



PNG TOLLWAY LIMITED
14th ANNUAL REPORT
2022-23

BOARD OF DIRECTORS

Dr. A. Veeraragavan
Samyuktha Surendran
Rajendra Chindulal Burad
P. G Suresh Kumar
Esther Malini

KEY MANAGERIAL PERSONNELS

Viswanathan Raju
Muthukrishnan Ganesan
Balaganesan Sudharson

STATUTORY AUDITORS

M/s M.K. Dandeker & Co.

SECRETARIAL AUDITORS

R. Thamizhvanan

NOTICE TO MEMBERS

NOTICE is hereby given that 14th ANNUAL GENERAL MEETING of the Members of PNG TOLLWAY LIMITED will be held on Tuesday, August 08, 2023, at 11.00 a.m. at the registered office of the Company at Mount Poonamallee High Road, Manapakkam, Chennai- 600089 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the standalone audited Financial Statements of the Company for the year ended March 31, 2023, together with the Reports of the Board of Directors and Auditors Report thereon.
2. To appoint a director in place of Dr. Esther Malini (DIN: 07124748), who retires by rotation and being eligible offers himself for reappointment.

SPECIAL BUSINESS:

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

Appointment of Mr. R.G Ramachandran (DIN: 02671982) as a Director:

“**RESOVLED THAT** in accordance with the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. R.G Ramchandran (DIN: 02671982), who was appointed as an Additional Director with effect from July 05, 2023, who holds office up to the date of this Annual General Meeting and in respect of whom a notice in writing has been received under Section 160 (1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

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

For PNG Tollway Limited



Ravi Masabattula
Authorised Signatory

Date: 17-07-2023

Place: Chennai

Notes:

1. **A member entitled to attend, and vote is entitled to appoint a proxy to attend and to vote instead of himself and proxy need not be a member.** Proxy forms should be submitted to the company 48 hours before the commencement of the meeting.
2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the company a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
3. The facility for joining the meeting shall be kept open atleast 15 minutes before the time scheduled to start the meeting and shall not be closed within the expiry of 15 minutes after such scheduled time.
4. All documents referred to in the accompanying notice shall be open for inspection at the registered office of the company during business hours except on holidays, up to and including the date of the annual general meeting of the company.
5. Details of Directors seeking appointment/re-appointment at the Annual General Meeting of the company are provided in "Annexure A" of this Notice.

Explanatory Statement

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

Item no.3

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee in its meeting held on July 05, 2023 appointed Mr. R.G Ramchandran as an additional director.

In terms of Section 161(1) of the Act, Mr. R.G Ramchandran can holds office only up to the conclusion of this Annual General Meeting (AGM). Further, a notice under Section 160(1) of the Act has been received from a Member signifying his intention to propose Mr. R.G Ramchandran appointment as a Director.

In view of his rich experience and qualifications, it is in the best interest of the Company to propose him as a Director of the Company.

Hence, the Board recommends the appointment of Mr. R G Ramachandran as a Director of the Company.

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

For PNG Tollway Limited



**Ravi Masabattula
Authorised Signatory**

Date: 17-07-2023

Place: Chennai

Annexure A

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

Name of Directors	Dr. Esther Malini	Mr. R.G. Ramachandran
Date of Birth	28.04.1969	May 24, 1964
Date of Appointment on the Board	15.03.2017	05-07-2023
Qualification	B.E. Civil, M.E (Urban Engineering), Ph. D in Management studies	B. Com, M. Com, PG Dip in Marketing, BGL, CA, CWA, CS
Experience	Research Experience -5 years Corporate Experience – 22 years	34 years
Directorships in other companies	Panipat Elevated Corridor Limited Vadodara Bharuch Tollway Limited L&T Rajkot Vadinar Tollway Limited Ahmedabad Maliya Tollway Limited L&T Samakhiali Gandhidham Tollway Ltd Watrak Infrastructure Private Limited Katie Wilcox Education Association Indian Highways Management Company Limited	L&T Transportation Infrastructure Ltd L&T Deccan Tollways Limited International Seaports (Haldia) Pvt Ltd 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	3	-
Memberships / Chairmanship of committees across all companies	Vadodara Bharuch Tollway Limited (CSR/NRC) * Panipat Elevated Corridor Limited (NRC) * L&T Samakhiali Gandhidham Tollway Limited (NRC)*	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 held jointly with L&T IDPL	1 equity share held jointly with L&T IDPL
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:

Particulars	Rs. in crore	
	2022-23	2021-22
Profit / (Loss) Before Depreciation, exceptional items & Tax	(0.11)	(0.10)
Add: Exceptional Items	-	167.31
Profit/(Loss) before tax	(0.11)	167.21
Total Comprehensive income of the year	(0.11)	167.21
Add: Balance brought forward from previous year	(291.34)	(458.55)
Balance to be carried forward	(291.45)	(291.34)

State of Company Affairs:

The Company has no operations as it has handed over the Project to NHAI. The Loss before tax is Rs. 0.11 crore and Loss after tax is Rs. 0.11 crore for the financial year under review as against Profit before tax and Profit after tax of Rs. 167.21 crore for the previous financial year.

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 shares or debentures during the year.

Capital Expenditure:

No Capital Expenditure was incurred during the year.

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, the shares of the Company are held in the following manner:

Equity shares

100% of the Company's equity paid up capital representing 16,91,00,000 equity shares @ Rs.10/- each are held in dematerialized form.

Compulsorily Convertible Preference Shares (CCPS)

Out of 12,31,20,000 0.01% Compulsorily Convertible Preference Shares of Rs.10 each, 9,11,10,000 are held in demat form and the balance 3,20,10,000 are held in Physical Form.

Subsidiary Companies/Associate/Joint Venture Company:

The Company has an associate - Ashoka Concessions Limited - holding 26% stake in the paid-up equity share capital of the 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 provided are disclosed in the financial statement.

Particulars of Contracts or Arrangements with related parties:

Related party transactions during the year have been approved in terms of the Act. Details of Related Party Transactions are provided in **Annexure 1** (AOC-2). Related party transactions are at arm's length basis and are in the ordinary course of business.

Amount to be carried to reserve:

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

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 or commitments adversely affecting the financial position of the Company have occurred between the end of the financial year and the date of this report.

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo:

Conservation of Energy and Technology absorption

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

Foreign exchange earnings and outgo

During the year, the Company did not have any transactions in foreign currency.

Risk Management Policy:

Since there are no operations in the Company, review of risk of the Company does not arise.

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. P G Suresh Kumar Director retired by rotation at the Annual General Meeting held on September 13, 2022 and was reappointed as a Director of the Company.

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:

S. No.	Name of the Director	Designation	DIN
1	Dr. Esther Malini	Woman Director	07124748
2	Mr. P.G. Suresh Kumar	Director	07124883
3	Mr. Rajendra Chindulal Burad	Director	00112638
4	Dr. A. Veeraragavan	Independent Director	07138615
5	Ms. Samyuktha Surendran	Independent Director	07138327

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

S. No.	Name	Designation	Date of Appointment
1	Mr. R. Viswanathan	Manager	15-03-2022
2	Mr. B. Sudharson	Chief Financial Officer	07-10-2022
3	Mr. G. Muthukrishnan	Company Secretary	15-03-2022

During the year under review, Mr. P. Padmanabhan resigned from the position of CFO on 05th July 2022. He was replaced by Ms. V Lavanya in the Board meeting held on 6th July 2022. However, she also resigned from the position of CFO on 25th August 2022. She was replaced by Mr. B. Sudharson, the existing CFO of the Company, who was appointed in the Board meeting held on 07th October 2022.

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. The details of the Board meetings conducted during the year are given below:

Date	Board Strength	Directors Present
09-04-2022	5	3
06-07-2022	5	5
07-10-2022	5	5
15-12-2022	5	4
07-01-2023	5	4

Information to the Board

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

- Quarterly financials and results of operations
- Minutes of the meeting of the Board of Directors, Audit Committee (AC), Nomination & Remuneration Committee (NRC).
- Any materially relevant default, if any, in financial obligations to and by the Company
- 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 the performance

of the Company. Minutes of Board, AC and NRC are circulated to the Board within the 15 days from the date of the respective meetings. Presentations are made regularly to the Board/NRC/AC and it, inter alia cover business strategies, management structure, management development and planning, half-yearly and annual results, budgets, treasury, etc.

Audit Committee

The Company has constituted an Audit Committee in terms of the requirements of the Act comprising Dr. A. Veeraragavan, Ms. Samyuktha Surendran and Dr. Esther Malini.

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

Date	Strength	Members Present
09-04-2022	3	2
06-07-2022	3	3
07-10-2022	3	3
15-12-2022	3	3
07-01-2022	3	2

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.Intidpl.com.

Company Policy on Director Appointment and Remuneration

The Company constituted the Nomination and Remuneration Committee in accordance with the requirements of the Act read with the Rules made thereunder comprising Dr. A. Veeraragavan, Ms. Samyuktha Surendran and Dr. Esther Malini.

During the year, three Nomination and Remuneration Committee meetings were held, details of which are hereunder:

Date	Strength	Members Present
09-04-2022	3	2
06-07-2022	3	3
07-10-2022	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 KMP.

Declaration of independence:

The Company has received a 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 Act. For the year ended March 31, 2023, the Board is 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) The concept of a going concern is not appropriate as the Company has terminated the project and the financials have been drawn accordingly. Further explanations are provided under notes of schedules forming part of Accounts attached to this annual report.
- b) In the preparation of Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any.
- c) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent 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.
- d) 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.
- 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 met and reviewed the performance of Board, Committees, and Non-Executive Directors. The performance evaluation of the Board, Committees and Directors was also reviewed by the Nomination and Remuneration Committee and the Board of Directors.

Compliance with Secretarial Standards on Board and General Meetings:

The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Board Meetings and 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. The Company has an Internal Complaints Committee under the Sexual Harassment of women at workplace (Prevention, Prohibition and Redressal) Act, 2013. 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.

Note G-8 to the financial statements which indicates that going concern assumptions is not appropriate, hence the financial statements have been drawn up accordingly.

Auditor:

The Company at the 10th Annual General Meeting (AGM) held on September 23, 2019 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 AGM to be held during the year 2024.

Secretarial Auditor:

Mr. R. Thamizhvanan, Company Secretary in practice (C.O.P.No.3721) 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 audit report dated **07.04.2023** to the Shareholders for the financial year 2022-23 is annexed as '**Annexure 2**' to this Report.

Details of Significant & Material Orders Passed by the Regulators or Courts or Tribunals:

There were no significant and material orders passed by the Regulators or Courts or Tribunals during the period under review.

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 www.lntidpl.com/businesses/roads/operational-projects/pimpalgaon-nashik-gonde-maharashtra/.

Insolvency and Bankruptcy Code, 2016

The Company has neither filed any application, nor any proceeding is pending against the Company under the Insolvency and Bankruptcy Code, 2016, during the year under review.

Details of difference in valuation during one – time settlement of loans from Banks and financial institutions

Disclosure under clause (xii) of Rule 8(5) of Companies (Accounts) Rules, 2014 is not applicable to the Company as it has not made any one-time settlement of loans taken from Banks or Financial Institutions.

Reporting of fraud: The Auditors of the Company have not reported any instances of fraud committed against the Company by its officers or employees as specified under section 143(12) of the Companies Act, 2013.

Acknowledgement:

Your directors take this opportunity to thank financial institutions, banks, Central and State Government authorities, regulatory authorities and all the stakeholders for their continued co-operation and support to the Company.

For and on behalf of the Board

Date: 07.04.2023
Place: Chennai

P G Suresh Kumar
Director
DIN: 07124883

Dr. Esther Malini
Director
DIN: 07124748

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 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 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

Date: 07.04.2023

Place: Chennai

P G Suresh Kumar

Director

DIN: 07124883

Dr. Esther Malini

Director

DIN: 07124748

Form No. 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 Personnel) Rules, 2014]

To
The Members,
PNG TOLLWAY LIMITED
P.O. BOX NO.979, MOUNT POONAMALLEE ROAD
MANAPAKKAM
CHENNAI-600089

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by PNG TOLLWAY LIMITED (here-in-after called the 'Company') for the **Financial year 2022-23**. The Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of **PNG 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 has complied with the applicable statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **PNG TOLLWAY LIMITED**, Chennai

for the audit period to the provisions of

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder – **Not Applicable**;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder ;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings - **Not Applicable**;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011- **Not Applicable**;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992- **Not Applicable**;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 - **Not Applicable**;
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 - **Not Applicable**;
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - **Not Applicable**;
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client - **Not Applicable** ;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - **Not Applicable**;
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - **Not Applicable**

I have also examined whether adequate systems and processes are in place to monitor and ensure compliance with general laws like labour laws, competition laws, environment laws etc

In respect of financial laws like Tax laws, etc. I have relied on the audit reports made available during our audit for us to have the satisfaction that the Company has complied with the provisions of such laws

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India-**Applicable**
- (j) The Listing Agreements entered into by the Company with stock Exchanges for securities-**Not Applicable**

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

I further report that:-

The Board of Directors & the Committees of the Company are duly constituted. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

All the decisions of the Board and Committees thereof were carried out unanimously and recorded as part of the minutes.

I further report that during the audit period the company has complied with all requirements under the new Companies Act 2013 to the extent notified and applicable with respect to all events/actions having a major bearing on the Companies affairs.

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.

Place: Chennai
Date: 07.04.2023

R. THAMIZHVANAN
(COMPANY SECRETARY IN PRACTICE)
CP NO. 3721

INDEPENDENT AUDITOR'S REPORT

To the Members of M/s. PNG Tollway Limited

Report on the Ind AS Financial Statements

Opinion

We have audited the Ind AS financial statements of **PNG 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 Loss, 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 (ICAI) 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.

Emphasis of Matter

We draw attention to the following matter in the Notes to the financial statements:

1. Note G-8 to the financial statements which indicates that going concern assumption is not appropriate, hence the financial statements have been drawn up accordingly.

Our opinion is not modified in respect of the matter.

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 the 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) of 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 statements 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 also 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 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 does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there 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 07, 2023

Place: Chennai

UDIN: 23223754BGVSSL5813

S. Poosaidurai

Partner

Chartered Accountants

Membership No. 223754

ANNEXURE - A TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in our Report of even date)

- (i) (a) (A) The Company has no Property, Plant and Equipment except Immovable Property namely Freehold Land.
(B) The Company has no Intangible Assets.
- (b) The Clause (i)(b) of the Companies (Auditor's Report) Order 2020 relating to physical verification of Property, Plant and Equipment is not applicable.
- (c) The title deeds of immovable property are held in the name of the Company.
- (d) The Clause (i)(d) of the Companies (Auditor's Report) Order 2020 relating to revaluation of Assets is not applicable.
- (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 maintenance of cost records under Section 148(1) of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 (as amended) is not applicable for the Company as it does not meet the threshold limit of turnover prescribed under Rule 3 of the Rules. Accordingly, reporting under clause (vi) of the Order does not arise.
- (vii) a. According to the information and explanations given to us, the Company is regular in depositing undisputed statutory dues including 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 Rs.)
Income Tax Act, 1961	Tax Deducted at Source	A. Y. 2010-11	Jurisdictional Officer	24,330
Income Tax Act, 1961	Tax Deducted at Source	A. Y. 2011-12	Jurisdictional Officer	48,830
Income Tax Act, 1961	Tax Deducted at Source	A. Y. 2012-13	Jurisdictional Officer	65,900
Income Tax Act, 1961	Tax Deducted at Source	A. Y. 2013-14	Jurisdictional Officer	65,700
Income Tax Act, 1961	Tax Deducted at Source	A. Y. 2014-15	Jurisdictional Officer	15,900
Income Tax Act, 1961	Tax Deducted at Source	A. Y. 2015-16	Jurisdictional Officer	2,370
Income Tax Act, 1961	Tax Deducted at Source	A. Y. 2016-17	Jurisdictional Officer	40,760
Income Tax Act, 1961	Tax Deducted at Source	A. Y. 2017-18	Jurisdictional Officer	670
Income Tax Act, 1961	Tax Deducted at Source	A. Y. 2019-20	Jurisdictional Officer	360

- (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) The Company has no loans or borrowings from any bank or financial institution and hence clause 3 (ix)(a) of the Companies (Auditor's Report) Order 2020 is not applicable.
- (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) The Company has no 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.
- (xvii) The Company has incurred cash loss of Rs.11 Lakhs in the current financial year and Rs.11 Lakhs in the immediately preceding financial year.
- (xviii) 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.
- (xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, 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.
- (xx) 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.
- (xxi) 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 07, 2023

Place: Chennai

UDIN: 23223754BGVSSL5813

S. Poosaidurai

Partner

Chartered Accountants

Membership No. 223754

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 **PNG 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 07, 2023

Place: Chennai

UDIN: 23223754BGVSSL5813

S. Poosaidurai

Partner

Chartered Accountants

Membership No. 223754

PNG Tollway Limited
CIN:U45203TN2009PLC070741
Balance Sheet as at March 31, 2023

Particulars	Note No.	As at March 31, 2023 ₹ Lakh	As at March 31, 2022 ₹ Lakh
ASSETS			
(1) Non-current assets			
a) Property, Plant and Equipment	1	9	9
		9	9
Current assets			
a) Financial assets			
i) Cash and bank balances	2	-	1
ii) Investments	3	24	34
b) Current tax assets (net)	4	24	24
c) Other Current Assets	5	21	21
		69	80
TOTAL Assets		78	89
EQUITY AND LIABILITIES			
EQUITY			
a) Equity share capital	6	16,910	16,910
b) Other equity	7	(16,833)	(16,822)
		77	88
LIABILITIES			
Current liabilities			
a) Other current liabilities	8	1	1
		1	1
Total Equity and Liabilities		78	89
Contingent liabilities	9	-	-
Commitments	10		
Other notes forming part of accounts	A		
Significant accounting policies	B		

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

For and on behalf of the Board,

S. Poosaidurai
Partner
Membership No. 223754

P.G. Suresh Kumar
Director
DIN: 07124883

Dr. Esther Malini
Director
DIN: 07124748

B. Sudharson
Chief Financial Officer

G. Muthukrishnan
Company Secretary

Place: Chennai
Date: April 07, 2023

Place: Chennai
Date: April 07, 2023

PNG Tollway Limited
CIN:U45203TN2009PLC070741
Statement of Profit and loss for the year ended March 31, 2023

Particulars	Note No.	Year Ended March 31, 2023 ₹ Lakh	Year Ended March 31, 2022 ₹ Lakh
INCOME			
Other Income	11	1	1
Total Income		1	1
EXPENSES			
Employee Benefit Expenses	12	8	7
Administration and other expenses	13	4	5
Total Expenses		12	12
Profit/(Loss) before exceptional items and tax		(11)	(11)
Exceptional items	14	-	(16,731)
Profit /(Loss) before tax for the year		(11)	16,721
Less: Tax expenses		-	-
Profit/(Loss) for the year		(11)	16,721
Other Comprehensive Income		-	-
Total Comprehensive Income for the year		(11)	16,721
Earnings per equity share (Basic and Diluted) (Note A(7))			
Basic & Diluted (in ₹)		(0.01)	9.89
Diluted (in ₹)		(0.00)	5.72
Face value per equity share		10.00	10.00

Other notes forming part of accounts A
Significant accounting policies B

As per our report attached
For M.K.Dandeker & Co.
Chartered Accountants
(Firm Regn. No. 000679S)
by the hand of

For and on behalf of the Board,

S. Poosaidurai
Partner
Membership No. 223754

P.G. Suresh Kumar
Director
DIN: 07124883

Dr. Esther Malini
Director
DIN: 07124748

B. Sudharson
Chief Financial Officer

G. Muthukrishnan
Company Secretary

Place: Chennai
Date: April 07, 2023

Place: Chennai
Date: April 07, 2023

PNG Tollway Limited
CIN:U45203TN2009PLC070741
Statement of Cash Flows for the year ended March 31, 2023

S.No.	Particulars	Year Ended	Year Ended	March
		March 31, 2023	31, 2022	
		₹ Lakh	₹ Lakh	
A	Cash Flow from Operating Activities			
	Net Profit/(Loss) before tax	(11)		16,721
	(After Exceptional items and before tax thereon)			
	Adjustments for:			
	Net gain on financial instruments designated at FVTPL	-		(1)
	Profit on Sale of Liquid Mutual Funds	(1)		-
	Exceptional Items - Mezz written back	-		(16,731)
	Operating profit before working capital changes	(11)		(11)
	Adjustments for:			
	Increase / (decrease) in other current liabilities	-		-
	Net cash generated from/(used in) operating activities	(11)		(11)
	Net Income tax (paid)/refunds	-		-
	Net Cash(used in)/generated from Operating Activities	(11)		(11)
B	Cash flow from investing activities			
	Sale of Liquid Mutual Fund Units	10		6
	Net cash (used in)/generated from investing activities	10		6
C	Cash flow from financing activities			
	Net cash (used in)/generated from financing activities	-		-
	Net increase / (decrease) in cash and cash equivalents (A+B+C)	(1)		(5)
	Cash and cash equivalents as at the beginning of the year	1		6
	Cash and cash equivalents as at the end of the year	-		1
	Other notes forming part of accounts	A		
	Significant accounting policies	B		
Components of Cash & Cash Equivalents are:				
				₹ Lakh
	Particulars	As at	As at	
		March 31, 2023	March 31, 2022	
	Balances with Banks:			
	- In Current Account (CY ₹ 13,440/-)	-		1
	Total	-		1
Notes:				
1. Statement of Cash flows has been prepared under the 'Indirect Method' as set out in the Ind AS 7 - Statement of Cash Flows				
2. Cash and cash equivalents represent cash and bank balances.				
3. Previous year figures have been regrouped/reclassified wherever applicable.				
As per our report attached For M.K.Dandeker & Co. Chartered Accountants (Firm Regn. No. 000679S) by the hand of		For and on behalf of the Board,		
S. Poosaidurai Partner Membership No. 223754	P.G. Suresh Kumar Director DIN: 07124883	Dr. Esther Malini Director DIN: 07124748		
	B. Sudharson Chief Financial Officer	G. Muthukrishnan Company Secretary		
Place: Chennai Date: April 07, 2023		Place: Chennai Date: April 07, 2023		

PNG Tollway Limited
CIN:U45203TN2009PLC070741
Statement of Changes in Equity for the year ended March 31, 2023

A) Equity Share Capital

Particulars	As at March 31, 2023	As at March 31, 2022
	₹ Lakh	₹ Lakh
Balance as at beginning of the year	16,910	16,910
Changes in equity share capital due to prior period errors	-	-
Restated balance at beginning of the year	16,910	16,910
Changes in equity share capital during the year	-	-
Balance as at the end of the year	16,910	16,910

B) Other Equity

As at March 31, 2023

Particulars	Equity component of compound financial instruments	Reserves & Surplus	Total
		Retained earnings	
Balance at the beginning of the reporting year	12,312	(29,134)	(16,822)
Total Comprehensive Income	-	(11)	(11)
Balance at the end of the reporting year	12,312	(29,145)	(16,833)

As at March 31, 2022

Particulars	Equity component of compound financial instruments	Reserves & Surplus	Total
		Retained earnings	
Balance at the beginning of the reporting year	12,312	(45,855)	(33,543)
Total Comprehensive Income	-	16,721	16,721
Balance at the end of the reporting year	12,312	(29,134)	(16,822)

Other notes forming part of accounts A
Significant accounting policies B

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

For and on behalf of the Board,

S. Poosaidurai
Partner
Membership No. 223754

P.G. Suresh Kumar
Director
DIN: 07124883

Dr. Esther Malini
Director
DIN: 07124748

B. Sudharson
Chief Financial Officer

G. Muthukrishnan
Company Secretary

Place: Chennai
Date: April 07, 2023

Place: Chennai
Date: April 07, 2023

PNG Tollway Limited

Notes forming part of accounts for the year ended March 31, 2023

1 Property, Plant and Equipment

₹ Lakh

Particulars	Cost				Accumulated Depreciation				Net Block	
	As at April 01, 2022	Additions	Deductions	As at March 31, 2023	As at April 01, 2022	For the year	Deductions	As at March 31, 2023	As at March 31, 2023	As at March 31, 2022
Owned										
Freehold Land	9	-	-	9	-	-	-	-	9	9
Total	9	-	-	9	-	-	-	-	9	9
<i>Previous year</i>	<i>9</i>	<i>-</i>	<i>-</i>	<i>9</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>9</i>	<i>9</i>

PNG Tollway Limited
Notes forming part of accounts for the year ended March 31, 2023

2 Cash and Bank Balances

Particulars	As at March 31, 2023	As at March 31, 2022
	₹ Lakh	₹ Lakh
a) Balances with banks:		
- In Current Account (CY ₹ 13,440/-)	-	1
	-	1

3 Investments

Particulars	As at March 31, 2023			As at March 31, 2022		
	Current ₹ Lakh	Non-current ₹ Lakh	Total ₹ Lakh	Current ₹ Lakh	Non-current ₹ Lakh	Total ₹ Lakh
Investments carried at fair value through Profit and loss						
Liquid Mutual fund units	24	-	24	34	-	34
	24	-	24	34	-	34
Aggregate book value of quoted investments	21			32		
Aggregate market value of quoted investments	24			34		

Details of Liquid Mutual Fund Holdings are as below:

Particulars	No. of Units	As at March 31, 2023		As at March 31, 2022	
		Cost	Market Value	Market Value	
		₹ Lakh			
IDFC Overnight Fund Regular Plan - Growth	1,988	21	24	34	
Total	1,988	21	24	34	

4 Current Tax Assets (Net)

Particulars	As at March 31, 2023			As at March 31, 2022		
	Current ₹ Lakh	Non-current ₹ Lakh	Total ₹ Lakh	Current ₹ Lakh	Non-current ₹ Lakh	Total ₹ Lakh
Income tax net of provisions	24	-	24	24	-	24
	24	-	24	24	-	24

5 Other Current Assets

Particulars	As at March 31, 2023			As at March 31, 2022		
	Current ₹ Lakh	Non-current ₹ Lakh	Total ₹ Lakh	Current ₹ Lakh	Non-current ₹ Lakh	Total ₹ Lakh
WCT Receivable	21	-	21	21	-	21
	21	-	21	21	-	21

6 Share Capital

(i) Authorised, issued, subscribed and paid up

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of shares	₹ Lakh	No. of shares	₹ Lakh
Authorised:				
Equity shares of ₹ 10 each	17,00,00,000	17,000	17,00,00,000	17,000
0.01% Compulsorily Convertible Preference Shares of ₹ 10 each	40,00,00,000	40,000	40,00,00,000	40,000
	57,00,00,000	57,000	57,00,00,000	57,000
Issued, subscribed and fully paid up:				
Equity shares of ₹ 10 each	16,91,00,000	16,910	16,91,00,000	16,910
0.01% Compulsorily Convertible Preference Shares of ₹ 10 each	12,31,20,000	12,312	12,31,20,000	12,312
	29,22,20,000	29,222	29,22,20,000	29,222

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

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of shares	₹ Lakh	No. of shares	₹ Lakh
a) Equity Shares				
At the beginning of the year	16,91,00,000	16,910	16,91,00,000	16,910
Issued during the year as fully paid	-	-	-	-
At the end of the year	16,91,00,000	16,910	16,91,00,000	16,910
b) 0.01% Compulsorily Convertible Preference Shares				
At the beginning of the year	12,31,20,000	12,312	12,31,20,000	12,312
Issued during the year as fully paid	-	-	-	-
At the end of the year	12,31,20,000	12,312	12,31,20,000	12,312

(iii) Terms / rights attached to shares:

a) Equity 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.

b) 0.01% Compulsorily Convertible Preference Shares

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

The Preference share shall be non-participating in the surplus funds.

The Preference shares shall be non-participating in the surplus assets and profits, on winding up which may remain after the entire capital has been repaid.

The Preference shares shall carry voting rights as per the provisions of Section 47(2) of the Companies Act, 2013.

The Preference shares shall be paid dividend on non-cumulative basis.

The said 0.01% Compulsorily Convertible preference Shares shall be converted to equity shares at the option of the Company or at the completion of the 10th year from the date of allotment of preference shares.

As the Company does not have adequate profits, no dividend is accrued or payable for the 0.01% Convertible preference Shares.

(iv) Details of Shares held by Holding Company/Ultimate Holding Company or Associates:

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of shares	₹ Lakh	No. of shares	₹ Lakh
a) Equity Shares of ₹ 10 each				
L&T Infrastructure Development Projects Limited (including Nominee Holding) (Refer Note below)	12,51,34,000	12,513	12,51,33,900	12,513
Larsen and Toubro Limited (Ultimate Holding Company)	-	-	100	0
Ashoka Concessions Limited (Associate Company)	4,39,66,000	4,397	4,39,66,000	4,397
	16,91,00,000	16,910	16,91,00,000	16,910

Note: During the year, the Holding Company i.e. L&T Infrastructure Development Projects Limited has bought 100 shares for Re. 1 each from Ultimate Holding Company i.e. Larsen & Toubro Limited.

b) 0.01% Compulsorily Convertible Preference Shares of ₹ 10 each

L&T Infrastructure Development Projects Limited	9,11,10,000	9,111	9,11,10,000	9,111
Viva Highways Limited	3,20,10,000	3,201	3,20,10,000	3,201
	12,31,20,000	12,312	12,31,20,000	12,312

(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	%
a) Equity Shares of ₹ 10 each				
L&T Infrastructure Development Projects Limited (including Nominee Holding)	12,51,34,000	74.00%	12,51,33,900	73.99%
Ashoka Concessions Limited (Associate Company)	4,39,66,000	26.00%	4,39,66,000	26.00%
b) 0.01% Compulsorily Convertible Preference Shares of ₹ 10 each				
L&T Infrastructure Development Projects Limited	9,11,10,000	74.00%	9,11,10,000	74.00%
Viva Highways Limited	3,20,10,000	26.00%	3,20,10,000	26.00%

(vi) a. Aggregate number of bonus shares issued and shares bought back during the period of five years immediately preceding the reporting date: Nil

(vi) b. No shares were issued for consideration other than cash during the period of five years immediately preceding the reporting date.

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

Name of the Promoter	No of Shares	% of Total Shares	% Change during the year
a) Equity Shares of ₹ 10 each			
L&T Infrastructure Development Projects Limited (including Nominee Holding)	12,51,34,000	74.00%	0.01%
Larsen and Toubro Limited (Ultimate Holding Company)	-	-	0.01%
Ashoka Concessions Limited (Associate Company)	4,39,66,000	26.00%	No change

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

Name of the Promoter	No of Shares	% of Total Shares	% Change during the year
a) Equity Shares of ₹ 10 each			
L&T Infrastructure Development Projects Limited (including Nominee Holding)	12,51,33,900	73.99%	No change
Larsen and Toubro Limited (Ultimate Holding Company)	100	0.01%	No change
Ashoka Concessions Limited (Associate Company)	4,39,66,000	26.00%	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 Concessiones 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.

PNG Tollway Limited
Notes forming part of accounts for the year ended March 31, 2023

7 Other Equity

As at March 31, 2023

₹ Lakh

Particulars	Reserves & Surplus		Total
	Equity component of compound financial instruments	Retained earnings	
Balance at the beginning of the year	12,312	(29,134)	(16,822)
Total Comprehensive Income	-	(11)	(11)
Balance at the end of the year	12,312	(29,145)	(16,833)

As at March 31, 2022

₹ Lakh

Particulars	Reserves & Surplus		Total
	Equity component of compound financial instruments	Retained earnings	
Balance at the beginning of the year	12,312	(45,855)	(33,543)
Total Comprehensive Income	-	16,721	16,721
Balance at the end of the year	12,312	(29,134)	(16,822)

PNG Tollway Limited

Notes forming part of accounts for the year ended March 31, 2023

8 Other liabilities

Particulars	As at March 31, 2023			As at March 31, 2022		
	Current ₹ Lakh	Non current ₹ Lakh	Total ₹ Lakh	Current ₹ Lakh	Non current ₹ Lakh	Total ₹ Lakh
i) Liability for Expenses	1	-	1	1	-	1
	1	-	1	1	-	1

9 Contingent Liabilities

Details of claims against the Company not acknowledged as debt as given below:

Particulars	As on March 31, 2023 ₹ Lakh	As on March 31, 2022 ₹ Lakh
a) TDS demand	3	3
b) Stamp duty demand	207	207

10 Commitments

Capital commitments as at March 31, 2023 net of advances and not provided for is ₹ Nil (previous year: ₹ Nil).

Other Commitments as at March 31, 2023 is ₹ Nil (previous year: ₹ Nil).

PNG Tollway Limited

Notes forming part of accounts for the year ended March 31, 2023

11 Other income

Particulars	2022-23 ₹ Lakh	2021-22 ₹ Lakh
Net gain on financial instruments designated at FVTPL	-	1
Profit on Sale of Liquid Mutual Funds	1	-
Total	1	1

12 Employee Benefit Expenses

Particulars	2022-23 ₹ Lakh	2021-22 ₹ Lakh
Directors Sitting fees	8	7
Total	8	7

13 Administration and other expenses

Particulars	2022-23 ₹ Lakh	2021-22 ₹ Lakh
Rates and taxes	-	1
Professional fees	3	3
Payments to Auditor (Refer Note Below)	1	1
Total	4	5

14 Exceptional items

Particulars	2022-23 ₹ Lakh	2021-22 ₹ Lakh
Mezzanine Debt from Promoters written back	-	(16,731)
Total	-	(16,731)

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

Particulars	2022-23	2021-22
	₹ Lakh	₹ Lakh
a) As Auditor	0.35	0.35
b) For Other Services	0.54	0.41
Total	0.89	0.77

PNG Tollway Limited**A) Notes forming part of accounts for the year ended March 31, 2023****1 Corporate Information**

PNG Tollway Limited is a Special Purpose Vehicle (SPV) incorporated on February 16, 2009 for the purpose of conversion of two lane to six lane of NH3 from KM 380.00 to KM 440.00, Pimpalgaon-Nasik-Gonde Section in Nasik District of Maharashtra State, under Design, Build, Finance, Operate and Transfer (DBFOT) basis vide Concession Agreement dated July 08, 2009 jointly signed with National Highways Authority of India (NHAI). The concession period was for 20 years including construction period of 30 Months. The partial Commercial operation was achieved from October 01, 2012 and full commercial operations were achieved on March 12, 2014. However, the Project was terminated on March 29, 2016.

Consequently, the toll operations were taken over by the NHAI on April 13, 2016 and the maintenance operations were taken over on July 31, 2016. The Company was engaged in various meetings with the NHAI with regard to finalization of termination proceeds and its settlement. On August 30, 2016, NHAI released an adhoc payment of Rs.10,000 Lakhs. Further on February 21, 2017, the NHAI issued a termination notice, alleging Concessionaire's Event of Default and arbitrarily released an amount of Rs.32,306 Lakhs on March 26, 2017.

After subsequent deliberations with NHAI including Conciliation Committee of Independent Experts, the issue of Termination Payment was concluded through a Settlement Agreement signed between NHAI and the Company on April 04, 2019 for an amount of Rs.1,23,806 Lakhs as full and final payment towards all disputes arising out of the Concession Agreement. Also, the NHAI has agreed to make payment of Rs.76,500 Lakhs as initial payment within 30 days from the date of said Settlement Agreement and the balance amount of Rs.5,000 Lakhs shall be held towards inspection of structure by a three member expert committee. The remaining amount shall be released within one month from the date of receipt of the satisfaction report from the expert committee. Accordingly, an amount of Rs.76,500 Lakhs was received on May 03, 2019 and a partial amount of Rs.3,854 Lakhs was received on February 04, 2020 citing some recoveries. Out of the remaining amount of Rs.1,146 Lakhs, the Company has received Rs.650 Lakhs on September 16, 2020 and the balance amount of Rs.496 Lakhs was adjusted towards future Repairs and Maintenance to the facility by the NHAI.

The effect for this Settlement Agreement was given in the books of account of the Company during the Financial Year 2019-20. Termination payment received was utilized for the discharge of lenders dues and other Creditors if any. The above-mentioned amount of Rs.496 Lakhs has been accounted as Repairs and Maintenance Expense during the Financial Year 2020-21.

2 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
Associate Company:	Ashoka Concessions Limited
Key Management Personnel :	Independent Director : A Veeraraghavan Independent Director : Samyuktha Surendran Director : P.G. Suresh Kumar Director : Dr. Esther Malini Director : Rajendra Chindulal Burad Chief Financial Officer : P. Padmanabhan (upto July 05, 2022) Chief Financial Officer : Vasu Lavanya (from July 06, 2022 to August 25, 2022) Chief Financial Officer : B. Sudharson (w.e.f. October 07, 2022) Company Secretary : G. Muthukrishnan Manager : R. Viswanathan (w.e.f. March 15, 2022)

b) Disclosure of related party transactions

There have been no related party transactions during the year and no outstanding payables/receivables which are due to/due from related parties as on March 31, 2023 (Previous Year: Nil)

d) There have been no guarantees provided or received for any related party receivables or payables for the year ended 31 March 2023. (Previous Year: Nil)

There is no provision for bad and doubtful debts to related parties with regard to outstanding payables and there is no expense recognized in respect of bad and doubtful debts due from related parties. (Previous Year: Nil)

During the previous financial year, Mezzanine debt payable amounting to Rs.16,731 Lakh has been written back after taking approval from Board.

e) Compensation of Key Management personnel of the Company

Particulars	₹ Lakh)	
	2022-23	2021-22
Short term employee benefits (Sitting fees)	8	7

PNG Tollway Limited

A) Notes forming part of accounts for the year ended March 31, 2023

3 The Company has not earned any income/incurred any expenditure in foreign currency during the year. (previous year: ₹ Nil).

4 Disclosure pursuant to Ind AS 19 "Employee benefits":

The Company does not have employees on its roll and therefore Ind AS 19 is not applicable.

5 Disclosure pursuant to Ind AS 23 "Borrowing Costs"

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

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

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

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

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

Particulars		2022-23	2021-22
		₹ Lakh	₹ Lakh
Basic earnings per equity share:			
Profit for the year attributable to owners of the Company for calculating basic earnings per share (₹ Lakh)	A	(11)	16,721
Weighted average number of equity shares outstanding for calculating basic earnings per share	B	1,691	1,691
Basic Earnings per equity share (₹)	A / B	(0.01)	9.89
Diluted earnings per equity share:			
Profit for the year attributable to owners of the Company for calculating basic earnings per share (₹ Lakh)	A	(11)	16,721
Add : Interest on convertibles (net of tax)	B	-	-
Profit for the year attributable to owners of the Company for the calculating of diluted earnings per share (₹ Lakh)	C = A+B	(11)	16,721
Weighted average number of equity shares outstanding for calculating basic earnings per share	D	1,691	1,691
Add : Shares deemed to be issued for no consideration	E	1,231	1,231
Weighted average number of equity shares outstanding for calculating diluted earnings per share	H = D + E	2,922	2,922
Diluted earnings per equity share (₹)		(0.00)	5.72
Face value per equity share (₹)		10.00	10.00

8 The Going Concern assumption is not appropriate, hence financial statement have been drawn up accordingly.

9 The Company has reclassified and regrouped the previous year figures wherever considered necessary to confirm to this year's classification.

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

a) Contingent Liabilities :

Disclosure in respect of contingent liabilities is given as part of Note 9 to the Financial Statements.

11 Disclosures pursuant to 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 shareholder value.

PNG Tollway Limited

A) Notes forming part of accounts for the year ended March 31, 2023

12) Financial Instruments

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
Financial Assets							
Cash and Bank Balances	2	-	-	-	-	-	1
Investment in Liquid Mutual Fund Units	3	24	-	-	34	-	-
Total Financial Assets		24	-	-	34	-	1
Financial liabilities							
Total Financial Liabilities		-	-	-	-	-	-

13) 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
Financial Assets					
Cash and Bank Balances	2	-	-	1	1
Total Financial Assets		-	-	1	1
Financial liabilities					
Total Financial Liabilities		-	-	-	-

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

14) Fair Value Measurement

Fair Value Measurement of Financial assets and Financial liabilities

Fair value hierarchy

As at March 31, 2023

₹ Lakh

Financial Assets & Liabilities Measured at FV - Recurring FVM	Note No.	Level 1	Level 2	Level 3	Total
Financial asset measured at FVTPL					
Investment in Liquid Mutual Fund Units	3	24	-	-	24
Total of Financial Assets		24	-	-	24
Financial Liabilities measured at FVTPL					
Total of Financial Liabilities		-	-	-	-

Financial Assets & Liabilities Measured at Amortized cost for which fair values are to be disclosed	Note No.	Level 1	Level 2	Level 3	Total
Financial Assets					
Cash and Bank Balances	2	-	-	-	-
Total of Financial Assets		-	-	-	-

As at March 31, 2022

₹ Lakh

Financial Assets & Liabilities Measured at Amortized cost for which fair values are to be disclosed	Note No.	Level 1	Level 2	Level 3	Total
Financial Assets measured at FVTPL					
Investment in Liquid Mutual Fund Units	4	34	-	-	-
Total Financial Assets		34	-	-	-
Financial Liabilities					
Total Financial Liabilities		-	-	-	-

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

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

PNG Tollway Limited

A) Notes forming part of accounts for the year ended March 31, 2023

15) Financial Risk Management

The Company's activities expose it to variety of financial risks: market risk, credit risk and liquidity risk. The company's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board of Directors 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, the Company is not having any borrowings with interest. Hence, there is no risk associated with variation in interest rate.

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 funds is as follows:

Particulars	Note No.	As at March 31, 2023 ₹ Lakh	As at March 31, 2022 ₹ Lakh
Investment in Liquid Mutual Fund Units	3	24	34

Sensitivity Analysis

	Impact on profit/ loss after tax	
	As at March 31, 2023 ₹ Lakh	As at March 31, 2022 ₹ Lakh
Increase or decrease in NAV by 2%	0.48	0.68

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

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.

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.

PNG Tollway Limited

A) Notes forming parts of accounts for the year ended on March 31, 2023

16) Financial Ratios

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		69:1	80:1	-13.75%	
2	Debt – Equity Ratio	Total Debt / Total Equity		0:1	0:1	NA	No outstanding borrowings
3	Debt Service Coverage Ratio	EBITDA / (Interest + Principal)		0:1	0:1	0.00%	
4	Return on Equity Ratio	Profit After Tax / Average Total Equity	Average Total Equity = (Opening Total Equity + Closing Total Equity) / 2	-0.13:1	-2.02:1	-93.56%	During the previous year, borrowings from related parties has been written back.
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	-	-	NA	
8	Net Capital Turnover Ratio	Revenue from Operations / Shareholders Equity		NA	NA	NA	
9	Net Profit Ratio	Profit after Tax / Revenue from Operations		-	-	NA	
10	Return on Capital Employed	EBIT / Capital Employed	Capital Employed = Total Equity + Total Debts	-13%	-202%	-93.56%	During the previous year, borrowings from related parties has been written back.
11	Return on Investment	Profit After Tax / Total Equity		3%	3%	25.86%	Due to sale of mutual fund units in current year

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

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

19) 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.

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

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

22) 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.

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

24) 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.

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

26) 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.

27) 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.

28) 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.

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

30) The Company has not given any Loans & advances to specified persons that are Repayable on Demand or without specifying any terms or period of repayment.

PNG Tollway Limited

Notes forming parts of accounts for the year ended on March 31, 2023

B 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 item:

Item	Measurement basis
Certain financial assets and liabilities	Fair value

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

3 Cash and bank balances

Cash and bank balances also include fixed deposits 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.

4 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:

- transactions of a non-cash nature;
- any deferrals or accruals of past or future operating cash receipts or payments and,
- 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.

5 Exceptional items

On certain occasions, the size, type or incidence of an item of income or expenses 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.

6 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.

7 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.

8 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.

PNG Tollway Limited

Notes forming parts of accounts for the year ended on March 31, 2023

9 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.

10 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.

11 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.

As per our report attached
For M.K.Dandeker & Co.
Chartered Accountants
(Firm Regn. No. 000679S)
by the hand of

For and on behalf of the Board,

S. Poosaidurai
Partner
Membership No. 223754

P.G.Suresh Kumar
Director
DIN No : 07124883

Dr.Esther Malini
Director
DIN No : 07124748

B. Sudharson
Chief Financial Officer

G. Muthukrishnan
Company Secretary

Place: Chennai
Date: April 07, 2023

Place: Chennai
Date: April 07, 2023

ATTENDANCE SLIP

PNG TOLLWAY LIMITED
CIN: U45203TN2009PLC070741
Regd. Office: Mount Poonamallee Road, Manapakkam,
Chennai - 600089.

14th Annual General Meeting, held on Tuesday, August 08, 2023, at 11.00 A.M.

Reg. Folio No. _____

No. of Shares _____

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

I hereby record my presence at the 14th Annual General Meeting of the Company, held on Tuesday, August 08, 2023, at 11.00 A.M 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

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

PROXY FORM
Form No. MGT-11

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

CIN **CIN: U45203TN2009PLC070741**
Name of the Company **PNG Tollway Limited**
Regd. Office **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 : failing him
Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 14th Annual General Meeting of the Company, will be held on Tuesday, August 08, 2023 at 11.00 A.M 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
Ordinary Business			
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 Dr. Esther Malini (DIN: 07124748), who retires by rotation and is eligible for reappointment.		
3	Appointment of Mr. R.G Ramachandran (DIN: 02671982) as director		

Signed this _____ day of _____ 2023

Signature of shareholder _____

Signature of Proxy holder(s) _____

Affix one
Rupee
Revenue
Stamp

Notes:

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

Route map to the 14th AGM venue of PNG TOLLWAY LIMITED

