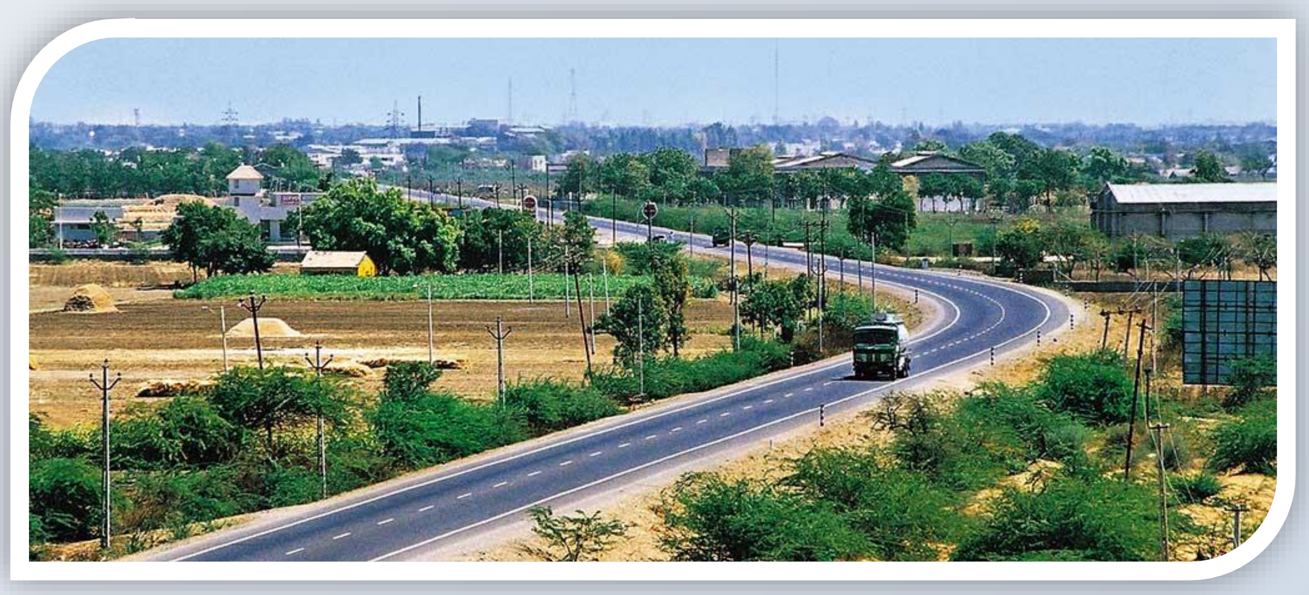

L&T RAJKOT- VADINAR TOLLWAY LIMITED

14th ANNUAL REPORT

Board of Directors:
Mr. Pramod Sushila Kapoor
Dr. Esther Malini
Dr. K.N.Satyanarayana
Dr. J.N.Singh

Mr. Lalit Singh Chakravarti – Manager
Mr. S.A.Nagarajan – Chief Financial Officer
Mr. S.Srinivasan– Company Secretary

Statutory Auditors
M/s. Manubhai & Shah LLP,
Chartered Accountants

Secretarial Auditors
M/s. Alagar & Associates,
Company Secretaries in Practice

Registered Office
Post Box No.979
Mount Poonamallee Road
Manapakkam
Chennai – 600 089

L&T Rajkot - Vadinar Tollway Limited
(A subsidiary of L&T IDPL)
KM-58+325, Toll Plaza Building, Village-Soyal
Rajkot Jamnagar, SH No.25, Taluka – Dhrol,
District-Jamnagar,Gujrat, Pin- 361210
Phone: 0288-3911339

Notice to Members

Notice is hereby given for the 14th ANNUAL GENERAL MEETING of the Members of L&T RAJKOT - VADINAR TOLLWAY LIMITED to be held on Friday, September 30, 2022 at 02:30 p.m. at the Registered office of the Company located at, Mount Poonamallee Road, Manapakkam, Chennai – 600 089 to transact the following business:

Ordinary business:

1. To consider and adopt the audited Financial Statements of the Company for the year ended March 31, 2022 together with the Reports of the Board of Directors and Auditors thereon.

2. To appoint a Director in place of Mr. P.S.Kapoor (DIN: 02914307), who retires by rotation and is eligible for reappointment.

Special business

3. To ratify the remuneration payable to Cost Auditor for the financial year 2022 – 23 and for that purpose to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:**

   "RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 read with rule 14 of the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost records and Audit) Rules, 2014, the members hereby ratify the remuneration of Rs.75,000/- per annum plus applicable taxes and out of pocket expenses to M/s. PRI & Associates (Membership No.000456), who are appointed as Cost Auditor to audit the cost records of the Company for the financial year 2022 – 23.

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

By Order of the Board
L&T Rajkot - Vadinar Tollway Limited

Esther Malini
Director
DIN: 07124748

Date : 11/08/2022
Place: Chennai

Notes:

1. *The relative explanatory statement pursuant to section 102 of the companies act, 2013 in respect of the special business as set out above is annexed hereto.*

2. ***A member entitled to attend and vote is entitled to appoint a proxy to attend and to vote instead of himself and proxy need not be a member.*** *Proxy forms should be submitted to the company 48 hours before the commencement of the meeting.*

3. *Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the company a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.*

4. *All documents referred to in the accompanying notice shall be open for inspection at the registered office of the company during business hours except on holidays, up to and including the date of the annual general meeting of the company.*

5. *Details of Directors seeking appointment/re-appointment at the Annual General Meeting of the company are provided in "Annexure A" of this notice.*

Explanatory Statement

As required by Section 102 of the Companies Act, 2013 ("Act"), the following Explanatory Statement sets out all material facts relating to the special businesses under Item No.3 accompanying the Notice:

Item no.4

To ratify the remuneration of the Cost Auditor for the financial year 2022 – 23 as considered and approved by the Board of Directors of the Company

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

Consequently, the Board of Directors at their meeting held on April 15, 2022 had appointed M/s. PRI & Associates, a firm of Cost Accountant in Practice, as the Cost Auditor of the Company for the financial year 2022 – 23 at a remuneration of Rs.75,000/- per annum plus applicable tax.

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

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

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

Hence, the Directors recommend the resolution as an Ordinary Resolution for the approval of the members.

None of the Directors or the Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the said resolutions.

By Order of the Board
L&T Rajkot - Vadinar Tollway Limited

Esther Malini
Director
DIN: 07124748

Date : 11/08/2022
Place: Chennai

Annexure A

Details of the Director seeking re-appointment in the forthcoming Annual General Meeting.

Name of Director	Mr. Pramod Sushila Kapoor
Date of Birth	March 26, 1959
Date of Appointment on the Board	July 12, 2019
Qualification	CA, CS
Experience	38
Directorships in other companies	Kudgi Transmission Limited LTIDPL IndvIT Services Limited Panipat Elevated Corridor Limited Vadodara Bharuch Tollway Limited Ahmedabad - Maliya Tollway Limited L&T Samakhiali Gandhidham Tollwaylimited L&T Deccan Tollways Limited L&T Sambalpur - Rourkela Tollway Limited
Number of Board Meetings attended during the financial year 2021-22	5
Memberships / Chairmanship of committees across all companies	Vadodara Bharuch Tollway Limited (AC/CSR)* Kudgi Transmission Limited (AC/NRC/CSR/ RMC-chairperson) L&T Rajkot - Vadinar Tollway Limited (AC/NRC) Ahmedabad - Maliya Tollway Limited (AC/NRC) L&T Samakhiali Gandhidham Tollway Limited L&T Deccan Tollways Limited (AC) L&T Sambalpur - Rourkela Tollway Limited (AC)
Shareholding in the Company	NIL
Relationship with other Directors / KMPs	NIL

**AC : Audit Committee*
NRC : Nomination & Remuneration Committee
CSR : Corporate Social Responsibility Committee
SRC : Stakeholders' Relationship Committee
RMC : Risk Management Committee

L&T Rajkot - Vadinar Tollway Limited
(A subsidiary of L&T IDPL)
KM-58+325, Toll Plaza Building, Village-Soyal
Rajkot Jamnagar, SH No.25, Taluka – Dhrol,
District-Jamnagar,Gujrat, Pin- 361210
Phone: 0288-3911339

BOARD'S REPORT

Dear Members,

Your Directors have pleasure in presenting their report and Audited Accounts for the year ended March 31, 2022.

Financial Results / Financial Highlights:

(Rs. in crore)

Particulars	**2021-22**	**2020-21**
Profit / (Loss) Before Depreciation, exceptional items & Tax	18.89	(0.52)
Less: Depreciation, amortization, impairment and obsolescence	45.15	38.61
Profit / (Loss) before exceptional items and tax	(26.26)	(39.13)
Add: Exceptional Items	137.16	23.78
Profit / (Loss) before tax	10.90	(15.35)
Less: Provision for tax	-	-
Profit/(loss) for the period carried to the Balance Sheet	110.90	(15.35)
Add: Other comprehensive Income	(0.06)	-
Total Comprehensive income of the year	110.84	(15.35)
Add: Balance brought forward from previous year	(536.31)	(520.96)
Balance to be carried forward	(425.47)	(536.31)

State of Company Affairs:

The gross revenue (excluding revenue share of GSRDC, if any) and other income for the financial year under review were Rs.144.17 crore as against Rs. 120.85 crore for the previous financial year registering an increase of 19%. The profit before tax and profit after tax was Rs.110.90 crore for the financial year under review as against Rs.(15.35) for the previous financial year, registering an increase in profit by 126% respectively.

Capital & Finance.

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

Capital Expenditure.

As at March 31, 2022 the gross fixed and intangible assets including leased assets, stood at Rs.1027 crore and the net fixed and intangible assets, including leased assets, at Rs.727 cr. Capital Expenditure during the year amounted to Rs. 2 crore however the company has 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.

As on March 31, 2022, the shares of the Company are held in the following manner:

Equity Shares

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

Compulsorily Convertible Preference Shares (CCPS):

100% of the preference share capital representing 17,17,94,452 CCPS @ Rs.10/- each are held in dematerialized 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, guarantees given or security provided is given in the financial statement.

Particulars of Contracts or Arrangements with related parties.

All related party transactions during the year have been approved in terms of the Act and 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 equivalent to Rs. 25 lakh.

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.

During the year under review, Dr. Esther Malini who had retired by rotation at the Annual General Meeting held on September 30, 2021 was re-appointed at the said meeting.

Dr. J.N.Singh who was appointed as Additional Director effective from February 26, 2021 was re-appointed as Director by the Members of Company at the AGM held on September 30, 2021

The Independent Directors of the Company have registered themselves on the Independent Director's Databank.

Composition of Board of Directors of the Company as on March 31, 2022 stood as below:

S. No.	Name of the Director	Designation	DIN
1	Mr. Pramod Sushila Kapoor	Director	02914307
2	Dr. Esther Malini	Woman Director	07124748
3	Dr. K.N. Satyanarayana	Independent Director	02460153
4	Dr. J.N. Singh	Independent Director	00955107

Mr. Shashank Virendra Shukla had resigned as Manager with effect from November 20, 2021 and Mr. Lalit Singh Chakravarti was appointed as Manager with effect from January 7, 2022.

The Key Managerial Personnel (KMP) of the Company as on March 31, 2022 are:

S. No.	Name	Designation	Date of Appointment
1	Mr. Lalit Singh Chakravarti	Manager	January 7, 2021
2	Mr. S.A. Nagarajan	Chief Financial Officer	October 10, 2019
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	Directors Present
April 13, 2021	4	4
July 12, 2021	4	4
October 9, 2021	4	2
January 7, 2021	4	4
March 24, 2022	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.

The 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. Presentations are made regularly to the Board/NRC/AC (minutes of Board, AC and NRC are circulated to the Board). Presentations, inter alia cover business strategies, management structure, management development and planning, half-yearly and annual results, budgets, treasury, review of Internal Audit reports, risk management, etc.

Audit Committee.

The Company has an Audit Committee constituted in terms of the Companies Act, 2013. As on March 31, 2022 the Committee comprised of Dr. K.N.Satyanarayana, Independent Director, Dr. J.N.Singh, Independent Director and Mr. Pramod Sushila Kapoor.

During the year, 5 (five) audit committee meetings were held as detailed hereunder:

Date	Strength	Members Present
April 13, 2021	3	3
July 12, 2021	3	3
October 9, 2021	3	3
January 7, 2021	3	3
March 24, 2022	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.lntidpl.com.

Company Policy on Director Appointment and Remuneration:

The Company has an Audit Committee constituted in terms of the Companies Act, 2013. As on March 31, 2022 the Committee comprised of Dr. K.N. Satyanarayana, Independent Director , Dr. J.N.Singh, Independent Director and Mr. Pramod Sushila Kapoor.

During the year, 3 (three) Meetings of the Nomination & Remuneration Committee were held as detailed hereunder:

Date	Strength	Members Present
April 13, 2021	3	3
October 9, 2021	3	3
January 7, 2021	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, 2022, the Audit Committee and the Board opined that the Company has sound IFC commensurate with the nature and size of its business operations 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 (i.e. as at March 31, 2022) 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 reviewed the performance of Board, Committees, and Non-Executive Directors at their meeting held on March 24, 2022. The performance evaluation of the Board, Committees and Directors was also reviewed by the Nomination and Remuneration Committee and the Board of Directors.

Disclosure of Remuneration

The information in respect of employees of the Company required pursuant to Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, is provided in **Annexure III** forming part of this report. None of the employees listed in the **Annexure III** are related to any Director of the Company.

In terms of Section 136(1) of the Act and the rules made thereunder, the Report and Accounts are being sent to the shareholders excluding the aforesaid Annexure. Any Shareholder interested in obtaining a copy of the same may write to the Company Secretary at the Registered Office of the Company.

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 complaint committee under the Sexual harassment of women at workplace (Prevention, Prohibition & 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 2021 – 22 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 12th Annual General Meeting held on September 30, 2020 has re-appointed M/s. Manubhai & Shah LLP, Chartered Accountants, (Firm Registration no. 106041W/W100136), Ahmedabad as Statutory Auditors of the Company for a second term of five years to hold office until the conclusion of the 17th Annual General Meeting of the Company to be held during the year 2025.

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 2020 – 21 as required under section 204 of the Act and rules made thereunder.

The Secretarial Audit Report to the shareholders dated April 15, 2022 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.000465) were appointed as Cost Auditor of the Company for audit of cost accounting records for the financial year 2021 – 22, 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 30, 2021. The Cost Audit Report for the year 2020 – 21 was filed with Ministry of Corporate Affairs.

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.

Copy of Annual Return.

As per the provisions of Section 92(3) of the Act and Rule 12 of the Companies (Management and Administration) Rules, 2014, a copy of the Annual Return is available at https://www.lntidpl.com/businesses/roads/operational-projects/rajkot-jamnagar-vadinar-gujarat/

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

	Sd/-	*Sd/-*
	Pramod Sushila Kapoor	**Dr. Esther Malini**
Date : April 15, 2022	*Director*	*Director*
Place: Chennai	*DIN: 02914307*	*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

   a. There were no contracts or arrangements entered into by the Company with related party(s) during the FY 2021 – 22 which required shareholders' approval as per Sec. 188(1) of the Companies Act, 2013
   b. The details of related party transactions during the FY 2021 – 22 form part of the financial statements as per Ind AS 24 and the same is given in Note to accounts.

For and on behalf of the Board

	Sd/-	*Sd/-*
	Pramod Sushila Kapoor	**Dr. Esther Malini**
Date : April 15, 2022	*Director*	*Director*
Place: Chennai	*DIN: 02914307*	*DIN: 07124748*

Annexure II

Form No. MR-3
SECRETARIAL AUDIT REPORT
For the Financial Year ended March 31,2022

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies(Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
L&T RAJKOT – VADINAR TOLLWAY LIMITED

We 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 us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on verification of the **L&T Rajkot - Vadinar Tollway Limited** 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, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended March 31, 2022 ("**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:

We 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, 2022 according to the provisions of:

(i) The Companies Act, 2013 ('Act') and the rules made thereunder as amended time to time including Secretarial Standards issued by the Institute of Company Secretaries of India ('ICSI') and notified as on date;

(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 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;

During the period under review, we observed that the Company has complied with the applicable statutory provisions as stated above, Rules, Regulations, Guidelines made thereunder.

We 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.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and a Women Director. The changes in the composition of the Board of Directors or 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.

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

We further report that, during the audit period, except the events listed below no other events occurred which had any major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, and standards and that the Company has complied with such of those relevant clauses thereto which are applicable:

1. Mr Lalit Singh Chakravarti was appointed as Manager for a period of 3 years with effect from January 07, 2022 in place of Mr. Shashank Virendra Shukla.

For M. Alagar & Associates

D.Saravanan
Partner
ACS No:60177
CoP No.:22608
UDIN: A060177D000231810

Place: Chennai
Date: April 15, 2022

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

D.Saravanan
Partner
ACS No:60177
CoP No.:22608
UDIN: A060177D000231810

Place: Chennai
Date: April 15, 2022

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, 2022, 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, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, the Profit 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 ICAI9'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 H(14) in the financial statements, which indicates that the Company's accumulated losses exceeded its paid up capital and reserves by Rs. 59.54 crores and, as of that date the current liabilities of the company exceeded the current assets by Rs. 393.30 crores. These events or conditions, along with other matters as set forth in Note H(14) 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.

Those 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.

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, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 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 the company has not paid remuneration to 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.

iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

(d) The company has not declared any dividend in the previous year and hence reporting requirement for compliance with Section 123 of the Act is not applicable.

2. As required by the Companies (Auditor's Report) Order, 2020 (" 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
Firm Registration No. – 106041W / W100136

Place: Ahmedabad
Date: April 15, 2022

(K. C. Patel)
Partner
Membership No. 030083
UDIN: 22030083AHDHVA5487

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 ("theAct")

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, 2022, 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, to the best of our information and according to the explanation give to us, 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, 2022, 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 Registration No. – 106041W / W100136

Place: Ahmedabad
Date: April 15, 2022

(K. C. Patel)
Partner
Membership No. 030083
UDIN: 22030083AHDHVA5487

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, 2020, issued in terms of section 143 (11) of the Companies Act, 2013('the Act') of L&T Rajkot Vadinar Tollway Limited ('the Company')

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

(i) (a) (I) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant & equipment.

(II) The Company has maintained proper records showing full particulars of intangible Asset

(b) The property, plant & equipment have been physically verified during the year by the management, which in our opinion, is reasonable having regard to size of the Company and nature of property, plant & equipment. According to the information and explanation given to us, no material discrepancies were noticed on such verification.

(c) The company does not have any immovable property, hence reporting requirements under this clause is not applicable.

(d) The company has not revalued its Property, Plant and Equipment (including right of use assets) or intangible assets during the year.

(e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

(ii) (a) The company does not have any inventory and hence the reporting requirements of paragraph 3(ii)(a) of the Order are not applicable.

(b) During any point of time of the year, the company has not been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, from banks or financial institutions on the basis of security of current assets. Hence the reporting requirements of paragraph 3(ii)(b) of the Order is not applicable.

(iii) The company has not provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, Limited Liability Partnerships or any other parties. However, the company has made investment in units of Mutual Funds during the year. These investments are not prejudicial to the interest of the company. Hence, the reporting requirements of paragraph 3 (iii)(a), (c), (d), (e) and (f) 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 any deposits or deemed deposits within the meaning of sections 73 to 76 of the Act and the Companies (Acceptance of deposits) rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the order are not applicable and hence not commented upon.

(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 by the company.

(vii) (a) The Company is generally regular in depositing the undisputed statutory dues, including Goods and Service

Tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Customs, duty of Excise, Value Added Tax, Cess and other material statutory dues, as applicable, with appropriate authorities.

There were no undisputed amounts payable in respect of Goods and Service Tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Customs, duty of Excise, Value Added Tax, Cess and other material statutory dues were in arrears as at March 31, 2022 for a period of more than six months from the date they became payable.

(b) Details of statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2022 on account of disputes are given below:

Name of Statute	**Nature of Due**	**Amount (Rs. lakhs)**	**Period to which the amount relates**	**Forum where dispute is pending**
Income Tax Act, 1961	Income Tax and Penalty	482.43	AY 2015-16	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax and Penalty	423.64	AY 2016-17	Commissioner of Income Tax (Appeals)
Gujarat Value Added Tax Act, 2003	Value Added Tax	29.36	AY 2012-13	Deputy Commissionaer of Commercial Tax

(viii) There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

(ix) (a) Loans amounting to Rs. 18,902 lakhs (including interest of Rs. 178 lakhs) outstanding as at 31 March, 2022 are repayable on demand and terms and conditions for payment of interest thereon have not been stipulated. According to the information and explanations given to us, such loans and interest thereon have not been demanded for repayment during the financial year. The company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

(b) The company has not been declared wilful defaulter by any bank or financial institution or other lender.

(c) The company has not obtained money by way of term loans during the year. Accordingly, the provisions of this clause of the order are not applicable and hence not commented upon.

(d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.

(e) The company does not have subsidiaries, associates or joint ventures. Hence the reporting requirements of paragraph 3(ix)(e) of the Order are not applicable.

(f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies and hence the reporting requirements of paragraph 3(ix)(f) of the Order are not applicable.

(x) (a) The Company has not raised any money by way of initial public offer or further public offer during the year. Hence the reporting requirements of paragraph 3(x)(a) of the order are not applicable.

(b) The Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Hence the reporting requirements of paragraph 3(x)(b) of the order are not applicable.

(xi) (a) No material fraud on or by the Company has been noticed or reported during the year nor have we been informed of any such case by the Management.

(b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report

(c) As represented by the management, there are no whistle blower complaints received by the company during the year.

(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) (a) In our opinion the company has an internal audit system commensurate with the size and nature of its business.

(b) We have considered, the internal audit reports for the year under audit, issued to the company during the year, in determining nature, timing and extent of our audit procedure.

(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) (a) In our opinion, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934, hence reporting requirement of paragraph 3(xvi) (a), (b) and (c) of the Order are not applicable to the Company.

(b) The Company is a part of Larsen & Tubro Group. There are 2 Core Investment Companies which are part of the group.

(xvii) The Company has not incurred cash losses in the Financial Year and in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors of the company during the year.

(xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, we are of the opinion that material uncertainty exists as on the date of audit report that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. Attention is invited to Note H(14) to the financial statement and "Material Uncertainty related to Going Concern Paragraph" in our main Audit Report.

(xx) According to information and explanation given to us, based on examination of the financial statement of the company, requirement of section 135 is not applicable to the company, hence reporting requirement of paragraph 3(xx) (a) and (b) of the Order are not applicable to the Company.

For Manubhai & Shah LLP
Chartered Accountants
Firm Registration No. – 106041W / W100136

Place: Ahmedabad
Date: April 15, 2022

(K. C. Patel)
Partner
Membership No. 030083
UDIN: 22030083AHDHVA5487

L&T Rajkot Vadinar Tollway Limited
CIN No: U45203TN2008PLC069184
Balance Sheet as at March 31, 2022

(₹ Lakhs)

Particulars	Note	As at 31st March 2022	As at 31st March 2021
ASSETS			
Non-current assets			
a) Property, plant and equipments	1	65	77
b) Intangible assets	2	72,640	77,126
c) Intangible assets under development	3	201	-
d) Financial assets			
Other financial asset	4	9	12
e) Other non-current assets	5	999	999
	A	**73,914**	**78,214**
Current assets			
a) Financial Assets			
i) Trade receivables	6	659	310
ii) Cash and cash equivalents	7	166	285
iii) Bank balance other than (ii) above	7(a)	-	2
iv) Other financial asset	4	-	1
b) Current tax assets (net)	8	25	34
c) Other current assets	5	204	194
	B	**1,054**	**826**
TOTAL	**A+B**	**74,968**	**79,040**
EQUITY AND LIABILITIES			
EQUITY			
a) Equity share capital	9	11,000	11,000
b) Other equity	10	(16,954)	(28,038)
	C	**(5,954)**	**(17,038)**
LIABILITIES			
Non-current liabilities			
a) Financial liabilities			
i) Borrowings	11	26,415	43,881
ii) Other financial liabilities	12	11,650	10,192
b) Provisions	13	2,474	3,351
	D	**40,539**	**57,424**
Current liabilities			
a) Financial liabilities			
i) Borrowings	11	36,173	34,674
ii) Trade payables	14		
- Dues to micro enterprises and small enterprises		39	7
- Dues to others		382	256
iii) Other financial liabilities	12	1,776	1,839
b) Other current liabilities	15	24	15
c) Provisions	13	1,989	1,863
	E	**40,383**	**38,654**
Total Equity and Liabilities	**C+D+E**	**74,968**	**79,040**
Contingent liabilities	F		
Commitments	G		
Other notes forming part of accounts	H		
Significant accounting policies	I		

As per our audit 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: April 15, 2022

For and on behalf of the Board

Ms. Esther Malini
Director
(DIN: 07124748)

P.S.Kapoor
Director
(DIN: 02914307)

S.A. Nagarajan
Chief Financial Officer

S.Srinivasan
Company Secretary

Place: Chennai
Date: April 15, 2022

L&T Rajkot Vadinar Tollway Limited
CIN No: U45203TN2008PLC069184
Statement of Profit & Loss for the year ended March 31, 2022 **(₹ Lakhs)**

Particulars	Note	For the year ended March 31, 2022	For the year ended March 31, 2021
REVENUE			
Revenue from operations	16	11,133	9,460
Other income	17	120	88
Total income		**11,253**	**9,548**
EXPENSES			
Operating expenses	18	2,237	1,798
Employee benefits expense	19	244	212
Finance costs	20	6,759	7,478
Depreciation and amortisation expense	21	4,515	3,861
Other expenses	22	124	113
Total expenses		**13,879**	**13,462**
(Loss) before exceptional items and tax		(2,626)	(3,914)
Exceptional Items (credit)	23	13,716	2,378
Profit/(Loss) before tax		11,090	(1,536)
Tax Expense		-	-
Profit/(Loss) for the year		**11,090**	**(1,536)**
Other Comprehensive Income			
i) Items that will not be reclassified to profit or loss (net of tax)			
- Remeasurements of the defined benefit plans		**(6)**	-
ii) Items that will be reclassified to profit or loss		-	-
Total Comprehensive Income for the year		**11,084**	**(1,536)**
Earning/(Loss) per equity share (basic and diluted) (₹)	H8	**10.08**	**(1.40)**
Face value per equity share (₹)		10.00	10.00

As per our audit 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: April 15, 2022

For and on behalf of the Board

Ms. Esther Malini
Director
(DIN: 07124748)

P.S.Kapoor
Director
(DIN: 02914307)

S.A. Nagarajan
Chief Financial Officer

S.Srinivasan
Company Secretary

Place: Chennai
Date: April 15, 2022

L&T Rajkot Vadinar Tollway Limited
CIN No: U45203TN2008PLC069184
Statement of Cash Flow for the year ended March 31, 2022 **(₹ Lakhs)**

S. No.	Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
A	**Cash flow from operating activities**		
	Net (loss) before tax and exceptional items	**(2,626)**	**(3,914)**
	Adjustments for:		
	Depreciation and amortisation expense	4,515	3,861
	Interest expense	6,759	7,478
	Interest income	(1)	(75)
	Other Comprehensive Income	(6)	-
	(Profit)/loss on sale of current investments(net)	(9)	(13)
	Operating profit before working capital changes	**8,632**	**7,337**
	Adjustments for:		
	Increase / (Decrease) in long term provisions	(1,439)	(1,575)
	Increase / (Decrease) in trade payables	158	(113)
	Increase / (Decrease) in other current liabilities	10	(3)
	Increase / (Decrease) in other current financial liabilities	201	284
	Increase / (Decrease) in other non-current financial liabilities	791	613
	Increase / (Decrease) in short term provisions	127	1,498
	(Increase) / Decrease in long term loans and advances	2	2
	(Increase) / Decrease in other non-current assets	-	(999)
	(Increase) / Decrease in Trade Receivables	(349)	246
	(Increase) / Decrease in other current assets	(8)	(21)
	Net cash generated from operating activities	**8,125**	**7,269**
	Direct taxes paid (net of refunds)	9	1
	Net Cash generated from Operating Activities	**8,134**	**7,270**
B	**Cash flow from investing activities**		
	Purchase of property plant & equipment	(219)	(56)
	Sale of property plant & equipment	-	1
	Sale of current investments (net)	9	994
	Interest received	1	75
	Net cash generated from/(used in) investing activities	**(209)**	**1,014**
C	**Cash flow from financing activities**		
	Proceeds from unsecured loan from related party	11,740	1,980
	Repayment of long term borrowings	(14,573)	(3,665)
	Interest paid	(5,211)	(6,373)
	Net cash (used in) from financing activities	**(8,044)**	**(8,058)**
	Net increase / (decrease) in cash and cash equivalents (A+B+C)	(119)	226
	Cash and cash equivalents as at the beginning of the year	285	59
	Cash and cash equivalents as at the end of the year	**166**	**285**

Sl No.	Particulars	Opening Balance as on 01-04-2021	Cash Flows	Non-Cash Changes	Closing Balance as on 31-03-2022
1	Long term borrowings	58,413	(14,573)	23	43,863
2	Loan from related parties	20,141	11,740	(13,157)	18,724
		78,554	**(2,833)**	**(13,134)**	**62,587**

Sl No.	Particulars	Opening Balance as on 01-04-2020	Cash Flows	Non-Cash Changes	Closing Balance as on 31-03-2021
1	Long term borrowings	62,063	(3,665)	16	58,414
2	Loan from related parties	18,161	1,980	-	20,141
		80,224	**(1,685)**	**16**	**78,555**

Notes:
1. Statement of cash flow has been prepared under the 'Indirect Method' as set out in the Ind AS 7 - Statement of Cash Flow
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.

Sl No.	Components of Cash & Cash Equivalents	For the year ended March 31, 2022	For the year ended March 31, 2021
1	Cash in hand	12	21
2	Balances with banks:		
	-in current account	154	264
	Total Cash and cash equivalents	**166**	**285**

As per our audit 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: April 15, 2022

For and on behalf of the Board

Ms. Esther Malini
Director
(DIN: 07124748)

P.S.Kapoor
Director
(DIN: 02914307)

S.A. Nagarajan
Chief Financial Officer

S.Srinivasan
Company Secretary

Place: Chennai
Date: April 15, 2022

L&T Rajkot Vadinar Tollway Limited
CIN No: U45203TN2008PLC069184
Statement of Changes in Equity for the year ended March 31, 2022

a) Equity Share Capital

(₹ Lakhs)

Particulars	As at 31st March 2022	As at 31st March 2021
Balance at the beginning of the year	11,000	11,000
Restated balance at the beginning of the reporting perio	-	-
Changes in equity share capital during the year	-	-
Balance at the end of the year	**11,000**	**11,000**

b) Other Equity As at 31st March 2022

Particulars	Equity component of compound financial instruments	Reserves & Surplus	Total ₹ Lakhs
		Retained earnings	
Balance at the beginning of the year	25,593	(53,631)	(28,038)
Profit for the year	-	11,090	11,090
Other Comprehensive income for the year	-	(6)	(6)
Balance at the end of the year	**25,593**	**(42,547)**	**(16,954)**

Other Equity As at 31st March 2021

Particulars	Equity component of compound financial instruments	Reserves & Surplus	Total ₹ Lakhs
		Retained earnings	
Balance at the beginning of the reporting period	25,593	(52,095)	(26,502)
(loss) for the year	-	(1,536)	(1,536)
Other Comprehensive income for the year	-	-	-
Balance at the end of the year	**25,593**	**(53,631)**	**(28,038)**

As per our audit 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: April 15, 2022

For and on behalf of the Board

Ms. Esther Malini
Director
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Director
(DIN: 02914307)

S.A. Nagarajan
Chief Financial Officer

S.Srinivasan
Company Secretary

Place: Chennai
Date: April 15, 2022

L&T Rajkot Vadinar Tollway Limited

Notes forming part of Accounts for the year eneded March 31, 2022

1 Property, Plant and Equipments

(₹ Lakhs)

Particulars	Gross Block					Depreciation					Book Value	
	As at April 01, 2021	Additions	Disposal / Adjustments	Reclassification	As at March 31, 2022	As at April 01, 2021	For the year	Disposal / Adjustments	Reclassification	As at March 31, 2022	As at March 31, 2022	As at March 31, 2021
Owned												
Plant and Equipment	139	9	-	-	148	99	13	-	-	112	36	40
Furniture and fixtures	67	-	-	-	67	57	9	-	-	66	1	10
Vehicles	62	-	-	-	62	47	2	-	-	49	13	15
Office equipment	9	-	-	-	9	7	1	-	-	8	1	2
Air conditioning and Refrigeration	32	3	-	-	35	28	1	-	-	29	6	4
Computers, laptops and printers	32	6	5	-	33	26	4	5	-	25	8	6
Total	**341**	**18**	**5**	**-**	**354**	**264**	**30**	**5**	**-**	**289**	**65**	**77**
Previous year	*346*	*24*	*4*	*(25)*	*341*	*266*	*27*	*3*	*(25)*	*264*	*77*	

1.1 Refer Note H(19) for information on property, plant and equipments pledged as securities.
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

(₹ Lakhs)

Particulars	Gross Block					Amortisation					Impairment*			Book Value	
	As at April 01, 2021	Additions	Disposal / Adjustments	Reclassification	As at March 31, 2022	As at April 01, 2021	For the year	Disposal / Adjustments	Reclassification	As at March 31, 2022	As at April 01, 2021	For the year	As at March 31, 2022	As at March 31, 2022	As at March 31, 2021
Toll collection rights	1,01,260	-	-	-	1,01,260	15,714	4,480	-	-	20,194	8,457	-	8,457	72,609	77,089
Toll Equipments	1,073	-	-	-	1,073	1,036	6	-	-	1,042	-	-	-	31	37
	1,02,333	**-**	**-**	**-**	**1,02,333**	**16,750**	**4,486**	**-**	**-**	**21,236**	**8,457**	**-**	**8,457**	**72,640**	**77,126**
Previous year	*1,02,276*	*33*	*-*	*25*	*1,02,333*	*12,892*	*3,834*	*-*	*25*	*16,750*	*8,457*	*-*	*8,457*	*77,126*	

* Refer note H(7)

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, 2022	7.46
As at March 31, 2021	8.46

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

3 Intangible assets under development

(₹ Lakhs)

Particulars	Cost			
	As at April 01, 2021	Additions	Capitalised during the year	As at March 31, 2022
Toll Equipments under installation	-	201	-	201
Total	**-**	**201**	**-**	**201**
Previous year	-	-	-	-

3.1 *Intangible assets under development Ageing Schedule* (₹ Lakhs)

CWIP	*Amount in CWIP*				*Total*
	< 1 year	*1 - 2 Year*	*2 - 3 Year*	*> 3 Year*	
Toll Equipments under installation	201	-	-	-	201
Previous Year	-	-	-	-	-

3.2 *Intangible assets under development completion Schedule* (₹ Lakhs)

CWIP	*Amount in CWIP*				*Total*
	< 1 year	*1 - 2 Year*	*2 - 3 Year*	*> 3 Year*	
Toll Equipments under installation	201	-	-	-	201
Previous Year	-	-	-	-	-

L&T Rajkot Vadinar Tollway Limited
Notes forming part of Accounts for the year eneded March 31, 2022

1 Property, Plant and Equipment (previous year figures)

(₹ Lakhs)

Particulars	Gross Block					Depreciation					Book Value	
	As at April 01, 2020	Additions	Disposal / Adjustments	Reclassification	As at March 31, 2021	As at April 01, 2020	For the year	Disposal / Adjustments	Reclassification	As at March 31, 2021	As at March 31, 2021	As at April 01, 2020
Owned												
Plant and Equipment	80	-	-	59	138	62	8	-	29	99	40	18
Furniture and fixtures	67	1	-	-	68	48	10	-	-	58	10	19
Vehicles	47	15	-	-	62	47	-	-	-	47	15	-
Office equipment	8	-	-	-	8	5	2	-	-	7	1	3
Air conditioning and Refrigeration	112	4	-	(84)	32	78	5	-	(54)	28	4	34
Computers, laptops and printers	32	4	4		32	26	3	3		26	6	6
Total	**346**	**24**	**4**	**(25)**	**341**	**266**	**27**	**3**	**(25)**	**265**	**76**	**81**

2 Intangible Assets

(₹ Lakhs)

Particulars	Gross Block					Amortisation					Impairment*			Book Value	
	As at April 01, 2020	Additions	Disposal / Adjustments	Reclassification	As at March 31, 2021	As at April 01, 2020	For the year	Disposal / Adjustments	Reclassification	As at March 31, 2021	As at April 01, 2020	For the year	As at March 31, 2021	As at March 31, 2021	As at April 01, 2020
Toll collection rights	1,01,260	-	-	-	1,01,260	11,885	3,830	-	-	15,715	8,457	-	8,457	77,088	80,918
Toll Equipments	1,016	33	-	25	1,073	1,007	4	-	25	1,035	-	-	-	37	9
Total	**1,02,276**	**33**	**-**	**25**	**1,02,333**	**12,892**	**3,834**	**-**	**25**	**16,750**	**8,457**	**-**	**8,457**	**77,126**	**80,927**

* Refer note H(7)

4 Other Financial Asset

Particulars	As at 31st March 2022			As at 31st March 2021		
	Current	Non-current	Total	Current	Non-current	Total
a) Security deposits						
Unsecured, considered good	-	9	9	-	12	12
b) Interest Receivable	-	-	-	1	-	1
	-	**9**	**9**	**1**	**12**	**13**

5 Other non-current and current assets

Particulars	As at 31st March 2022			As at 31st March 2021		
	Current	Non-current	Total	Current	Non-current	Total
a) Advance recoverable in cash or kind:						
- Others (see note)	2	999	1,001	0	999	999
b) Prepaid expenses						
Insurance Premium	189	-	189	180	-	180
Other Expenses	13	-	13	14	-	14
	204	**999**	**1,203**	**194**	**999**	**1,192**

Note: Other non-current assets of ₹ 999 Lakhs represents amount receivable towards COVID-19 force majeure claim on accou
of cost incurred in the financial year 2020-21 during the Force Majeure period.

Notes forming part of Accounts for the year ended March 31, 2022 (₹ Lakhs)

6 Trade receivables

Particulars	As at 31st March 2022	As at 31st March 2021
	Current	Current
Trade receivables (Unsecured, considered good) (ref note H21)	659	310
Less: Credit impaired	-	-
	659	**310**

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 31st March 2022	As at 31st March 2021
	Current	Current
a) Cash on hand	12	21
b) Balances with banks		
In Current Accounts	154	264
	166	**285**

7(a) Other bank balances

Fixed Deposits including interest accrued thereon	-	2
	-	**2**

8 Current Tax Asset

Particulars	As at 31st March 2022	As at 31st March 2021
	Current	Current
Income tax	25	34
	25	**34**

9 Share Capital

(i) Authorised, issued, subscribed and paid up

Particulars	As at 31st March 2022		As at 31st March 2021	
	No. of shares	₹ Lakhs	No. of shares	₹ Lakhs
Authorised:				
Equity shares of ₹ 10 each	11,00,00,000	11,000	11,00,00,000	11,000
Preference shares of ₹ 10 each	20,00,00,000	20,000	20,00,00,000	20,000
	31,00,00,000	31,000	31,00,00,000	31,000
Issued, subscribed and fully paid up				
Equity shares of ₹ 10 each	11,00,00,000	11,000	11,00,00,000	11,000
Preference shares of ₹ 10 each	17,17,94,452	17,179	17,17,94,452	17,179
	28,17,94,452	28,179	28,17,94,452	28,179

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

Particulars	As at 31st March 2022		As at 31st March 2021	
	No. of shares	₹ Lakhs	No. of shares	₹ Lakhs
At the beginning of the year	11,00,00,000	11,000	11,00,00,000	11,000
Issued during the year as fully paid	-	-	-	-
At the end of the year	**11,00,00,000**	**11,000**	**11,00,00,000**	**11,000**

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

Particulars	As at 31st March 2022		As at 31st March 2021	
	No. of shares	₹ Lakhs	No. of shares	₹ Lakhs
At the beginning of the year	17,17,94,452	17,179	17,17,94,452	17,179
Issued during the year as fully paid	-	-	-	-
At the end of the year	**17,17,94,452**	**17,179**	**17,17,94,452**	**17,179**

(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 respect to payment of dividend and repayment in case of a winding up or repayment of capital.
- Preference share holders is Non-participating in the surplus funds.
- Preference share holders is 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 starting from July-15 to November-17

9 Share Capital

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

Particulars	As at 31st March 2022		As at 31st March 2021	
	No. of shares	₹ Lakhs	No. of shares	₹ Lakhs
L&T Infrastructure Development Projects Limited (including nominee holding)	10,99,99,900	11,000	10,99,99,900	11,000
Larsen and Toubro Limited	100	0	100	0
	11,00,00,000	**11,000**	**11,00,00,000**	**11,000**

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

Particulars	As at 31st March 2022		As at 31st March 2021	
	No. of shares	%	No. of shares	%
L&T Infrastructure Development Projects Limited (including nominee holding)	10,99,99,900	100%	10,99,99,900	100%

(vii) a. Details of Shareholding by promoters at the end of the year as at March 31, 2022

Name of the Promoter	No of Shares	% of Total Shares	% Change during the year
Equity share capital			
L&T Infrastructure Development Projects Limited - Holding Company	10,99,99,894	99.99%	No change
Total	**10,99,99,894**	**99.99%**	

(vii) b. Details of Shareholding by promoters at the end of the year as at March 31, 2021

Name of the Promoter	No of Shares	% of Total Shares	% Change during the year
Equity share capital			
L&T Infrastructure Development Projects Limited - Holding Company	10,99,99,894	99.99%	No change
Total	**10,99,99,894**	**99.99%**	

(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

L&T Rajkot Vadinar Tollway Limited

Notes forming part of Accounts for the year ended March 31, 2022 **(₹ Lakhs)**

10 Other Equity As at 31st March 2022

Particulars	Equity component of compound financial instruments	Reserves & Surplus	Total
		Retained earnings	
Balance at the beginning of the year	25,593	(53,631)	(28,038)
(Loss) for the year	-	11,090	11,090
Other Comprehensive income for the year	-	(6)	(6)
Balance at the end of the year	**25,593**	**(42,547)**	**(16,954)**

Other Equity As at 31st March 2021

Particulars	Equity component of compound financial instruments	Reserves & Surplus	Total
		Retained earnings	
Balance at the beginning year	25,593	(52,095)	(26,502)
(Loss) for the year	-	(1,536)	(1,536)
Other Comprehensive income for the year	-	-	-
Balance at the end of the year	**25,593**	**(53,631)**	**(28,038)**

Note for Purposes of Reserves:

Retained Earnings:

Retained earnings represents the amount that can be distributed by the Company as dividends considering the requirements of the Companies' Act, 2013. No dividends are distributed considering accumulated losses incurred by the Company.

Equity component of compound financial instruments:

The company has received funding from Holding Company in the nature of promoter's contribution. The amount disclosed includes equity portion of the preference shares issued and interest free loan. The interest free loan is recognized at fair value at inception and difference between the amount received and fair value on initial recognition is recognized as "Equity component of compound financial

11 Borrowings

Particulars	As at 31st March 2022			As at 31st March 2021		
	Current	Non current	Total	Current	Non current	Total
Secured						
a) Term loans						
From banks (Refer note H(15))	17,449	26,415	43,864	14,533	43,881	58,413
Unsecured						
a) Loans from related parties (Refer note H(5))	18,724	-	18,724	20,141	-	20,141
	36,173	**26,415**	**62,588**	**34,674**	**43,881**	**78,554**

a) **Details of long term borrowings**

Particulars	Effective interest rate	Terms of repayment
Term loans from banks	9.75% (for PY 20-21 - 10.75%)	Repayable in 134 unequal monthly instalments from December 2012 to February 2025 at specified amounts.
Loan from Related Party (Holding company)	Interest chargeble & Repayable on demand	
Loan from Related Party (Fellow Subsidiary)	Interest free unsecured loan repayable on demand	

b) **Nature of security for term loans from banks:**

(1) The Obligations are secured as follows:-

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

b) 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

c) first Security Interest on Company's Receivables;

d) 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) 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) 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) 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 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 hereinabove 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 interse 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.

12 Other financial liabilities

Particulars	As at 31st March 2022			As at 31st March 2021		
	Current	Non current	Total	Current	Non current	Total
a) Interest accrued but not due on unsecured loan	178	-	178	442	-	442
b) Other liabilities						
i) Revenue share payable including interest accrued thereon	1,594	11,650	13,244	1,392	10,192	11,584
ii) Others	4	-	4	4	-	4
	1,776	**11,650**	**13,426**	**1,839**	**10,192**	**12,030**

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 ₹ 1224 Lakhs in FY 2021-22 and ₹ 1391 Lakhs in FY 2022-23, out of which company has paid ₹ 1021 Lakhs during FY 2021-22, and balance amount of ₹ 1594 Lakhs shown as current liability and ₹ 11650 Lakhs is shown as non-current liability.

13 Provisions

Particulars	As at 31st March 2022			As at 31st March 2021		
	Current	Non current	Total	Current	Non current	Total
Provision for employee benefits						
- Leave encashment	-	-	-	10	-	10
- Gratuity	3	1	4	4	7	11
- Bonus	4	-	4	4	-	4
Provisions for periodic major maintenance (Refer note H (9))	1,691	2,473	4,164	1,614	3,344	4,958
Others	291	-	291	231	-	231
	1,989	**2,474**	**4,463**	**1,863**	**3,351**	**5,214**

14 Trade payables

Particulars	As at 31st March 2022			As at 31st March 2021		
	Current	Non current	Total	Current	Non current	Total
Total outstanding dues of micro enterprises and small enterprises	39	-	39.00	7	-	7
Total outstanding dues of creditors other than micro enterprises & small enterprises						
- Due to related parties (Refer Note H(5))	-	-	-	-	-	-
- Due to others	382	-	382.00	256	-	256
(ref note H22 for ageing)	**421**	**-**	**421.00**	**263**	**-**	**263**

15 Other current liabilities

Particulars	As at 31st March 2022			As at 31st March 2021		
	Current	Non current	Total	Current	Non current	Total
Statutory dues	24	-	24	15	-	15
	24	**-**	**24**	**15**	**-**	**15**

F Contingent Liabilities

- Contingent liabilities in the form of guarantees ₹ Nil (previous year: ₹ 1 Lakh) to Telecom Department as at March 31st 2022
- Claims against the company not acknowledged as debt :

1 The company has invoked arbitration against GSRDC & GOG for its claims. Please refer Note H(12) in this regards.

2 Company has got the interest rate reduction in October 2015 & November 2020, but some of the bankers have not given effect to reduction of Interest. Due to this there is difference between company books and banks books amounting to ₹ 492 Lakhs. Company has already raised dispute on these banks claims and hence the same is not provided for.

3 The Company has received VAT demand notice of ₹ 29 Lakhs from Deputy Commissioner of Commercial tax, (Corporate-1) Division-1, Ahmedabad for the AY 2012-13. The Company has filed an appeal with Joint Commissioner of Commercial Tax, Division-1, Ahmedabad against the said demand and currently the appeal proceedings are in progress.

4 The Company has received a Income Tax demand of ₹ 482 Lakhs for AY 2015-16 & ₹ 424 Lakhs for AY 2016-17 under section 271(1)(c) of Income Tax Act, we are in the process of filing appeal before CIT(A) and stay petition before the Assessing Officer.

G Commitments

Commitments for Supply & Installation of Toll Equipments as at March 31, 2022 **₹** 127 Lakhs (*March 31, 2021: ₹ Nil*)

(₹ Lakhs)

16 Revenue from operations

Particulars		FY 2021-22		FY 2020-21
Operating revenue:				
Toll Collections	14,297		11,997	
Less : Revenue share to GSRDC	3,164		2,537	
		11,133		9,460
		11,133		**9,460**

17 Other income

Particulars		FY 2021-22		FY 2020-21
Interest income from:				
Bank deposits	-		72	
Others	-		3	
		1		75
Provision no longer required written back		13		-
Profit on sale of current investment		9		13
Other income		97		0
		120		**88**

18 Operating expenses

Particulars		FY 2021-22		FY 2020-21
Toll management fees		150		195
Security services		224		255
Insurance		217		186
Concession fee		-		0
Repairs and maintenance				
Toll road & bridge	553		514	
Plant and machinery	71		72	
Periodic major maintenance	576		517	
Others	312		204	
		1,512		1,307
Professional fees		57		47
Power and fuel		77		75
		2,237		**2,065**
Less : Expenses reversed on account of claim due to Covid 19 (Refer note H(13))		-		267
		2,237		**1,798**

19 Employee benefits expense

Particulars		FY 2021-22		FY 2020-21
Salaries, wages and bonus		198		190
Contributions to and provisions for:				
Provident and pension funds (H(2))	11		11	
Gratuity fund (H(2))	4		5	
Compensated absences	1		7	
Others	2		-	
		18		23
Staff welfare expenses		28		23
		244		**236**
Less : Expenses reversed on account of claim due to Covid 19 (Refer note H(13))		-		**24**
		244		**212**

20 Finance costs

Particulars	FY 2021-22	FY 2020-21
Interest expenses on Financial Liability measured at amortised cost		
Interest on borrowings	5,058	6,644
Interest on GSRDC Revenue share	742	667
Interest on others	315	318
Amortisation of upfront fees and implicit interest expense on fair value	585	489
Other Borrowing Cost		
Bank Guarantee Charges	59	56
	6,759	**8,174**
Less : Expenses reversed on account of claim due to Covid 19 (Refer note H(13))	-	696
	6,759	**7,478**

21 Depreciation and amortisation expense

Particulars	FY 2021-22	FY 2020-21
Depreciation on property, plant and equipment	30	27
Amortisation on intangible assets	4,485	3,834
	4,515	**3,861**

22 Other expenses

Particulars	FY 2021-22	FY 2020-21
Rates and taxes	1	6
Rent	4	5
Professional fees	56	56
Postage and communication	16	18
Printing and stationery	3	4
Travelling and conveyance	23	23
Insurance Expenses	6	6
Repairs and maintenance - others	11	5
Loss on disposal of property,plant and equipment	-	0
Miscellaneous expenses	4	2
	124	**124**
Less : Expenses reversed on account of claim due to Covid 19 (Refer note H(13))	-	**11**
	124	**113**

(a) Professional fees includes Auditors remuneration (excluding Goods & service tax) as follows:

Particulars	FY 2021-22	FY 2020-21
a) As auditor	3	3
b) For Tax audit	1	1
c) For other services	3	3
Total	**7**	**7**

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, 2022

Particulars	Retained earnings	Other reserves (specify nature)	Total
Remeasurement gains/(losses) on defined benefit plans Reclassified to Statement of profit and loss	(6)	-	(6)
	(6)	-	**(6)**

23 Exceptional Item include the following:

a) During the year, the Company has written back the Inter Corporate Deposits from Vadodara Bharuch Tollway Limited (fellow subsidiary) amounting to ₹ 13716 Lakhs repayment of which has been waived by said fellow subsidiary. The board of director of the company has given approval for write back in its meeting held on 24th March 2022.

b) During the Previous year major maintenance reserves amounting to ₹ 2378 Lakhs was writen back based on the technical estimate.

L&T Rajkot Vadinar Tollway Limited

H) Notes forming part of Accounts **(₹ Lakhs)**

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 ₹11 Lakhs (previous year: ₹11 Lakhs) being contribution made to recognised provident fund is recognised as expense and included under Employee benefit expense (Note 19) 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	Last Drawn 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.

H) Notes forming part of Accounts (₹ Lakhs)

(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.

(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	
	As at 31st March 2022	As at 31st March 2021
Present value of defined benefit obligation		
- Wholly funded	21	25
- Wholly unfunded	-	-
	21	25
Less : Fair value of plan assets	17	14
Net Liability/(asset)	**4**	**11**

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

Particulars	Gratuity plan	
	As at 31st March 2022	As at 31st March 2021
Current service cost	4	5
Interest on Defined benefit obligation	1	0
Past service cost and loss/(gain) on curtailments and settlement	-	-
Net value of remeasurements on the obligation and plan assets	-	-
Total Charge to Statement of Profit and Loss	**4**	**6**

f) Other Comprehensive Income for the year

Particulars	Gratuity plan	
	As at 31st March 2022	As at 31st March 2021
Components of actuarial gain/losses on obligations:		
From changes in demographic assumptions		-
From changes in financial assumptions	(1)	1
From changes in experience	(6)	(2)
Administration expenses		
Expense already recognised as payment of salaries	-	-
Return on plan assets excluding amounts included in interest income	0	0
Amounts recognized in Other Comprehensive Income	**(6)**	**(0)**

g) Reconciliation of Defined Benefit Obligation:

	Gratuity plan

(₹ Lakhs)

Particulars	As at 31st March 2022	As at 31st March 2021
Opening balance of the present value of defined benefit obligation	25	20
Add: Current service cost	4	5
Add: Interest cost	2	1
Add/(less): Actuarial losses/(gains)	(7)	(1)
Less: Benefits paid	2	1
Closing balance of the present value of defined benefit obligation	**21**	**25**

h) Reconciliation of Plan Assets:

Particulars	Gratuity plan	
	As at 31st March 2022	As at 31st March 2021
Opening value of Plan Assets	14	13
Interest Income	1	1
Return on plan assets excluding amounts included in interest income	(0)	(0)
Contributions by employer	4	1
Administration expenses	-	-
Benefit Paid	(2)	(1)
Closing value of plan assets	**17**	**14**

The actual return on the assets is ₹ 1 Lakhs

i) Reconciliation of Net Defined Benefit Liability:

Particulars	Gratuity plan	
	As at 31st March 2022	As at 31st March 2021
Net opening provision in books of accounts	11	7
Employee Benefit Expense	4	6
Amounts recognized in Other Comprehensive Income	(6)	(0)
	9	12
Benefits paid by the Company	-	-
Contributions to plan assets	(4)	(1)
Closing provision in books of accounts	**4**	**11**

j) Principal actuarial assumptions at the Balance Sheet date:

Particulars	As at 31st March 2022	As at 31st March 2021
Discount rate	6.90%	6.50%
Salary growth rate	6.00%	6.00%
Withdrawal Rates	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, 2022

Particulars	Change in Assumptions	Impact on Defined Benefit Obligation (Gratuity)	
	Increase/ (Decrease)	Increase/(Decrease) in Assumptions	
	%	₹ Lakhs	%
Discount Rate	0.50%	21	-4.16%
	-0.50%	22	4.47%
Salary Growth Rate	0.50%	22	4.49%
	-0.50%	21	-4.21%

The Expected contribution for the next year is ₹3 Lakhs

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

Particulars	As at 31st March 2022	As at 31st March 2021

Insurer managed funds	100%	100%
Total	**100%**	**100%**

m) Expected cashflows based on past service liability

(₹ Lakhs)

Particulars	Gratuity Cashflows	Compensated Cashflows
2023	2	5
2024	2	2
2025	2	2
2026	2	2
2027	2	2

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*).

L&T Rajkot Vadinar Tollway Limited

H) Notes forming part of Accounts **(₹ Lakhs)**

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	L&T Infrastructure Development Projects Limited
Fellow Subsidiaries :	
	Panipat Elavated Corridor Limited
	Vadodara Bharuch Tollway Limited
	L&T Samakhiali Gandhidham Tollway Limited
	Kudgi Transmission Limited
Key Managerial Personnel :	
	Manager - Mr. Lalit Singh Chakravarti (from 07/01/2022)
	Manager - Mr. Shashank Virendra Shukla (up to 20/11/2021)
	Chief Financial Officer - Mr. S.A.Nagarajan
	Company Secretary - Mr. S. Srinivasan

b) Disclosure of related party transactions:

(₹ Lakhs)

Particulars	**2021-22**	**2020-21**
Purchase of goods and services incl. taxes		
Larsen & Toubro Limited	30	28
Sale of goods and services incl. taxes		
L&T Samakhiali Gandhidham Tollway Limited	-	8
Sale of assets		
Fellow subsidiaries:		
Panipat Elevated Corridor Limited	0	0

(₹ Lakhs)

Particulars	**2021-22**	**2020-21**
Interest expense		
Holding company		
L&T Infrastructure Development Projects Limited	315	318
Reimbursement of expenses charged from		
Holding company:		
L&T Infrastructure Development Projects Limited	57	60
Unsecured Loan Received		
Holding company		
L&T Infrastructure Development Projects Limited	12,299	-
Fellow subsidiaries:		
Vadodara Bharuch Tollway Limited	-	1,953
Kudgi Transmission Limited	11,190	
Remuneration to Key Managerial Personnel		
Manager - Mr. Lalit Singh Chakravarti	12	
Manager - Mr. Shashank Kumar Shukla	13	17

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

(₹ Lakhs)

Particulars	Amounts due (to)/from	
	As at 31st March 2022	As at 31st March 2021
Larsen & Toubro Limited	0	(0)
L&T Infrastructure Development Projects Limited		
Unsecured Loans	(18,724)	(6,425)
Interest on Unsecured Loan	(178)	(442)
Vadodara Bharuch Tollway Ltd	-	(13,716)

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 prevailing 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, 2022, the company has not recorded any impairment of receivables relating to amounts owed by related parties (March 31, 2022: 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

(₹ Lakhs)

Particulars	As at 31st March 2022	As at 31st March 2021
Short term employee benefits	25	21
Post employment gratuity and medical benefits	0	0
Termination benefits	1	1

g) The Holding Company L&T Infrastructure Development Projects Limited has provided Bank guarantees on behalf of Company of an amount of ₹5114 Lakhs as on 31st March 2022 (Previous year ₹4723 Lakhs) in respect of Debt Service Reserve to senior and sub lenders as per Facility Agreement.

h) The Holding Company L&T Infrastructure Development Projects Limited has provided Bank guarantees on behalf of Company for an amount of ₹ 775 Lakhs (Previous year ₹ 775 Lakhs) as performance guarantee to GSRDC Ltd.. as per clause no 5.1.2 of concession Agreement.

i) During the year, the Company has written back the Inter Corporate Deposits from Vadodara Bharuch Tollway Limited (fellow subsidary) amounting to ₹ 13716 Lakhs repayment of which has been waived by said fellow subsidary. The board of director of the company has given approval for write back in its meeting held on 24th March 2022 (Previous year ₹ 775 Lakhs)

6 Income Tax Expenses

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

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 36 "Impairment of Assets"

Company has carried out impairment test of toll collection right as on balance sheet date 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. Based on this, impairment loss of Rs ₹ 8457 Lakhs on toll collection rights recognised in the year 2018-19 does not require any revision in the current year. The impairment loss is on account of fall in toll collection revenue significant shift in traffic to alternate road and delay in concluding compensation by authorities.

8 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		2021-22	2020-21
Basic earnings/(Loss) per equity share:			
Profit/(Loss) for the year attributable to owners of the Company for calculating basic earnings per share	A	11,090	(1,536)
Weighted average number of equity shares outstanding for calculating basic earnings per share	B	11,000	11,000
Basic earnings/(Loss) per equity share (₹)	A / B	**1.01**	**(0.14)**
Diluted earnings per equity share:			
Profit for the year attributable to owners of the Company for	A	11,090	(1,536)
Weighted average number of equity shares outstanding for calculating	C	11,000	11,000
Add : Shares deemed to be issued for no consideration in respect of :	D	1,718	1,718
Weighted average number of equity shares outstanding for calculating diluted earnings per share	E = C + D	**12,718**	**12,718**
Diluted earnings per equity share (₹)		**1.01**	**(0.14)**
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.”

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

a) Nature of provisions:

i) 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 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 equipment 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 considered the provision for major maintenance expenditure based on current technical estimates as at the year end. However, it is impracticable to ascertain amount of impact of change in estimate on future period.

Particulars	**As at 31st March 2022**	**As at 31st March 2021**
Opening balance	4,957	6,558
Provision during the year	576	517
Utilised during the year	(1,931)	(213)
Provision reversed during the year (refer note no. 23)	-	(2,379)
Unwinding of discount and changes in discount rate	562	474
Closing balance	**4,164**	**4,957**

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 2022, the unpaid revenue share is ₹ 9723 Lakhs and interest is ₹ 3521 Lakhs. Based on said agreement, the company is required to pay ₹ 1224 Lakhs in FY 2021-22 and ₹ 1391 Lakhs in FY 2022-23, out of which company has paid ₹ 1021 Lakhs during FY 2021-22, out of balance amount of ₹ 1594 Lakhs is shown as current liability and ₹ 11650 Lakhs is shown as non-current liability.

11 Government of Gujarat had taken 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 company about its implementation. The letter also mentioned the procedure for reimbursement of loss to the company-towards shortfall in collection. The Company submits the claims for loss on account of this on monthly basis. GSRDC has made the payment against the claims till the month January 2022.

12 **Arbitration status**

The Company was awarded the contract for Construction of Additional Two Lane for Rajkot-Jamnagar-Vadinar Road to make it Four Lane Divided Carriageway Facility under Viability Gap Funding Scheme of Government of India on Build, Operate and Transfer (BOT) Basis (Project Highway). Subsequently, a Concession Agreement (CA) was entered into between RVTL and Gujarat State Road Development Corporation Limited (GSRDC) on 17.09.2008 for the same.

Also it was recognized by the GOG that to enable the implementation of the Project Highway including to facilitate its financing, operation and maintenance on BoT basis in accordance with the CA, the support of the GOG was extremely necessary. Therefore, a tri-parte agreement viz. State Support Agreement (SSA) was entered on 11.9.2009 between the GOG, GSRDC and RVTL.

However, during the commercial operations GOG did not fulfill its obligation as agreed and undertaken under the SSA, and consequently, RVTL incurred/suffered revenue losses and other losses. GOG failed to take appropriate measures as per the SSA to ensure law and order at the toll plaza which resulted in loss of revenue and additional cost on RVTL. Therefore, RVTL vide letters dated 13.09.2017 and 28.11.2017 notified its disputes in terms of Clause 9.2 of the SSA.

Since the Dispute could not be settled, RVTL vide letter dated 04.01.2019 requested GOG for amicable settlement in terms of Article 9.3 of SSA. Accordingly, GOG vide letter dated 21.02.2019 fixed the conciliation meeting on 01.03.2019. However, the dispute remained unresolved in the said meeting. Therefore, RVTL issued for Arbitration notice dated 24.04.2019 to GOG along with the description of claims and nominated their arbitrator.

The same was objected by GOG on the ground that dispute was not arbitrable as they are not party to the claim.

Hence, RVTL has filed the application under section 11(2) of Arbitration and Conciliation Act for appointment of Arbitrator before the Gujarat High Court.

In addition to the above L&T RVTL has invoked arbitration for resolution of its long pending claims related Dispute with GSRDC for an amount of Rs.2756 Lakhs including interest before the Arbitral tribunal & subsequently GSRDC has submitted counter claim for an amount of Rs.3710 Lakhs

There was change in GSRDC's Senior Management and because of which the consolidated settlement of GSRDC and GOG claims was delayed. However, on 15.12.2021 Parties met in the presence of Competent Authority (Chairman) of GSRDC and Chief Principal Secretary to the Chief Minister of Gujarat to finalise the settlement between the Parties. In the said meeting it was decided in this meeting that the Parties shall constitute a Conciliation Committee of Independent Experts (CCIE) consisting of three members (1) Retired High Court Judge, (2) Financial Expert, and (3) Experienced Technical Expert. Subsequently, the CCIE was constituted, and the proceeding are ongoing.

13 **COVID-19 Claim:**

The Government of India had announced the national wide lock down with effect from March 25,2020. Even though the Authority (GSRDC) has not ordered suspension of Toll operations, the local administration of the state of Gujarat, has imposed ban on movement of public, across the state and imposed Sec 144 which has resulted in significant reduction in traffic movement in the state. However, the operations at project corridor continued with respect to the regular operations and maintenance of project assets .

The company has declared the above event as an event of force majeure and notified to GSRDC as per the provisions of the concession agreement. After the deliberation between the Company and GSRDC, as per the Minutes of meeting between the Company and GSRDC dated February 11,2021 and GSRDC Letter ref GMP/L&T-RJV/931/2021 dated April 07,2021., the company has been granted an extension in Concession period for 38 days. Based on above, the Company has worked out amount of ₹ 999 Lakhs as receivable towards COVID-19 force majeure claim on account of cost incurred during the Force Majeure period and has accounted the same in the financial statements for the year ended on March 31, 2021. The company has signed the suplementary agreement with GSRDC on September 15th 2021, for extention of concession period by 38 days.

14 **Going Concern:**

The Company's accumulated losses have exceeded its Paid-up capital as on balance sheet date by ₹ 5954 Lakhs. As on that date the company's current liabilities exceeded its current assets by ₹ 39329 Lakhs. The management represents that the company has not defaulted in its repayment obligations of loans as well as interest to lenders so far and have funded by its group company to sustain the operations of the company. During ther year ended March 31, 2022 inter corporate deposit of ₹ 13716 Lakhs given by Vadodara Bharuch Tollway Limited (fellow subsidiary) has waived the repayment of deposit. This has been written back by the company in its books of accounts. The management has been raising the claims for loss of revenue for force majeure events and forced violations for the past period regularly on a monthly basis and presently raised the same under arbitration 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.

H) Other Notes forming part of financial statements

15 Additional Regulatory Information:

i) **Title Deeds of Immovable Property not held in the name of the Company**

The company does not have any immovable property

ii) **Fair Valuation of Investment Property**

The Company has no Investment Property.

iii) **Revaluation of Property, Plant and Equipment and Right-of-Use Assets**

During the year, no revaluation of Property, Plant and Equipment and Right-of-Use Assets has been done by the Company.

iv) **Revaluation of Intangible Assets**

During the year, no revaluation of Intangible Assets has been done by the Company.

v) **Details of Benami Properties held**

No proceedings have been intiated or pending against the Company for holding any Benami Property under the Benami Transactions (Prohibitions) Act, 1988 and the rules made thereunder.

vi) **Borrowings secured against Current Assets**

The Company has no Borrowings from Banks or Financial Institutions on the basis of security of Current Assets.

vii) **Wilful Defaulter**

The Company has not been declared as wilful defaulter by any bank or financial institution or other lender during the year.

viii) **Relationship with Struck off Companies**

The Company had no transactions with Companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956 during the year.

ix) **Registration of charges or satisfaction with Registrar of Companies (ROC)**

The Company has no charges or satisfaction yet to be registered with ROC beyond the statutory period during the year.

x) **Compliance with number of layers of Companies**

The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Companies Act read with Companies (Restriction on number of layers) Rules, 2017 during the

xi) **Compliance with approved Schemes of Arrangements**

During the year, the Company has no Scheme of Arrangements approved by the Competent Authority to be implemented in the books of accounts.

xii) **Disclosure in relation to Undisclosed Income**

The Company does not have any transaction not recorded in the books of accounts that has been surendered or disclosed as Income during the year in the tax assessments under the Income Tax Act, 1961.

xiii) **Details of Crypto Currency or Virtual Currency**

The Company has not traded or invested in Crypto currency or Virtual currency during the financial year.

xiv) **Corporate Social Responsibility**

Since the company has incurred losses in the previous financial years, hence the provisions of Section 135 of Companies Act, 2013 relating to Corporate Social Responsibility do not apply to the company.

L&T Rajkot Vadinar Tollway Limited

H) Notes forming part of Accounts

16 Financial Instruments

Disclosure of Financial Instruments by Category **(₹ Lakhs)**

Financial instruments by categories	Note no.	As at 31st March 2022			As at 31st March 2021		
		FVTPL	FVTOCI	Amortized cost	FVTPL	FVTOCI	Amortized cost
Financial asset							
Security Deposits	4	-	-	9	-	-	12
Trade receivables	6	-	-	659	-	-	310
Cash and cash equivalents	7	-	-	166	-	-	285
Bank Balance other than above	7(a)	-	-	-	-	-	2
Other Current Financial Asset	4	-	-	-	-	-	1
Total Financial Asset		**-**	**-**	**834**	**-**	**-**	**609**
Financial liability							
Term Loan from Banks	11	-	-	43,864	-	-	58,413
Loans from related parties	11	-	-	18,724	-	-	20,141
Revenue Share Payable to GSRDC (Including Interest)	12	-	-	13,244	-	-	11,584
Other Current Financial Liabilities	12	-	-	182	-	-	447
Trade Payables	14	-	-	421	-	-	263
Total Financial Liabilities		**-**	**-**	**76,435**	**-**	**-**	**90,847**

Default and breaches

There are no defaults with respect to payment of principal interest, 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.

17 Fair value of Financial asset and liabilities at amortized cost **(₹ Lakhs)**

Particular	Note no.	As at 31st March 2022		As at 31st March 2021	
		Carrying amount	Fair value	Carrying amount	Fair value
Financial Assets					
Security Deposits	4	9	9	12	12
Trade receivables	6	659	659	310	310
Cash and cash equivalents	7	166	166	285	285
Bank Balance other than above	7(a)	-	-	2	2
Other Current Financial Asset	4	-	-	1	1
Total Financial Assets		**834**	**834**	**609**	**609**
Financial liability					
Term Loan from Banks	11	43,864	43,864	58,413	58,413
Loans from related parties	11	18,724	18,724	20,141	20,141
Revenue Share Payable to GSRDC (Including Interest)	12	13,244	13,244	11,584	11,584
Other Current Financial Liabilities	12	182	182	447	447
Trade Payables	14	421	421	263	263
Total Financial Liabilities		**76,435**	**76,435**	**90,847**	**90,847**

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

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

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(18) for information on Financial Asset pledged as security

L&T Rajkot Vadinar Tollway Limited

H) Notes forming part of Accounts

18 Fair Value Measurement

Fair Value Measurement of Financial asset and Financial liabilities **(₹ Lakhs)**

Fair value hierarchy

As at March 31, 2022

Financial Asset & Liabilities Measured at FV - Recurring FVM	**Note No.**	**Level 1**	**Level 2**	**Level 3**	**Total**
Financial asset measured at FVTPL					
Investments in Mutual Funds	6	-	-	-	-
Total of Financial Assets		-	-	-	-
Financial Liabilities measured at FVTPL		-	-	-	-
Total of Financial Liabilities		-	-	-	-

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	11	-	43,864	-	43,864
Loans from related parties	11	-	18,724	-	18,724
Revenue Share Payable to GSRDC (Including Interest)	12	-	13,244	-	13,244
Other Current Financial Liabilities	12	-	182	-	182
Trade Payables	14	-	421	-	421
Total Financial liabilities		-	**76,435**	-	**76,435**

As at March 31, 2021

Financial Asset & Liabilities Measured at FV - Recurring FVM	**Note No.**	**Level 1**	**Level 2**	**Level 3**	**Total**
Financial asset measured at FVTPL					
Investments in Mutual Funds	6	-	-	-	-
Total of Financial Assets		-	-	-	-
Financial Liabilities measured at FVTPL		-	-	-	-
Total of Financial Liabilities		-	-	-	-

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	11	-	58,413	-	58,413
Loans from related parties	11	-	20,141	-	20,141
Revenue Share Payable to GSRDC (Including Interest)	12	-	11,584	-	11,584
Other Current Financial Liabilities	12	-	447	-	447
Trade Payables	14	-	263	-	263
Total Financial Liabilities		-	**90,847**	-	**90,847**

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

19 Asset pledged as security **(₹ Lakhs)**

Particulars	**Note no**	**As at 31st March 2022**	**As at 31st March 2021**
Non Financial Asset			
Property, Plant & Equipment	1	65	77
Financial Asset			
Cash and Cash Equivalents	7	166	287
Investments In Mutual Fund	6	-	-
Trade and Other Receivables	6	659	310
Other Financial Asset	4	9	13
TOTAL		**899**	**687**

20 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: **(₹ Lakhs)**

Particulars	As at 31st March 2022	As at 31st March 2021
Senior Debt from Banks - Variable rate borrowings	43,864	58,413

Sensitivity analysis based on average outstanding Senior Debt

Interest Rate Risk Analysis	Impact on profit/ loss after tax	
	FY 2021-22	FY 2020-21
Increase or decrease in interest rate by by 25 basis point	128	151

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
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.

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

As at March 31, 2022	Carrying Amount	upto 1 year	1 - 2 years	2 - 5 years	> 5 years
Non Derivative Financial Liability					
Senior Debt from Banks	43,864	17,449	20,076	6,339	0
Trade Payables	421	421	-	-	-
Revenue Share Payable to GSRDC (Including Interest)	13,244	1,594	2,658	8,992	-
Derivative Financial Liability	NIL	NIL	NIL	NIL	NIL

As at March 31, 2021	Carrying Amount	upto 1 year	1 - 2 years	2 - 5 years	> 5 years
Non Derivative Financial Liability					
Senior Debt from Banks	58,413	14,533	15,602	28,279	-
Trade Payables	263	263	-	-	-
Revenue Share Payable to GSRDC (Including Interest)	11,584	1,392	1,224	1,106	7,861
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.

L&T Rajkot Vadinar Tollway Limited

H) **Notes forming part of Accounts**

21 a) Ageing of Trade Receivables as on 31st March 2022 **(₹ Lakhs)**

Sr No	Particulars	Not Yet Due	Outstanding for following period from due date of payment*					Total
			< 6 Months	6 Months – 1 Year	1 – 2 Years	2 – 3 Years	> 3 Years	
1	Undisputed Trade Receivables – Considered Good	364	295	-	-	-	-	659
2	Undisputed Trade Receivables – Which have significant increase in credit risk	-	-	-	-	-	-	-
3	Undisputed Trade Receivables – Credit Impaired	-	-	-	-	-	-	-
4	Disputed Trade Receivables – Considered Good	-	-	-	-	-	-	-
5	Disputed Trade Receivables – Which have significant increase in credit risk	-	-	-	-	-	-	-
6	Disputed Trade Receivables – Credit Impaired	-	-	-	-	-	-	-
	Total	364	295	-	-	-	-	659

*Date of transaction is considered as due date in cases where no due date of payment is specified

21 b) Ageing of Trade Receivables as on 31st March 2021 **(₹ Lakhs)**

Sr No	Particulars	Not Yet Due	Outstanding for following period from due date of payment*					Total
			< 6 Months	6 Months – 1 Year	1 – 2 Years	2 – 3 Years	> 3 Years	
1	Undisputed Trade Receivables – Considered Good	310	-	-	-	-	-	310
2	Undisputed Trade Receivables – Which have significant increase in credit risk	-	-	-	-	-	-	-
3	Undisputed Trade Receivables – Credit Impaired	-	-	-	-	-	-	-
4	Disputed Trade Receivables – Considered Good	-	-	-	-	-	-	-
5	Disputed Trade Receivables – Which have significant increase in credit risk	-	-	-	-	-	-	-
6	Disputed Trade Receivables – Credit Impaired	-	-	-	-	-	-	-
	Total	310	-	-	-	-	-	310

*Date of transaction is considered as due date in cases where no due date of payment is specified

L&T Rajkot Vadinar Tollway Limited

H) **Notes forming part of Accounts**

22 **a) Ageing of Trade Payables on 31st March 2022** **(₹ Lakhs)**

Sr No	Particulars	Outstanding for following period from due date of payment*					Total
		Not Yet Due	< 1 Year	1 – 2 Years	2 – 3 Years	> 3 Years	
1	(i) MSME	39	-	-	-	-	39
2	(ii) Others	47	300	15	10	9	382
3	(iii) Related parties	-	-	-	-	-	-
4	(iv) Disputed Dues - MSME	-	-	-	-	-	-
5	(v) Disputed Dues - Others	-	-	-	-	-	-
6	Disputed Dues - Related parties	-	-	-	-	-	-
	Total	**86**	**300**	**15**	**10**	**9**	**421**

*Date of transaction is considered as due date in cases where no due date of payment is specified

22 **b) Ageing of Trade Payables on 31st March 2021** **(₹ Lakhs)**

Sr No	Particulars	Outstanding for following period from due date of payment*					Total
		Not Yet Due	< 1 Year	1 – 2 Years	2 – 3 Years	> 3 Years	
1	(i) MSME	7	-	-	-	-	7
2	(ii) Others	25	133	78	5	14	256
3	(iii) Related parties	-	-	-	-	-	-
4	(iv) Disputed Dues - MSME	-	-	-	-	-	-
5	(v) Disputed Dues - Others	-	-	-	-	-	-
6	Disputed Dues - Related parties	-	-	-	-	-	-
	Total	**32**	**133**	**78**	**5**	**14**	**263**

*Date of transaction is considered as due date in cases where no due date of payment is specified

23 **Loans and advances**

During the year, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

During the year, no funds have been received by the Company from any persons or entities, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

L&T Rajkot Vadinar Tollway Limited

H) **Notes forming part of Accounts**

24 Ratios

Sr No	Ratios	Formula	Explanations	2021-22	2020-21	% Change in ratio	Explanation provided for any change in ratio by more than 25% in current year as compared to previous year
1	Current Ratio	Current Asstes / Current Liability		0.03 times	0.02 times	50.00%	Due to increase in current portion of Term Loan
2	Debt – Equity Ratio	Total Debt / Total Equity		-10.54 times	-4.64 times	127.16%	Due to repayment of Term Loan during FY22
3	Debt Service Coverage Ratio	EBITDA / (Interest + Principal)		0.43 times	-0.14 times	-407.14%	Due to repayment of Term Loan during FY22
4	Return on Equity Ratio	Profit After Tax / Average Total Equity	Average Total Equity = (Opening Total Equity + Closing Total Equity) / 2	-96.47%	18.03%	-635.04%	Profit during the FY 21-22 as against loss in previous year
5	Inventory Turnover Ratio	Cost of Goods Sold / Average Inventory	Average Inventory = (Opening Inventory + Closing inventory) / 2	NA	NA	NA	
6	Trade Receivables Turnover Ratio	Revenue from Operations/ Average Accounts Receivable	Average Accounts Receivable = (Opening Receivable + Closing Receivable) / 2	22.98 times	30.52 times	-24.71%	
7	Trade Payables Turnover Ratio	Total Purchase / Average Accounts Payable	Average Accounts Payable = (Opening Payable + Closing Payable) / 2	4.82 times	6.11 times	-21.11%	
8	Net Capital Turnover Ratio	Revenue from Operations / Working capital		-28.31%	-25.01%	13.19%	
9	Net Profit Ratio	Profit After Tax / Revenue from Operations		99.61%	-16.24%	-713.51%	Profit during the FY 21-22 as against loss in previous year
10	Return on Capital Employed	EBIT / Capital Employed	Capital Employed = Total Equity + Total Debts	26.41%	7.56%	249.33%	Profit during the FY 21-22 as against loss in previous year
11	Return on Investment	Profti After Tax / Total Equity		0.13%	0.13%	-3.72%	

25 Disclosure pursuant to Appendix - D to Ind AS 115 - " Service Concession Arrangements"

25.1 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 provisional 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.

25.2 Significant Terms of the arrangements

25.2.1 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.

25.2.2 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 for 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 .

25.3 Rights of the Company for using 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.

25.4 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.

25.5 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.

25.6 Details of Termination

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

25.7 Significant Changes in the terms Original Concession Agreement till 31st March 2022.

a As per supplementary Agreement dated 9th Nov 2015 & 15th Sep 2021 GSRDC has extended the concession period by 47 days & 38 days (Total 85 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.

25.8 Other disclosure pursuant to Ind AS 115 "Revenue from Contracts with Customers"

Disaggregation of Revenue	March 31, 2022 INR in Lakhs	March 31, 2021 INR in Lakhs
Revenue from Operation & Maintenance Services	11133.00	9459.68
Revenue from Construction Services	-	-
	11133.00	**9459.68**

25.8 (1)

Contract Balances	March 31, 2022 INR in Lakhs	March 31, 2021 INR in Lakhs
Contract Assets	-	-
Contract Liabilities (Refer note 12)	13244	11584

25.8.(2) Performance obligation:

Information about the company's performance obligation is summarised as below;

Operation & Maintenance Services

The performance obligation is satisfied over time as each toll road-user simultaneously receives and consumes the benefits provided by the Company. However, given the short time period over which the company provides road operating services to each road user (i.e. the duration of the time it takes the road user to travel the length of the toll road), the Company recognises toll revenue when it collects the tolls.

Construction Services

The performance obligation is satisfied over time as the assets is under control of Regulator (Gujarat State Road Development Corporation Limited) and they simultaneously receives and consumes the benefits provided by the Company. The Company received progressive payment toward provision of construction services.

The transaction price allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 31 March 2022 are, as follows:

	March 31, 2022 INR in Lakhs	March 31, 2021 INR in Lakhs
Within one year	-	-
More than one year	-	-

25.8.(3) Reconciliation of the amount of revenue recorded in statement of Profit & loss is not required as there are no adjustment to the contracted price.

26 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 31st March 2022	As at 31st March 2021
Equity	11,000	11,000
Other Equity	(16,954)	(28,038)
Total	**(5,954)**	**(17,038)**

27 Previous Year Figures are regrouped / reclassified wherever necessary.

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) The financial statements were authorized for issue in accordance with a resolution of the directors on April 15, 2022.

(b) Compliance with IndAS

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.

(c) Basis of presentation

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

(d) 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

(e) Use of estimates and judgements

The preparation of these financial statements is in conformity with IndAS 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.

(f) 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"). Statement of Cash Flow 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 nearest Lakhs 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.

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.

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 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.

'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 Leases

The determination of whether an agreement is, or contains, a lease is based on the substance of the agreement at the date of inception.

Finance leases:

(a) Property, plant and equipment acquired under leases where the Company has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the inception of the lease at the lower of the fair value or the present value of minimum lease payments and a liability is created for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost, so as to obtain a constant periodic rate of interest on the outstanding liability for each period.

(b) Property, plant and equipment given under a finance lease are recognised as a receivable at an amount equal to the net investment in the lease. Lease income is recognised over the period of the lease so as to yield a constant rate of return on the net investment in the lease.

Operating leases:

(a) Property, plant and equipment acquired on leases where a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Lease rentals are charged to the Statement of Profit and Loss on a straight line basis over the term of the relevant lease.

(b) Property, plant and equipment leased out under operating leases are continued to be capitalised by the Company. Rental income is recognised on a straight-line basis over the term of the relevant lease.

(c) Lease payments assosciated with the Low value leases and short term leases are recognized as an expense on straight- line basis.

12 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.

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'.

13 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.

14 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.

15 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.

16 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 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

17 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.

18 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.

19 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 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.

20 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.

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 Recent Accounting Pronouncements

(a) Ind AS 16 – Property Plant and equipment

The amendment clarifies that excess of net sale proceeds of items produced over the cost of testing, if any, shall not be recognised in the profit or loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant, and equipment. The effective date for adoption of this amendment is annual periods beginning on or after April 01, 2022. The Company has evaluated the amendment and there is no impact on its financial statements.

(b) Ind AS 37 – Provisions, Contingent Liabilities and Contingent Assets

The amendment specifies that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts (an example would be the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract). The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2022, although early adoption is permitted. The Company has evaluated the amendment and the impact is not expected to be material.

(c) Ind AS 103 – Reference to Conceptual Framework

The amendments specifiy that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103. The Company does not expect the amendment to have any significant impact in its financial statements.

(d) Ind AS 109 – Annual Improvements to Ind AS (2021)

The amendment clarifies which fees an entity includes when it applies the '10 percent' test of Ind AS 109 in assessing whether to derecognise a financial liability. The Company does not expect the amendment to have any significant impact in its financial statements.

As per our audit 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: April 15, 2022

For and on behalf of the Board

Esther Malini
Director
(DIN: 07124748)

P.S.Kapoor
Director
(DIN: 02914307)

S.A. Nagarajan
Chief Financial Officer

S.Srinivasan
Company Secretary

Place: Chennai
Date: April 15, 2022

ATTENDANCE SLIP
L&T RAJKOT - VADINAR TOLLWAY LIMITED
CIN: U45203TN2008PLC069184
Regd. Office: P.O. Box. 979, Mount Poonamallee Road, Manapakkam, Chennai - 600089.

14TH Annual General Meeting, held on Friday, September 30, 2022 at 02:30 p.m.

Reg. Folio No. ________________

No. of Shares ________________

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

I hereby record my presence at the 14th Annual General Meeting of the Company, held on Friday, September 30, 2022 at 02:30 p.m. at the Registered office of the Company located at, Mount Poonamallee Road, Manapakkam, Chennai – 600 089

______________________	______________________
Name of the member	*Signature of Member*
______________________	______________________
Name of the Proxy (In block letters)	*Signature of Proxy*

PROXY FORM
Form No. MGT-11
[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	**U45203TN2008PLC069184**
Name of the Company	**L&T Rajkot - Vadinar Tollway Limited**
Regd. Office	**P.O. Box. 979, Mount Poonamallee Road, Manapakkam, Chennai - 600089.**

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

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

1. Name :
   Address :

   E-mail Id :
   Signature : failing him

2. Name :
   Address :

   E-mail Id :
   Signature : failing him

3. Name :
   Address :

   E-mail Id :
   Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 14th Annual General Meeting of the Company, to be held on Friday, September 30, 2022 at 02:30 p.m. at the Registered office of the Company located at, Mount Poonamallee Road, Manapakkam, Chennai – 600 089 and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolutions	For	Against
Ordinary Business			
1	To consider and adopt the audited Financial Statements of the Company for the year ended March 31, 2022 and the Reports of the Board of Directors and Auditors thereon.		
2	To appoint a Director in place of Mr. P.S.Kapoor (DIN: 02914307), who retires by rotation and is eligible for reappointment.		
Special Business			
3	To ratify the remuneration payable to Cost Auditor for the financial year 2022 – 23		

Signed this ________________ day of _______________ 2022

Affix one Rupee Revenue Stamp

Signature of shareholder ____________________

Signature of Proxy holder(s) _________________

Notes:

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

Route map to the 14th AGM venue of L&T Rajkot – Vadinar Tollway Limited