19,00,000

c) Contingent Liabilities

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

Q(14) Previous year figures

Previous year figures has been reclassified/ regrouped / rearranged wherever considered necessary to make them comparable. Previous year figures are for part of the year. Hence not comparable.



R. 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.

2. Use of estimates

The preparation of financial statements in conformity with GAAP requires that the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities, revenues and expenses and disclosures relating to contingent liabilities. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Actual results could differ from these estimates. Any revision to the accounting estimates is recognised prospectively in the current and future periods. Estimates include the useful lives of tangible and intangible assets, provisions for resurfacing obligations, employee benefit plans, and provision for income taxes and provision for diminution in the value of investments.

3. 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 two decimal places in line with the requirements of Schedule III. Per share data are presented in Indian Rupees to two decimal places.



4. Revenue Recognition

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

A. Revenue from Operations

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 amount is received from the users of the cards.

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.

5. 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.



L&T Samakhiali Gandhidham Tollway Limited

Notes forming part of Accounts for the year ended 31st March 2016

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

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

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

(iii) Long Term Employee Benefits

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

6. Tangible Assets

Fixed Assets are stated at original cost net of refundable tax and duty credits including estimated cost of dismantling and removing the asset and restoring the site where it is located, less accumulated depreciation and accumulative impairment losses.

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

7. Intangible Assets

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

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



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

Toll collection rights obtained in consideration for rendering construction services, represent the right to collect toll revenue during the concession period in respect of Build-Operate-Transfer (BOT) projects undertaken by the Group. Toll collection rights are capitalised as intangible asset upon completion of the project at the cumulative construction costs plus obligation towards negative grants payable to National Highway 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.

8. Depreciation and Amortisation

Depreciation

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

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

Category of Asset	Useful life (years)
Motor cars	7
Office equipments	
Multifunctional devices printers, switches and projectors	4
Plant and Machinery	
Toll Collection System	7
D G Set	12
Air Conditioning and refrigeration equipment except Split AC and Window AC	12
Split AC and Window AC	4
Maintenance Vehicle	8



L&T Samakhiali Gandhidham Tollway Limited

Notes forming part of Accounts for the year ended 31st March 2016

The Company has carried out assessment of useful lives of these assets and based on technical evaluation, different useful lives have been arrived at in respect of above assets.

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. Assets individually costing less than Rs. 5,000/- are fully depreciated in the year of purchase.

Amortisation

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

The cost incurred for work beyond the original scope per Concession agreement (normally referred as "Change of Scope") is capitalised as intangible asset under development as and when incurred. Reimbursement in respect such amounts from NHAI are reduced from the intangible assets to the extent of actual receipts.

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

Pre-operative expenses including administrative and other general overhead expenses that are directly attributable to development or acquisition of intangible assets are allocated and capitalized as part of cost of the intangible assets.

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

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.



9. Leases

Operating Leases

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 Leases

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.

10. 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:

- 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.)



11. 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 fair 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 decline, if other than temporary in nature.

12. 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.

13. 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 net of income from temporary investments out of specific borrowings 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.

14. Foreign currency transactions

The reporting currency of the Company is the Indian Rupee.

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



L&T Samakhiali Gandhidham Tollway Limited

Notes forming part of Accounts for the year ended 31st March 2016

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.

15. 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.

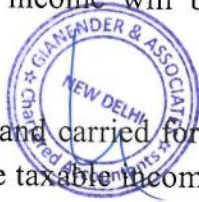
16. Taxes on Income

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

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

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

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



17. 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.

18. Operating cycle for current and non-current classification:

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

19. 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.

L&T Samakhiali Gandhidham Tollway Limited

Notes forming part of Accounts for the year ended 31st March 2016

20. 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.

21. Claims

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

As per our report attached

For GIANENDER & ASSOCIATES

Chartered Accountants

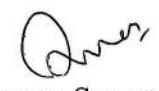
(Firm's Registration No.004661N)




G K Agrawal

Partner

Membership No. 81603


Company Secretary

Sridhar Ramakrishnan

Place: **Chennai**

Date: **27/4/16**

For and on behalf of the Board




Chief Financial Officer

M. Nandhini

T.S. Venkatesan
DIN: 01443165


Directors

Kanthikeyan T.K.
DIN: 01367727

Place: **Chennai**

Date: **27/4/16**

ATTENDANCE SLIP

L&T SAMAKHIALI GANDHIDHAM TOLLWAY LIMITED

CIN: U45203TN2010PLC074501

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

6th Annual General Meeting, Thursday, 29th September, 2016.

Reg. Folio No. _____

No. of Shares _____

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

I hereby record my presence at the 6th Annual General Meeting of the Company, held on Thursday, the 29th September, 2016 at 11:30 A.M. at the registered office of the Company at P.O. Box. 979, Mount Poonamallee Road, Manapakkam, Chennai - 600089.

Name of the member

Signature of Member

Name of the Proxy (In block letters)

Signature of Proxy

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

PROXY FORM

Form No. MGT-11

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

CIN: U45203TN2010PLC074501

Name of the Company: L&T Samakhiali - Gandhidham Tollway Limited

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

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

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

1. Name:

Address:

E-mail Id:

Signature:

failing him

2. Name:

Address:

E-mail Id:

Signature:

failing him

3. Name:

Address:

E-mail Id:

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 6th Annual General Meeting of the Company, to be held on Thursday, the 29th September, 2016 at 11:30 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 No.	Resolutions	For	Against
Ordinary Business			
1	Adoption of the audited Financial Statements for the period from 1 st April, 2015 to 31 st March 2016 and the Reports of the Board and Auditors thereon.		
2	Re-appointment of Mr. T.S. Venkatesan (DIN 01443165), Director who retires by rotation.		
3	Ratification of appointment of Statutory Auditors of the Company and to fix their Remuneration.		
Special Business			
4	Appointment of Mr. Arun Kumar Jha (DIN 07458418) as Director of the Company.		
5	Appointment of Dr. Esther Malini (DIN 07124748)as Director of the Company		
5	Ratification of remuneration of the cost auditor for the year 2016–17.		

Signed this _____ day of _____ 2016

Signature of shareholder _____

Signature of Proxy holder(s) _____

Notes:

Affix one
Rupee
Revenue
Stamp

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 6th AGM venue of L&T Samakhiali Gandhidham Tollway Limited

