



**L&T Sambalpur Rourkela Tollway Limited**  
**10<sup>th</sup> Annual Report**  
**2022-23**

## **BOARD OF DIRECTORS**

**Dr. A. Veeraragavan  
Samyuktha Surendran  
P.S Kapoor  
R.G Ramachandran**

## **KEY MANAGERIAL PERSONNELS**

**Debendra Kumar Barik  
Gobinda Chandra Das  
Shambhavi Nagarajan**

## **STATUTORY AUDITORS**

**M/s M.K. Dandeker & Co.**

## **SECRETARIAL AUDITORS**

**M/s M. Balaji Rajan & Associates**

## **COST AUDITORS**

**M/s Srinivasan Damodaram & Associates**

### **NOTICE TO MEMBERS**

**NOTICE** is hereby given for the 10<sup>th</sup> Annual General Meeting of the Members of L&T Sambalpur Rourkela Tollway Limited will be held on Tuesday, August 08, 2023, at 12 noon at the Registered Office at Mount Poonamallee Road, Manapakkam, Chennai – 600089 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, 2023 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. R.G Ramchandran (DIN:02671982), who retires by rotation and is eligible for reappointment.
3. To consider and appoint M/s T. R. Chadha & Co LLP as Statutory Auditors for a term of five consecutive years from FY 2023-24 to FY 2027-28:

**“RESOLVED THAT** pursuant to the provisions of Section 139, 141, 142 of the Companies Act, 2013, read with Rule 3 of the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder, including any statutory modifications, amendments or re-enactments thereof M/s T. R. Chadha & Co LLP, Chartered Accountants, (Firm Regn. No. 006711N / N500028) be and is hereby appointed as Statutory Auditors of the Company for a period of five years commencing from Financial Year 2023-24 to 2027-28 and that they shall hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the 16<sup>th</sup> Annual General Meeting of the Company on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors, plus reimbursement of goods and service tax, travelling and out of pocket expenses.

**“RESOLVED FURTHER THAT** all Directors of the Company be and are hereby severally authorized to sign papers, forms as may be necessary and file the same with the Registrar of Companies.”

#### **Special business**

4. To ratify the remuneration payable to Cost Auditors for the financial year 2023 – 24 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.50,000/- per annum plus applicable taxes and out of pocket expenses to M/s. Srinivasan Damodaram & Associates, Cost Accountant (Membership No.000825), who are appointed as Cost Auditor to audit the cost records of the Company for the financial year 2023 – 24.

**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.”

5. To approve the reappointment of Mr. D.K Barik as Manager of the Company for a period of three consecutive years

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 of the Companies Act, 2013 and rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 read

with Schedule V including any statutory modification or re-enactment thereof for the time being in force, subject to such other approvals and consents as may be necessary and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, Mr. D.K Barik be and is hereby re-appointed as Manager of the Company for a period of 3 years with effect from July 07, 2023 on such salary, perquisites, and allowances and on such conditions as mentioned below, subject to Part II, Section I of Schedule V of the Act or any statutory modifications or reenactments thereof as may be agreed to by the Board of Directors or any committee thereof:-

**RESOLVED FURTHER THAT** notwithstanding anything specified herein above, where in any financial year, during the tenure of the Manager the Company has no profits or its profits are inadequate, it may pay him remuneration by way of salary, perquisites and allowances not exceeding the limits specified in Part II, Section II and Section IV of Schedule V of the Act as minimum remuneration subject to and in accordance with the permission, consent, approval of the Authorities as prescribed therein.

**RESOLVED FURTHER THAT** any one of the Directors of the Company be and is hereby severally authorized to sign forms, papers and documents as may be necessary to give effect to the above resolution.”

**By Order of the Board  
For L&T Sambalpur - Rourkela Tollway Limited**

**Sd/-**

**Date: 14.07.2023  
Place: Chennai**

**Ravi Masabattula  
Authorized Signatory**

**Notes:**

1. The relative explanatory statement pursuant to section 102 of the Companies Act, 2013 in respect of the business under item no.4 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.4 & 5 accompanying the Notice:

### Item no.4

#### To ratify the remuneration of the Cost Auditor for the financial year 2023 – 24 as considered and approved by the Board of Directors of the Company

Pursuant to the provisions of section 148 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, the Board had appointed M/s. Srinivasan Damodaram & Associates, Cost Accountant (Membership No.000825), as the Cost Auditor of the Company for the financial year 2023– 24 at a remuneration of Rs. 50,000 /- per annum plus applicable taxes and out of pocket expense.

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.

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.

### Item No. 5

#### To approve the reappointment of Mr. D.K Barik as Manager of the Company for a period of three consecutive years

The members are informed that as recommended by the Nomination & Remuneration Committee and the Board of Directors at their meeting held on July 07, 2023 had approved the reappointment of Mr. D.K Barik for a period of 3 years with effect from July 07, 2023 to July 06, 2026 which is subject to the approval of members.

Accordingly, the Board of Directors recommend to the members by way of Ordinary Resolution the reappointment of Mr. D.K Barik for a term of 3 years with effect from July 07, 2023 to July 06, 2026 at such remuneration which is as per the HR policy of the Holding Company and subject to the limits specified in Schedule V of the Act.

There are no pecuniary relationships between Mr. D.K Barik directly or indirectly with the Company or with the managerial personnel of the Company.

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

Mr. D.K Barik does not have any directorships, chairmanships, memberships and shareholdings in other companies. He is not directly or indirectly related with any of the directors of the Company.

The Board recommends the resolution for approval of the shareholders.

**By Order of the Board For  
L&T Sambalpur Rourkela Tollway Limited**

Sd/-

**14<sup>th</sup> July 2023  
Chennai**

**Ravi Masabattula  
Authorized Signatory**

**Annexure A**

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

Name of Director/ Manager	Mr. R.G. Ramachandran
Date of Birth	May 24, 1964
Date of Appointment on the Board	July 12, 2016
Qualification	B. Com ,M. Com, PG Dip in Marketing, BGL, CA, CWA, CS
Experience	34 years
Directorships in other companies	L&T Transportation Infrastructure Limited L&T Deccan Tollways Limited International Seaports (Haldia) Private Limited L&T Interstate Road Corridor Limited Vadodara Bharuch Tollway Limited Watrak Infrastructure Private Limited
Number of Board Meetings attended during the financial year 2022-23	Five (5)
Memberships / Chairmanship of committees across all companies	L&T Transportation Infrastructure Limited (NRC, CSR*** & AC) L&T Deccan Tollways Limited (NRC)** L&T Interstate Road Corridor Limited (AC)*
Shareholding in the Company	1 equity share holding jointly with L&T Infrastructure Development Projects Limited
Relationship with other Directors / KMPs	-

\*AC – Audit Committee

\*\*NRC – Nomination & Remuneration Committee

\*\*\* CSR – Corporate Social Responsibility Committee

## BOARD'S REPORT

Dear Members,

Your directors have pleasure in presenting their report and Audited Accounts for the year ended March 31, 2023.

### Financial Results / Financial Highlights

(Rs. in crore)

Particulars	2022-23	2021-22
Profit / (Loss) Before Depreciation, exceptional items & Tax	97.62	38.18
Less: Depreciation, amortization, impairment and obsolescence	61.76	62.88
Profit / (Loss) before exceptional items and tax	35.86	(24.70)
Add: Exceptional Items	-	-
Profit/(Loss) before tax	35.86	(24.70)
Less: Provision for tax	6.70	-
Profit/(Loss) for the period carried to the Balance Sheet	29.16	(24.70)
Add: Other comprehensive Income	-	(0.02)
Total Comprehensive income of the year	29.16	(24.72)
Add: Balance brought forward from previous year	(187.38)	(162.66)
<b>Balance to be carried forward</b>	<b>(158.22)</b>	<b>(187.38)</b>

### State of Company Affairs:

The gross revenue and other income for the financial year under review were Rs.225.54 crore as against Rs.163.85 crore of the previous financial year (including construction contract income of Rs. 8.87 crore as against Rs. NIL crore for the previous year resulting in an increase of 37.65%. The profit before tax was Rs. 35.86 crore and profit after tax was Rs.29.16 crore for the financial year under review as



against Rs. (24.70) crore and Rs. (24.70) crore respectively for the previous financial year, registering a decrease in loss by Rs.53.86 crore.

Further, as part of the corporate strategy plan of the Shareholders of L&T Infrastructure Development Projects Limited (the Holding Company) i.e. Larsen & Toubro Limited (L&T) and CPPIB India Private Holdings Inc (CPPIB), the entire shareholding held by them in the Holding Company, will be transferred to Epic Concesiones Private Limited. A Share Purchase Agreement (SPA) was executed between the said parties on December 16, 2022. The compliance of conditions precedents under the SPA will result in an indirect change in control of the Company.

### **Capital & Finance**

The Company has not issued and allotted share capital during the year.

### **Capital Expenditure**

As on March 31, 2023 the gross fixed and intangible assets including leased assets, stood at Rs. 1100.02 crore and the net fixed and intangible assets, including leased assets at Rs. 787.67 crore. Capital Expenditure during the year amounted to Rs. 0.19 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, 2023 100% of the Company's equity paid up capital representing 29,00,30,000 equity shares @ Rs.10/- each are held in dematerialized form.

### **Subsidiary Companies**

The company has no Subsidiary / Associate / Joint Venture Company.

**Particulars of loans given, investments made, guarantees given or security provided by the Company.**

The provisions of Section 186 except sub-section (1) of the Act are not applicable to the Company.

Details of loans given, investments made or guarantees given or security are provided 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. The entire related party transactions were at arms'- length basis and in the ordinary course of business. The details of material Related Party Transactions are provided in **Annexure I (AOC-2)**.

**Amount to be carried to reserve.**

No amount is transferred to Statutory Reserves for FY 2022-23.

**Dividend**

The Company has no distributable profits and hence no dividend is payable 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 and commitments have occurred affecting the financial position of the Company 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 incurred expenditure in foreign currency equivalent to the amount of Rs. 0.22 crore.

**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 your Company does not exceed any of the threshold limits specified under section 135 of the Act, the provisions of Corporate Social Responsibility are not applicable.

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

Mr. Pramod Sushila Kapoor, Director retired by rotation at the Annual General Meeting held on September 20, 2022 and was reappointed at the said meeting.

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, 2023 stood as below:

<b>S. No.</b>	<b>Name of the Director</b>	<b>Designation</b>	<b>DIN</b>
1	Mr. Pramod Sushila Kapoor	Director	02914307
2	Mr. R. G. Ramachandran	Director	02671982
3	Dr. A. Veeraragavan	Independent Director	07138615
4	Ms. Samyuktha Surendran	Independent Director	07138327

The Key Managerial Personnel (KMP) of the Company as on March 31, 2023 are:

<b>S. No.</b>	<b>Name</b>	<b>Designation</b>	<b>Date of Appointment</b>
1	Mr. Debendra Kumar Barik	Manager	July 07, 2020
2	Mr. Gobinda Chandra Das	Chief Financial Officer	October 09, 2020
3	Ms. N. Shambhavi	Company Secretary	March 15, 2019

### **Number of Meetings of the Board of Directors**

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

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

<b>Date</b>	<b>Strength</b>	<b>No. of Directors Present</b>
April 12, 2022	4	4
July 08, 2022	4	4
October 10, 2022	4	3
December 15, 2022	4	4
January 10, 2023	4	4

### **Information to the Board**

The Board of Directors has complete access to the information within the Company which interalia 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 and 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**

As on March 31, 2023 the Audit Committee comprised of Dr. A. Veeraragavan, Ms. Samyuktha Surendran and Mr. Pramod Sushila Kapoor.

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

<b>Date</b>	<b>Strength</b>	<b>No. of Members Present</b>
April 12, 2022	3	3
July 08, 2022	3	3
October 10, 2022	3	2
December 15, 2022	3	3
January 10, 2023	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 Head Internal Auditor of the Holding Company was the coordinator for the Vigil

Mechanism and responsible for receiving, validating, investigating and reporting to the Audit Committee during the year.

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](http://www.lntidpl.com).

### **Company Policy on Director Appointment and Remuneration**

The Company has constituted a Nomination and Remuneration Committee in terms of Companies Act, 2013 comprising of Dr. A. Veeraragavan, Ms. Samyuktha Surendran and Mr. R. G. Ramachandran as members.

During the year, one (1) Meetings of the Nomination and Remuneration Committee were held as detailed hereunder:

<b>Date</b>	<b>Strength</b>	<b>No. of Members Present</b>
April 12, 2022	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, 2023, the Audit Committee and the Board are of the opinion that the Company has sound IFC

commensurate with the nature and size of its business operations and operating effectively and no material weaknesses exist. The Company has a process in place to continuously monitor the same and identify gaps, if any, and implement new and / or improved controls wherever the effect of such gaps would have a material effect on the Company's operations.

### **Directors Responsibility Statement**

The Board of Directors of the Company confirms that:

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

### **Performance Evaluation of the Board, its Committees and Directors**

The Nomination & Remuneration Committee and the Board have laid down the manner in which formal annual evaluation of the performance of the Board, committees and individual directors has to be made.

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

Further, the Independent Directors at their Meeting reviewed the performance of Board, Committees, and Non-Executive Directors. The performance evaluation of the Board, Committees and Directors was also reviewed by the Nomination and Remuneration Committee and the Board of Directors.

**Disclosure of Remuneration:**

The information required under Section 197(12) of the Act and the Rules made thereunder, is provided below.

The Directors of the Company are not paid any remuneration except sitting fees to certain Directors. Hence, the remuneration of the Directors to that of the employees of the Company is not comparable.

The information in respect of employees of the Company required pursuant to Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, is provided in **Annexure II** forming part of this report. 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. None of the employees listed in the said Annexure is related to any Director 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. 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 2022-23 are 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.

### **Auditor**

The Company at the 7<sup>th</sup> Annual General Meeting (AGM) held on September 30, 2020 had appointed M/s M. K. Dandeker & Co, Chartered Accountants, (ICAI Registration no: 000679S), Chennai as Statutory Auditors of the Company to hold office until the conclusion of the 10<sup>th</sup> AGM to be held in the year 2023.

### **Secretarial Auditor**

M/s. Balaji Rajan & Associates, Company Secretary in practice (C.O.P.No.6965) was appointed to conduct the secretarial audit of the Company for the financial year 2022 – 23, as required under Section 204 of the Act and Rules thereunder. The secretarial auditor Report dated 13.04.2023 for the financial year 2022-23 is annex to this report as '**Annexure III**'.

### **Cost auditor**

M/s. Srinivasan Damodaram & Associates, Cost Accountant (Membership No.000825), was appointed as Cost Auditor of the Company for audit of cost accounting records for the financial year 2022-23, pursuant to the provisions of Section 148 of the Act and Rule 3 and 4 of the Companies (Cost Records and Audit) Amendment Rules, 2014. The Report of the Cost Auditors for the financial year 2022 – 23 would be filed with the Ministry of Corporate Affairs once the same is finalized.

The Cost audit report for the year 2021 – 22 was filed with Ministry of Corporate Affairs on 17.10.2022.

**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 website <https://www.lntidpl.com/businesses/roads/operational-projects/sambalpur-rourkela-odisha/>.

**Other Disclosures:**

- IBC: The Company has neither filed any application nor any proceeding is pending against the Company under the Insolvency and Bankruptcy Code, 2016, during FY 2023.
- The details of difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof: The Company has not made any one-time settlement, therefore, the same is not applicable.

**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, stock exchanges 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**

**R.G.Ramachandran**

*Director*

*Director*

*DIN: 02914307*

*DIN: 02671982*

*Date: 13.04.2023*

*Place: Chennai*

**ANNEXURE 1**

**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 2022– 23 which required shareholders' approval as per Sec. 188(1) of the Companies Act, 2013

b. The details of related party transactions during the FY 2022 – 23 form part of the financial statements as per Ind AS 24 and the same is given in Notes to accounts.

For and on behalf of the Board

**Sd/-**

**Sd/-**

**Pramod Sushila Kapoor    R.G.Ramachandran**

*Director*

*Director*

*DIN: 02914307*

*DIN: 02671982*

*Date: 13.04.2023*

*Place: Chennai*

**FORMNO.MR-3**

**SECRETARIAL AUDIT REPORT**

For the Financial Year 2022 - 23

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

To  
The Members,  
**L&T SAMBALPUR-ROURKELA TOLLWAY LIMITED,**  
**Chennai.**

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. L&T SAMBALPUR-ROURKELA TOLLWAY LIMITED (CIN:U45206TN2013PLC093395)** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of **M/s. L&T SAMBALPUR-ROURKELA TOLLWAY LIMITED** books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended 31<sup>st</sup> March 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, paper, minute books, forms and returns filed other records maintained by **M/s L&T SAMBALPUR-ROURKELA TOLLWAY LIMITED (“the Company”)** for the Financial Year ended on 31<sup>st</sup> March 2023 according to the provisions of:

- i) The Companies Act, 2013 (the Act) and the rules made there under;
- ii) The National Highways Authority of India Act, 1988.

**M/s L&T SAMBALPUR-ROURKELA TOLLWAY LIMITED** is an unlisted public limited company and hence compliance under the Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz:

- i. The Securities and Exchange Board of India (substantial Acquisition of shares and Takeovers) Regulations, 2011;
  - ii. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - iii. The Securities and Exchange Board of India (Issue of capital and Disclosure Requirements) Regulations, 2009;
  - iv. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines , 1999;
  - v. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008,
  - vi. 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,
  - vii. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and
  - viii. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018
- are not applicable to this Company.

I have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India and during the period under review, the company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc as mentioned above.

Further that the management of the Company has informed that all the Related Party Transactions entered by the Company during the period under review have been entered at arm's length basis and in the ordinary course of business and therefore, compliance of provisions of Companies Act, 2013 in respect of any of these transactions do not arise.

I further report that the Board of Directors of the Company is constituted with Executive Directors and Non-Executive Directors. The changes in the composition of the Board of Directors that took place during the periods under reviews were carried out in compliance with the provisions of the Act.

Adequate notice is given to all the Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent 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.

In respect of resolution passed in circulation the company followed a healthy system of circulating the detailed agenda to all the Directors in a single file system, followed by placing the concerned agenda in the subsequent meeting.

A review of the minutes of the Board meetings held during the year indicate that wherever required detailed deliberations were carried out in respect of all the agenda items that were required to be so carried out and there were no dissenting views in respect of any of the items.

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

**I further report that** my audit was subjected only to verifying adequacy of systems and procedures that are in place for ensuring proper compliances by the Company and I am not responsible for any lapses in those compliances on the part of the Company.

**Note:** 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.

Place: Chennai

Date: 13/04/2023

**UDIN: F006470E000079048**

To

Annexure A

The Members,

**L&T SAMBALPUR-ROURKELA TOLLWAY LIMITED,**

Chennai.

Our report of even date, it is to be read along with this supplementary testimony:

- a) Maintenance of secretarial record is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these Secretarial Record based on our audit
- b) We have followed the audit practices and processes that were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on a test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
- c) We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- d) Wherever required, we have obtained Management representation about the compliance of laws, rules and regulation and happenings of events etc.
- e) The Compliance of the provisions of corporate and other applicable laws, rules and regulation, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
- f) The Secretarial Audit is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management conducted the affairs of the Company.

Place: Chennai

Date: 13/04/2023

**UDIN: F006470E000079048**

## **INDEPENDENT AUDITOR'S REPORT**

**To the Members of M/s. L&T Sambalpur Rourkela Tollway Limited**

### **Report on the Ind AS Financial Statements**

#### **Opinion**

We have audited the Ind AS financial statements of **L&T Sambalpur Rourkela Tollway Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2023, 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 then ended, and notes to the Ind AS financial statements, including a summary of significant accounting policies and other explanatory information for the year ended on that date.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS 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 ("Ind AS") prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, and Profit, changes in equity and its cash flows for the year ended on that date.

#### **Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Ind AS 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 together with the ethical requirements that are relevant to our audit of the Ind AS financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Ind AS financial statements.

#### **Information Other than the Ind AS 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 including Annexures to Board's Report, Corporate Governance and Shareholder's Information, but does not include the Ind AS financial statements and our auditor's report thereon.

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

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Management's Responsibility for the Ind AS Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) the Act with respect to the preparation of these Ind AS 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 accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of 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 Ind AS financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

### **Auditor's Responsibilities for the Audit of the Ind AS Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Ind AS 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 Ind AS 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 Ind AS 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 Ind AS 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 Ind AS financial statements, including the disclosures, and whether the Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

### **Report on Other Legal and Regulatory Requirements**

As required by the Companies (Auditor’s Report) Order, 2020 (“the Order”), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the ‘Annexure A’ a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

- 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, the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 4 of the Companies (Indian Accounting Standards) Rules, 2015.
- e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) 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 B".
- g) 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, in our opinion and to the best of our information and according to the explanations given to us, no remuneration has been paid by the Company to its Directors during the year so the provisions of section 197 of the Act are not applicable.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its Ind AS financial statements.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there are any material foreseeable losses.
  - iii. There were no amounts which were 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, other than as disclosed in the notes to the accounts, 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;  
  
(b) The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, 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; and

(c) Based on such audit procedures that we have 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) contain any material mis-statement.

v. The Company has not declared or paid any dividend during the year.

**For M.K. Dandeker & Co.,  
(ICAI Regn. No. 000679S)**

**Date:** April 13, 2023

**Place:** Chennai

**UDIN:** 23227630BGUWSU6777

**R. Arun Kumar Mehta**

**Partner**

**Chartered Accountants**

**Membership No. 227630**

## ANNEXURE - A TO THE INDEPENDENT AUDITORS' REPORT

### (Referred to in our Report of even date)

- (i) (a) (A) The Company is maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.  
  
(B) The Company is maintaining proper records showing full particulars of intangible assets.
- (b) The Property, Plant and Equipment have been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification.
- (c) The Company does not have any immovable properties and hence clause 3 (i)(c) of the Companies (Auditor's Report) Order 2020 is not applicable.
- (d) The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- (e) No proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- (ii) (a) The Company is engaged in the business of infrastructure development and maintenance and hence clause 3 (ii)(a) of the Companies (Auditor's Report) Order 2020 relating to inventory is not applicable.
- (b) The Company has not availed working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets at any point of time of the year and hence clause 3 (ii)(b) of the Companies (Auditor's Report) Order 2020 is not applicable.
- (iii) During the year, the Company has not made investments in, 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.
- (iv) The Company has not entered into any transaction in respect of loans, investments, guarantees and securities, which attracts provisions of section 185 and 186 of the Companies Act, 2013. Hence, the clause 3(iv) of the Companies (Auditor's Report) order 2020 is not applicable to the Company.
- (v) The Company has not accepted deposits or amounts which are deemed to be deposits and hence the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules made thereunder are not applicable to the Company.

- (vi) The Company is maintaining the cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act in respect of services carried out by the Company.
- (vii) a. According to the information and explanations given to us, the Company is regular in depositing undisputed statutory dues including provident fund, income-tax, goods and services Tax, cess and any other statutory dues to the appropriate authorities.
- b. According to the information and explanations given to us, the details of statutory dues which have not been deposited as on March 31, 2023 on account of disputes are given below:

Name of the Statute	Nature of dues	Period to which amount relates	Forum where the dispute is pending	Amount (In Lakhs)
Income Tax Act, 1961	Income Tax	A. Y. 2016-17	CIT (Appeals)	17.24
Goods and Services Tax Act, 2017	Goods and Services Tax (GST)	A. Y. 2018-19	Orissa High Court	1,550.65
Out of the above GST Demand, Rs.65 lakhs has been paid/deposited with the Department.				

- (viii) According to the information and explanations given to us, 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) During the year, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us, the Company is not a declared willful defaulter by any bank or financial institution or other lender;
- (c) During the year, the Company has not obtained term loans from any bank or financial institution and hence clause 3 (ix)(c) of the Companies (Auditor's Report) Order 2020 is not applicable.
- (d) During the year, the Company has not raised any funds on short term basis and hence clause 3 (ix)(d) of the Companies (Auditor's Report) Order 2020 is not applicable.
- (e) According to the information and explanations given to us, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures and hence clause 3 (ix)(e) of the Companies (Auditor's Report) Order 2020 is not applicable.
- (f) According to the information and explanations given to us, 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 clause 3 (ix)(f) of the Companies (Auditor's Report) Order 2020 is not applicable.

- (x) (a) According to the information and explanations given to us, the Company has not raised moneys by way of initial public offer or further public offer (including Debt instruments) during the year and hence clause 3 (x)(a) of the Companies (Auditor's Report) Order 2020 is not applicable.
- (b) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally) during the year and hence clause 3 (x)(b) of the Companies (Auditor's Report) Order 2020 is not applicable.
- (xi) (a) Based on the information and explanations given to us, no material fraud by the Company or any fraud on the Company has been noticed or reported during the year.
- (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 upto the date of this report.
- (c) Based on the information and explanations given to us, there are no whistle-blower complaints received during the year by the Company.
- (xii) The Company is not a Nidhi Company and hence clause 3 (xii) of the Companies (Auditor's Report) Order 2020 is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act where applicable and the details have been disclosed in the financial statements, as required by the applicable 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 reports of the Internal Auditor for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with him. Hence, clause 3(xv) of the Companies (Auditor's Report) Order 2020 is not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and hence clause 3 (xvi) of the Companies (Auditor's Report) Order 2020 is not applicable.

- (xvi) The Company has not incurred cash losses in the financial year and in the immediately preceding financial year and hence clause 3 (xvii) of the Companies (Auditor's Report) Order 2020 is not applicable.
- (xvii) There has been no resignation of the statutory auditors during the year and hence clause 3 (xviii) of the Companies (Auditor's Report) Order 2020 is not applicable.
- (xviii) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that Company is 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. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xix) Based on our examination of the records of the Company, the provisions of Section 135 of the Companies Act, 2013 is not applicable to the Company and hence clause 3 (xx) of the Companies (Auditor's Report) Order 2020 is not applicable.
- (xx) As the Company does not have any Subsidiaries, Associates or Joint Ventures, clause 3 (xxi) of the Companies (Auditor's Report) Order 2020 is not applicable.

For **M.K. Dandeker & Co.,**  
**(ICAI Regn. No. 000679S)**

**Date:** April 13, 2023

**Place:** Chennai

**UDIN:** 23227630BGUWSU6777

**R. Arun Kumar Mehta**  
**Partner**  
**Chartered Accountants**  
**Membership No. 227630**



## **ANNEXURE - B TO THE INDEPENDENT AUDITORS' REPORT**

**(Referred to in our Report of even date)**

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

We have audited the internal financial controls over financial reporting of **L&T Sambalpur Rourkela Tollway Limited** ("the Company") as of March 31, 2023 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note"). 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 and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

## **Inherent Limitations of Internal Financial Controls over Financial Reporting**

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

## **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For M.K. Dandeker & Co.,  
(ICAI Regn. No. 000679S)**

**Date:** April 13, 2023

**Place:** Chennai

**UDIN:** 23227630BGUWSU6777

**R. Arun Kumar Mehta  
Partner  
Chartered Accountants  
Membership No. 227630**

Particulars	Note No.	As at March 31, 2023	As at March 31, 2022
		₹ Lakhs	₹ Lakhs
<b>ASSETS</b>			
<b>(1) Non-current assets</b>			
a) Property, plant and equipment	1	161	192
b) Intangible assets	2	78,606	84,733
c) Financial assets			
i) Other financial assets	3 a	231	34
d) Other non-current assets	3 c	-	19
		<b>78,998</b>	<b>84,978</b>
<b>(2) Current assets</b>			
a) Financial assets			
i) Investments	4	5,865	4,844
ii) Trade receivables	5 a	812	-
iii) Cash and cash equivalents	5 b	389	3,254
iv) Other bank balances	5 c	11,709	5,866
b) Current tax assets (net)	3 b	-	88
c) Other current assets	3 c	746	312
		<b>19,521</b>	<b>14,364</b>
<b>TOTAL ASSETS</b>		<b>98,519</b>	<b>99,342</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
a) Equity share capital	6	29,003	29,003
b) Other equity	7	(15,822)	(18,738)
		<b>13,181</b>	<b>10,265</b>
<b>LIABILITIES</b>			
<b>(1) Non-current liabilities</b>			
a) Financial liabilities			
i) Borrowings	8	72,125	75,179
b) Provisions	9	6,329	6,128
c) Other current liabilities	11	18	3
		<b>78,472</b>	<b>81,310</b>
<b>(2) Current liabilities</b>			
a) Financial liabilities			
i) Borrowings	8	3,049	4,574
ii) Trade payables	10		
- Total Outstanding dues of micro and small enterprises		250	114
- Total Outstanding dues of creditors other than micro and small enterprises		676	209
b) Other current liabilities	11	2,783	2,863
c) Provisions	9	-	7
d) Current tax liabilities (net)	12	108	-
		<b>6,866</b>	<b>7,767</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>98,519</b>	<b>99,342</b>
Contingent liabilities	A		
Commitments	B		
Other notes forming part of accounts	C		
Significant accounting policies	D		

As per our report attached

**For M.K.Dandekar & Co.**

Chartered Accountants

(Firm registration no. 000679S)

by the hand of

**R. Arun Kumar Mehta**  
Partner

Membership No. 227630

**For and on behalf of the Board,**

**P.S. Kapoor**  
Director  
DIN: 02914307

**R.G. Ramachandran**  
Director  
DIN: 02671982

**Gobinda Chandra Das**  
Chief Financial Officer

**Shambhavi Nagarajan**  
Company Secretary

**L&T Sambalpur Rourkela Tollway Limited**

CIN:U45206TN2013PLC093395

**Statement of Profit & Loss for the Year ended March 31, 2023**

Particulars	Note No.	Year Ended	Year Ended
		March 31, 2023	March 31, 2022
		₹ Lakhs	₹ Lakhs
<b>INCOME</b>			
Revenue from operations	13	20,915	15,262
Construction contract revenue		752	-
Other income	14	887	1,123
<b>Total Income</b>		<b>22,554</b>	<b>16,385</b>
<b>EXPENSES</b>			
Construction contract expenses		752	-
Operating expenses	15	3,855	3,881
Employee benefit expenses	16	523	450
Finance cost	17	7,336	7,937
Depreciation and amortisation	1 & 2	6,176	6,288
Administration and other expenses	18	326	299
<b>Total expenses</b>		<b>18,968</b>	<b>18,855</b>
<b>Profit/(loss) before tax</b>		<b>3,586</b>	<b>(2,470)</b>
<b>Tax Expenses</b>			
- Current tax pertaining to current year		611	-
- Current tax pertaining to prior years		59	-
<b>Profit/(loss) for the year</b>		<b>2,916</b>	<b>(2,470)</b>
<b>Other comprehensive income</b>			
i) Items that will not be reclassified to profit or loss (net of tax)			
- Remeasurements of defined benefit plans		-	(2)
<b>Total comprehensive income for the year</b>		<b>2,916</b>	<b>(2,472)</b>
Earnings per equity share (Basic and Diluted) (₹)	C (9)	1.01	(0.85)
Face value per equity share (₹)		10.00	10.00

As per our report attached

**For M.K.Dandeker & Co.**

Chartered Accountants

(Firm registration no. 000679S)

by the hand of

**R. Arun Kumar Mehta**  
**Partner**

Membership No. 227630

**For and on behalf of the Board,****P.S. Kapoor**

Director

DIN: 02914307

**R.G. Ramachandran**

Director

DIN: 02671982

**Gobinda Chandra Das**  
Chief Financial Officer**Shambhavi Nagarajan**  
Company Secretary

Place: Chennai

Date: April 13, 2023

Place: Chennai

Date: April 13, 2023

(₹ Lakhs)

S.No.	Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
<b>A</b>	<b>Cash flow from operating activities</b>		
	Net profit / (loss) before tax	3,586	(2,470)
	<b>Adjustments for:</b>		
	Depreciation and amortisation	6,176	6,288
	Finance Cost	7,336	7,937
	Other comprehensive income	-	(2)
	Financial asset income	-	(359)
	Interest income	(593)	(462)
	(Profit)/ loss on sale of current investments	(206)	(34)
	Reversal of amortisation of toll collection rights	-	(615)
	<b>Operating profit before working capital changes</b>	<b>16,299</b>	<b>10,283</b>
	<b>Adjustments for:</b>		
	Increase / (Decrease) in long term provisions	(372)	1,047
	Increase / (Decrease) in trade payables	603	125
	Increase / (Decrease) in other current liabilities	(83)	(273)
	Increase / (Decrease) in other non-current liabilities	18	3
	Increase / (Decrease) in short term provisions	(7)	1
	(Increase) / Decrease in other financial assets	(197)	(1)
	(Increase) / Decrease in other non-current assets	19	-
	(Increase) / Decrease in other receivables	-	1,209
	(Increase) / Decrease in other current assets	(1,246)	26
	<b>Net cash generated from/ (used in) operating activities</b>	<b>15,034</b>	<b>12,420</b>
	Net income tax (paid)/ refunds	(474)	(42)
	<b>Net Cash (used in)/ generated from Operating Activities</b>	<b>14,560</b>	<b>12,378</b>
<b>B</b>	<b>Cash flow from investing activities</b>		
	Purchase of property, plant and equipment	(19)	(16)
	Sale of property, plant and equipment	1	14
	Investment in bank deposits	(5,843)	6,370
	(Purchase)/ sale of current investments (net)	(815)	(4,405)
	Interest received	593	462
	<b>Net cash (used in)/generated from investing activities</b>	<b>(6,083)</b>	<b>2,425</b>
<b>C</b>	<b>Cash flow from financing activities</b>		
	Proceeds from/(Repayment of) short term borrowings	-	(1,511)
	Proceeds from/(repayment of) long term borrowings	(4,627)	(11,492)
	Proceeds from Government Grant	-	6,681
	Interest paid	(6,715)	(7,584)
	<b>Net cash (used in)/generated from financing activities</b>	<b>(11,342)</b>	<b>(13,907)</b>
	<b>Net increase / (decrease) in cash and cash equivalents (A+B+C)</b>	<b>(2,865)</b>	<b>896</b>
	Cash and cash equivalents as at the beginning of the year	3,254	2,358
	<b>Cash and cash equivalents as at the end of the year</b>	<b>389</b>	<b>3,254</b>
	Other notes forming part of accounts	C	
	Significant accounting policies	D	
<b>Components of Cash &amp; Cash Equivalents:</b>			
S.No.	Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
1	Cash in hand	124	104
2	<b>Balances with banks:</b>		
	- In Trust retention and Escrow accounts	2	1
	- In Current accounts	167	101
	- In Deposit accounts with original maturity of less than 3 months (including interest accrued thereon)	96	3,048
		<b>389</b>	<b>3,254</b>

**Notes:**

- Statement of Cash flows has been prepared under the 'Indirect Method' as set out in the Ind AS 7 - Statement of Cash flows.
- Cash and cash equivalents represent cash and bank balances.
- Previous year's figures have been regrouped/reclassified wherever applicable.

As per our report attached  
**For M.K.Dandekar & Co.**  
Chartered Accountants  
(Firm registration no. 000679S)  
by the hand of

**R. Arun Kumar Mehta**  
**Partner**  
Membership No. 227630

**For and on behalf of the Board,**

**P.S. Kapoor**  
Director  
DIN: 02914307

**R.G. Ramachandran**  
Director  
DIN: 02671982

**Gobinda Chandra Das**  
Chief Financial Officer

**Shambhavi Nagarajan**  
Company Secretary

Place: Chennai  
Date: April 13, 2023

Place: Chennai  
Date: April 13, 2023

**L&T Sambalpur Rourkela Tollway Limited**  
**CIN:U45206TN2013PLC093395**  
**Statement of Changes in Equity for the year ended March 31, 2023**

**I) As at March 31, 2023**

**A. Equity share capital**

<b>Particulars</b>	<b>No. of shares</b>	<b>₹ Lakhs</b>
Balance at the beginning of the year	29,00,30,000	29,003
Change in equity share capital due to prior period errors	-	-
Restated balance at the beginning of the year	29,00,30,000	29,003
Changes in equity share capital during the year	-	-
<b>Balance at the end of the year</b>	<b>29,00,30,000</b>	<b>29,003</b>

**B. Other Equity**

<b>Particulars</b>	<b>Retained earnings</b>	<b>₹ Lakhs</b>
Balance at the beginning of the year	(18,738)	(18,738)
Profit/(loss) for the year	2,916	2,916
Other comprehensive income	-	-
<b>Balance at the end of the year</b>	<b>(15,822)</b>	<b>(15,822)</b>

**II) As at March 31, 2022**

**A. Equity share capital**

<b>Particulars</b>	<b>No. of shares</b>	<b>₹ Lakhs</b>
Balance at the beginning of the year	29,00,30,000	29,003
Change in equity share capital due to prior period errors	-	-
Restated balance at the beginning of the year	29,00,30,000	29,003
Changes in equity share capital during the year	-	-
<b>Balance at the end of the year</b>	<b>29,00,30,000</b>	<b>29,003</b>

**B. Other Equity**

<b>Particulars</b>	<b>Retained earnings</b>	<b>₹ Lakhs</b>
Balance at the beginning of the year	(16,266)	(16,266)
Profit/(loss) for the year	(2,470)	(2,470)
Other comprehensive income	(2)	(2)
<b>Balance at the end of the year</b>	<b>(18,738)</b>	<b>(18,738)</b>

As per our report attached

**For M.K.Dandeker & Co.**

Chartered Accountants

(Firm registration no. 000679S)

by the hand of

**R. Arun Kumar Mehta**

**Partner**

Membership No. 227630

**For and on behalf of the Board,**

**P.S. Kapoor**

Director

DIN: 02914307

**R.G. Ramachandran**

Director

DIN: 02671982

**Gobinda Chandra Das**

Chief Financial Officer

**Shambhavi Nagarajan**

Company Secretary

Place: Chennai

Date: April 13, 2023

Place: Chennai

Date: April 13, 2023

**L&T Sambalpur Rourkela Tollway Limited**  
**Notes forming part of Accounts for the Year Ended March 31, 2023**

**1 Property, plant and equipment**

₹ Lakhs

Particulars	Cost				Depreciation				Book Value	
	As at April 01, 2022	Additions	Disposals	As at March 31, 2023	As at April 01, 2022	For the period	On disposals	As at March 31, 2023	As at March 31, 2023	As as March 31, 2022
<b>Owened</b>										
Plant and equipment	19	8	-	27	4	2	-	6	21	15
Furnitures and fixtures	43	-	1	42	22	5	1	26	16	21
Vehicles	86	11	14	83	53	13	14	52	31	33
Office equipments	26	-	7	19	21	3	7	17	2	5
Electrical installations	210	-	-	210	98	22	-	120	90	112
Air conditioning and refrigeration	7	-	-	7	7	-	-	7	-	-
Computers, laptops and printers	37	-	3	34	32	3	2	33	1	5
<b>Total</b>	<b>428</b>	<b>19</b>	<b>25</b>	<b>422</b>	<b>237</b>	<b>48</b>	<b>24</b>	<b>261</b>	<b>161</b>	<b>192</b>
<i>Previous year</i>	<i>447</i>	<i>16</i>	<i>35</i>	<i>428</i>	<i>207</i>	<i>51</i>	<i>20</i>	<i>237</i>	<i>192</i>	

**2 Intangible Assets**

₹ Lakhs

Particulars	Cost				Amortisation				Book Value	
	As at April 01, 2022	Additions	Disposals	As at March 31, 2023	As at April 01, 2022	For the Period	On disposals	As at March 31, 2023	As at March 31, 2023	As as March 31, 2022
Specialised software	53	-	-	53	53	-	-	53	-	-
Toll collection rights*	1,09,527	-	-	1,09,527	24,793	6,128	-	30,921	78,606	84,733
<b>Total</b>	<b>1,09,580</b>	<b>-</b>	<b>-</b>	<b>1,09,580</b>	<b>24,846</b>	<b>6,128</b>	<b>-</b>	<b>30,974</b>	<b>78,606</b>	<b>84,733</b>
<i>Previous year</i>	<i>1,12,590</i>	<i>-</i>	<i>3,011</i>	<i>1,09,579</i>	<i>19,225</i>	<i>6,237</i>	<i>615</i>	<i>24,846</i>	<i>84,733</i>	

\* Toll collection rights includes discounted value of grant received from OWD amounting to ₹ 43,338 Lakhs

L&T Sambalpur Rourkela Tollway Limited

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

1 Property, plant and equipment (at cost or deemed cost)

₹ Lakhs

Particulars	Cost			Depreciation				Book Value		
	As at April 01, 2021	Additions	Deductions	As at March 31, 2022	As at April 01, 2021	For the year	Deductions	As at March 31, 2022	As at March 31, 2022	As at April 01, 2021
<b>Owned</b>										
Plant and Equipment	17	2	-	19	2	2	-	4	15	15
Furnitures and fixtures	48	-	5	43	20	5	3	22	21	28
Vehicles	83	9	6	86	42	13	3	52	34	42
Office equipments	29	-	3	26	21	4	3	22	4	8
Electrical installations	220	-	10	210	78	22	2	98	112	142
Air conditioning and Refrigeration	10	-	3	7	9	-	2	6	1	1
Computers, laptops and printers	40	5	8	37	35	5	7	33	5	5
<b>Total</b>	<b>447</b>	<b>16</b>	<b>35</b>	<b>428</b>	<b>207</b>	<b>51</b>	<b>20</b>	<b>237</b>	<b>192</b>	<b>241</b>
<i>Previous year</i>	<i>443</i>	<i>15</i>	<i>11</i>	<i>447</i>	<i>159</i>	<i>55</i>	<i>8</i>	<i>207</i>	<i>241</i>	

2 Intangible Assets

₹ Lakhs

Particulars	Cost			Amortisation				Book Value		
	As at April 01, 2021	Additions	Deductions	As at March 31, 2022	As at April 01, 2021	For the year	Deductions	As at March 31, 2022	As at March 31, 2022	As at April 01, 2021
Specialised software	53	-	-	53	53	-	-	53	0	0
Toll collection rights*	1,12,537	-	3,011	1,09,526	19,172	6,237	615	24,794	84,732	93,365
<b>Total</b>	<b>1,12,590</b>	<b>-</b>	<b>3,011</b>	<b>1,09,579</b>	<b>19,225</b>	<b>6,237</b>	<b>615</b>	<b>24,847</b>	<b>84,732</b>	<b>93,365</b>
<i>Previous year</i>	<i>1,12,590</i>	<i>-</i>	<i>-</i>	<i>1,12,590</i>	<i>12,923</i>	<i>6,302</i>	<i>-</i>	<i>19,225</i>	<i>93,365</i>	

\* Toll collection rights includes discounted value of grant receivable from OWD amounting to ₹ 43338 Lakhs



3 a Financial Assets

₹ Lakhs

Particulars	As at March 31, 2023			As at March 31, 2022		
	Current	Non-current	Total	Current	Non-current	Total
(a) Security deposits						
- Unsecured, considered good	-	35	35	-	34	34
(b) Fixed Deposits with original maturity of more than 3 months (including interest accrued thereon)	-	196	196	-	-	-
	-	231	231	-	34	34

3 b Current tax assets (net)

Advance tax net of provisions	-	-	-	88	-	88
	-	-	-	88	-	88

3 c Other non-current and current assets

Particulars	As at March 31, 2023			As at March 31, 2022		
	Current	Non-current	Total	Current	Non-current	Total
Advances other than capital advances						
- Advances to employees	3	-	3	-	-	-
- Other Receivables	-	-	-	1	-	1
- Advances to suppliers	402	-	402	14	-	14
- Gratuity Plan Asset (Net of provisions)	27	-	27	7	19	26
- Prepaid insurance	159	-	159	206	-	206
- GST input credit (net)	71	-	71	-	-	-
- VAT/WCT/GST receivable	84	-	84	84	-	84
	746	-	746	312	19	331

4 Investments

₹ Lakhs

Particulars	As at March 31, 2023	As at March 31, 2022
	Current	Current
<b>Investments carried at fair value through Profit and Loss:</b>		
Liquid Mutual fund units	5,865	4,844
	<b>5,865</b>	<b>4,844</b>
Aggregate book value of quoted investments	5,794	4,833
Aggregate market value of quoted investments	5,865	4,844

Details of Mutual Fund Holdings as on March 31, 2023 & March 31, 2022 are given below:

₹ Lakhs

Particulars	No. of Units	As at March 31, 2023		As at March 31, 2022
		Cost	Market Value	Market Value
HSBC Overnight fund direct growth	6,56,189	5,290	5,351	4,844
SBI Overnight fund direct growth	14,094	504	514	-
<b>Total</b>		<b>5,794</b>	<b>5,865</b>	<b>4,844</b>

5 a Trade receivables

Particulars	As at March 31, 2023	As at March 31, 2022
Secured, considered good (Refer note C(20) for Ageing)	812	-
	<b>812</b>	<b>-</b>

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.

5 b Cash and cash equivalents

Particulars	As at March 31, 2023	As at March 31, 2022
a) Balances with banks		
- In Trust retention and Escrow accounts	2	1
- In current accounts	167	101
- In Deposit accounts with original maturity of less than 3 months (including interest accrued thereon)	96	3,048
b) Cash on hand	124	104
	<b>389</b>	<b>3,254</b>

5 c Other bank balances

- In Deposit accounts with original maturity of more than 3 months but less than 12 months (including interest accrued thereon)	5,622	5,866
- In Deposit accounts with original maturity of more than 12 months (including interest accrued thereon)	6,088	-
	<b>11,709</b>	<b>5,866</b>

6 Share Capital

₹ Lakhs

(i) Authorised, issued, subscribed and paid up

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of shares	₹ Lakhs	No. of shares	₹ Lakhs
<b>Authorised:</b>				
Equity shares of ₹ 10 each	29,05,00,000	29,050	29,05,00,000	29,050
<b>Issued, subscribed and fully paid up:</b>				
Equity shares of ₹ 10 each	29,00,30,000	29,003	29,00,30,000	29,003
	<b>29,00,30,000</b>	<b>29,003</b>	<b>29,00,30,000</b>	<b>29,003</b>

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

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of shares	₹ Lakhs	No. of shares	₹ Lakhs
At the beginning of the year	29,00,30,000	29,003	29,00,30,000	29,003
Issued during the year as fully paid	-	-	-	-
<b>At the end of the year</b>	<b>29,00,30,000</b>	<b>29,003</b>	<b>29,00,30,000</b>	<b>29,003</b>

(iii) Terms / rights attached to shares:

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

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

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

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

(iv) Details of Shares held by Holding Company:

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of shares	₹ Lakhs	No. of shares	₹ Lakhs
L&T Infrastructure Development Projects Limited	29,00,29,993	29,003	29,00,29,993	29,003
	<b>29,00,29,993</b>	<b>29,003</b>	<b>29,00,29,993</b>	<b>29,003</b>

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

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of shares	%	No. of shares	%
L&T Infrastructure Development Projects Limited	29,00,29,993	99.99%	29,00,29,993	99.99%

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

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

viii) a. Details of shareholding of Promoters as on March 31, 2023:

Particulars	No of Shares	% of Total Shares	% of Change during the year
<b>Equity share capital</b>			
L&T Infrastructure Development Projects Limited - Holding Company	29,00,29,993	99.99%	No change

viii) b. Details of shareholding of Promoters as on March 31, 2022:

Particulars	No of Shares	% of Total Shares	% of Change during the year
<b>Equity share capital</b>			
L&T Infrastructure Development Projects Limited - Holding Company	29,00,29,993	99.99%	No change

ix) Disclosure on "Change in Control" of Holding Company:

The Holding Company, L&T Infrastructure Development Projects Limited is a joint venture between Larsen and Toubro Limited (Ultimate Holding Company) and Canada Pension Plan Investment Board holding 51% and 49% shares respectively. Larsen and Toubro Limited has entered into a share purchase agreement with EPIC Concesiones Private Limited to transfer its entire shareholding in L&T Infrastructure Development Projects Limited along with its Subsidiaries on December 16, 2022. On completion of the Sale under the Agreement, L&T Infrastructure Development Projects Limited along with its Subsidiaries shall cease to be the Subsidiary Company of Larsen & Toubro Limited.

**L&T Sambalpur Rourkela Tollway Limited**  
**Notes forming part of Accounts for the Year Ended March 31, 2023**

**7 Other Equity**

**As at March 31, 2023**

**₹ Lakhs**

<b>Particulars</b>	<b>Retained earnings</b>	<b>Total</b>
Balance at the beginning of the year	(18,738)	(18,738)
Profit/(loss) for the year	2,916	2,916
Other comprehensive income	-	-
<b>Balance at the end of the year</b>	<b>(15,822)</b>	<b>(15,822)</b>

**As at March 31, 2022**

**₹ Lakhs**

<b>Particulars</b>	<b>Retained earnings</b>	<b>Total</b>
Balance at the beginning of the year	(16,266)	(16,266)
Profit/(loss) for the year	(2,470)	(2,470)
Other comprehensive income	(2)	(2)
<b>Balance at the end of the year</b>	<b>(18,738)</b>	<b>(18,738)</b>

L&T Sambalpur Rourkela Tollway Limited  
Notes forming part of Accounts for the Year Ended March 31, 2023

8 Borrowings

₹ Lakhs

Particulars	As at March 31, 2023			As at March 31, 2022		
	Current	Non current	Total	Current	Non current	Total
a) Term loans (Secured)						
i) From banks	3,049	72,125	75,174	4,574	75,179	79,753
	<b>3,049</b>	<b>72,125</b>	<b>75,174</b>	<b>4,574</b>	<b>75,179</b>	<b>79,753</b>

Details of Term Loans:

Particulars	Effective interest rate	Terms of repayment
Term loans from banks	9.00%	Repayable in 132 unequal monthly instalments commenced from May, 2018.

Nature of security for Term loans:

- (i) Secured by first charge by way of hypothecation on all movable/immovable assets of the Company, both present and future, excluding Project assets as defined in the Concession Agreement.  
(ii) First charge on Project book debts, operating cash flows, receivables, commissions, insurance proceeds, revenues of whatsoever nature and wherever arising, present and future.  
(iii) Assignment of all the rights, title, interest, benefits, claims and demands, whatsoever of the Company.  
(iv) Escrow account to the extent of waterfall of priorities of payment as permitted to the lenders under Escrow Agreement.  
(v) Debt Service Coverage Ratio Support Amount.  
(vi) First charge of all the Company's rights, interests related to the proposed project under the letter of credit (if any), guarantee or performance bond provided by any party.

Presentation of Term Loans in the Balance Sheet is as follows:

Particulars	As at March 31, 2023	As at March 31, 2022
Long term borrowings	72,125	75,179
Current maturities of long term borrowings	3,049	4,574
<b>Total</b>	<b>75,174</b>	<b>79,753</b>

9 Provisions

₹ Lakhs

Particulars	As at March 31, 2023			As at March 31, 2022		
	Current	Non current	Total	Current	Non current	Total
<b>Provision for employee benefits</b>						
- Retention Pay	-	-	-	7	-	7
Provision for major maintenance reserve - Refer note C (11)b	-	6,329	6,329	-	6,128	6,128
	<b>-</b>	<b>6,329</b>	<b>6,329</b>	<b>7</b>	<b>6,128</b>	<b>6,135</b>

**L&T Sambalpur Rourkela Tollway Limited**  
**Notes forming part of Accounts for the Year Ended March 31, 2023**

**10 Trade payables**

Particulars	As at March 31, 2023			As at March 31, 2022			₹ Lakhs
	Current	Non current	Total	Current	Non current	Total	
	i) Total Outstanding dues of Micro and Small Enterprises (Refer note C(19) for Ageing)	250	-	250	114	-	114
ii) Total Outstanding dues of Creditors other than micro and small enterprises (Refer note C(19) for Ageing)							
a) Dues to Related parties	103	-	103	37	-	37	
b) Dues to Others	573	-	573	172	-	172	
	<b>926</b>	<b>-</b>	<b>926</b>	<b>323</b>	<b>-</b>	<b>323</b>	

**11 Other current liabilities**

Particulars	As at March 31, 2023			As at March 31, 2022			Total
	Current	Non current	Total	Current	Non current	Total	
i) Statutory Liabilities	31	-	31	13	-	13	
ii) Liability for expenses	106	-	106	248	-	248	
iii) Other payables	2,646	-	2,646	2,602	-	2,602	
iv) Liability for employee benefit	-	18	18	-	3	3	
	<b>2,783</b>	<b>18</b>	<b>2,783</b>	<b>2,863</b>	<b>3</b>	<b>2,866</b>	

**12 Current Tax Liabilities (Net)**

Particulars	As at March 31, 2023			As at March 31, 2022			Total
	Current	Non current	Total	Current	Non current	Total	
Liabilities for Current tax (Net of Advance Tax)	108	-	108	-	-	-	
	<b>108</b>	<b>-</b>	<b>108</b>	<b>-</b>	<b>-</b>	<b>-</b>	

**A Contingent Liabilities**

Details of Contingent Liabilities are as follows:

Particulars	Period to which amount relates	As at March 31, 2023	As at March 31, 2022
		(₹) Lakhs	(₹) Lakhs
Income Tax demand	AY 2016-17	17	17

**B Commitments**

(i) Estimated amount of contracts remaining to be executed on capital account (net of advances) and not provided for as at March 31, 2023 is ₹ Nil (Previous Year: ₹ Nil)

(ii) Other Commitments as at March 31, 2023 is Rs. Nil (Previous Year Rs. Nil).

L&T Sambalpur Rourkela Tollway Limited  
Notes forming part of Accounts for the Year Ended March 31, 2023

13 Revenue from operations ₹ Lakhs

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
<b>Operating revenue:</b>		
Toll collections	20,915	14,903
<b>Other operating revenue:</b>		
Financial asset income	-	359
	<b>20,915</b>	<b>15,262</b>

14 Other income

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
<b>Interest income from:</b>		
- Bank deposits	589	462
- Income tax refund	4	-
Net gain on financial instruments designated at FVTPL	60	11
Profit on sale of Investments	206	34
Miscellaneous Income	28	616
	<b>887</b>	<b>1,123</b>

15 Operating expenses

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
Toll management fees	950	798
Security services	181	171
Insurance	237	237
<b>Repairs and maintenance:</b>		
- Toll road & bridges	807	701
- Plant & Machinery	184	122
- Periodic major maintenance	827	1,264
- Others	265	253
	2,083	2,340
Professional fees	135	87
Power and fuel	269	248
	<b>3,855</b>	<b>3,881</b>

16 Employee benefit expenses

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
Salaries, wages and bonus	415	359
<b>Contributions to and provision for:</b>		
- Provident fund	20	19
- Gratuity	5	4
- Leave encashment	20	-
- Retention pay	-	3
	45	26
Directors sitting fees	7	7
Staff welfare expenses	56	58
	<b>523</b>	<b>450</b>

**L&T Sambalpur Rourkela Tollway Limited**  
**Notes forming part of Accounts for the Year Ended March 31, 2023**

**17 Finance cost**

	₹ Lakhs	
Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
<b>Interest on:</b>		
- Term loans from banks	6,715	7,360
- Inter Corporate Deposit	-	5
Unwinding of discount and implicit interest expense on fair value	621	572
	<b>7,336</b>	<b>7,937</b>

**18 Administration and other expenses**

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
Rent, Rates and taxes	23	27
Payments to Auditor (Refer note below)	7	7
Professional fees	50	39
Postage and communication	22	25
Printing and stationery	5	5
Travelling and conveyance	114	104
Repairs and Maintenance - Others	45	43
Bank charges	56	45
Miscellaneous expenses	4	4
	<b>326</b>	<b>299</b>

(a) Details of Payments to auditor (including taxes) are as follows:

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
a) As auditor	3	3
b) For taxation matters	1	1
c) For other services	3	3
d) For reimbursement of expenses	0	0
<b>Total</b>	<b>7</b>	<b>7</b>



**L&T Sambalpur Rourkela Tollway Limited****C Other Notes forming part of Accounts for year ended 31st March 2023****1 Corporate Information****₹ Lakhs**

L&T Sambalpur Rourkela Tollway Limited is a Special Purpose Vehicle incorporated on 18th Oct 2013 for the purpose of executing and operating the project consist of Four Laning with Paved shoulders of Sambalpur-Rourkela Section of State Highway No.10 (SH-10) from KM 4.9000 to KM 167.9000 in the State of Odisha to be executed as Build, Operate and Transfer (Toll) pattern as per the Concession Agreement entered into with the Works Department, Government of Odisha on 8th Nov 2013. The appointed date as per the said agreement is 15th July 2014. The Concession Period is for 22 years from the Appointed Date. The Company obtained provisional completion certificate upon completion of 159.570 kms on 13th March 2018 and started its commercial operations & the provisional completion certificate for remaining 2.16 KM was obtained on 12th August 2019. Further, the Company has received the Final Completion Certificate (FCC) on 20th November 2021, effective from 30th March 2021.

2 The CIF value of imports made during the year in foreign currency is ₹ Nil (Previous year - ₹ Nil).

3 Expenditure in foreign currency during the year is ₹ 22 Lakhs (Previous year ₹ 19 Lakhs).

**4 Disclosure pursuant to Ind AS 19 "Employee benefits":****(i) Defined contribution plan:**

The Company's provident fund and super annuation fund are the defined contribution plans. The Company is required to contribute a specified percentage of payroll costs to the recognised provident fund and Life Insurance Corporation of India respectively to fund the benefits. The only obligation of the Company with respect to these plans is to make the specified contributions.

**(ii) Defined benefit plans:**

The Company operates gratuity plan through LIC's Group Gratuity scheme where every employee is entitled to the benefit equivalent to fifteen days salary last drawn for each completed year of service. The same is payable on termination of service or retirement whichever is earlier. The benefit vests after five years of continuous service.

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

Particulars	Gratuity plan	
	As at March 31, 2023	As at March 31, 2022
<b>A) Present value of defined benefit obligation</b>		
- Wholly funded	-	-
- Wholly unfunded	38	38
	38	38
Less : Fair value of plan assets	65	64
Amount to be recognised as liability or (asset)	(27)	(26)
<b>B) Amounts reflected in the Balance Sheet</b>		
Liabilities	(27)	(26)
Assets	-	-
<b>Net Liability / (asset)</b>	<b>(27)</b>	<b>(26)</b>

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

Particulars	Gratuity plan	
	As at March 31, 2023	As at March 31, 2022
1 Current service cost	7	6
2 Interest on Defined benefit obligation(Net)	(2)	(2)
3 Actuarial losses/(gains)		
From changes in demographic assumptions	-	-
From changes in financial assumptions	-	-
4 Past service cost	-	-
5 Adjustment for earlier years	-	-
<b>Total (1 to 7)</b>	<b>5</b>	<b>4</b>
I Amount included in "employee benefit expenses"	5	4
II Amount included as part of "finance costs"	-	-
<b>Total (I + II)</b>	<b>5</b>	<b>4</b>
Actual return on plan assets	3	3

e) Remeasurement recognized in other comprehensive income

₹ Lakhs

Particulars	Gratuity plan	
	As at March 31, 2023	As at March 31, 2022
Components of actuarial gain/losses on obligations		
Due to change in financial assumptions	(1)	(1)
Due to change in demographic assumption	-	-
Due to experience adjustments	2	3
Return on plan assets excluding amounts included in interest income	1	0
	<b>2</b>	<b>2</b>

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

Particulars	Gratuity plan	
	As at March 31, 2023	As at March 31, 2022
Opening balance of the present value of defined benefit obligation	38	29
<i>Add:</i> Current service cost	7	6
<i>Add:</i> Interest cost	3	2
<i>Add/(less):</i> Actuarial losses/(gains)		
Due to change in financial assumptions	(1)	(1)
Due to change in demographic assumption	-	-
Due to experience adjustments	2	3
<i>Less:</i> Benefits paid	(11)	-
<i>Add:</i> Past service cost	-	-
<b>Closing balance of the present value of defined benefit obligation</b>	<b>38</b>	<b>38</b>

e) The changes in the fair value of plan assets representing reconciliation of opening and closing balances thereof are as follows:

Particulars	Gratuity plan	
	As at March 31, 2023	As at March 31, 2022
Opening balance of fair value of plan assets	63	50
<i>Add:</i> Expected return on plan assets	(1)	(0)
Interest Income	5	3
<i>Add/(less):</i> Actuarial losses/(gains)		
<i>Add:</i> Contribution by employer	9	10
<i>Less:</i> Benefits paid	(11)	-
<b>Closing balance of fair value of plan assets</b>	<b>65</b>	<b>63</b>

f) The major components of plan assets as a percentage of total plan assets are as follows:

Particulars	Gratuity plan	
	As at March 31, 2023	As at March 31, 2022
Insurer managed funds	100%	100%

**L&T Sambalpur Rourkela Tollway Limited****C Other Notes forming part of Accounts for year ended 31st March 2023**

g) Principal actuarial assumptions at the Balance Sheet date:

₹ Lakhs

Particulars	As at March 31, 2023	As at March 31, 2022
1) Discount rate	7.40%	6.90%
2) Salary growth rate	6.00%	6.00%
3) Attrition rate	3% to 15%	3% to 15%

h) A quantitative sensitivity analysis for significant assumption as at March 31, 2023

Particulars	As at March 31, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2022
	Change	Obligation	Change	Obligation
i) Discount rate	+0.5%	37	+0.5%	37
	-0.5%	39	-0.5%	40
ii) Salary growth rate	+0.5%	39	+0.5%	40
	-0.5%	37	-0.5%	37

i) Expected cashflows based on past service liability

Particulars	Cash flow	Distribution
Year-1	6	8.20%
Year-2	3	4.10%
Year-3	3	4.00%
Year-4	9	12.00%
Year-5	2	3.40%
Year-6 to 10	10	14.10%

The future contributions in the next year towards the defined benefit plan is ₹ 7 Lakhs

**5 Disclosure pursuant to Ind AS 23 "Borrowing Costs"**

Borrowing cost capitalised during the year ₹ Nil (Previous year - ₹ Nil) and charged to Statement of Profit and loss is ₹ 6,715 Lakhs (Previous year ₹ 7,365 Lakhs).

**6 Disclosure of segment information pursuant to Ind AS 108 "Operating Segments"**

₹ Lakhs

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.

**7 Disclosure of related parties / related party transactions pursuant to Ind AS 24 "Related Party Disclosures"****a) List of related parties**

Ultimate Holding Company : Larsen & Toubro Limited	
Holding Company : L&T Infrastructure Development Projects Limited	
<b>Fellow Subsidiaries :</b>	
	L&T Deccan Tollways Limited
	Vadodara Bharuch Tollway Limited
<b>Key Management Personnel:</b>	
	Mr. Veeraragavan Amirthalingam - Independent Director
	Ms. Samyuktha Surendran - Independent Director
	Mr. P.S. Kapoor- Director
	Mr. R.G. Ramchandran - Director
	Ms. Shambhavi Nagarajan - Company Secretary
	Mr. Debendra Kumar Barik - Manager
	Mr. Gobinda Chandra Das - Chief Financial Officer

**b) Disclosure of related party transactions:**

Particulars	2022-23	2021-22
<b>Purchase of goods and services incl. taxes</b>		
♦ L&T Infrastructure Development Projects Limited	494	352
♦ Larsen & Toubro Limited	31	31
<b>Reimbursement of expenses charged to</b>		
♦ L&T Infrastructure Development Projects Limited	-	24
<b>Purchase of Property, Plant &amp; Equipment</b>		
♦ L&T Infrastructure Development Projects Limited	0	-
♦ Vadodara Bharuch Tollway Limited	0	-
<b>Sale of Property, Plant &amp; Equipment</b>		
♦ L&T Deccan Tollways Limited	1	-
<b>Repayment of inter-corporate deposit</b>		
♦ L&T Infrastructure Development Projects Limited	-	1,735
<b>Rent paid incl.taxes</b>		
♦ Larsen & Toubro Limited	5	6

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

₹ Lakhs

Particulars	Amounts due (to)/from	
	As at March 31, 2023	As at March 31, 2022
L&T Infrastructure Development Projects Limited	(103)	(37)

## d) Terms and conditions of transactions with related parties

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. For the year ended 31st March 2023, the Company has not recorded any impairment of receivables relating to amounts owed by related parties (31st March 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) There is no provision for bad and doubtful debts to related parties with regard to outstanding expenses and there is no expense recognized in respect of bad and doubtful debts due from related parties.
- f) The Holding Company has provided Bank guarantees on behalf of the Company for an amount of ₹ Nil as on 31st March 2023 (Previous year ₹ Nil) in respect of Debt Service Reserve to senior and sub lenders as per Facility Agreement.

## g) Compensation to Key Management personnel

Particulars	As at March 31, 2023	As at March 31, 2022
Short term employee benefits	34	25
Directors sitting fees	7	7

## 8 Disclosure pursuant to Ind AS 116 "Leases"

The application of IND-AS 116 did not have any significant impact on recognition and measurement of lease rental in the financial position and the operational results of the Company.

The Company has not entered into any finance lease. The Company has taken office premises and Guest house under short-term cancellable operating lease, but falls under exemption given in para 5 of Ind AS 116. These agreements are normally renewed on expiry. Lease rental expenses charged to statement of profit and loss during the year is ₹ 21 Lakhs (previous year ₹ 26 Lakhs).

**L&T Sambalpur Rourkela Tollway Limited****C Other Notes forming part of Accounts****9 Disclosure pursuant to Ind AS 33 "Earnings per share"**

₹ Lakhs

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

Particulars		2022-23	2021-22
<b>Basic and Diluted</b>			
Profit after tax as per accounts	A	2,916	(2,470)
Weighted average number of shares outstanding	B	29,00,30,000	29,00,30,000
<b>Basic and Diluted EPS</b>	A / B	<b>1.01</b>	<b>(0.85)</b>
Face value per equity share (₹)		10.00	10.00

**10 Disclosure pursuant to Ind AS 36 "Impairment of Assets"**

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

**11 Disclosures as per Ind AS 37 - "Provisions, Contingent Liabilities and Contingent assets "****a) Nature of provisions:**

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

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

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

**b) Movement in provisions:**

Particulars	2022-23	2021-22
<b>Provision for periodic major maintenance:</b>		
Opening Balance as at the beginning of the year	6,127	4,517
Add: Additions during the year	827	1,264
Less: Utilised during the year	(1,197)	(195)
Add: Unwinding of Interest and changes in discount rate	573	541
<b>Closing Balance as at the end of the year</b>	<b>6,329</b>	<b>6,127</b>

**12 Disclosure as per Ind AS 1 - "Presentation of Financial Statements"**

For the purpose of the Company's capital management, capital includes issued equity capital, convertible preference shares, share premium and all other equity reserves attributable to the equity holders of the parent. The primary objective of the Company's capital management is to maximise the shareholder value.

**13 COVID-19 Disclosure**

The Government of India had announced the nationwide lock down for 24 days with effect from March 25, 2020. Even though the authority had not ordered suspension of toll operations the local administration of the state had imposed a ban on movement of public across the state and imposed Sec 144 of the Criminal Procedure Code (CrPC) in the entire state which had resulted in significant reduction in traffic movement in the state, leaving the company with high impact in toll collections. The Company is protected by the clauses of the Concession Agreement to claim for such loss under force majeure event either in the form of reimbursement of force majeure cost or revenue loss compensation or by way of extension of the concession period or by both.

The Company has considered the event as a Force Majeure event and the Management has assessed the impact of COVID-19 pandemic on the operations of the Company and has intimated The Odisha Works Department (OWD). The OWD is yet to respond to the said intimation. Upon receipt of confirmation from the OWD, the appropriate claim amount will be given effect in the books of account. Accordingly, the financial position and results of operations as of and for the year ended 31st March 2023 have not been adjusted to reflect this impact.

**14 Arbitration**

The Government of Odisha through its Works Department (OWD) and L&T Sambalpur-Rourkela Tollway Limited (SRTL) entered into Concession Agreement (CA) on 08.11.2013 for development of Four-Laning with Paved Shoulder of Sambalpur-Rourkela Section of SH-10 from km 4.900 to km 167.900 in the State of Odisha to be executed as BOT (Toll) project on DBFOT Pattern in accordance with the terms and conditions set forth in the CA.

During the Course of execution of the Project, number of issues had arisen in respect of the Concession Agreement between the Company and OWD on account of additional costs suffered/incurred by the Concessionaire due to Material Breach and Default of the Authority in fulfilling its obligations set forth in the Concession Agreement (CA) and on account of Change in Law. Because of such Material Breach committed by OWD, the Company raised its consolidated claim with the Authority vide its letter dated 30.09.2019 and subsequently notified the disputes under article 44.1 of the CA.

**15 Previous year figures are regrouped/reclassified wherever necessary.**

## 16 Disclosure pursuant to Micro, Small and Medium Enterprises Development Act, 2016 (MSMED Act):

S.No.	Particulars	As at March 31, 2023	As at March 31, 2022
(i)	Principal amount remaining unpaid to any supplier at the end of year	250	114
(ii)	Interest accrued and due thereon to suppliers under MSMED Act on the above amount remaining unpaid to any supplier at the end of year	-	-
(iii)	Payment amount made to the supplier (other than interest) beyond the appointed day during the year	-	-
(iv)	Interest amount paid by the buyer in terms of section 16 of the MSMED Act, 2006	-	-
(v)	Interest amount paid by the buyer under MSMED Act, 2006 (other than Section 16)	-	-
(vi)	Interest amount due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006	-	-
(vii)	Interest amount accrued and remaining unpaid at the end of the year	-	-
(viii)	Further interest amount remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act, 2006	-	-

**Note:** The information has been given in respect of such vendors to the extent they could be identified as "Micro, Small and Medium" enterprises on the basis of information available with the Company.

**L&T Sambalpur Rourkela Tollway Limited**

**C Other Notes forming part of Accounts**

**17 Additional Regulatory Information:**

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

There are no Title Deeds of Immovable Property not held in the name of the Company.

**b Fair Valuation of Investment Property**

The Company has no Investment Property.

**c 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.

**d Revaluation of Intangible Assets**

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

**e Loans or Advances in the nature of Loans to specified persons that are Repayable on Demand or without specifying any terms or period of repayment**

No loan and advance in the nature of loan provided to specified persons.

**f Capital work-in-progress Ageing Schedule**

There are no Capital work-in-progress as on March 31, 2023.

**g Intangible Assets under Development Ageing Schedule**

There are no Intangible Assets under Development as on March 31, 2023.

**h Details of Benami Properties held**

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

**i Borrowings secured against Current Assets**

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

**j Wilful Defaulter**

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

**k 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.

**l 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.



**L&T Sambalpur Rourkela Tollway Limited**

**C Other Notes forming part of Accounts**

**17 Additional Regulatory Information:**

**m 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 year.

**n 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.

**o Utilisation of Borrowed funds and Share Premium**

- i) 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.
- ii) 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.

**p Disclosure in relation to Undisclosed Income**

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

**q Details of Crypto Currency or Virtual Currency**

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

S.No.	Ratios	Formula	Explanations	2022-23	2021-22	% 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 Assets / Current Liability		2.84	1.85	53.74%	Due to increase in current assets
2	Debt – Equity Ratio	Total Debt / Total Equity		5.70	7.77	-26.59%	Due to increase in profit current year
3	Debt Service Coverage Ratio	EBITDA / (Interest + Principal)		1.46	0.62	133.74%	Due to increase in profit current year
4	Return on Equity Ratio	Profit After Tax / Average Total Equity	Average Total Equity = (Opening Total Equity + Closing Total Equity) / 2	0.25	-0.21	-215.82%	In current year, finance cost reduced due to pre-payment of Term Loan
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	NA	NA	NA	
7	Trade Payables Turnover Ratio	Total Purchase / Average Accounts Payable	Average Accounts Payable = (Opening Payable + Closing Payable) / 2	4.19	10.42	-59.82%	Due to movement in periodic maintenance vendor
8	Net Capital Turnover Ratio	Revenue from Operations / Shareholders Equity		1.23	0.82	50.78%	Due to increase in operating revenue
9	Net Profit Ratio	Profit After Tax / Revenue from Operations		13.94%	-16.18%	-186.15%	In previous year toll collection is low due to Covid 19 pandemic
10	Return on Capital Employed	EBIT / Capital Employed	Capital Employed = Total Equity + Total Debts	11.56%	5.64%	105.10%	Due to pre-payment of Term Loan
11	Return on Investment	Profit After Tax / Total Equity		6.86%	3.61%	90.39%	Due to hike in interest rates

## 19 Ageing of Trade Payables

a) As at March 31, 2023

₹ Lakhs

S.No.	Particulars	Unbilled dues	Not due	Outstanding for following period from due date of payment*				Total
				< 1 Year	1 – 2 Years	2 – 3 Years	> 3 Years	
1	(i) MSME	-	250	-	-	-	-	250
2	(ii) Others	-	573	-	-	-	-	573
3	(iii) Related parties	-	-	103	-	-	-	103
4	(iv) Disputed Dues - MSME	-	-	-	-	-	-	-
5	(v) Disputed Dues - Others	-	-	-	-	-	-	-
6	Disputed Dues - Related parties	-	-	-	-	-	-	-
	<b>Total</b>	-	<b>823</b>	<b>103</b>	-	-	-	<b>926</b>

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

b) As at March 31, 2022

₹ Lakhs

S.No.	Particulars	Unbilled dues	Not due	Outstanding for following period from due date of payment*				Total
				< 1 Year	1 – 2 Years	2 – 3 Years	> 3 Years	
1	(i) MSME	-	114	-	-	-	-	114
2	(ii) Others	-	159	13	-	-	-	172
3	(iii) Related parties	-	37	-	-	-	-	37
4	(iv) Disputed Dues - MSME	-	-	-	-	-	-	-
5	(v) Disputed Dues - Others	-	-	-	-	-	-	-
6	Disputed Dues - Related parties	-	-	-	-	-	-	-
	<b>Total</b>	-	<b>310</b>	<b>13</b>	-	-	-	<b>323</b>

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

## 20 Ageing of Trade Receivables

a) As at March 31, 2023

₹ Lakhs

S.No.	Particulars	Unbilled Dues	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	50	-	762	-	-	-	-	812
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	-	-	-	-	-	-	-	-
	<b>Total</b>	<b>50</b>	-	<b>762</b>	-	-	-	-	<b>812</b>

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

b) As at March 31, 2022

₹ Lakhs

S.No.	Particulars	Unbilled Dues	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	-	-	-	-	-	-	-	-
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	-	-	-	-	-	-	-	-
	<b>Total</b>	-	-	-	-	-	-	-	-

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

21 Financial Instruments

₹ Lakhs

Disclosure of Financial Instruments by Category

Financial instruments by categories	Note No.	As at March 31, 2023			As at March 31, 2022		
		FVTPL	FVTOCI	Amortized cost	FVTPL	FVTOCI	Amortized cost
<b>Financial assets</b>							
Security Deposits	3 a	-	-	231	-	-	34
Investment in Liquid Mutual Funds	4	5,865	-	-	4,844	-	-
Receivable from OWD	5 a	-	-	812	-	-	-
Cash and cash equivalents	5 b	-	-	389	-	-	3,254
Other bank balances	5 c	-	-	11,709	-	-	5,866
<b>Total Financial Assets</b>		<b>5,865</b>	<b>-</b>	<b>13,141</b>	<b>4,844</b>	<b>-</b>	<b>9,154</b>
<b>Financial liabilities</b>							
Term Loan from Banks	8	-	-	75,174	-	-	79,753
Trade Payables	10	-	-	926	-	-	323
<b>Total Financial Liabilities</b>		<b>-</b>	<b>-</b>	<b>76,100</b>	<b>-</b>	<b>-</b>	<b>80,076</b>

Default and breaches

There are no defaults with respect to payment of principal and 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.

22 Fair value of Financial assets and liabilities at amortized cost

Particular	Note No.	As at March 31, 2023		As at March 31, 2022	
		Carrying amount	Fair value	Carrying amount	Fair value
<b>Financial Assets</b>					
Security Deposits	3 a	231	231	34	34
Receivable from OWD	5 a	812	812	-	-
Cash and cash equivalents	5 b	389	389	3,254	3,254
Other bank balances	5 c	5,622	5,622	5,866	5,866
<b>Total Financial Assets</b>		<b>7,053</b>	<b>7,053</b>	<b>9,154</b>	<b>9,154</b>
<b>Financial liabilities</b>					
Term Loan from Banks	8	75,174	75,174	79,753	79,753
Trade Payables	10	926	926	323	323
<b>Total Financial Liabilities</b>		<b>76,100</b>	<b>76,100</b>	<b>80,076</b>	<b>80,076</b>

The carrying amount of financial assets and 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 and Receivable from OWD measured at amortized cost is considered to be the same as its fair value due to its insignificant value.  
The carrying value of Rupee Term Loans approximate fair value as the instruments are at prevailing market rate.

Refer Note C(19) for information on Financial Assets pledged as security.

23 Fair Value Measurement

Fair Value Measurement of Financial assets and Financial liabilities

Fair Value Hierarchy

As at March 31, 2023

₹ Lakhs

Financial Assets & Liabilities Measured at FV - Recurring FVM	Note No.	Level 1	Level 2	Level 3	Total
<b>Financial Assets measured at FVTPL</b>					
Investments in Liquid Mutual Fund Units	4	5,865	-	-	5,865
<b>Total of Financial Assets</b>		<b>5,865</b>	<b>-</b>	<b>-</b>	<b>5,865</b>
Financial Assets & Liabilities Measured at Amortized cost for which fair values are to be disclosed	Note No.	Level 1	Level 2	Level 3	Total
<b>Financial Assets</b>					
Security Deposits	3 a	-	231	-	231
Receivable from OWD	5 a	-	812	-	812
<b>Total of Financial Assets</b>		<b>-</b>	<b>1,043</b>	<b>-</b>	<b>1,043</b>
<b>Financial Liabilities</b>					
Term Loan from Banks	8	-	75,174	-	75,174
Trade Payables	10	-	926	-	926
<b>Total Financial liabilities</b>		<b>-</b>	<b>76,100</b>	<b>-</b>	<b>76,100</b>

As at March 31, 2022

Financial Assets & Liabilities Measured at FV - Recurring FVM	Note No.	Level 1	Level 2	Level 3	Total
<b>Financial assets measured at FVTPL</b>					
Investments in Liquid Mutual Fund Units	4	4,844	-	-	4,844
<b>Total of Financial Assets</b>		<b>4,844</b>	<b>-</b>	<b>-</b>	<b>4,844</b>
Financial Assets & Liabilities Measured at Amortized cost for which fair values are to be disclosed	Note No.	Level 1	Level 2	Level 3	Total
<b>Financial Assets</b>					
Security Deposits	3 a	-	34	-	34
Receivable from OWD	5 a	-	-	-	-
<b>Total Financial Assets</b>		<b>-</b>	<b>34</b>	<b>-</b>	<b>34</b>
<b>Financial Liabilities</b>					
Term Loan from Banks	8	-	79,753	-	79,753
Trade Payables	10	-	323	-	323
<b>Total Financial Liabilities</b>		<b>-</b>	<b>80,076</b>	<b>-</b>	<b>80,076</b>

There are no transfer between level 1 and level 2 during the year.

The Company policy is to recognise transfers into and transfers out of fair value hierarchy levels as at the end of the reporting period.

**L&T Sambalpur Rourkela Tollway Limited**

**C Other Notes forming part of Accounts**

**Valuation technique and inputs used to determine fair value**

<b>Financial assets and liabilities</b>	<b>Valuation method</b>	<b>Inputs</b>
<b>Financial assets</b>		
Investments in Liquid Mutual Fund Units	Market Approach	NAV
Security deposit	Income	Cash flow
Receivable from OWD	Income	Cash flow
<b>Financial liabilities</b>		
Term Loan from Banks	Income	Current Bank Rate
Trade Payables	Income	Cash flow

**24 Assets pledged as security**

<b>Particulars</b>	<b>Note No.</b>	<b>₹ Lakhs</b>	
		<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
<b>Non Financial Assets</b>			
Property, Plant & Equipment	1	161	192
<b>Financial Assets</b>			
Other Financial Assets	3 a	231	34
Cash and Cash Equivalents	5 b	389	3,254
Investments in Liquid Mutual Fund Units	4	5,865	4,844
Receivable from OWD	5 a	812	-
<b>Total</b>		<b>7,458</b>	<b>8,324</b>

**25 Financial Risk Management**

**₹ Lakhs**

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 have overall responsibility for the establishment and oversight of the Company's risk management framework. The Board of Directors have established a risk management policy to identify and analyse 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.

**A) 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 borrowings 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 are at variable rate only, which is the inherent business risk.

**The Company's exposure to interest rate risk due to variable interest rate borrowings are as follows:**

Particulars	As at March 31, 2023	As at March 31, 2022
Senior Debt from Banks - Variable rate borrowings	75,174	79,753

**Sensitivity analysis based on average outstanding Senior Debt**

Interest Rate Risk Analysis	Impact on profit/ loss after tax	
	F.Y. 2022-23	F.Y. 2021-22
Increase or decrease in interest rate by 25 basis point	194	214

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

**iii Price risk**

Price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk).

The Company is exposed to price risk due to investments in mutual funds and classified as fair value through profit and loss.

The Company measures risk through sensitivity analysis.

The Company's risk management policy is to mitigate the risk by investments in diversified mutual funds.

**The Company's exposure to price risk due to investments in mutual fund units are as follows:**

Particulars	Note No.	As at March 31, 2023	As at March 31, 2022
Investments in Liquid Mutual Fund Units	4	5,865	4,844

Sensitivity Analysis	Impact on profit/ loss after tax	
	F.Y. 2022-23	F.Y. 2021-22
Increase or decrease in NAV by 2%	117	97

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

**L&T Sambalpur Rourkela Tollway Limited**  
**C Other Notes forming part of Accounts**

**B) 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**

						₹ Lakhs
<b>As at March 31, 2023</b>	<b>Carrying Amount</b>	<b>upto 1 year</b>	<b>1 - 2 years</b>	<b>2 - 5 years</b>	<b>&gt; 5 years</b>	
<b>Non Derivative Financial Liabilities</b>						
Senior Debt from Banks	75,174	3,049	2,541	34,558	35,025	
<b>Derivative Financial Liabilities</b>						
	-	-	-	-	-	
<b>As at March 31, 2022</b>	<b>Carrying Amount</b>	<b>upto 1 year</b>	<b>1 - 2 years</b>	<b>2 - 5 years</b>	<b>&gt; 5 years</b>	
<b>Non Derivative Financial Liabilities</b>						
Senior Debt from Banks	79,753	4,574	3,049	22,870	49,260	
<b>Derivative Financial Liabilities</b>						
	-	-	-	-	-	

**C) 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 generally does not have trade receivables as collection of toll income coincide as and when the traffic passes through toll - plazas. The Company has other receivables primarily from government authority i.e. Government of Odisha, Works Department. Hence, the Management believes that the Company is not exposed to any credit risk.



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

**26.1 Description and classification of the arrangement**

L&T Sambalpur Rourkela Tollway Limited is a Special Purpose Vehicle incorporated on 18th Oct 2013 for the purpose of executing and operating the project consist of Four Laning with Paved shoulders of Sambalpur-Rourkela Section of State Highway No.10 from KM 4.9000 to KM 167.9000 in the State of Odisha to be executed as Build, Operate and Transfer (Toll) as per the Concession Agreement entered into with the Works Department, Government of Odisha (OWD) on 8th Nov 2013. The appointed date as specified in terms of the said agreement is 15th July 2014. The Concession Period is for 22 years from the Appointed Date. The Company obtained provisional completion certificate upon completion of 159.570 kms on 13th March 2018 and started its commercial operations & the provisional completion certificate for remaining 2.16 KM was obtained on 12th August 2019. Further, the company has received Final Completion Certificate (FCC) on 20th November 2021, effective from 30th March 2021.

**26.2 Significant Terms of the arrangements**

**26.2.1 Revision of Fees:**

Fees shall be revised annually on April 1st subject to the provisions Article 27.2 of the Concession Agreement (CA).

**26.2.2 Grant**

The Government has agreed to provide cash support by way of outright grant equal to the sum set forth in the bid, namely, ₹ 46,530 Lakhs in accordance to the provisions of Article 25 of the CA. Accordingly, ₹ 25,851 Lakhs provided as equity support and the balance ₹ 20,679 Lakhs is provided as O&M support.

**26.3 Rights of the Company for use of 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.

**26.4 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 Article 17 of the CA.

**26.5 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.

**26.6 Details of Termination**

CA can be terminated on account of default of the Company or Government of Odisha, Works Department in the circumstances as specified under Article 37 of the CA.

**D Significant Accounting Policies**

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

**1 Basis of preparation**

*(a) Compliance with 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 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

*(b) Basis of measurement*

The financial statements have been prepared on a historical cost basis, except for the following items

<b>Item</b>	<b>Measurement basis</b>
Certain financial assets and liabilities	Fair value
Net defined benefit (asset)/liability	Fair value of plan assets less present value of defined benefit obligations
Assets held for sale	fair value less costs to sell

*(c) Use of estimates and judgements*

The preparation of these financial statements in conformity with IndAS 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.

*(d) Measurement of fair values*

A number of the accounting policies and disclosures require the measurement of fair values for both financial and non-financial assets and liabilities. Fair value measurements are categorized into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that entity can access at measurement date
- Level 2 inputs other than quoted prices included in Level 1, that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices); and
- Level 3 inputs for the asset or liability that are not based on observable market data (unobservable inputs).

**2 Presentation of financial statements**

The Balance Sheet and the Statement of Profit and Loss are prepared and presented in the format prescribed in Schedule III to the Companies Act, 2013 ("the Act"). The Cash Flow Statement has been prepared and presented as per the requirements of Ind AS 7 "Statement of Cash Flows". The disclosure requirements with respect to items in the Balance Sheet and Statement of Profit and Loss, as prescribed in Schedule III to the Act, are presented by way of notes forming part of accounts along with the other notes required to be disclosed under the notified Accounting Standards and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

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**

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are inclusive of duties and taxes and net of discounts, rebates and other similar allowances.

The Company recognises revenue when the amount of revenue can be reliably measured, it is probable that the future economic benefits would flow to the entity and specific criteria have been met for each of the activities described below. The Company bases its estimates on historical results, taking into consideration the type of customer, type of transaction and specifics of the arrangement.

- 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 NHAI / state authorities. Income from sale of smart cards is recognised on cash basis.
- b) Interest income is recognised on a time proportion basis taking into account the amount outstanding and the applicable rate. Interest Income on non-performing assets is recognised upon realization, as per guidelines issued by the Reserve Bank of India.
- c) License fees for way-side amenities are accounted on accrual basis.
- d) Fair value gains on current investments carried at fair value are included in Other income.
- e) Other items of income are recognised as and when the right to receive arises.

**D Significant Accounting Policies**

**4 Cash and Cash Equivalents**

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

**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)**

Freehold land is carried as historical cost. All other items of property, plant and equipment are stated at historical cost less accumulated depreciation and cumulative impairment. Historical cost includes expenditure that is directly attributable to acquisition of the items. Land acquired under long term lease is classified as "Property, Plant and equipment" and is depreciated over the period of lease.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that the future economic benefits associated with the item will flow to the entity and the cost of the item can be measured reliably. Properties in the course for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Cost includes expenditure that is directly attributable and for qualifying assets, borrowing costs capitalised in accordance with the Company's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Depreciation is recognised so as to write off the cost of assets (other than freehold land and assets under construction) less their residual values over their useful life using the straight-line method. The estimated useful life and residual values are reviewed at the end of each year, with the effect of any changes in estimate accounted for on a prospective basis.

Depreciation on additions / deductions is calculated pro-rata from / to the month of additions / deductions. For the assets that are transferred / sold with the group companies, depreciation is calculated upto the month preceding the month of transfer / sale within the group.

The estimated useful life of the assets based on management evaluation are as follows:

Category of Property, plant and equipment	Estimated useful life (in years)
Buildings including ownership flats	50
<b>Plant and equipment:</b>	
DG Sets	12
Air-conditioning and refrigeration equipment	12
Split AC and Window AC	4
Furniture and fixtures	10
<b>Vehicles:</b>	
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
<b>Office equipment:</b>	
Multifunctional devices, printers, switches and projectors	4
Other office equipments	5
<b>Computers:</b>	
Servers and systems	6
Desktops, laptops, etc,	3
Electrical installations	10

An item of property, plant and equipment is derecognised upon disposal. Any gain or loss arising on the disposal of an item of property plant and equipment is determined as the difference between the sale proceeds and the carrying amount of the asset and is recognised in the statement or profit and loss.

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

## **D Significant Accounting Policies**

### **7 Exceptional items**

On certain occasions, the size, type or incidence of an item of income or expense is such that its disclosure improves an understanding of the performance of the Company. Such income or expense is classified as an exceptional item and accordingly disclosed in the notes to accounts.

### **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 State authorities, if any. Till the completion of the project, the same is recognised under 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 State authorities 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.

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

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

### **9 Amortisation of intangible assets**

Toll collection rights in respect of road projects are amortized over the period of concession from the date of commercial operations using the Straight line amortisation method.

### **10 Foreign currency transactions and translations**

The reporting currency of the Company is Indian Rupee.

Foreign currency transactions are recorded on initial recognition in the reporting currency using the exchange rate applicable on the date of transaction.

At each Balance Sheet date, foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried at historical cost are reported using the exchange rate on the date of the transaction.

Exchange differences that arise on settlement of monetary items or on reporting of monetary items at each balance sheet date at the closing rate are recognised as income or expense in the period in which they arise.

### **11 Government grants**

Grant receivable from the Government is reduced from the project cost at its discounted value and the corresponding amount is shown as a financial asset receivable. Further till the year of the grant receivable the finance component is recognised as a finance income in the Statement of Profit & Loss.

### **12 Investments**

Trade investments comprise investments in entities in which the Group has strategic business interest.

Investments, which are readily realizable and are intended to be held for not more than one year, are classified as current investments. All other investments are classified as long term investments.

**D Significant Accounting Policies**

**13 Employee benefits**

Employee benefits include provident fund, superannuation 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 superannuation scheme and 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 trust of the Holding Company 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. Actuarial gains and losses are recognised immediately in the Statement of Profit and Loss.

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 entity recognises any related restructuring costs.

**D Significant Accounting Policies**

**14 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. 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.

**15 Leases**

The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- (i) the contract involves the use of an identified asset
- (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and
- (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised

The right-of use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses

Right-of-use assets are depreciated from the commencement date on a straight line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e.the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cashflows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option. Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

**16 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.

**17 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.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the entity will pay normal income tax. Accordingly, MAT is recognised as an asset when it is highly probable that future economic benefit associated with it will flow to the entity.

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 and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

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.

## D Significant Accounting Policies

### 18 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 assets exceed 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.

### 19 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.

Contingent liabilities are disclosed in notes in case of a present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation or a present obligation arising from past events, when no reliable estimate is possible. Contingent assets are disclosed in the financial statements where an inflow of economic benefits are probable.

### 20 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 (unless the same are designated as fair value through profit or loss (FVTPL)):

- 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.

A financial asset is primarily derecognised when:

- i. the rights to receive cash flows from the asset have expired, or
- ii. the group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a pass-through arrangement; and with a) the group has transferred substantially all the risks and rewards of the asset, or b) the group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

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, lease receivables, trade receivables 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.

#### b) Financial Liabilities

Financial liabilities are classified at initial recognition, as financial liabilities at 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 liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

**D Significant Accounting Policies**

**21 Insurance claims**

Insurance claims are accounted on the basis of realisation.

**22 Operating Cycle**

Based on the nature of products / activities of the Group and the normal time between acquisition of assets and their realization in cash or cash equivalents, the Group has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

**23 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.

**24 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.

**25 Recent accounting pronouncements**

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, as below:

Ind AS 1 - Presentation of Financial Statements - This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and the impact of the amendment is insignificant in the financial statements.

Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors - This amendment has introduced a definition of 'accounting estimates' and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and there is no impact on its financial statements.

Ind AS 12 - Income Taxes - This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and there is no impact on its financial statements.

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**As per our report attached**

**For M.K.Dandekar & Co.**

Chartered Accountants

(Firm's Registration No. 000679S)

**For and on behalf of the Board,**

**R. Arun Kumar Mehta**

**Partner**

Membership No. 227630

**P.S. Kapoor**

Director

DIN: 02914307

**R.G. Ramachandran**

Director

DIN: 02671982

**Gobinda Chandra Das**

Chief Financial Officer

**Shambhavi Nagarajan**

Company Secretary

Place: Chennai

Date: April 13, 2023

Place: Chennai

Date: April 13, 2023



**ATTENDANCE SLIP**  
**L&T SAMBALPUR - ROURKELA TOLLWAY LIMITED**  
**CIN: U45206TN2013PLC093395**  
**Regd. Office: P.O. Box. 979, Mount Poonamallee Road, Manapakkam,**  
**Chennai - 600089.**

10<sup>th</sup> Annual General Meeting, held on Tuesday, August 08, 2023, at 12 noon.

**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 10<sup>th</sup> Annual General Meeting of the Company, held on Tuesday, August 08, 2023, at 12 noon at the Registered office of the Company at Mount Poonamallee Road, Manapakkam, Chennai – 600089.

\_\_\_\_\_  
Name of the member

\_\_\_\_\_  
Signature of Member

\_\_\_\_\_  
Name of the Proxy (In block letters)

\_\_\_\_\_  
Signature of Proxy

## 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** U45206TN2013PLC093395  
**Name of the Company** L&T Sambalpur - Rourkela 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 10<sup>th</sup> Annual General Meeting of the Company, to be held on Tuesday, August 08, 2023, at 12 noon at the Registered office of the Company at Mount Poonamallee Road, Manapakkam, Chennai – 600089 and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolutions	For	Against
<b>Ordinary Business</b>			
1	To consider and adopt the audited Financial Statements of the Company for the year ended March 31, 2023 and the Reports of the Board of Directors and Auditors thereon.		

2	To appoint a director in place of Mr. R.G Ramachandran (DIN: 02671982) who retires by rotation and is eligible for reappointment.		
3	To consider and appoint M/s T. R. Chadha & Co LLP as Statutory Auditors for a term of five consecutive years from FY 2023-24 to FY 2027-28:		
<b>Special Business</b>			
4	To ratify the remuneration payable to Cost Auditors for the financial year 2023 – 24		
5	To approve the reappointment of Mr. D.K Barik as Manager of the Company for a period of three consecutive years		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2023

Signature of shareholder \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

<p>Affix one Rupee Revenue Stamp</p>
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**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 10<sup>th</sup> AGM venue of L&T Sambalpur – Rourkela Tollway Limited**

