BOARD'S REPORT

Dear Members,

The Directors have pleasure in presenting their report and Audited Accounts for the year ended 31st March, 2019.

FINANCIAL RESULTS / FINANCIAL HIGHLIGHTS :

(₹. in crore)

Particulars	**2018-19**	*2017-18*
Profit / (Loss) Before Depreciation, exceptional items & Tax	**(1.24)**	*(25.54)*
Less: Depreciation, amortization, impairment and obsolescence	**106.47**	*20.94*
Profit / (Loss) before exceptional items and tax	**(107.71)**	*(46.48)*
Add: Exceptional Items	**–**	–
Profit / (Loss) before tax	**(107.71)**	*(46.48)*
Less: Provision for tax	**–**	–
Profit / (Loss) for the period carried to the Balance Sheet	**(107.71)**	*(46.48)*
Add: Other comprehensive Income	**(0.01)**	*(0.01)*
Total Comprehensive income of the year	**(107.72)**	*(46.49)*
Add: Balance brought forward from previous year	**(378.69)**	*(332.19)*
Balance to be carried forward	**(486.41)**	*(378.68)*

STATE OF COMPANY AFFAIRS:

The gross revenue (excluding revenue share to GSRDC) and other income for the financial year under review were ₹ 104.48 crore as against ₹ 107.25 crore for the previous financial year registering a decrease of 2.59%. The loss before tax and loss after tax was ₹ 107.71 crore for the financial year under review as against ₹ 46.48 for the previous financial year, registering an increase in loss of 132% respectively. During the year under review, the Company had received cash support, from the Promoter/ Group Company as a temporary relief to meet its debt service obligation towards senior lenders, in view of the pending contractual claims with Gujrat State Road Development Corporation (GSRDC). In this regard, the senior management of the Promoter is seeking for early resolution of the pending contractual disputes with the appropriate authorities.

CAPITAL & FINANCE:

During the year under review there were no allotment of shares / debentures

CAPITAL EXPENDITURE:

As at March 31, 2019 the gross fixed and intangible assets including leased assets, stood at ₹ 1026.92 crore and the net fixed and intangible assets, including leased assets, at ₹ 830.53 crore. Capital Expenditure during the year for tangible assets amounted to ₹ 0.28 crore however the company had not incurred any capital expenditure towards Intangible assets

DEPOSITS

The Company has not accepted deposits from the public falling within the ambit of Section 73 of the Companies Act, 2013 (the "Act") and the Rules framed thereunder.

DEPOSITORY SYSTEM:

100% of the paid up Equity Share Capital representing 11,00,00,000 equity shares @ ₹ 10/- each are in dematerialized form.

COMPULSORILY CONVERTIBLE PREFERENCE SHARES (CCPS):

100% of the preference share capital representing 17,17,94,452CCPS @ ₹ 10/- each are held in demat form.

SUBSIDIARY/ASSOCIATE/JOINT VENTURE COMPANIES:

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

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

Since the Company is engaged in the business of developing infrastructure facilities, the provisions of Section 186 except sub-section (1) of the Act are not applicable to the Company.

Details of loans given, investments made or guarantees given or security is provided in Note F to this Annual Report.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

All related party transactions during the year have been approved in terms of the Act. All related party transactions were at arms'- length and in the ordinary course of business. The details of Related Party Transactions are provided in **Annexure I (AOC-2)**.

AMOUNT TO BE CARRIED TO RESERVE:

In view of the loss incurred the Company has not transferred any amount to any reserves during the year under review.

DIVIDEND:

As the Company does not have distributable profits hence no dividend is recommended for the year.

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

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

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Conservation of Energy and Technology absorption

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

Foreign exchange earnings and outgo

During the year the Company had incurred expenditure in foreign currency for an amount of ₹ 25,29,312/-.

RISK MANAGEMENT POLICY:

The Company follows the risk management policy of its Holding Company and has in place a mechanism to inform the Board Members about risk assessment and minimization procedures and periodical review to ensure that executive management controls risk by means of a properly designed framework

CORPORATE SOCIAL RESPONSIBILITY:

Since the Company does not fulfil the criteria specified under Section 135 of the Act, the provisions of Corporate Social Responsibility are not applicable.

Details of Directors and Key Managerial Personnel appointed/resigned during the year:

Mr. Karthikeyan T.V, Director who had retired by rotation at the Annual General Meeting held on September 28, 2018 being eligible was re-appointed as Director at the said meeting.

Composition of Board of Directors of the Company as on March 31, 2019 stood as below:

S. No.	Name of the Director	Designation	DIN
1	Mr. Karthikeyan T.V.	Director	01367727
2	Dr. Esther Malini	Woman Director	07124748
3	Dr. K.N.Satyanarayana	Independent Director	02460153
4	Mr. K.P.Raghavan	Independent Director	00250991

Mr. Tarun Tyagi had resigned as manager with effect from August 31, 2018 and Mr. Prashant Kumar Singh was appointed as Manager with effect from January 14, 2019. Mr. S.Srinivasan was appointed as Company Secretary with effect from March 31, 2019.

The Key Managerial Personnel (KMP) of the Company as on March 31, 2019 are:

S.No.	Name	Designation	Date of Appointment
1	Mr. Prashant Kumar Singh	Manager	January 14, 2019
2	Mr. Prateek Patangwala	Chief Financial Officer	July 17, 2017
3	Mr. S.Srinivasan	Company Secretary	March 14, 2019

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS:

Meetings of the Board are held at regular intervals with a time gap of not more than 120 days between two consecutive Meetings.

During the year 5 (five) Board Meetings were held as detailed hereunder:

Date	Strength	No. of Directors Present
April 20, 2018	4	3
July 14, 2018	4	2
October 20, 2018	4	3
January 14, 2019	4	4
March 14, 2019	4	4

INFORMATION TO THE BOARD

The Board of Directors has complete access to the information within the Company which inter alia includes:

- Annual revenue budgets and capital expenditure plans
- Quarterly financials and results of operations
- Financing plans of the Company
- Minutes of the meeting of the Board of Directors, Audit Committee (AC), Nomination & Remuneration Committee (NRC).
- Report on fatal or serious accidents
- Any materially relevant default, if any, in financial obligations to and by the Company
- Any issue which involves possible public or product liability claims of substantial nature, including any Judgement or Order, if any, which may have strictures on the conduct of the Company
- Development in respect of human resources

- Compliance or non-compliance of any regulatory, statutory nature or listing requirements and investor service

Presentations are made regularly to the Board/NRC/AC (minutes of Board, AC and NRC are circulated to the Board), where Directors get an opportunity to interact with senior managers. Presentations, interalia cover business strategies, management structure, management development and planning, half-yearly and annual results, budgets, treasury, review of Internal Audit reports, risk management, etc.

Independent Directors have the freedom to interact with the Company's management. Interactions happen during the Board / Committee Meetings, when senior company personnel are asked to make presentations about performance of the Company.

AUDIT COMMITTEE:

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

During the year, 4 (Four) audit committee meetings were held as detailed hereunder:

Date	Strength	No. of Members Present
April 20, 2018	3	2
July 14, 2018	3	2
October 20, 2018	3	3
January 14, 2019	3	3

VIGIL MECHANISM / WHISTLE BLOWER POLICY:

As per the provisions of Section 177(9) of the Act, the Company is required to establish an effective Vigil Mechanism for directors and employees to report genuine concerns.

The Company follows the whistle blower policy of the Holding Company to report concerns about unethical activities, actual/suspected frauds and violation of Company's Code of Conduct. The policy provides for adequate safeguards against victimization of persons who avail the same and provides for direct access to the Chairman of the Audit Committee.

Member can view the details of the whistle blower policy under the said framework of the Holding Company on its website www.lntidp.com.

COMPANY POLICY ON DIRECTOR APPOINTMENT AND REMUNERATION:

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

During the year, 2 (two) Meetings of the Nomination & Remuneration Committee were held as detailed hereunder:

Date	Strength	No. of Members Present
January 14, 2019	3	3
March 14, 2019	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 and also for KMP.

DECLARATION OF INDEPENDENCE:

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

ADEQUACY OF INTERNAL FINANCIAL CONTROLS:

The Company has designed and implemented a process driven framework for Internal Financial Controls ('IFC') within the meaning of the explanation to Section 134(5)(e) of the Companies Act, 2013. For the year ended March 31, 2018, the Audit Committee and the Board opine that the Company has sound IFC 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.

DIRECTORS RESPONSIBILITY STATEMENT:

The Board of Directors of the Company confirms that:

a) In the preparation of Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any.
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 statements 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 & Remuneration Committee and the Board have laid down the manner in which formal annual evaluation of the performance of the Board, committees and individual directors has to be made.

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

Further, the Independent Directors at their meeting held on November 28, 2018, reviewed the performance of Board, Committees, and Non-Executive Directors. The performance evaluation of the Board, Committees and Directors was also reviewed by the Nomination and Remuneration Committee and the Board of Directors.

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 Company has adopted a policy on Protection of Women's Rights at workplace in line with the policy formulated by the Holding Company. This has been widely disseminated. The Company has an internal compliance committee under the Sexual Harrassment of Women at Workplace (Prevention, Prohibtion and Redressal) Act, 2013. There were no complaints of sexual harassment received by the Company during the year.

AUDITORS REPORT:

The Auditors' Reports on the financial statements for the financial year 2018-19 is unqualified. The Notes to the accounts referred to in the Auditors' Reports are self-explanatory and do not call for any further clarifications under section 134(3)(f) of the Act.

AUDITORS:

The Company at its 7th Annual General Meeting held on September 23, 2015 for the Financial Year 2015-16 has appointed M/s. Manubhai & Shah LLP, Chartered Accountants, (Firm Registration no. 106041W/W100136), Ahmedabad as Statutory Auditors of the Company to hold office until the conclusion of the 12th Annual General Meeting of the Company to be held during the year 2020.

SECRETARIAL AUDIT REPORT:

M/s. M. Alagar & Associates, a firm of Company Secretaries in practice were appointed to conduct the Secretarial Audit for the financial year 2018 – 19 as required under section 204 of the Act and rules made thereunder.

The Secretarial Audit Report to the shareholders dated April 12, 2019 issued by Mr. M.Alagar (C.O.P. No. 8196) Proprietor of the firm is unqualified and is attached as **Annexure II** to this Annual Report.

COST AUDITORS:

M/s PRI Associates (Membership No.000456), were appointed as Cost Auditor of the Company for audit of cost accounting records for the financial year 2018-19, pursuant to the provisions of Section 148 of the Act and Rule 3 and 4 of the Companies (Cost Records and Audit) Amendment Rules, 2014.

The remuneration of the Cost Auditor was ratified at the Annual General Meeting held on September 28, 2018. The Cost Audit Report for the year 2017-18 was filed with MCA on October 16, 2018.

DETAILS OF SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS:

During the year under review, there were no material and significant orders passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations in future.

EXTRACT OF ANNUAL RETURN:

As per the provisions of Section 92(3) of the Act, an extract of the Annual Return in form MGT-9 is attached as **Annexure III** to this Report.

ACKNOWLEDGEMENT

The Board of Directors wish to express their appreciation to all the employees for their outstanding contribution to the operations of the Company during the year. Your Directors take this opportunity to thank financial institutions, banks, Central and State Government authorities, regulatory authorities and all the stakeholders for their continued co-operation and support to the Company.

For and on behalf of the Board

	KARTHIKEYAN. T.V	**DR.ESTHER MALINI**
Place : Chennai	*Director*	*Director*
Date : 19.04.2019	*DIN: 01367727*	*DIN: 07124748*

ANNEXURE I

FORM NO. AOC.2

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arms-length transactions under the 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	Amount of Transaction	Duration of contract/ arrangement/ tran sactions	Salient terms of contract/ arrangement/ transactions	Amount paid as advance
Vadodara Bharuch Tollway Limited	Fellow Subsidiary	Unseucured loan received	6,600	–	–	NIL

For and on behalf of the Board

KARTHIKEYAN. T.V
Director
DIN: 01367727

DR.ESTHER MALINI
Director
DIN: 07124748

Place : Chennai
Date : 19.04.2019

ANNEXURE II

FORM NO. MR – 3

SECRETARIAL AUDIT REPORT

For the Financial Year ended March 31,2019

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

To,
The Members,

L&T RAJKOT – VADINAR TOLLWAY LIMITED

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **L&T Rajkot – Vadinar Tollway Limited**(**hereinafter called the "Company"**). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended March 31, 2019 ("**Audit Period**") complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by "the Company" for the financial year ended March 31, 2019 according to the provisions of:

(i) The Companies Act, 2013('Act') and the rules made thereunder, as amended from time to time;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder, as amended from time to time –Not Applicable to the Company during the Audit period;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder, as amended from time to time;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings, as amended from time to time-Not Applicable to the Company during the Audit period;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'), as amended from time to time:-

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011- Not Applicable to the Company during the Audit period;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015- Not Applicable to the Company during the Audit period;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 - Not Applicable to the Company during the Audit period;

(d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014- Not Applicable to the Company during the Audit period;

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - Not Applicable to the Company during the Audit period;

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client - To the extent applicable to the company;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - Not Applicable to the Company during the Audit period;

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - Not Applicable to the Company during the Audit period;

I have also examined compliance with the applicable clauses of the Secretarial Standards issued by the Institute of Company Secretaries of India ('ICSI') and notified as on date.

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

I further report that based on the explanation given, information received, and process explained, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable labour laws, rules, regulations and guidelines. The Company has confirmed compliance with the following labour and industrial laws;

a) The Building and other Construction Workers' (Regulation of Employment and Conditions of Service) Act, 1996

b) Bonded Labour System (Abolition) Act, 1976

c) Respective State Shops And Establishment Act

d) State Specific Labour Welfare Fund Act

e) The Child Labour (Prohibition And Regulation) Act, 1986

f) The Contract Labour (Regulation And Abolition) Act, 1970

g) The Employees Compensation Act, 1923

h) The Employees Provident Fund Scheme, 1952

i) The Employment Exchanges (Compulsory Notification Of Vacancies) Act, 1959

j) The Equal Remuneration Act, 1976

k) The Minimum Wages Act, 1948

l) The Payment Of Bonus Act, 1965

m) The Payment Of Bonus Rules, 1976

n) The Payment Of Gratuity Act, 1972

o) The Payment Of Wages Act, 1936

p) Information Technology Act, 2000

q) Electricity Rules, 1956

r) Forest Conservation Act, 1980

s) Motor Vehicles Act, 1988

t) The National Highways (Collection Of Fees By Any Person For The Use Of Section Of National Highways/ Permanent Bridge/ Temporary Bridge On National Highways) Rules,1997

u) The Prohibition Of Smoking In Public Places Rules, 2008

I further report that the Board of Directors of the Company is duly constituted with proper balance of Non-Executive Directors, Independent Directors and a Women Director. The changes in the composition of the Key Managerial Personnel that took place during the period under review were carried out in compliance with the provisions of the Act.

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

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report there were no other specific events / actions in pursuance of the above referred laws, rules, regulations, guidelines, etc., having major bearing on the Company's affairs.

For M.Alagar & Associates

M. Alagar

Place : Chennai **FCS No: 7488**

Date : April 12, 2019 **CoP No.: 8196**

This Report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

‘ANNEXURE A’

To,
The Members

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

For M.Alagar & Associates

M. Alagar
FCS No: 7488
CoP No.: 8196

Place : Chennai
Date : April 12, 2019

ANNEXURE III

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON MARCH 31, 2019

[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	U45203TN2008PLC069184
Registration Date	08/09/2008
Name of the Company	L&T Rajkot - Vadinar 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 B No.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	NSDL Database Management Limited. 4th Floor,'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400013. (Phone: +91 22 49142700)

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 motor ways, 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 CIN / GLN of the Company	Holding/Subsidiary/Associate	% of shares held	Applicable Section
1	L&T Infrastructure Development Projects Limited (L&T IDPL) CIN: U65993TN2001PLC046691	Holding	99.99%	2(46)

IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held as on April 1, 2018				No. of Shares held as on March 31, 2019				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
1) Indian									
a) Individual/HUF	–	–	–	–	–	–	–	–	–
b) Central Govt	–	–	–	–	–	–	–	–	–
c) State Govt (s)	–	–	–	–	–	–	–	–	–
d) Bodies Corp.	10,99,99,994	–	10,99,99,994	100	10,99,99,994	–	10,99,99,994	100	–
e) Banks / FI	–	–	–	–	–	–	–	–	–
f) Any Other….	–	–	–	–	–	–	–	–	–
Sub-total (A) (1):-	**10,99,99,994**	**–**	**10,99,99,994**	**100**	**10,99,99,994**	**–**	**10,99,99,994**	**100**	**–**
2) Foreign									
a) NRIs - Individuals	–	–	–	–	–	–	–	–	–
b) Other – Individuals	–	–	–	–	–	–	–	–	–
c) Bodies Corp.	–	–	–	–	–	–	–	–	–
d) Banks / FI	–	–	–	–	–	–	–	–	–
e) Any Other….	–	–	–	–	–	–	–	–	–
Sub-total (A) (2):-	–	–	–	–	–	–	–	–	–
Total shareholding of Promoter (A) =(A)(1)+(A)(2)	**10,99,99,994**	**–**	**10,99,99,994**	**100**	**10,99,99,994**	**–**	**10,99,99,994**	**100**	**–**

Category of Shareholders	No. of Shares held as on April 1, 2018				No. of Shares held as on March 31, 2019				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
B. Public Shareholding									
1) Institutions									
a) Mutual Funds	–	–	–	–	–	–	–	–	–
b) Banks / FI	–	–	–	–	–	–	–	–	–
c) Central Govt	–	–	–	–	–	–	–	–	–
d) State Govt (s)	–	–	–	–	–	–	–	–	–
e) Venture Capital Funds	–	–	–	–	–	–	–	–	–
f) Insurance Companies	–	–	–	–	–	–	–	–	–
g) FIIs	–	–	–	–	–	–	–	–	–
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	–	6*	6*	0	6*	–	6*	0	–
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	–	–	–	–	–	–	–	–	–
c) Others (specify)	–	–	–	–	–	–	–	–	–
Sub-total (B) (2):-	–	6*	6*	0	6*	–	6*	0	–
Total Public shareholding (B) =(B)(1)+(B)(2)	–	6*	6*	0	6*	–	6*	0	–
C. Shares held by Custodian for GDRs & ADRs	–	–	–	–	–	–	–	–	–
Grand Total (A+B+C)	**10,99,99,994**	**6***	**11,00,00,000**	**100**	**11,00,00,000***		**11,00,00,000**	**100**	**–**

*Including shares held by individuals jointly with L&T Infrastructure Development Project Limited.

(ii) Shareholding of Promoters

S. No.	Shareholder's Name	Shareholding as on April 1, 2018			Shareholding as on March 31, 2019			% change in share holding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	L&T IDPL	10,99,99,894	99.99	–	10,99,99,894	99.99	–	–
2	Larsen & Toubro	100	0.01	–	100	0.01	–	–
	Total	**10,99,99,994**	**100**	–	**10,99,99,994**	**100**	–	–

(iii) Change in Promoters' Shareholding: NIL

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

S. No.	For Each of the Top 10 Shareholders	No. of shares	% of total shares	Cumulative Shareholding during the year	
				No. of shares	% of total shares
1	**Mr. K. Venkatesh jointly with L&T IDPL**				
	As on April 1, 2018	1	0	1	0
	Share transferred to Mr. Shailesh K. Pathak jointly with L&T IDPL on August 14, 2019	–	–	–	–
	As on March 31, 2019	–	–	–	–
2	**Mr. Shailesh K. Pathak jointly with L&T IDPL**				
	As on April 1, 2018	–	–	–	–
	Share transferred from Mr. K.Venkatesh jointly with L&T IDPL on August 14, 2019	1	0	1	0
	As on March 31, 2019	1	0	1	0
3	**Mr. J. Subaramanian jointly with L&T IDPL**				
	As on April 1, 2018	1	0	1	0
	Share transferred to Mr. P. Padmanabhan jointly with L&T IDPL on September 18, 2018	–	–	–	–
	As on March 31, 2019	–	–	–	–
4	**Mr. P. Padmanabhan jointly with L&T IDPL**				
	As on April 1, 2018	–	–	–	–
	Share transferred from Mr. J.Subramanian jointly with L&T IDPL on September 18, 2018	1	0	1	0
	As on March 31, 2019	1	0	1	0
5	**Mr. T. S. Venkatesan jointly with L&T IDPL**				
	As on April 1, 2018	1	0	1	0
	No change in shareholding during the year	–	–	–	–
	As on March 31, 2019	1	0	1	0
6	**Mr. P. G. Suresh Kumar jointly with L&T IDPL**				
	As on April 1, 2018	1	0	1	0
	No change in shareholding during the year	–	–	–	–
	As on March 31, 2019	1	0	1	0
7.	**Mr. R.G.Ramachandran jointly with L&T IDPL**				
	As on April 1, 2018	1	0	1	0
	No change in shareholding during the year	–	–	–	–
	As on March 31, 2019	1	0	1	0

(v) Shareholding of Directors and Key Managerial Personnel:

S. No.	For Each of the Directors and Key Managerial Personnel	No. of shares	% of total shares of the company	Cumulative Shareholding during the year	
				No. of shares	% of total shares of the company
1.	Mr. Karthikeyan T V jointly with L&T IDPL				
	As on April 1, 2018	1	0	1	0
	No change in shareholding during the year	–	–	–	–
	As on March 31, 2019	1	0	1	0

V. INDEBTEDNESS

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

(Amount in ₹)

Particulars of Indebtedness	Secured Loans excluding deposits	Unsecured Loans	Total Indebtedness
As on April1, 2018			
i) Principal Amount	771,14,99,942	35,41,00,000	806,55,99,942
ii) Interest due but not paid	–	–	–
iii) Interest accrued but not due	2,55,75,040	–	2,55,75,040
Total (i+ii+iii)	**773,70,74,982**	**35,41,00,000**	**809,11,74,982**
Changes during the financial year			
Addition	–	66,00,00,000	66,00,00,000
Reduction	66,90,03,742	–	66,90,03,742
Net Change	**66,90,03,742**	**66,00,00,000**	**132,90,03,742**
As on March 31, 2019			
i) Principal Amount	706,68,87,807	101,41,00,000	808,09,87,807
ii) Interest due but not paid	–	–	–
iii) Interest accrued but not due	11,83,433	–	11,83,433
Total (i+ii+iii)	**706,80,71,240**	**101,41,00,000**	**808,21,71,240**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(a) Remuneration to Managing Director, Whole-time Directors and/or Manager:

(Amount in ₹)

S. No.	Particulars of Remuneration	Manager : Mr. Prashant Kumar Singh	Total Amount
1.	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	4,11,233*	4,11,233*
	(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	–	–
5.	Others, please specify	–	–
	Total	**4,11,233***	**4,11,233***
	Ceiling as per the Act	**1,22,42,046**	**1,22,42,046**

**Salary with effect from January 14, 2019*

(b) Remuneration to other directors:

(Amount in ₹)

S. No.	Particulars of Remuneration	Name of the Directors		Total Amount
1.	**Independent Directors**	**Dr. K.N. Satyanarayana**	**Mr. K.P. Raghavan**	
	Fee for attending Board Meeting / Committee Meeting	1,60,000	1,60,000	**3,20,000**
	Commission	–	–	–
	Others	–	–	–
	Total (1)	**1,60,000**	**1,60,000**	**3,20,000**
2.	**Other Non – Executive Directors**			
	1) Mr. Karthikeyan T. V.			
	2) Dr. Esther Malini			
	No fee for attending Board Meeting / Committee Meeting and no Commission was paid	–	–	–
	Total (2)	–	–	–
	Total =(1+2)	**1,60,000**	**1,60,000**	**3,20,000**
	Total Managerial Remuneration	**NA**		
	Overall Ceiling as per the Act	**Sitting fees not more than ₹ 1,00,000 per meeting of Board or Committee.**		

(c) Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD

No remuneration was paid to Key Managerial Personnel other than Manager. Mr. Prateek Patangwala, CFO and Mr. S.Srinivasan are employees of the Holding Company and Ultimate Holding Company respectively.

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL

For and on behalf of the Board

KARTHIKEYAN. T.V
Director
DIN: 01367727

DR. ESTHER MALINI
Director
DIN: 07124748

Place: Chennai
Date: 19.04.2019

INDEPENDENT AUDITOR’S REPORT

TO THE MEMBERS OF L & T RAJKOT-VADINAR TOLLWAY LIMITED

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **L & T Rajkot-Vadinar Tollway Limited** (“the Company”), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as “the financial statements”).

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 Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, (“IndAS”) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, the Loss and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the *Auditor’s Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI’s Code of Ethics. 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.

Material Uncertainty Related to Going Concern

We draw attention to Note 23 in the financial statements, which indicates that the Company incurred a net loss of Rs. 107.71 crores during the year ended March 31, 2019 ,the Company’s accumulated losses exceeded its paid up capital and reserves by Rs. 120.47 crores and, as of that date the current liabilities of the company exceeded the current assets by Rs. 217.79 crores. These events or conditions, along with other matters as set forth in Note 23 to financial statements, indicate that a material uncertainty exists that may cast significant doubt on the Company’s ability to continue as a going concern.

Our opinion is not modified in respect of this matter.

Information Other than the Financial Statements and Auditor’s Report Thereon

The Company’s Board of Directors is responsible for the preparation of the other information. The other information comprises the information Included in the Board’s Report and Annexures to Board’s Report, but does not include the financial statements and our auditor’s report thereon. The other information is expected to be made available to us after the date of this auditor’s report.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

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 Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company’s financial reporting process.

Auditor’s Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit 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 including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.

   d) In our opinion ,the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules,2014.

   e) The going concern matter described under the *Material Uncertainty Related to Going Concern* paragraph above, in our opinion, may have an adverse effect on the functioning of the Company.

   f) On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 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". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

   h) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended we report that no remuneration has been paid by the Company to its directors during the year.

   i) 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, as amended in our opinion and to the best of our information and according to the explanations given to us:

      i) The Company has disclosed the impact of pending litigations on its financial position in Note F of its financial statements.

      ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

      iii) There has been no amount which are required to be transferred to the Investor Education and Protection Fund by the Company.

2. As required by the Companies (Auditor's Report) Order, 2016 (" the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B " a statement on matters specified in paragraphs 3 and 4 of the order.

For MANUBHAI & SHAH LLP
Chartered Accountants
ICAI Firm Reg No. – 106041W / W100136

(K.C.PATEL)
Partner
Membership No. 030083

Place: Ahmedabad
Date : April 20, 2019

ANNEXURE - A TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under "Report on Other Legal and Regulatory Requirements" section of our report the members of L&T Rajkot Vadinar Tollway Limited of 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")
In conjunction with our audit of the financial statements of L&T Rajkot Vadinar Tollway Limited (The Company) as of and for the year ended March 31, 2019, we have also audited the internal financial controls over financial reporting of the Company.

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 (ICAI). 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 ICAI. 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 judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

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 authorizations of management and directors of the company; and
3) Provide reasonable assurance regarding prevention or timely detection of unauthorized 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, 2019, 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 ICAI.

For MANUBHAI & SHAH LLP
Chartered Accountants
Firm's Registration No. 106041W/W100136

(K. C. PATEL)
Partner
Membership No. 030083

Place: Ahmedabad
Date : April 20, 2019

ANNEXURE - B TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under "Report on Other Legal and Regulatory Requirements" section of our report the members of L&T Rajkot Vadinar Tollway Limited of even date)

Report on the Companies (Auditor' Report) Order, 2016, issued in terms of section 143 (11) of the Companies Act, 2013('the Act') of L&T Rajkot Vadinar Tollway Limited ('the Company')

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The fixed assets have been physically verified during the year by the Management in accordance with programme of physical verification, which in our opinion, provides for physical verification of all fixed assets at a reasonable intervals having regard to size of the Company and nature of fixed assets. According to the information and explanation given to us, no material discrepancies were noticed on such verification.

(c) Company does not have any immovable properties . Hence reporting requirements under this clause is not applicable to company.

(ii) The Company had no inventory during and at the year end. Therefore, the reporting requirements of paragraph 3(ii) of the Order is not applicable.

(iii) The Company has not granted loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Act. Therefore, the reporting requirements of paragraph 3 (iii) of the Order are not applicable.

(iv) The Company has not given loans, made investments or provided guarantees or security, attracting the provisions of sections 185 and 186 of the Act. Hence the reporting requirements of paragraph 3(iv) of the Order are not applicable.

(v) The Company has not accepted deposits from the public within the meaning of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under.

(vi) We have broadly reviewed the books of account maintained by the company pursuant to the Rules made by the Central Government for the maintenance of cost records under section 148 of the Act, and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained.

(vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income tax, custom duty, excise duty, cess, goods and services tax and other material statutory dues as applicable have generally been regularly deposited during the year by the Company with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, cess, goods and services tax and other material statutory dues were in arrears as at 31st March 2019 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no dues of income tax , wealth tax, duty of excise, duty of customs, sales tax or service tax or value added tax or goods and services tax or cess which have not been deposited with the appropriate authorities on account of any dispute.

(viii) Based on our audit procedure and the information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to banks. The Company does not have dues to financial institutions, government or debenture holders.

(ix) The Company has not raised any money by way of initial public offer or further public offer. Further the company has not raised any term loan during the year. Hence the reporting requirements of paragraph 3(ix) of the order is not applicable.

(x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given by the Management, we report that no material fraud on or by the Company has been noticed or reported during the year.

(xi) No managerial remuneration has been paid or provided by the Company during the year. Accordingly the reporting requirement of paragraph 3(xi) of the Order is not applicable.

(xii) In our opinion the Company is not a Nidhi Company. Therefore the reporting requirement of Clause 3(xii) of the Order is not applicable to the Company.

(xiii) According to the information and explanation given to us and on the basis of our examination of the records of the Company, all the transactions with related parties are in compliance with Sections 177 and 188 of the Act where applicable and also the details which have been disclosed in the Financial Statements are in accordance with the applicable Indian Accounting Standards.

(xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Hence the reporting requirement of paragraph 3(xiv) of the Order are not applicable to the Company.

(xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly reporting requirement of paragraph 3(xv) of the Order are not applicable to the Company.

(xvi) According to the information given and as explained to us, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For, MANUBHAI AND SHAH LLP

Chartered Accountants

Firm's Registration No.106041W/W100136

(K. C. PATEL)

Partner

Membership No. 030083

Place : Ahmedabad

Date : April 20, 2019

BALANCE SHEET AS AT MARCH 31, 2019

Particulars	Note	As at March 31, 2019 ₹	*As at March 31, 2018 ₹*
ASSETS			
Non-current assets			
a) Property, Plant and Equipment	1	12,728,217	*16,233,167*
b) Intangible assets	2	8,292,569,906	*9,351,487,367*
c) Financial Assets			
i) Other Financial Asset	3	1,243,191	*1,244,118*
d) Other non-current assets	5	3,898,735	*3,489,294*
	A	8,310,440,049	*9,372,453,946*
Current assets			
a) Financial Assets			
i) Trade receivables	6	30,192,535	*27,162,032*
ii) Cash and Cash Equivalents	7	12,737,898	*14,385,285*
iii) Bank Balance other than above (ii)	7(a)	171,439	*161,626*
iv) Other Financial Asset	3	80,227	*71,660*
b) Other current assets	4	9,514,090	*7,968,107*
	B	52,696,189	*49,748,710*
TOTAL	A+B	8,363,136,238	*9,422,202,656*
EQUITY AND LIABILITIES			
EQUITY			
a) Equity Share capital	8	1,100,000,000	*1,100,000,000*
b) Other Equity	9	(2,304,725,506)	*(1,227,533,134)*
	C	(1,204,725,506)	*(127,533,134)*
LIABILITIES			
Non-current liabilities			
a) Financial liabilities			
i) Borrowings	10	6,125,187,807	*7,062,383,942*
ii) Other financial liabilities	11	758,158,628	*547,744,249*
b) Provisions	12	453,921,542	*462,594,037*
	D	7,337,267,977	*8,072,722,228*
Current liabilities			
a) Financial liabilities			
i) Borrowings	10	1,014,100,000	*354,100,000*
ii) Trade payables	14	16,825,192	*31,772,713*
iii) Other financial liabilities	11	1,082,814,547	*976,599,104*
b) Other current liabilities	13	1,591,975	*1,752,287*
c) Provisions	12	115,262,053	*112,789,458*
	E	2,230,593,767	*1,477,013,562*
Total Equity and Liabilities	C+D+E	8,363,136,238	*9,422,202,656*
Contingent liabilities	F		
Commitments	G		
Other notes forming part of accounts	H		
Significant accounting policies	I		

As per our report attached

For **MANUBHAI & SHAH LLP**
Chartered Accountants
(Firm's Registration No.: 106041W/W100136)
by the hand of

K C PATEL
Partner
Membership No.: 30083

Place: Ahmedabad
Date: 20-4-2019

For and on behalf of the Board

Company secretary	*Chief Financial Officer*	*Director*	*Director*
		KTV	*PSK*
		DIN : 01367727	*DIN : 02914307*

Place: Chennai
Date: 19-04-2019

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2019

Particulars	Note	2018-19 ₹	2017-18 ₹
REVENUE			
Revenue from Operations	**15**	**1,040,957,453**	*1,048,789,394*
Other income	**16**	**3,819,882**	*23,793,100*
Total income		**1,044,777,335**	*1,072,582,494*
EXPENSES			
Operating expenses	**17**	**261,781,024**	*267,773,075*
Employee benefits expense	**18**	**23,980,832**	*21,980,707*
Finance costs	**19**	**757,055,039**	*1,012,292,564*
Depreciation and amortisation expense	**20**	**219,035,525**	*209,378,549*
Impairment of Toll Collection Rights	**20 (a)**	**845,681,307**	–
Other expenses	**21**	**14,318,617**	*25,983,517*
Total expenses		**2,121,852,344**	*1,537,408,412*
(Loss) before exceptional items and tax		**(1,077,075,009)**	*(464,825,918)*
Exceptional Items			–
(Loss) before tax		**(1,077,075,009)**	*(464,825,918)*
Tax Expense:		–	–
(Loss) for the year		**(1,077,075,009)**	***(464,825,918)***
Other Comprehensive Income			
i) Items that will not be reclassified to profit or loss (net of tax)		**(117,361)**	*(136,582)*
ii) Items that will be reclassified to profit or loss (net of tax)			
Total Comprehensive Income for the year		**(1,077,192,370)**	*(464,962,500)*
Earnings/(loss) per equity share (basic and diluted)	**H7**	**(9.79)**	*(4.23)*
Face value per equity share		**10.00**	*10.00*

As per our report attached

For **MANUBHAI & SHAH LLP**
Chartered Accountants
(Firm's Registration No.: 106041W/W100136)
by the hand of

K C PATEL
Partner
Membership No.: 30083

Place: Ahmedabad
Date: 20-4-2019

For and on behalf of the Board

Company secretary

Chief Financial Officer

Director
KTV
DIN : 01367727

Director
PSK
DIN : 02914307

Place: Chennai
Date: 19-04-2019

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2019

S. No.	Particulars	2018-19 ₹	*2017-18* *₹*
A	**NET PROFIT / (LOSS) BEFORE TAX AND EXTRAORDINARY ITEMS**	**(1,077,075,009)**	*(464,825,918)*
	Adjustments for :		
	Depreciation and amortisation expense	**219,035,525**	*209,378,549*
	Impairment of Toll Collection Rights	**845,681,307**	*–*
	Interest expense	**757,055,039**	*1,012,292,564*
	Interest income	**(91,753)**	*(20,804,825)*
	(Profit)/loss on sale of current investments (net)	**(1,869,858)**	*(2,036,363)*
	(Profit)/loss on sale of fixed assets	**(949,859)**	*398,397*
	Operating profit before working capital changes	**741,785,392**	*734,402,404*
	Adjustments for :		
	Increase / (Decrease) in long term provisions	**81,378,411**	*19,722,961*
	Increase / (Decrease) in trade payables	**(14,947,521)**	*(2,349,322)*
	Increase / (Decrease) in other current liabilities	**(160,312)**	*452,863*
	Increase / (Decrease) in other current financial liabilities	**(161,976,950)**	*251,254,204*
	Increase / (Decrease) in other non-current financial liabilities	**151,489,490**	*19,652,133*
	Increase / (Decrease) in short term provisions	**2,355,234**	*(120,996,414)*
	(Increase) / Decrease in loan term loans and advances	**(7,640)**	*68,893*
	(Increase) / Decrease in Trade Receivables	**(3,030,503)**	*(3,209,924)*
	(Increase) / Decrease in other current assets	**(1,555,796)**	*(1,089,236)*
	Net cash generated from/(used in) operating activities	**795,329,805**	*897,908,562*
	Direct taxes paid (net of refunds)	**(409,441)**	*(1,593,710)*
	Net Cash (used in)/generated from Operating Activities	**794,920,364**	*896,314,852*
B	**CASH FLOW FROM INVESTING ACTIVITIES**		
	Purchase of fixed assets	**(2,769,882)**	*52,199,562*
	Sale of fixed assets	**1,425,313**	*1,862,257*
	Purchase of Investments	**(628,417,860)**	*(736,300,000)*
	Sale of current investments	**630,287,718**	*738,336,363*
	Interest received	**91,753**	*90,246*
	Net cash (used in)/generated from investing activities	**617,042**	*56,188,428*

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2019 (Contd..)

		2018-19 ₹	*2017-18 ₹*
C	**CASH FLOW FROM FINANCING ACTIVITIES**		
	Proceeds from issue of capital	–	*–*
	Proceeds from short fall funding	**660,000,000**	*250,600,000*
	Repayment of long term borrowings	**(649,116,000)**	*(350,399,949)*
	Interest paid	**(808,068,802)**	*(851,549,537)*
	Net cash (used in)/generated from financing activities	**(797,184,802)**	*(951,349,486)*
	Net increase / (decrease) in cash and cash equivalents (A+B+C)	**(1,647,396)**	*1,153,794*
	Cash and cash equivalents as at the beginning of the year	**14,385,285**	*13,231,491*
	Cash and cash equivalents as at the end of the year	**12,737,898**	*14,385,285*

Notes:

1. Cash flow statement has been prepared under the 'Indirect Method' as set out in the Ind AS 7 - Cash Flow statements
2. Cash and cash equivalents represent cash and bank balances.
3. All figures in bracket indicate cash outflow.
4. Previous year's figures have been regrouped/reclassified wherever applicable.
5. Components of cash and cash equivalents :-

Particulars	**2018-19 ₹**	*2017-18 ₹*
Balances with banks:		
- on current account	**4,557,353**	*1,541,431*
Cash in hand	**8,180,545**	*12,843,854*
Total Cash and cash equivalents	**12,737,898**	*14,385,285*

As per our report attached

For **MANUBHAI & SHAH LLP**
Chartered Accountants
Firm's Registration No.: 106041W/W100136
by the hand of

K C PATEL
Partner
Membership No.: 30083

Place: Ahmedabad
Date: 20-4-2019

For and on behalf of the Board

Company secretary

Chief Financial Officer

Director
KTV
DIN : 01367727

Director
PSK
DIN : 02914307

Place: Chennai
Date: 19-04-2019

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2019

a) **Equity Share Capital**

Particulars	**As at March 31, 2019**	*As at March 31, 2018*
Balance at the beginning of the year	**1,100,000,000**	*1,100,000,000*
Changes in equity share capital during the year	**–**	–
Balance at the end of the year	**1,100,000,000**	*1,100,000,000*

b) **Other Equity As at March 31, 2019**

Particulars	**Equity component of compound financial instruments**	**Reserves & Surplus**	**Total ₹**
		Retained earnings	
Balance at the beginning of the year	2,559,331,174	(3,786,864,310)	(1,227,533,136)
(Loss) for the year	–	(1,077,075,009)	(1,077,075,009)
Other Comprehensive income for the year	–	(117,361)	(117,361)
Balance at the end of the year	**2,559,331,174**	**(4,864,056,680)**	**(2,304,725,506)**

Other Equity As at March 31, 2018

Particulars	Equity component of compound financial instruments	**Reserves & Surplus**	**Total ₹**
		Retained earnings	
Balance at the beginning of the reporting period	2,096,307,654	(3,321,901,808)	(1,225,594,154)
Profit/(loss) for the year	–	(464,825,918)	(464,825,918)
Other Comprehensive income for the year		(136,582)	(136,582)
Issue of 0.01% CCPS	463,023,520		463,023,520
Balance at the end of the year	**2,559,331,174**	**(3,786,864,308)**	**(1,227,533,134)**

As per our report attached

For and on behalf of the Board

For **MANUBHAI & SHAH LLP**

Chartered Accountants
Firm's Registration No.: 106041W/W100136
by the hand of

K C PATEL
Partner
Membership No.: 30083

Company secretary

Chief Financial Officer

Director
KTV
DIN : 01367727

Director
PSK
DIN : 02914307

Place: Ahmedabad
Date: 20-4-2019

Place: Chennai
Date: 19-04-2019

NOTES FORMING PART ACCOUNTS

1. PROPERTY, PLANT AND EQUIPMENTS

Particulars	Gross Block				Depreciation				Book Value	
	As at April 01, 2018	Additions	Disposal / Adjustments	As at March 31, 2019	As at April 01, 2018	For the year	Disposal / Adjustments	As at March 31, 2019	As at March 31, 2019	As at April 01, 2018
	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
Owned										
Plant and Equipment	7,920,434	2,212,079	1,331,663	**8,800,851**	5,421,678	1,347,894	1,036,782	**5,732,790**	**3,068,061**	2,498,756
Furniture and fixtures	6,792,458	-	-	**6,792,458**	2,955,071	959,424	-	**3,914,495**	**2,877,963**	3,837,389
Vehicles	7,751,185	-	3,022,814	**4,728,371**	6,314,151	1,384,209	2,995,712	**4,702,653**	**25,718**	1,437,034
Office equipment	684,848	222,954	96,543	**811,259**	390,782	115,805	96,535	**410,052**	**401,207**	294,066
Air conditioning and Refrigeration	11,416,295	-	-	**11,416,295**	4,740,410	1,138,428	-	**5,878,838**	**5,537,457**	6,675,885
Computers, laptops and printers	3,221,397	334,849	687,829	**2,868,417**	1,731,360	853,612	534,366	**2,050,606**	**817,811**	1,490,037
Total	37,786,617	2,769,882	5,138,849	**35,417,651**	21,553,452	5,799,372	4,663,395	**22,689,434**	**12,728,217**	16,233,167
Previous year	**39,287,346**	**759,927**	**2,260,654**	**37,786,619**	14,874,783	6,678,669	-	**21,553,452**	**16,233,167**	24,412,563

1.1 Refer Note H(16) for information on property, plant and equipments pledged as security.

1.2 There is no restriction on title of property, plant and equipments.

1.3 There is no contractual commitment on acquition of property, plant and equipments.

2. INTANGIBLE ASSETS

Particulars	Gross Block				Amortisation				Impairment	Book Value	
	As at April 01, 2018	Additions	Disposal / Adjustments	As at March 31, 2019	As at April 01, 2018	For the year	Disposal / Adjustments	As at March 31, 2019	As at March 31, 2019	As at March 31, 2019	As at April 01, 2018
	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
Toll collection rights	*10,126,009,834*	-	-	**10,126,009,834**	798,611,106	189,555,823	-	**988,166,929**	**845,681,307**	**8,292,161,598**	9,327,398,728
Toll Equipments	*107,780,466*	-	-	**107,780,465**	83,691,827	23,680,330	-	**107,372,157**	**-**	**408,308**	24,088,639
Total	*10,233,790,300*	-	-	**10,233,790,299**	882,302,933	213,236,153	-	**1,095,539,086**	**845,681,307**	**8,292,569,906**	9,351,487,367
Previous year	*10,286,749,789*	**354,177**	**53,313,666**	**10,233,790,300**	**679,603,053**	**206,201,597**	**3,501,717**	**882,302,933**	**-**	**9,351,487,367**	**9,607,146,736**

During the year company has tested the carrying cost of asset and ascertained the value to be impaired as ₹ 845,681,207 /-, hence the same is provided.

2.1. Disclosure of Material Intangible Asset

2.1.1. Toll collection rights of widening of existing two-lane of 131.65 kilometers Road stretch covering Rajkot Jamnagar Vadinar to make it four lane.

Particulars	Remaining Amortization Period (Years)
As at March 31, 2019	*10.46*
As at March 31, 2018	*11.46*

2.2. There is no restriction on title of Tolling rights.

2.3. There is no contractual commitment on acquition of Tolling rights.

NOTES FORMING PART ACCOUNTS (Contd..)

1 PROPERTY, PLANT AND EQUIPMENT

Particulars	Gross Block				Depreciation				Book Value	
	As at April 01, 2017 ₹	Additions ₹	Disposal / Adjustments ₹	As at March 31, 2018 ₹	As at April 01, 2017 ₹	For the year ₹	Disposal / Adjustments ₹	As at March 31, 2018 ₹	As at March 31, 2018 ₹	*As at April 01, 2017 ₹*
Owned										
Plant and Equipment	*9,942,166*	-	2,021,732	**7,920,434**	*3,928,110*	1,493,568	-	**5,421,678**	**2,498,756**	*6,014,056*
Furniture and fixtures	*6,792,460*	-	-	**6,792,460**	*1,995,604*	959,467	-	**2,955,071**	**3,837,389**	*4,796,856*
Vehicles	*7,751,185*	-	-	**7,751,185**	*4,263,331*	2,050,820	-	**6,314,151**	**1,437,034**	*3,487,854*
Office equipment	*397,988*	286,860	-	**684,848**	*302,788*	87,994	-	**390,782**	**294,066**	*95,200*
Air conditioning and Refrigeration	*11,416,295*	-	-	**11,416,295**	*3,487,007*	1,253,403	-	**4,740,410**	**6,675,885**	*7,929,288*
Computers, laptops and printers	*2,987,252*	473,067	238,922	**3,221,397**	*897,943*	833,417	-	**1,731,360**	**1,490,037**	*2,089,309*
Total	**39,287,346**	**759,927**	**2,260,654**	**37,786,619**	**14,874,783**	**6,678,669**	**-**	**21,553,452**	**16,233,167**	*24,412,563*

2 INTANGIBLE ASSETS

Particulars	Gross Block				Amortisation				Book Value	
	As at April 01, 2017 ₹	Additions ₹	Disposal / Adjustments ₹	As at March 31, 2018 ₹	As at April 01, 2017 ₹	For the year ₹	Disposal / Adjustments ₹	As at March 31, 2018 ₹	As at March 31, 2018 ₹	*As at April 01, 2017 ₹*
Toll collection rights	10,179,323,500	-	53,313,666	**10,126,009,834**	*624,021,017*	178,091,806	3,501,717	**798,611,106**	**9,327,398,728**	*9,555,302,483*
TOLL EQUIPMENTS	107,426,289	**354,177**	-	**107,780,466**	*55,582,036*	**28,109,791**	-	**83,691,827**	**24,088,639**	*51,844,253*
Total	10,286,749,789	**354,177**	53,313,666	**10,233,790,300**	679,603,053	206,201,597	3,501,717	**882,302,933**	**9,351,487,367**	*9,607,146,736*

Note: During capitalisation company made provision of ₹ 27,99,95,064/- for balance implementation work as part of Toll Collection rights. Company has signed supplementary agreement with GSRDC Ltd. dated 1st August 2017 for settlement of disputes as per the said agreement company is required to pay ₹ 15,61,21,475/- to GSRDC. Company has already decapitalised ₹ 7,05,59,923/- in FY 2016-17 as the amount is quantified by GSRDC during the year, company has decapitalising balance provision ₹ 5,33,13,666/- from Toll Collection Rights. The accumulated amortisation of ₹ 35,01,717/- has also been written back.

3 OTHER FINANCIAL ASSET

Particulars	As at March 31, 2019			As at March 31, 2018		
	Current ₹	Non-current ₹	Total ₹	Current ₹	Non-current ₹	Total ₹
a) Security deposits						
Unsecured, considered good	–	**1,243,191**	**1,243,191**	–	*1,244,118*	*1,244,118*
b) Interest Receivable	**80,227**	–	**80,227**	*71,660*	–	*71,660*
	80,227	**1,243,191**	**1,323,418**	***71,660***	***1,244,118***	*1,315,778*

NOTES FORMING PART ACCOUNTS (Contd..)

4 OTHER NON-CURRENT AND CURRENT ASSETS

Particulars	As at March 31, 2019			As at March 31, 2018		
	Current ₹	Non-current ₹	Total ₹	Current ₹	Non-current ₹	Total ₹
Advance recoverable in cash or kind:						
- Related Party (Refer Note H5(b))	27,601	–	27,601	–	–	–
- Others	49,286	–	49,286	1,574,507	–	1,574,507
Prepaid expenses						
Prepaid Insurance	8,972,879	–	8,972,879	5,914,336	–	5,914,336
Prepaid Others	464,324	–	464,324	479,264	–	479,264
	9,514,090	–	9,514,090	7,968,107	–	7,968,107

5 Non Current and Current Tax Asset

Particulars	As at March 31, 2019			As at March 31, 2018		
	Current ₹	Non-current ₹	Total ₹	Current ₹	Non-current ₹	Total ₹
Income tax						
Income tax net of provisions	–	3,898,735	3,898,735	–	3,489,294	3,489,294
	–	3,898,735	3,898,735	–	3,489,294	3,489,294

6 TRADE RECEIVABLES

Particulars	As at March 31, 2019	As at March 31, 2018
	Current ₹	Current ₹
Trade receivables (Unsecured, considered good)	30,192,535	27,162,032
	30,192,535	27,162,032

No trade or other receivable are due from directors or other officers of the company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

7 CASH AND CASH EQUIVALENTS

Particulars	As at March 31, 2019	As at March 31, 2018
	Current ₹	Current ₹
a) Cash on hand	8,180,545	12,843,854
b) Balances with banks		
In Current Accounts	4,557,353	1,541,431
	12,737,898	14,385,285

7(a) OTHER BANK BALANCES

Fixed Deposits including interest accrued thereon*	171,439	161,626
	171,439	161,626

NOTES FORMING PART ACCOUNTS (Contd..)

8. SHARE CAPITAL

(i) Authorised, issued, subscribed and paid up

Particulars	As at March 31, 2019		As at March 31, 2018	
	No. of shares	₹	No. of shares	₹
Authorised:				
Equity shares of ₹ 10 each	**110,000,000**	**1,100,000,000**	*110,000,000*	*1,100,000,000*
Preference shares of ₹ 10 each	**200,000,000**	**2,000,000,000**	*200,000,000*	*2,000,000,000*
	310,000,000	**3,100,000,000**	*310,000,000*	*3,100,000,000*
Issued				
Equity shares of ₹ 10 each	**110,000,000**	**1,100,000,000**	*110,000,000*	*1,100,000,000*
	110,000,000	**1,100,000,000**	*110,000,000*	*1,100,000,000*
Subscribed and fully paid up				
Equity shares of ₹ 10 each	**110,000,000**	**1,100,000,000**	*110,000,000*	*1,100,000,000*
	110,000,000	**1,100,000,000**	*110,000,000*	*1,100,000,000*

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

Particulars	As at March 31, 2019		As at March 31, 2018	
	No. of shares	₹	No. of shares	₹
At the beginning of the year	**110,000,000**	**1,100,000,000**	*110,000,000*	*1,100,000,000*
Issued during the year as fully paid	-	-	-	-
At the end of the year	**110,000,000**	**1,100,000,000**	*110,000,000*	*1,100,000,000*

(iii) Reconciliation of 0.01% Compulsorily convertible preference share (CCPS) - Subscribed & Paid up

Particulars	As at March 31, 2019		As at March 31, 2018	
	No. of shares	₹	No. of shares	₹
At the beginning of the year	**171,794,452**	**1,717,944,524**	*125,492,100*	*1,254,921,000*
Issued during the year as fully paid	-	-	*46,302,352*	*463,023,524*
At the end of the year	**171,794,452**	**1,717,944,524**	*171,794,452*	*1,717,944,524*

(iv) Terms / rights attached to shares

a) Equity shares of ₹ 10 each

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

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

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

b) 0.01% Compulsory convertible Preference Shares of ₹ 10 each

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

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

Preference share holders shall be Non-participating rights in the surplus assets and profit on winding up which may remain after the entire capital has been repaid

Preference share holders would be paid dividend on non cumulative basis

Preference share holder carry voting rights as per provisions of Section 47 (2) of the Act.

Preference share shall be converted into equity share at a face value of ₹ 10/- on or before 10th year from the date of allotment.

NOTES FORMING PART ACCOUNTS (Contd..)

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

Particulars	**As at March 31, 2019**		**As at March 31, 2018**	
	No. of shares	**₹**	**No. of shares**	**₹**
L&T Infrastructure Development Projects Limited (including nominee holding)	**109,999,900**	**1,099,999,000**	*109,999,900*	*1,099,999,000*
Larsen and Toubro Limited	**100**	**1,000**	*100*	*1,000*
	110,000,000	**1,100,000,000**	*110,000,000*	*1,100,000,000*

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

Particulars	**As at March 31, 2019**		**As at March 31, 2018**	
	No. of shares	**%**	**No. of shares**	**%**
L&T Infrastructure Development Projects Limited (including nominee holding)	**109,999,900**	**100%**	*109,999,900*	*100%*

(vii) 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

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

9. OTHER EQUITY AS AT MARCH 31, 2019

Particulars	**Equity component of compound financial instruments**	**Reserves & Surplus**	**Total ₹**
		Retained earnings	
Balance at the beginning of the year	**2,559,331,174**	**(3,786,864,310)**	**(1,227,533,136)**
(Loss) for the year	**-**	**(1,077,075,009)**	**(1,077,075,009)**
Other Comprehensive income for the year	**-**	**(117,361)**	**(117,361)**
Balance at the end of the year	**2,559,331,174**	**(4,864,056,680)**	**(2,304,725,506)**

OTHER EQUITY AS AT MARCH 31, 2018

Particulars	**Equity component of compound financial instruments**	**Reserves & Surplus**	**Total ₹**
		Retained earnings	
Balance at the beginning year	*2,096,307,654*	*(3,321,901,808)*	*(1,225,594,154)*
(Loss) for the year	*-*	*(464,825,918)*	*(464,825,918)*
Other Comprehensive income for the year	*-*	*(136,582)*	*(136,582)*
Issue of 0.01% CCPS	*463,023,520*	*-*	*463,023,520*
Balance at the end of the year	*2,559,331,174*	*(3,786,864,308)*	*(1,227,533,134)*

10. BORROWINGS

Particulars	**As at March 31, 2019**			**As at March 31, 2018**		
	Current ₹	**Non current** ₹	**Total** ₹	**Current** ₹	**Non current** ₹	**Total** ₹
Secured						
a) Term loans						
From banks	-	**6,125,187,807**	**6,125,187,807**	-	7,062,383,942	7,062,383,942
Unsecured						
a) Loans from related parties (Refer note H(5))	**1,014,100,000**	-	**1,014,100,000**	354,100,000	-	354,100,000
	1,014,100,000	**6,125,187,807**	7,139,287,807	354,100,000	7,062,383,942	7,416,483,942

NOTES FORMING PART ACCOUNTS (Contd..)

a) Details of long term borrowings

Particulars	**Effective interest rate**	**Terms of repayment**
1. Term loans from banks	11.79%	Repayable in 134 unequal monthly instalments from December 2012 to January 2024 at specified amounts.
2. Loan from Related Party	Interest free unsecured loan repayable on demand	

b) Nature of security for term loans:

(1) The Secured Obligations shall be secured as follows:-

a) by a first Security Interest on all the Company's immovable properties, both present and future including all real estate rights of the Company;

b) by a first Security Interest of all the Company's tangible moveable assets, including moveable plant and machinery, equipment, machinery spares, tools and accessories, furniture, fixtures, vehicles, current assets and all other movable assets, both present and future;

c) by a first Security Interest on Company's Receivables;

d) by a first Security Interest over all accounts, including without limitation, the Escrow Accounts (including the Debt Service Reserve Account, and the other Sub - Accounts (or any account in substitution thereof», Other Bank Accounts that may be opened In terms hereof and of Project Documents and any other bank account of the Company and in all funds from time to time deposited therein and in all Authorised Investments or other securities representing all amounts credited thereto;

e) by a first Security Interest on all intangibles of the Company including but not limited to goodwill, rights, undertakings, intellectual property rights & uncalled capital, present & future;

f) by a first Security Interest in all right, title, interest, benefits, claims and demands whatsoever of the Borrower in any Project Documents (including the Concession Agreement), contracts, licenses to and under all assets of the Project, permits, approvals, consents, insurance policies;

g) by a first Security Interest in all the right, title, interest, benefits, claims and demands whatsoever of the Company in any letter of credit, guarantee including contractor guarantees and liquidated damages and performance bond provided by any party to the Project Documents

h) in favour of the Security Trustee (acting for and on behalf of the Secured Parties);

Provided that

a) the Secured Property and Security Interest stipulated here in above shall exclude the Project Assets (as defined in the Concession Agreement), unless such Security Interest over the Project Assets is consented to by GSRDC pursuant to the Concession Agreement; and

b) the aforesaid Security Interest shall in all respects rank pari- passu intersex amongst the Secured Parties and lenders providing the ECB Loan (if applicable) without any preference or priority to one over the other or others, subject to the lenders providing the ECB Loan entering into and executing requisite document to have accession to the Inter-creditor Agreement and the Security Trustee Agreement and such other documents required by the Lenders in mutually agreed forms.

(2) Presentation of Long term borrowings in the Balance Sheet is as follows:

Particulars	**As at March 31, 2019**	**As at March 31, 2018**
Long term borrowings	**6,125,187,807**	7,062,383,942
Current maturities of long term borrowings	**941,700,000**	649,116,000
	7,066,887,807	7,711,499,942

NOTES FORMING PART ACCOUNTS (Contd..)

11. OTHER FINANCIAL LIABILITIES

Particulars	As at March 31, 2019			As at March 31, 2018		
	Current ₹	Non current ₹	Total ₹	Current ₹	Non current ₹	Total ₹
a) Current Maturity of Long Term Borrowing	941,700,000	-	941,700,000	649,116,000	-	649,116,000
b) Interest accrued	1,183,433	-	1,183,433	25,575,040	-	25,575,040
c) Other liabilities						
i) Revenue share payable Including interest Accrued	122,184,293	758,158,628	880,342,921	147,964,663	547,744,249	695,708,912
ii) Others	17,746,821	-	17,746,821	153,943,401	-	153,943,401
	1,082,814,547	758,158,628	1,840,973,175	976,599,104	547,744,249	1,524,343,353

Note : The Company had entered into supplementary agreement with GSRDC Ltd. dated August 01, 2017 for deferment of Revenue share payable. As per the supplementary agreement company is required to pay ₹ 143,800,000/- in FY 2018-19 and ₹ 14,200,000/- in FY 2019-20, out of which company has paid ₹ 35,815,707 /- during FY 2018-19, and balance amount of ₹ 122,184,293/- shown as current liability and balance has been shown as long term liability.

12. PROVISIONS

Particulars	As at March 31, 2019			As at March 31, 2018		
	Current ₹	Non current ₹	Total ₹	Current ₹	Non current ₹	Total ₹
Provision for employee benefits						
- Leave encashment and Gratuity	613,908	239,357	853,265	444,458	-	444,458
- Bonus	615,935	-	615,935	182,532	-	182,532
Provisions for periodic major maintenance (Refer note H (9))	91,600,000	453,682,185	545,282,185	81,600,000	462,433,094	544,033,094
Others	22,432,210	-	22,432,210	30,562,468	160,943	30,723,411
	115,262,053	453,921,542	569,183,595	112,789,458	462,594,037	575,383,495

13. OTHER NON-FINANCIAL LIABILITIES

Particulars	As at March 31, 2019			As at March 31, 2018		
	Current ₹	Non current ₹	Total ₹	Current ₹	Non current ₹	Total ₹
Statutory dues	1,591,975	-	1,591,975	1,752,287	-	1,752,287
	1,591,975	-	1,591,975	1,752,287	-	1,752,287

14. TRADE PAYABLES

Particulars	As at March 31, 2019			As at March 31, 2018		
	Current ₹	Non current ₹	Total ₹	Current ₹	Non current ₹	Total ₹
Total outstanding dues of micro enterprises and small enterprises	-	-	-	-	-	-
Total outstanding dues of creditors other than micro enterprises & small enterprises						
- Due to related parties (Refer Note H5(b))	1,301,359	-	1,301,359.00	16,995,042	-	16,995,042.00
- Due to others	15,523,833	-	15,523,833.00	14,777,671	-	14,777,671.00
	16,825,192	-	16,825,192.00	31,772,713	-	31,772,713.00

NOTES FORMING PART ACCOUNTS (Contd..)

Disclosure for Micro and Small Enterprise

1. The amount due to Micro & Small Enterprises as defined in the "The Micro, Small and Medium Enterprises Development Act, 2006" has been determined to the extent such parties have been identified on the basis of information available with the company.
2. The disclosure relating to Micro, Small and Medium Enterprises as at March 31, 2019 are as under :

a) Principal amount remaining unpaid	Nil
b) Interest due on above and the unpaid interest	Nil
c) Interest paid	Nil
d) Payment made beyond the appointed day during the year	Nil
e) Interest due and payable for the period of delay	Nil
f) Interest accrued and remaining unpaid	Nil
g) Amount of further interest remaining due and payable in succeeding years	Nil

F. Contingent Liabilities

Claims against the company not acknowledged as debt :

1. GSRDC vide its letter dated 6th May 2014 has claimed amount of ₹ 5,87,48,259/- based on Clause No 7.3 of Concession Agreement. The Company has not accepted this demand of GSRDC to pay revenue share on defined traffic and sought for dispute resolution under Article 37 of Concession Agreement and hence not provided for.

2. Company has got the interest rate reduction in October 2015, but some of the bankers has not given effect of reduction of Interest due to this there is difference between company books and banks books amounting to Rs. 2,48,01,152. Company has already raised dispute on these banks claims and hence the same is not provided for.

G. Commitments

Commitments as at March 31, 2019 ₹ Nil (March 31, 2018: ₹ Nil)

15. REVENUE FROM OPERATIONS

Particulars	**2018-19**		**2017-18**	
	₹	₹	₹	₹
Operating revenue:				
Toll Collections	**1,286,943,026**		*1,280,878,654*	
Less : Revenue share to GSRDC *	**245,985,573**		*232,089,260*	
		1,040,957,453		*1,048,789,394*
		1,040,957,453		*1,048,789,394*

*Gujarat State Road Development Corporation Limited

16. OTHER INCOME

Particulars	**2018-19**		**2017-18**	
	₹	₹	₹	₹
Interest income from:				
Bank deposits	**11,526**		*10,623*	
Inter-corporate deposits	-		*20,714,579*	
Others	**80,227**		*79,623*	
		91,753		*20,804,825*
Profit on disposal of property, plant and equipment		**949,859**		-
Provision no longer required written back		**160,943**		-
Short Term Capital gain on current investment		**1,869,858**		*2,036,363*
Other income		**747,469**		*951,912*
		3,819,882		*23,793,100*

NOTES FORMING PART ACCOUNTS (Contd..)

17. OPERATING EXPENSES

Particulars	2018-19		2017-18	
	₹	₹	₹	₹
Toll management fees		**53,370,692**		*48,315,377*
Security services		**29,791,823**		*29,867,851*
Insurance		**7,001,232**		*6,879,605*
Concession fee		**2**		*2*
Repairs and maintenance				
Toll road & bridge	**38,041,433**		*37,672,170*	
Plant and machinery	**11,300,129**		*7,989,775*	
Periodic major maintenance	**91,299,997**		*107,973,809*	
Others	**13,947,715**		*15,888,715*	
		154,589,274		*169,524,469*
Professional fees		**7,104,566**		*4,046,223*
Power and fuel		**9,923,435**		*9,139,548*
		261,781,024		*267,773,075*

18. EMPLOYEE BENEFITS EXPENSE

Particulars	2018-19		2017-18	
	₹	₹	₹	₹
Salaries, wages and bonus		**19,137,859**		*16,383,544*
Contributions to and provisions for:				
Provident and pension funds (H(2))	**1,084,192**		*974,611*	
Gratuity fund (H(2))	**337,649**		*305,741*	
Compensated absences	**808,728**		*1,551,449*	
Retention pay	-		*160,943*	
		2,230,569		*2,992,744*
Staff welfare expenses		**2,612,404**		*2,604,419*
		23,980,832		*21,980,707*

19. FINANCE COSTS

Particulars	2018-19		2017-18	
	₹	₹	₹	₹
Interest expenses on Financial Liability measured at amortised cost				
Interest on borrowings		**774,278,509**		*851,819,118*
Interest on GSRDC Revenue share		**65,498,392**		*48,887,732*
Amortisation of upfront fees and implicit interest expense on fair value		**(85,547,041)**		*109,174,115*
Other Borrowing Cost				
Bank Guarantee Charges		**2,825,179**		*2,411,599*
		757,055,039		*1,012,292,564*

NOTES FORMING PART ACCOUNTS (Contd..)

20. DEPRECIATION AND AMORTISATION EXPENSE

Particulars	2018-19		2017-18	
	₹	₹	₹	₹
Depreciation on property, plant and equipment		**5,799,372**		*6,678,669*
Amortisation on intangible assets		**213,236,153**		*202,699,880*
		219,035,525		**209,378,549**

Particulars	2018-19		2017-18	
	₹	₹	₹	₹
20(a) Impairment of Toll Collection Rights		**845,681,307**		-
		845,681,307		-

21. OTHER EXPENSES

Particulars	2018-19		2017-18	
	₹	₹	₹	₹
Rates and taxes		**25,332**		*125,070*
Professional fees		**6,202,072**		*19,498,461*
Postage and communication		**2,050,539**		*1,077,944*
Printing and stationery		**810,447**		*879,632*
Travelling and conveyance		**2,512,923**		*2,454,350*
Repairs and maintenance - others		**1,812,796**		*1,000,580*
Miscellaneous expenses		**364,127**		*947,480*
		14,318,617		*25,983,517*

(a) Professional fees includes Auditors remuneration (including Goods & Service tax) as follows:

Particulars	2018-19	2017-18
	₹	₹
a) As auditor	**295,000**	*295,000*
b) For other services	**480,850**	*531,000*
c) For reimbursement of expenses	**49,660**	*18,636*
Total	**825,510**	*844,636*

Components of Other Comprehensive Income

The disaggregation of changes to OCI by each type of reserve in equity is shown below:

During the year ended March 31, 2019

Particulars	Retained earnings	Other reserves (specify nature)	Total
	₹	₹	₹
Remeasurement gains/(losses) on defined benefit plans			
Reclassified to Statement of profit and loss	(117,361)	—	(117,361)
	(117,361)	—	(117,361)

NOTES FORMING PART ACCOUNTS (Contd..)

H. NOTES FORMING PART OF ACCOUNTS

1) Corporate Information

L&T Rajkot Vadinar Tollway Ltd is a Special Purpose Vehicle (SPV) incorporated under companies act, 1956 on 08-09-2008 for the purpose of widening of existing two-lane of 131.65 kilometers Road stretch covering Rajkot Jamnagar Vadinar to make it four lane divided Carriageway facility under Viability Gap Funding scheme of Government of India and operation and maintenance thereof, under the Concession Agreement dated 17th September, 2008 The Concession is for a period of 20 years including the construction period. At the end of the 20 years the entire facility will be transferred to Gujarat State Road Development Corporation Ltd. The company achieved commercial operation on February 1, 2012 upon receipt of the provisional completion certificate executed between the Company and Gujarat State Road Development Corporation Ltd.

2) Disclosure pursuant to Ind AS 19 "Employee benefits": (as per IndAS reports)

(i) Defined contribution plan:

(1) The Company's provident fund are the defined contribution plans. The Company is required to contribute a specified percentage of payroll costs to the recognised provident fund to fund the benefits. The only obligation of the Company with respect to these plans is to make the specified contributions.

(2) An amount of ₹ 10,84,192/- (previous year: ₹ 9,74,611/-) being contribution made to recognised provident fund is recognised as expense and included under Employee benefit expense (Note 18) in the Statement of Profit and loss.

a) Features of its defined benefit plans:

Gratuity:

The benefit is governed by the Payment of Gratuity Act, 1972. The Key features are as under:

Plan Features

Features of the defined benefit plan	Remarks
Benefit offered	15 / 26 × Salary × Duration of Service
Salary definition	Basic Salary including Dearness Allowance (if any)
Benefit ceiling	Benefit ceiling of Rs. 20,00,000 was not applied
Vesting conditions	5 years of continuous service (Not applicable in case of death / disability)
Benefit eligibility	Upon Death or Resignation / Withdrawal or Retirement
Retirement age	58 years

Leave Encashment:

Features of the defined benefit plan	Remarks
Salary for Encashment	Basic Salary
Salary for Availment	Cost to company
Benefit event	Death or Resignation or Retirement or Availment
Maximum accumulation	300
Benefit Formula	(Leave Days) × (Salary)/ (Leave Denominator)
Leave Denominator	30
Leaves Credited Annually	33
Retirement Age	58 Years

b) The company has been contributing to Life Insurance Corporation with respect to Gratuity and Compensated absences.

c) Risk to the Plan

Following are the risk to which the plan exposes the entity :

(i) Actuarial Risk:

"It is the risk that benefits will cost more than expected. This can arise due to one of the following reasons:

Adverse Salary Growth Experience : Salary hikes that are higher than the assumed salary escalation will result into an increase in Obligation at a rate that is higher than expected.

Variability in mortality rates: If actual mortality rates are higher than assumed mortality rate assumption than the Gratuity benefits will be paid earlier than expected. Since there is no condition of vesting on the death benefit, the acceleration of cashflow will lead to an actuarial loss or gain depending on the relative values of the assumed salary growth and discount rate.

Variability in withdrawal rates: If actual withdrawal rates are higher than assumed withdrawal rate assumption than the Gratuity benefits will be paid earlier than expected. The impact of this will depend on whether the benefits are vested as at the resignation date."

(ii) Investment Risk:

For funded plans that rely on insurers for managing the assets, the value of assets certified by the insurer may not be the fair value of instruments backing the liability. In such cases, the present value of the assets is independent of the future discount rate. This can result in wide fluctuations in the net liability or the funded status if there are significant changes in the discount rate during the inter-valuation period.

NOTES FORMING PART ACCOUNTS (Contd..)

(iii) Liquidity Risk:
Employees with high salaries and long durations or those higher in hierarchy, accumulate significant level of benefits. If some of such employees resign / retire from the company there can be strain on the cashflows.

(iv) Market Risk:
Market risk is a collective term for risks that are related to the changes and fluctuations of the financial markets. One actuarial assumption that has a material effect is the discount rate. The discount rate reflects the time value of money. An increase in discount rate leads to decrease in Defined Benefit Obligation of the plan benefits & vice versa. This assumption depends on the yields on the corporate / government bonds and hence the valuation of liability is exposed to fluctuations in the yields as at the valuation date.

(v) Legislative Risk:
Legislative risk is the risk of increase in the plan liabilities or reduction in the plan assets due to change in the legislation / regulation. The government may amend the Payment of Gratuity Act thus requiring the companies to pay higher benefits to the employees. This will directly affect the present value of the Defined Benefit Obligation and the same will have to be recognized immediately in the year when any such amendment is effective.

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

Particulars	Gratuity plan		Compensated absences	
	As at March 31, 2019	*As at March 31, 2018*	**As at March 31, 2019**	*As at March 31, 2018*
	₹	₹	₹	₹
Present value of defined benefit obligation				
- Wholly funded	**1,685,005**	*1,517,861*	**2,339,846**	*1,918,998*
- Wholly unfunded	-	-	-	-
	1,685,005	*1,517,861*	**2,339,846**	*1,918,998*
Less : Fair value of plan assets	**1,326,181**	*1,200,626*	**1,845,405**	*1,791,775*
Net Liability/(asset)	**358,824**	*317,235*	**494,441**	*127,223*

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

Particulars	Gratuity plan		Compensated absences	
	As at March 31, 2019	*As at March 31, 2018*	**As at March 31, 2019**	*As at March 31, 2018*
	₹	₹	₹	₹
Current service cost	**326,405**	*305,829*	**422,506**	*184,023*
Interest on Defined benefit obligation	**11,244**	*(88)*	**1,363**	*51,938*
Past service cost and loss/(gain) on curtailments and settlement	-	-		
Net value of remeasurements on the obligation and plan assets	-	-	**358,312**	*437,632*
Total Charge to Statement of Profit and Loss	**337,649**	*305,741*	**782,181**	*673,593*

f) Other Comprehensive Income for the period

Particulars	Gratuity plan		Compensated absences	
	As at March 31, 2019	*As at March 31, 2018*	**As at March 31, 2019**	*As at March 31, 2018*
	₹	₹	₹	₹
Components of actuarial gain/losses on obligations:				
From changes in demographic assumptions	-	-	-	-
From changes in financial assumptions	**20,920**	*(41,312)*	**27,936**	*(52,455)*
From changes in experience	**10,695**	*148,285*	**344,044**	*469,959*
Return on plan assets excluding amounts included in interest income	**85,746**	*29,609*	**(13,668)**	*20,128*
Amounts recognized in Other Comprehensive Income	**117,361**	*136,582*	**358,312**	*437,632*

NOTES FORMING PART ACCOUNTS (Contd..)

g) Reconciliation of Defined Benefit Obligation:

Particulars	Gratuity plan		Compensated absences	
	As at March 31, 2019	*As at March 31, 2018*	**As at March 31, 2019**	*As at March 31, 2018*
	₹	₹	₹	₹
Opening balance of the present value of defined benefit obligation	**1,517,861**	*1,251,297*	**1,918,998**	*1,660,386*
Add: Current service cost	**326,405**	*305,829*	**422,506**	*184,023*
Add: Interest cost	**105,199**	**82,484**	**131,332**	**108,381**
Add/(less): Actuarial losses/(gains)	**31,615**	**106,973**	**371,980**	**417,504**
Less: Benefits paid	**296,075**	*228,722*	**504,970**	*451,296*
Add: Past service cost	-	-	-	-
Closing balance of the present value of defined benefit obligation	**1,685,005**	*1,517,861*	**2,339,846**	*1,918,998*

h) Reconciliation of Plan Assets:

Particulars	Gratuity plan		Compensated absences	
	As at March 31, 2019	*As at March 31, 2018*	**As at March 31, 2019**	*As at March 31, 2018*
	₹	₹	₹	₹
Opening value of Plan Assets	**1,200,626**	*1,099,637*	**1,791,775**	-
Interest Income	**93,955**	*82,572*	**129,969**	*56,443*
Return on plan assets excluding amounts included in interest income	**(85,746)**	*(29,609)*	**13,668**	*(20,128)*
Contributions by employer	**413,421**	*276,748*	**414,963**	*1,826,178*
Benefit Paid	**(296,075)**	*(228,722)*	**(504,970)**	*(70,718)*
Closing value of plan assets	**1,326,181**	*1,200,626*	**1,845,405**	*1,791,775*

i) Reconciliation of Net Defined Benefit Liability:

Particulars	Gratuity plan		Compensated absences	
	As at March 31, 2019	*As at March 31, 2018*	**As at March 31, 2019**	*As at March 31, 2018*
	₹	₹	₹	₹
Net opening provision in books of accounts	**317,235**	*151,660*	**127,223**	*1,660,386*
Employee Benefit Expense	**337,649**	*305,741*	**782,181**	*673,593*
Amounts recognized in Other Comprehensive Income	**117,361**	*136,582*		-
	772,245	*593,983*	**909,404**	*2,333,979*
Benefits paid by the Company	-	-	-	*(380,578)*
Contributions to plan assets	**(413,421)**	*(276,748)*	**(414,963)**	*(1,826,178)*
Closing provision in books of accounts	**358,824**	*317,235*	**494,441**	*127,223*

NOTES FORMING PART ACCOUNTS (Contd..)

j) Principal actuarial assumptions at the Balance Sheet date:

Particulars	**As at March 31, 2019**	*As at March 31, 2018*
Discount rate	**7.15%**	*7.30%*
Rate of Return on Plan Assets	**7.15%**	*7.30%*
Salary growth rate	**6.00%**	*6.00%*
Attrition rate	**15% at younger ages reducing to 3% at older ages**	*15% at younger ages reducing to 3% at older ages*

k) A quantitative sensitivity analysis for significant assumption as at March 31, 2019

Particulars	**Change in Assumptions**	**Impact on Defined Benefit Obligation (Gratuity)**		**Impact on Defined Benefit Obligation (leave Encashment)**	
	Increase/ (Decrease)	**Increase/(Decrease) in Assumptions**		**Increase/(Decrease) in Assumptions**	
	%	**₹**	**%**	**₹**	**%**
Discount Rate	**0.50%**	**1,617,079**	**-4.03%**	**2,249,123**	**-3.88%**
	-0.50%	**1,758,307**	**4.35%**	**2,437,726**	**4.18%**
Salary Growth Rate	**0.50%**	**1,758,770**	**4.38%**	**2,438,352**	**4.21%**
	-0.50%	**1,616,058**	**-4.09%**	**2,247,760**	**-3.94%**

l) The major categories of plan assets plan assets are as follows :

Particulars	**As at March 31, 2019**	*As at March 31, 2018*
	%	₹
Insurer managed funds	**100%**	*100%*
Investments quoted in active markets	-	-
Cash and cash equivalents	-	-
Unquoted investments	-	-
Total	**100%**	**100%**

m) Expected cashflows based on past service liability

Particulars	**Gratuity Cashflows**	*Compensated* **Cashflows**
2020	173,125	273,052
2021	175,436	268,628
2022	156,011	233,359
2023	155,966	216,287
2024	152,040	202,062

n) Details of Asset-Liability Matching Strategy

There are no minimum funding requirements for a Gratuity benefits plan in India and there is no compulsion on the part of the Company to fully or partially pre-fund the liabilities under the Plan.

The trustees of the plan have outsourced the investment management of the fund to an insurance company. The insurance company in turn manages these funds as per the mandate provided to them by the trustees and the asset allocation which is within the permissible limits prescribed in the insurance regulations. Due to the restrictions in the type of investments that can be held by the fund, it may not be possible to explicitly follow an asset-liability matching strategy to manage risk actively in a conventional fund.

3) Disclosure pursuant to Ind AS 23 "Borrowing Costs"

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

NOTES FORMING PART ACCOUNTS (Contd..)

4) Disclosure of segment information pursuant to Ind AS 108 "Operating Segments"

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

5) Disclosure of related parties / related party transactions pursuant to Ind AS 24 "Related Party Disclosures"

a) List of related parties

Ultimate Holding Company :	Larsen & Toubro Limited
Holding Company :	L&T Infrastructure Development Projects Limited
Fellow Subsidiaries :	Ahmedabad - Maliya Tollway Limited
	Vadodara Bharuch Tollway Limited
	L&T Samakhiali Gandhidham Tollway Limited
	L&T Halol Shamlaji Tollway Limited
	L&T Interstate Road Corridor Limited
	L&T Deccan Tollways Limited
	Beawar Pali Pindwara Tollway Limited (upto May 04, 2018)
	L&T Sambalpur Rourkela Tollway Ltd
Key Managerial Personnel :	
	Manager – Mr. Tarun Tyagi (April to September 2018)
	Manager – Mr. Prashant Kumar Singh (from December 2018)
	CFO – Mr. Prateek Patangwala
Key Managerial Personnel of Holding Company:	
	CEO – Mr. Shailesh Kumar Pathak
	CFO – Karthikeyan T.V

b) Disclosure of related party transactions:

Particulars	2018-19	*2017-18*
	₹	₹
Purchase of goods and services incl. taxes		
Holding company:		
L&T Infrastructure Development Projects Limited	**22,866,547**	*25,366,065*
Ultimate Holding company:		
Larsen & Toubro Limited	**3,133,825**	*3,217,425*
Purchase of assets		
Fellow subsidiaries:		
Ahmedabad Maliya Tollway Limited	**21,860**	*10,927*
Vadodara Bharuch Tollway Limited	**24,041**	-
L&T Halol Shamlaji Tollway Limited	**40,440**	
L&T Samakhiali Gandhidham Tollway Limited	-	*63,549*
Sale of assets		
Holding company:		
L&T Infrastructure Development Projects Limited	-	*52,506*
Fellow subsidiaries:		
L&T Interstate Road Corridor Limited	**118,000**	
L&T Halol Shamlaji Tollway Limited	**104,416**	
Beawar Pali Pindwara Tollway Limited		*37,153*
Vadodara Bharuch Tollway Limited	**354,000**	
Ahmedabad Maliya Tollway Limited	**15,302**	-
L&T Sambalpur Rourkela Tollway Ltd		*40,839*

NOTES FORMING PART ACCOUNTS (Contd..)

Particulars	2018-19 ₹	2017-18 ₹
Interest expense		
Holding company		
L&T Infrastructure Development Projects Limited	**10,200**	-
Reimbursement of expenses charged from		
Holding company:		
L&T Infrastructure Development Projects Limited	**2,825,179**	*402,430*
Share Capital Received		
Holding company:		
L&T Infrastructure Development Projects Limited		
Conversion of Mezz Debt into CCPS	-	*463,023,520*
Unsecured Loan Received		
Holding company		
L&T Infrastructure Development Projects Limited	**13,000,000**	-
Fellow subsidiaries:		
Vadodara Bharuch Tollway Limited	**660,000,000**	*250,600,000*
Ahmedabad Maliya Tollway Limited	**4,800,000**	-
Unsecured Loan Repaid		
Holding company		
L&T Infrastructure Development Projects Limited	**13,000,000**	-
Fellow subsidiaries:		
Ahmedabad Maliya Tollway Limited	**4,800,000**	-
Remuneration to Key Managerial Personnel		
Manager - Mr. Tarun Tyagi	**652,970**	*1,211,850*
Manager - Mr. Prashant Kumar Singh	**392,190**	-

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

Particulars	Amounts due (to)/from	
	As at March 31, 2019 ₹	*As at March 31, 2018* ₹
Ultimate Holding Company:		
Larsen & Toubro Limited	**(1,301,360)**	*(4,537,853)*
Holding Company:		
L&T Infrastructure Development Projects Limited	**27,601**	*(12,457,189)*
Fellow Subsidiaries:		
Vadodara Bharuch Tollway Ltd	**(1,014,100,000)**	*(354,100,000)*

d) Terms and conditions of transactions with related parties

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. For the year ended March 31, 2019, the company has not recorded any impairment of receivables relating to amounts owed by related parties (March 31, 2018: INR Nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

e) Since there are no receivables due from related parties, no provision for bad and doubtful debts has been made and no expense has been recognized in relation to the said bad and doubtful debts.

f) Compensation of Key Management personnel of the Company

Particulars	As at March 31, 2019 ₹	As at March 31, 2018 ₹
Short term employee benefits	**1,884,030**	*1,471,374*
Post employment gratuity and medical benefits	**33,360**	*25,673*
Other long term benefits	-	-
Termination benefits	**57,610**	*44,480*

g) The Holding Company L&T Infrastructure Development Projects Limited has provided Bank guarantees on behalf of Company of an amount of ₹ 42,25,88,923/- as on 31st March 2019 (Previous year ₹ 34,66,12,510/-) in respect of Debt Service Reserve to senior and sub lenders as per Facility Agreement.

h) The Company has provided Bank guarantees of ₹ 7,74,80,000/- (Previous year ₹ 7,74,80,000) as performance guarantee to GSRDC Ltd. as per clause no 5.1.2 of concession Agreement.

NOTES FORMING PART ACCOUNTS (Contd..)

6) Income Tax Expenses

a) The company is not required to pay current income tax due to tax loss as determined in accordance with the Income Tax Act, 1961.

b) In view of losses incurred by the Company during the current year under Income Tax Act 1961, deferred tax assets on deductible temporary differences and carry forward of unused tax losses have been recognised in the books to the extent of deferred tax liability on consideration that the taxable income will not be available in the foreseeable future years against which those temporary differences, losses and tax credit can be utilized.

The Company is also eligible for deduction under section 80IA of the Income Tax Act, 1961, which it proposes to claim in the future years.

7) Disclosure pursuant to Ind AS 33 "Earnings per share"

Basic and Diluted Earnings per share (EPS) computed in accordance with Ind AS 33 "Earnings per share".

Particulars		**2018-19** ₹	**2017-18** ₹
Basic earnings/(Loss) per equity share:			
Profit/(Loss) for the year attributable to owners of the Company for calculating basic earnings per share (₹)	**A**	**(1,077,075,009)**	*(464,825,918)*
Weighted average number of equity shares outstanding for calculating basic earnings per share	**B**	**110,000,000**	*110,000,000*
Basic earnings/(Loss) per equity share (₹)	**A / B**	**(9.79)**	*(4.23)*
Diluted earnings per equity share:			
Profit for the year attributable to owners of the Company for calculating basic earnings per share (₹)	**A**	**(1,077,075,009)**	*(464,825,918)*
Add : Interest on convertibles (net of tax)	**B**	-	-
Profit for the year attributable to owners of the Company for the calculating of diluted earnings per share (₹)	**C = A+B**	**(1,077,075,009)**	*(464,825,918)*
Weighted average number of equity shares outstanding for calculating basic earnings per share	**D**	**110,000,000**	*110,000,000*
Add : Shares deemed to be issued for no consideration in respect of :	**E**	**171,794,452**	*141,095,358*
Compulsorily convertible preference share capital	**F**	-	-
Weighted average number of equity shares outstanding for calculating diluted earnings per share	**H = D + E**	**281,794,452**	*251,095,358*
Diluted earnings per equity share (₹)		**(9.79)**	*(4.23)*
Face value per equity share (₹)		**10.00**	*10.00*

Potential equity shares that will arise on conversion of Compulsory Convertible Cumulative Preference Shares are resulting into anti dilution of EPS in the current year. Hence they have not been considered in the computation of diluted EPS in accordance with Ind AS 33 "Earnings Per Share."

8) Disclosure pursuant to Ind AS 36 "Impairment of Assets"

Company has carried out impairment test of toll collection right as on March 31, 2019 in accordance with Ind AS 36 considering its value in use which is calculated based on recoverable amount of toll collection rights by discounting future cash flow at finance cost and recognised an impairment loss of ₹ 84,56,81,207/- on toll collection rights. The impairment loss is on account of significant shift in traffic to alternate road and delay in concluding compensation by authorities. For this purpose Cash flow projections are made on the assumptions of an average growth of 11% in the toll collections, considering restructuring of the existing loan, increase of revenue by resolving the existing issue and receiving claim money from GSRDC which is under dispute resolution as per concession agreement.

9) Disclosures as per Ind AS 37 - "Provisions, Contingent Liabilities and Contingent assets"

a) Nature of provisions:

i) Implementation Provisions:

Particulars	**As at March 31, 2019** ₹	**As at March 31, 2018** ₹
Opening balance	**156,121,475**	*209,435,141*
Additional provision		
Paid during the year	**138,774,656**	
Unused amounts reversed	-	*(53,313,666)*
Unwinding of discount and changes in discount rate		
Closing balance	**17,346,819**	*156,121,475*

During capitalisation company made provision for balance implementation work as part of Toll Collection rights. These works were pending due to issues like non availability of Land or Right of way. That included PUP (1 No), CUP (2 No's), Truck Lay By (3 No's) and fencing of Urban Areas. Since then series of meeting and discussion took place between the company and GSRDC. Finally a conclusion is arrived and decision on all such issues is agreed in the form of supplementary agreement dated August 01, 2017.

NOTES FORMING PART ACCOUNTS (Contd..)

ii) Major Maintenance Provision

The company is required to operate and maintain the project highway during the entire concession period and hand over the project back to the Authority (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.

The concession agreement, requires the company to maintain the project highway at certain quality standards specified in the agreement during the concession period. Accordingly, the company has reconsidered the estimates for major maintenance expenditure which was made considering 5-7 years cycle. Based on technical estimates, the company has now revised the amount of Provision for major maintenance. Consequently amount of ₹ 16,43,06,917/- is written back from the said provision during the year. However, it is impracticable to ascertain amount of impact of change in estimate on future period.

Particulars	As at March 31, 2019 ₹	*As at March 31, 2018* ₹
Opening balance	**544,033,096**	*397,410,872*
Additional provision	**91,299,997**	*119,973,812*
Utilised	**-**	*(5,394,595)*
Unwinding of discount and changes in discount rate	**(90,050,908)**	*32,043,007*
Closing balance	**545,282,185**	*544,033,096*

* The company has issued work order amounting to Rs. 7,46,60,307 /- as on March 31, 2019

10) Company has signed supplementary agreement with GSRDC Limited for deferment of revenue share payable to GSRDC. As per the said agreement the revenue share so deferred will be paid along with interest at RBI Bank Rate plus 2% based on the position of Cash Flow of the Company. As on 31st March 2019, the unpaid revenue share is ₹ 71,82,92,555/- and interest is ₹ 16,20,50,366/-. Based on said agreement company is required to pay ₹ 14,38,00,000/- in FY 2018-19 and ₹ 1,42,00,000/- in FY 2019-20, out of which company has paid ₹ 3,58,15,707 /- during FY 2018-19, and balance amount of ₹ 12,21,84,293/- shown as current liability and balance has been shown as long term liability.

11) Government of Gujarat had taken a decision to grant exemption to Car/Jeep/ Van category and GSRTC buses owned by GSRDC from paying toll tax w.e.f 15th August 2016. Based on this on 12th August 2016 GSRDC issued detailed letter to the Concessionaire about its implementation. The letter also mentioned the procedure for reimbursement of loss to the Concessionaire towards shortfall in collection. The Company is submitting the claims for loss on account of this on monthly basis. GSRDC has made the payment against the claims till the month February 2019.

12) During the year, the company has incurred ₹ 25,29,312/- (Previous year: ₹ 20,77,343/-) in foreign currency towards payment against annual maintenance contract for toll equipments.

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

13) Financial Instruments

Disclosure of Financial Instruments by Category **(Amount in ₹)**

Financial instruments by categories	Note no.	As at March 31, 2019			*As at March 31, 2018*		
		FVTPL ₹	FVTOCI ₹	Amortized cost ₹	FVTPL ₹	FVTOCI ₹	Amortized cost ₹
Financial asset							
Security Deposits	**3**	-	-	**1,243,191**	-	-	*1,244,118*
Trade receivables	**6**	-	-	**30,192,535**	-	-	*27,162,032*
Cash and cash equivalents	**7**	-	-	**12,737,898**	-	-	*14,385,285*
Bank Balance other than above	**7(a)**			**171,439**			*161,626*
Other Current Financial Asset	**3**	-	-	**80,227**	-	-	*71,660*
Total Financial Asset		**-**	**-**	**44,425,290**	**-**	**-**	*43,024,721*
Financial liability							
Term Loan from Banks	**10**	-	-	**7,066,887,807**	-	-	*7,711,499,942*
Loans from related parties	**10**	-	-	**1,014,100,000**	-	-	*354,100,000*
Revenue Share Payable to GSRDC (Including Interest)	**11**	-	-	**880,342,921**	-	-	*695,708,912*
Other Current Financial Liabilities	**11**			**18,930,254**			*179,518,441*
Trade Payables	**14**	-	-	**16,825,192**	-	-	*31,772,713*
Total Financial Liabilities		-	-	**8,997,086,174**	-	-	*8,972,600,008*

Default and breaches

There are no defaults with respect to payment of principal interest, sinking fund or redemption terms and no breaches of the terms and conditions of the loan.

There are no breaches during the year which permitted lender to demand accelerated payment.

NOTES FORMING PART ACCOUNTS (Contd..)

14) Fair value of Financial asset and liabilities at amortized cost **(Amount in ₹)**

Particular	Note no.	As at March 31, 2019		As at March 31, 2018	
		Carrying amount	Fair value	Carrying amount	Fair value
		₹	₹	₹	₹
Financial Assets					
Security Deposits	3	1,243,191	1,243,191	1,244,118	1,244,118
Trade receivables	6	30,192,535	30,192,535	27,162,032	27,162,032
Cash and cash equivalents	7	12,737,898	12,737,898	14,385,285	14,385,285
Bank Balance other than above	7(a)	171,439	171,439	161,626	161,626
Other Current Financial Asset	3	80,227	80,227	71,660	71,660
Total Financial Assets		44,425,290	44,425,290	43,024,721	43,024,721
Financial liability					
Term Loan from Banks	10	7,066,887,807	7,066,887,807	7,711,499,942	7,711,499,942
Loans from related parties	10	1,014,100,000	1,014,100,000	354,100,000	354,100,000
Revenue Share Payable to GSRDC (Including Interest)	11	880,342,921	880,342,921	695,708,912	695,708,912
Other Current Financial Liabilities	11	18,930,254	18,930,254	179,518,441	179,518,441
Trade Payables	14	16,825,192	16,825,192	31,772,713	31,772,713
Total Financial Liabilities		8,997,086,174	8,997,086,174	8,972,600,008	8,972,600,008

The carrying amount of current financial assets and current trade and other payables measured at amortised cost are considered to be the same as their fair values, due to their short term nature.

The carrying amount of Security Deposit measured at amortized cost is considered to be the same as its fair value due to its insignificant value.

The carrying value of Rupee Term Loan and Loan from Related Party approximate fair value as the instruments are at prevailing market rate.

The carrying value of Revenue Share Payable to GSRDC (Including Interest) reasonably approximates its fair value, Hence their carrying value is considered to be same as their fair value.

Refer Note H(16) for information on Financial Asset pledged as security

NOTES FORMING PART ACCOUNTS (Contd..)

15) Fair Value Measurement

Fair Value Measurement of Financial asset and Financial liabilities

Fair value hierarchy

(Amount in ₹)

As at March 31, 2019					
Financial Asset & Liabilities Measured at Amortized cost for which fair values are to be disclosed	**Note No.**	**Level 1**	**Level 2**	**Level 3**	**Total**
Financial Liabilities					
Term Loan from Banks	10	-	7,066,887,807	-	7,066,887,807
Loans from related parties	10	-	1,014,100,000	-	1,014,100,000
Revenue Share Payable to GSRDC (Including Interest)	11	-	880,342,921	-	880,342,921
Other Current Financial Liabilities	11	-	18,930,254	-	18,930,254
Trade Payables	14	-	16,825,192	-	16,825,192
Total Financial liabilities		-	8,997,086,174	-	8,997,086,174

(Amount in ₹)

As at March 31, 2018					
Financial Asset & Liabilities Measured at Amortized cost for which fair values are to be disclosed	**Note No.**	**Level 1**	**Level 2**	**Level 3**	**Total**
Financial Liabilities					
Term Loan from Banks	10	-	7,711,499,942	-	7,711,499,942
Loans from related parties	10	-	354,100,000	-	354,100,000
Revenue Share Payable to GSRDC (Including Interest)	11	-	695,708,912	-	695,708,912
Other Current Financial Liabilities	11	-	179,518,441	-	179,518,441
Trade Payables	14	-	31,772,713	-	31,772,713
Total Financial Liabilities		-	8,972,600,008	-	8,972,600,008

There are no transfer between level 1 and level 2 during the year
The company policy is to recognise transfers into and transfer out of fair values hierarchy levels as at the end of the reporting period.

Valuation technique and inputs used to determine fair value

Financial assets and liabilities	Valuation method	Inputs
Financial assets		
Security deposit	Income	Cash flow
Financial liabilities		
Term Loan from Banks	Income	Current Bank Rate
Loans from Related parties	Income	Current Bank Rate
Revenue Share Payable to GSRDC (Including Interest)	Income	Cash flow

16) Asset pledged as security

(Amount in ₹)

Particulars	Note No.	As at March 31, 2019	*As at March 31, 2018*
Non Financial Asset			
Property, Plant & Equipment	1	12,728,217	*16,233,167*
Financial Asset			
Cash and Cash Equivalents	7	12,909,337	*14,546,911*
Trade and Other Receivables	6	30,192,535	*27,162,032*
Other Financial Asset	3	1,323,418	*1,315,778*
TOTAL		57,153,507	*59,257,888*

NOTES FORMING PART ACCOUNTS (Contd..)

17) Financial Risk Management

The company's activities expose it to variety of financial risks : market risk, credit risk and liquidity risk. The company's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board of Directors has established a risk management policy to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management systems are reviewed periodically to reflect changes in market conditions and the Company's activities. The Board of Directors oversee compliance with the Company's risk management policies and procedures, and reviews the risk management framework.

Market risk

The market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and other price risk.

i Foreign Currency Risk

Foreign currency risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rate.
The company is not exposed to foreign currency risk as it has no borrowing in foreign currency.

ii Interest rate risk

Interest rate risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.
The Interest risk arises to the company mainly from Long term borrowings with variable rates. The company measures risk through sensitivity analysis.
Currently, Lending by Commercial Banks is at variable rate only, which is the inherent business risk.

The company's exposure to interest rate risk due to variable interest rate borrowings is as follows:

(Amount in ₹)

Particulars	**As at March 31, 2019**	**As at March 31, 2018**
Senior Debt from Banks - Variable rate borrowings	**7,066,887,807**	*7,711,499,942*

Sensitivity analysis based on average outstanding Senior Debt

Interest Rate Risk Analysis	**Impact on profit/ loss after tax**	
	FY 2018-19	**FY 2017-18**
	₹	₹
Increase or decrease in interest rate by 25 basis point	**18,472,985**	*19,711,250*

Note: Profit will increase in case of decrease in interest rate and vice versa

iii Price risk

Price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk).
The company is not exposed to price risk as it does not have investment in mutual fund.
The company measures risk through sensitivity analysis.
The company's risk management policy is to mitigate the risk by investments in diversified mutual funds.

The company's exposure to price risk due to investments in mutual fund is as follows :

(Amount in ₹)

Particulars	**Note No.**	**As at March 31, 2019**	*As at March 31, 2018*
		₹	₹
Investments in Mutual Funds	-	-	-

Sensitivity Analysis

	Impact on profit/ loss after tax	
	As at March 31, 2019	**As at March 31, 2018**
	₹	₹
Increase or decrease in NAV by 2%	-	-

Note - In case of decrease in NAV profit will reduce and vice versa.

NOTES FORMING PART ACCOUNTS (Contd..)

iv Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial assets.

The company is exposed to liquidity risk due to bank borrowings and trade and other payables.

The company measures risk by forecasting cash flows.

The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due without incurring unacceptable losses or risking damage to the Company's reputation. The Company ensures that it has sufficient fund to meet expected operational expenses, servicing of financial obligations.

The following are the contractual maturities of financial liabilities

(Amount in ₹)

	As at March 31, 2019				
	Carrying Amount	**upto 1 year**	**1 - 2 years**	**2 - 5 years**	**> 5 years**
Non Derivative Financial Liability					
Senior Debt from Banks	**7,066,887,807.0**	**941,700,000.0**	**1,202,748,000**	**4,922,439,807**	**-**
Trade Payables	**16,825,192**	**16,825,192**	**-**	**-**	**-**
Revenue Share Payable to GSRDC (Including Interest)	**880,342,921**	**122,184,293**	**101,442,081**	**233,077,253**	**423,639,295**
Derivative Financial Liability	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**

	As at March 31, 2018				
	Carrying Amount	**upto 1 year**	**1 - 2 years**	**2 - 5 years**	**> 5 years**
Non Derivative Financial Liability					
Senior Debt from Banks	**7,711,499,942**	**649,116,000**	**941,700,000**	**4,520,160,000**	**1,600,523,942**
Trade Payables	**31,772,713**	**31,772,713**	**-**	**-**	**-**
Revenue Share Payable to GSRDC (Including Interest)	**695,708,912**	**143,781,829**	**14,226,619**	**334,519,333**	**203,181,131**
Derivative Financial Liability	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**

v Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation.

The company has other receivables primarily from government authority i.e. GSRDC. Hence, the management believes that the company is not exposed to any credit risk.

NOTES FORMING PART ACCOUNTS (Contd..)

18) Disclosure pursuant to Appendix - E to Ind AS 115 - " Service Concession Arrangements"

18.1. Description and classification of the arrangement

The Company has entered into Concession Agreement ('CA') with Gujarat State Road Development Corporation Limited (GSRDC) dated September 17, 2008 for construction of additional 2 lane for Rajkot-Jamnagar-Vadinar Road to make it Four Lane Divided Carriageway Facility under Viability Gap Funding Scheme of Government of India on Built Operate and Transfer basis. The Concession Period is of 20 years including construction period of 910 days. The Company obtained provisiona completion certificate on February 01, 2012 from the GSRDC. As per the CA, the company is entitled to charge users of the public service, hence the service arrangement has been classified as Intangible Asset.

18.2. Significant Terms

18.2.1 Revision of Fees :

Fees shall be revised annually on April 01 subject to the provisions Article 6 and Schedule G of the Concession Agreement dated Sept 17, 2008.

18.2.2 Concession Fee, Other Fees and Excess Revenue Sharing :

As per Article 7 of the Concession Agreement, the company is liable to pay Concession Fee Re 1 every year. The company is also liable of payment of Additional Concession Fee at the rate of 12.95% of total realisable fee from February 01, 2012. The rate of additional concession fee increases by 1% for each subsequent period of concession. i.e. 13.95% for second year, 14.95% for third year and so on .

18.3 Rights of the Company for use Project Highway

a To demand, collect and appropriate, Fee from vehicles and persons liable for payment of Fee for using the Project Highway or any part thereof and refuse entry of any vehicle if the Fee due is not paid.

b Right of Way, access and licence to the Site.

18.4. Obligation of the Company

a The company shall not assign, transfer or sublet or create any lien or Encumbrance on the CA or the Concession granted or on the whole or any part of the Project Highway nor transfer, lease or part possession thereof, save and except as expressly permitted by CA or the Substitution Agreement.

b The company is under obligation to carry out the routine and periodic maintenance of Project Highway as per Schedule L of the CA.

18.5. Details of any assets to be given or taken at the end of concession period

At the end of the Concession period the company shall deliver the actual or constructive possession of the Project Highway, free and clear of all encumbrances.

18.6 Details of Termination

CA can be terminated on account of default of the company or GSRDC in the circumstances as specified under article 30 of the CA.

18.7 Significant Changes in the terms Original Concession Agreement till 31st March 2018.

a As per supplementary Agreement dated 9th Nov 2015 GSRDC has extended the concession period by 47 days due to various issues during construction period.

b In view of Shortfall on toll collection, Company has signed supplementary agreement dated 1st August 2017 with GSRDC Ltd. for payment of this outstanding revenue share and interest outstanding on March 31, 2017 and for revenue share relating to the future years till 2026-27.

19) Capital Management

For the purpose of the Company's capital management, capital includes issued equity capital, share premium, Other equity in form of compound financial instrument and all other reserves attributable to the equity holders of the Company.

The Company's objective for capital management is to maximize shareholder value and safeguard business continuity.

The Company determines the capital requirement based on annual operating plans and other strategic plans. The funding requirements are met through equity, borrowings and operating cash flows generated.

Summary of Quantitative Data is given hereunder :

Particulars	**As at March 31, 2019** ₹	**As at March 31, 2018** ₹
Equity	1,100,000,000	*1,100,000,000*
Other Equity	(2,304,725,506)	*(1,227,533,134)*
Total	**(1,204,725,506)**	*(127,533,134)*

20) Previous Year Figures are regrouped / reclassified wherever necessary.

NOTES ACCOMPANYING THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

I. SIGNIFICANT ACCOUNTING POLICIES

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

1. Basis of preparation

(a) Compliance with Ind AS

The Company's financial statements comply in all material respects with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015] and Companies (Indian Accounting Standards) Amendment Rules, 2016.

(b) Basis of presentation

The financial statements are presented in INR, which is functional currency of the company.

(c) Basis of measurement

The financial statements have been prepared on a historical cost basis, except for the following items which are measured at fair values:

- Net defined benefit (asset) / liability

(d) Use of estimates and judgements

The preparation of these financial statements is in conformity with Ind AS which requires the management to make estimates and assumptions considered in the reported amounts of assets, liabilities (including contingent liabilities), income and expenses. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Actual results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialize. Estimates include the useful lives of property plant and equipment and intangible fixed assets, allowance for doubtful debts/advances, future obligations in respect of retirement benefit plans, provisions for resurfacing obligations, fair value measurement etc. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

(e) Measurement of fair values

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The fair value measurement assumes that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefit by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy. The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

Level 1 – inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 – inputs are other than quoted prices included within level 1 that are observable for the asset or liability either directly (i.e. as prices) or indirectly (i.e. derived prices)

Level 3 – inputs are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a valuation model based on assumption that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

2. Presentation of financial statements

The Balance Sheet, the Statement of Profit and Loss and Statement of Changes in Equity 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 Ind AS 7 "Statement of Cash Flows". The disclosure requirements with respect to items in the Balance Sheet and Statement of Profit and Loss, Statement of Changes in Equity 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.

3. Revenue recognition

The company primarily derives revenue in terms of the Appendix D to Ind AS 115 which covers specific aspects related to the Service Concession Agreements. The company follows Intangible Asset model prescribed in the Appendix.

NOTES ACCOMPANYING THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (Contd..)

Effective April 1, 2018, the Company adopted Ind AS 115 "Revenue from Contracts with Customers" using the cumulative catch-up transition method, applied to contracts that were not completed as of April 1, 2018. In accordance with the cumulative catch-up transition method, the comparatives have not been retrospectively adjusted.

Revenue is recognized upon transfer of control of promised service to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those services or goods. Revenue, primarily, is measured based on the transaction price (realization of toll receipts), which is the consideration for usage of the toll roads. Since the company does not provide any other services, the disaggregation of revenues is not disclosed.

a) Toll collection from users of the infrastructure facility constructed by the Company under the Service Concession Arrangement is recognised in the period of collection of toll / user fee which coincides with the usage of the infrastructure facility net of revenue share payable to state authorities (GSRDC) . Income from sale of smart cards is recognised on cash basis. The compensation receivable for categories vehicles exempted from Toll by Concessioning Authority is accounted on cash basis except for the last month of year where it is recognised on estimated realisable value basis.

b) Interest income is recognised using effective interest method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through expected life of the financial asset to the gross carrying amount of the financial asset. When calculating the effective interest rate, the company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.

c) Fair value gains on current investments carried at fair value are included in Other income.

d) Insurance claims are accounted for on the basis of claims admitted / expected to be admitted and to the extent that the amount recoverable can be measured reliably and it is reasonable to expect ultimate collection.

e) Other items of income are recognised as and when the right to receive arises.

4. Cash and Cash Equivalents

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank (including demand deposits) and in hand and short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value and bank overdrafts. Bank overdraft is shown within borrowings

5. Cash flow statement

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

(a) transactions of a non-cash nature;

(b) any deferrals or accruals of past or future operating cash receipts or payments and,

(c) all other items of income or expense associated with investing or financing cash flows.

The cash flows from operating, investing and financing activities of the Company are segregated based on the available information. Cash and cash equivalents (including bank balances) are reflected as such in the Cash Flow Statement. Those cash and cash equivalents which are not available for general use as on the date of Balance Sheet are also included under this category with a specific disclosure.

6. Property, plant and equipment (PPE)

"Property, Plant and Equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any

The cost comprises the purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for its intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditures relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the company and the cost of the item can be measured reliably. All other expenses on existing fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

Gains or losses arising from derecognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset at the time of disposal and are recognized in the statement of profit and loss when the asset is derecognized

In respect of Property, Plant and Equipment purchased during the year, depreciation is provided on a pro-rata basis from the date on which such asset is ready to use. Assets costing less than rupees five thousand each is fully depreciated in the year of purchase.

The residual value, useful live and method of depreciation of Property, Plant and Equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

NOTES ACCOMPANYING THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (Contd..)

The estimated useful lives of the assets are as follows:

Category of Property, plant and equipment	**Estimated useful life (in years)**
Buildings including ownership flats	50
Plant and equipment:	
DG Sets	12
Air-conditioning and refrigeration equipment	12
Split AC and Window AC	4
Furniture and fixtures	10
Vehicles:	
Motor cars (other than those under the Company owned car scheme)	7
Motor cars (under the Company owned car scheme)	5
Motor cycles, scooters and other mopeds	10
Tractors and other vehicles	8
Office equipment:	
Multifunctional devices, printers, switches and projectors	4
Other office Equipments	5
Computers:	
Servers and systems	6
Desktops, laptops, etc.,	3
Electrical installations	10

7. **Amortisation of intangible assets**

Toll collection rights in respect of road projects are amortized 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 (which is submitted to lenders) 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.

8. **Intangible assets**

Rights under Service Concession Arrangements

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.

Toll Projects (Right to charge users)

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”) project undertaken by the Company. Toll collection rights are capitalized as intangible assets upon completion of the project at the cumulative construction costs plus the present value of obligation towards negative grants and additional concession fee payable to Gujarat State Road Development Corporation Ltd (GSRDC), if any. Till the completion of the project, the same is recognised under intangible assets under development. The revenue from toll collection/other income during the construction period is reduced from the carrying amount of intangible assets under development.

The cost incurred for work beyond the original scope per Concession agreement (normally referred as “Change of Scope”) is capitalized as intangible asset under development as and when incurred. Reimbursement in respect of such amounts from Gujarat State Road Development Corporation Ltd (GSRDC) are reduced from the carrying amount intangible assets to the extent of actual receipts.

Extension of concession period by the authority in compensation of claims made are capitalised as part of Toll Collection Rights at the time of admission of the claim or when there is a contractual right to extension at the estimated amount of claims admitted or computed based on average collections whichever is more evident.

9. **Employee benefits**

Employee benefits include provident fund, employee state insurance scheme, gratuity fund, compensated absences, long service awards and post-employment medical 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 recognised in the period in which the employee renders the related service.

NOTES ACCOMPANYING THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (Contd..)

‘The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the service. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related service.

The cost of short-term compensated absences is accounted as under :

(a) in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and

(b) in case of non-accumulating compensated absences, when the absences occur.”

(ii) Post employment benefits

(a) Defined contribution plans:

The Company’s State governed provident fund linked with employee pension scheme are defined contribution plans. The contribution paid / payable under the scheme is recognised during the period in which the employee renders the related service.

(b) Defined benefit plans:

The employees’ gratuity fund scheme and the provident fund scheme managed by the Life Insurance Corporation and Recognised Provident fund respectively are the Group’s defined benefit plans. 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 rate used for determining the present value of the obligation under defined benefit plans, is based on the market yield on government securities of a maturity period equivalent to the weighted average maturity profile of the related obligations at the Balance Sheet date.

“Remeasurement, comprising actuarial gains and losses, the return on plan assets (excluding net interest) and any change in the effect of asset ceiling (if applicable) are recognised in other comprehensive income and is reflected immediately in retained earnings and is not reclassified to profit & loss.

The interest element in the actuarial valuation of defined benefit plans, which comprises the implicit interest cost and the impact of changes in discount rate, is recognised as employee benefit expenses in the Statement of Profit and Loss.

In case of funded plans, the fair value of the plan assets is reduced from the gross obligation under the defined benefit plans to recognise the obligation on a net basis.

Gains or losses on the curtailment or settlement of any defined benefit plan are recognised when the curtailment or settlement occurs. Past service cost is recognised as expense at the earlier of the plan amendment or curtailment and when the Company recognises related restructuring costs or termination benefits.“

(iii) Other long term employee benefits:

The obligation for other long term employee benefits such as long term compensated absences, liability on account of Retention Pay Scheme are recognised in the same manner as in the case of defined benefit plans as mentioned in (ii)(b) above.

(iv) Termination benefits

Termination benefits such as compensation under Voluntary Retirement cum Pension Scheme are recognised as expense and a liability is recognised at the earlier of when the Company can no longer withdraw the offer of the termination benefit and when the Company recognises any related restructuring costs.

10. Borrowing costs

Borrowing costs include interest calculated using the effective interest method, amortisation of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan. Borrowing costs, allocated to and utilized for acquisition, construction or production of qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset up to the date of capitalization of such asset are added to the cost of the assets. Capitalization of borrowing costs is suspended and charged to the Statement of Profit and Loss during extended periods when active development activity on the qualifying assets is interrupted.

11. Segment reporting

The Company identifies primary segments based on the dominant source, nature of risks and returns and the internal organization and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit / loss amounts are evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing performance. The company / Group’s chief operating decision maker is the Chief Executive Officer and Managing Director.

Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment. The identification of operating segments and reporting of amounts is consistent with performance assessment and resource allocation by the management.

NOTES ACCOMPANYING THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (Contd..)

Inter-segment revenue is accounted on the basis of transactions which are primarily determined based on market / fair value factors.

Revenue, expenses, assets and liabilities which relate to the Group as a whole and are not allocable to segments on reasonable basis have been included under 'unallocated revenue / expenses / assets / liabilities'.

12. Earnings per share

Basic earnings per share is computed by dividing the profit / (loss) for the year by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) for the year as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.

13. Income taxes

The income tax expense or credit for the year is the tax payable on current year's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses. The current income tax charge is calculated on the basis of tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates, positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and provisions are established where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However deferred income tax is not accounted if it arises from the initial recognition of an asset or liability that at the time of the transaction affects neither the accounting profit nor taxable profit (tax loss). Deferred income tax is determined using tax rates and laws that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset/liability is realised or settled.

Deferred tax assets are recognised for all deductible temporary differences, carry forward of unused tax losses and carry forward of unused tax credits to the extent that it is probable that taxable profit will be available against which those temporary differences, losses and tax credit can be utilized, except when deferred tax asset on deductible temporary differences arise from the initial recognition of an asset or liability in a transaction that is not a business combination and at the time of the transaction, affects neither accounting profit nor taxable profit or loss.

Deferred tax assets and deferred tax liabilities are offset, when the entity has a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances related to the same authority.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity wherein the related tax is also recognised in other comprehensive income or directly in equity.

14. Impairment of assets

"The carrying values of assets / cash generating units at each balance sheet date are reviewed for impairment if any indication of impairment exists. The following intangible assets are tested for impairment each financial year even if there is no indication that the asset is impaired:

(a) an intangible asset that is not yet available for use; and

(b) an intangible asset that is amortized over a period exceeding ten years from the date when the asset is available for use.

If the carrying amount of the asset exceeds the estimated recoverable amount, an impairment is recognised for such excess amount. The impairment loss is recognised as an expense in the Statement of Profit and Loss, unless the asset is carried at revalued amount, in which case any impairment loss of the revalued asset is treated as a revaluation decrease to the extent a revaluation reserve is available for that asset.

The recoverable amount is the higher of the fair value less costs of disposal and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of the time value of money and the risks specific to the asset for which the estimated future cash flows have not been adjusted.

When there is indication that an impairment loss recognised for an asset (other than a revalued asset) in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, to the extent the amount was previously charged to the Statement of Profit and Loss. In case of revalued assets such reversal is not recognised."

15. Provisions, contingent liabilities and contingent assets

A provision is recognised when the Company has a present obligation (legal or constructive) as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows

NOTES ACCOMPANYING THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (Contd..)

estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material)

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that the reimbursement will be received and the amount of the receivable can be measured reliably.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the financial statements

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only be occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company. The company does not recognize a contingent asset but discloses its existence in the financial statements

16. Foreign Currency transactions

(a) Initial recognition

Foreign currency transactions are recorded in the functional currency, by applying to the foreign currency amount the exchange rate between the functional currency and the foreign currency at the date of the transaction.

(b) Conversion

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction.

(c) Exchange difference

All exchange differences are recognized as income or as expenses in the year in which they arise.

17. Events after reporting date

Where events occurring after the Balance Sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the financial statements. Otherwise, events after the Balance Sheet date of material size or nature are only disclosed.

18. Financial Instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

a) Financial Assets

“All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets

Investments in debt instruments that meet the following conditions are subsequently measured at amortised cost.

- The asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- The contractual terms of instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt instruments that meet the following conditions are subsequently measured at fair value through other comprehensive income

- The asset is held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets; and
- The contractual terms of instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A financial asset which is not classified in any of the above categories are measured at fair valued through profit or loss

Investments in equity instruments are classified as FVTPL, unless the Company irrevocably elects on initial recognition to present subsequent changes in fair value in OCI for equity instruments which are not held for trading.

Interest, dividends, losses and gains relating to financial instruments or a component that is a financial liability shall be recognised as

NOTES ACCOMPANYING THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (Contd..)

income or expenses in profit or loss.. On disposal of debt instruments FVTOCI the cumulative gain or loss previously accumulated in other equity is reclassified to profit & loss. However in case of equity instruments at FVTOCI cumulative gain or loss is not reclassified to profit & loss on disposal of investments."

The company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability is derecognized when obligation specified in the contract is discharged or cancelled or expires.

Impairment of financial assets: The Company applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost, debt instruments at FVTOCI, trade receivable and other contractual rights to receive cash or other financial asset and financial guarantees not designated as at FVTPL. For the purpose of measuring expected credit loss allowance for businesses other than financial services for trade receivables, the Company has used a provision matrix which takes into account historical credit loss experience and adjusted for forward looking information as permitted under Ind AS 109. Impairment loss allowance (or reversal) recognised during the period is recognised as income / expense in the statement of profit and loss.

b) Financial Liabilities

Financial liabilities are classified at initial recognition, as financial liabilities as fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Loans and borrowings are subsequently measured at amortised costs using Effective Interest Rate method

Financial liabilities at fair value through profit or loss (FVTPL) are subsequently measured at fair value.

Financial guarantee contracts are subsequently measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

Financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

19. Claims

Claims against the Company not acknowledged as debts are disclosed under contingent liabilities. Claims made by the company are recognised as and when the same is approved by the respective authorities with whom the claim is lodged.

20. Accounting Pronouncement Issued but not effective

Ind AS 116 "Leases"

On March 30 ,2019,Ministry of Corporate Affairs has notified Ind AS116,Leases.Ind AS116 will replace the existing leases Standard, Ind AS17 Leases, and related Interpretations. The Standard sets out the principles for the recognition ,measurement ,presentation and disclosure of leases for both parties to a contract i.e.,the lessee and the lessor. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than twelve months, unless the underlying asset is of low value.

The effective date for adoption of Ind AS 116 is annual periods beginning on or after April 1, 2019 however the effect on adoption will not have any impact on financial statement

Ind AS 12 "Income taxes" (Amendments relating to income tax consequences of dividend and uncertainty over income tax treatments)

The amendment relating to income tax consequences of dividend clarify that an Company shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the Company originally recognised those past transactions or events. The Company does not expect any impact from this pronouncement. It is relevant to note that the amendment does not amend situations where the Company pays a tax on dividend which is effectively a portion of dividends paid to taxation authorities on behalf of shareholders. Such amount paid or payable to taxation authorities continues to be charged to equity as part of dividend, in accordance with Ind AS 12.

The amendment to Appendix C of Ind AS 12 specifies that the amendment is to be applied to the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. It outlines the following: (1) the Company has to use judgement, to determine whether each tax treatment should be considered separately or whether some can be considered together. The decision should be based on the approach which provides better predictions of the resolution of the uncertainty (2) the Company is to assume that the taxation authority will have full knowledge of all relevant information while examining any amount (3) Company has to consider the probability of the relevant taxation authority accepting the tax treatment and the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates would depend upon the probability. The Company does not expect any significant impact of the amendment on its financial statements.

Ind AS 109 "Financial Instruments" (Prepayment Features with Negative Compensation)

The amendments relate to the existing requirements in Ind AS 109 regarding termination rights in order to allow measurement at amortised

NOTES ACCOMPANYING THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019 (Contd..)

cost (or, depending on the business model, at fair value through other comprehensive income) even in the case of negative compensation payments. The Company does not expect this amendment to have any impact on its financial statements.

Ind AS 19 "Employee Benefits" (Plan Amendment, Curtailment or Settlement)

"The amendments clarify that if a plan amendment, curtailment or settlement occurs, it is mandatory that the current service cost and the net interest for the period after the re-measurement are determined using the assumptions used for the re-measurement. In addition, amendments have been included to clarify the effect of a plan amendment, curtailment or settlement on the requirements regarding the asset ceiling. The Company does not expect this amendment to have any significant impact on its financial statements."

Ind AS 23 "Borrowing Costs"

"The amendments clarify that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that an Company borrows generally when calculating the capitalisation rate on general borrowings. The Company does not expect any impact from this amendment."

21. Commitments

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

(i) Estimated amount of contracts remaining to be executed on capital account and not provided for

(ii) Uncalled liability on shares and other investments partly paid

(iii) Funding related commitment to subsidiary, associate and joint venture companies and

(iv) Other non-cancellable commitments, if any, to the extent they are considered material and relevant in the opinion of management.

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

22. Going Concern

The Company's accumulated losses have exceeded its Paid-up capital as on balance sheet date by ₹ 120.47 Crore, the company has incurred net loss of ₹ 107.71 Crore during the year ended March 31, 2019 and as on that date the company's current liabilities exceeded its current assets by ₹ 217.79 Crore. The management of the company represents that the company has not defaulted in its repayment obligations of loans as well as interest to lenders so far and have funded to sustain the operations of the company. The management has been raising the claims for loss of revenue for force majeure events and forced violations for the past period regularly on monthly basis and presently raised the same under Dispute Resolution as per the provisions of the concession agreement with GSRDC and have sought compensation for shortfall in toll revenue. It has also prepared plan for availing re-finance of its existing loan facilities so as to reduce finance cost and avail longer repayment period. Having regard to this the management believes that at present there is no threat to going concern and have prepared financial statements on the basis that the company is a going concern.

As per our report attached

For **MANUBHAI & SHAH LLP**
Chartered Accountants
(Firm's Registration No.: 106041W/W100136)
by the hand of

K C PATEL
Partner
Membership No.: 30083

Place: Ahmedabad
Date: 20-4-2019

For and on behalf of the Board

Company secretary	*Chief Financial Officer*	*Director*	*Director*
		KTV	*PSK*
		DIN : 01367727	*DIN : 02914307*

Place: Chennai
Date: 19-04-2019