

## **INDEPENDENT AUDITOR'S REPORT**

To,

The Members of Vindhyachal Expressway Private Limited

### **Report on the Audit of the Standalone Financial Statements**

#### **Opinion**

We have audited the accompanying standalone financial statements of Vindhyachal Expressway Private Limited ("the Company"), which comprise the balance sheet as at 31st March 2019, the statement of Profit and Loss, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, its 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) issued by ICAI and 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 Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the 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 Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our report:

<b>Key audit matters</b>	<b>How our audit addressed the key audit matter</b>
<b>i) Provisioning towards Major Maintenance expense</b>	
The company is required to ensure maintenance of the project highway for which it has to carry out periodic major maintenance / resurfacing expenses as required under the concession agreement. The estimation of the likely amount to be incurred and the timing thereof involves calculation and judgement for assessing the provision towards resurfacing (as per IndAS 37). Considering the amount and estimation involved, the same is considered as Key Audit Matter.	The estimation made by the management have been verified w.r.t. compliance of the requirements of concession agreement, checking of arithmetical accuracy, verifying the underlying assumptions and comparison with earlier years assumption etc. to check any material inconsistencies. Based on audit procedures carried, we have not come across any material variations.
<b>ii) Toll revenue in respect of toll collection under the Service Concession Agreement</b>	
<p>The toll collection done by the company is the major source of revenue for the company. The right to collect toll is based on the users using the toll assets. The process of identifying the usage charges is system driven based on the type / class of vehicles, distance etc. These are charged / billed by using complex IT software and hardware.</p> <p>This is a key audit matter considering the nature and volume of transaction; and reliance on information technology systems for the related automated and IT dependent controls.</p>	<p>Audit procedures included the following:</p> <ul style="list-style-type: none"> <li>a) Understanding of the processes and control placed for toll collection and evaluating the key controls around such process and testing those controls for the operating effectiveness</li> <li>b) Testing and selection of Information Technology General Controls (ITGCs) supporting the integrity of the tolling system operation, including access, operations and change management controls;</li> <li>c) Checking the reconciliation of toll collection as per transaction report (generated from toll system) with cash deposited in bank and revenue as per books. To verify it also checking on random sample basis, the previous images to ensure correct toll charges based on vehicle classification.</li> <li>d) Verifying the exemptions and other dispensations allowed as well analysis of data for unusual transactions and examining the same.</li> <li>e) Performing cut off procedures in relation to revenue to ensure completeness of revenue.</li> </ul>

iii) Impairment Testing for Intangible Assets - Toll Collection Rights	
<p>The company has toll collection rights as intangible assets pursuant to the concession agreement. The carrying value of these rights acquired under BOT basis is being compared to the recoverable value (which is value in use in the instant case) thereof to ascertain if there is any impairment.</p> <p>The process involves estimating the value in use of the asset which is determined by forecasting and discounting future cash flows. The same is sensitive to changes in discount rate, traffic growth rates, toll growth rates etc.</p> <p>The determination of the recoverable amount of the toll collection right involves significant judgment due to inherent uncertainty in the assumptions supporting the recoverable amount of these rights.</p> <p>Accordingly, the evaluation of impairment of toll collection rights has been determined a key audit matter.</p>	<p>The audit process included the following aspects :</p> <ul style="list-style-type: none"> <li>a) Checking appropriateness of the valuation methodology used in determining the recoverable amount. Including evaluating the objectivity, independence and competence of specialists involved;</li> <li>b) Checking the assumptions used for the major components of the cash flow forecasts, discount rates, cost of capital etc;</li> <li>c) Evaluating potential changes in major components as compared to previous year / actual performance in order to evaluate whether the inputs and assumptions used in the cash flow forecasts were suitable;</li> <li>d) Recoverable value gap available by performing sensitivity analysis of key assumptions used;</li> <li>e) Checking the arithmetical accuracy of the mode</li> </ul>

### Information Other than the Financial Statements and Auditor's Report Thereon

The company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the financial statements and our auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the 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 Standalone Financial Statements**

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

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

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

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

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's

ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of the misstatements in the standalone 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 standalone 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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in Annexure – I 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, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account
- (d) In our opinion, the aforesaid standalone financial statements comply, in material respect, with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

- (e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 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 II.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 29 to the financial statements;
  - ii) Based on the assessment made by the company, there are no material foreseeable losses on its long term contracts that may require any provisioning
  - iii) In view of there being no amounts required to be transferred to the Investor Education and Protection Fund for the year under audit, the reporting under this clause is not applicable.

**For MKPS & Associates**  
**Chartered Accountants**  
**FRN 302014E**

**Narendra Khandal**  
**Partner**  
**M No. 065025**

**Mumbai, May 7, 2019**

**Annexure – I to the Independent Auditors Report**  
**Referred to in our report of even date, to the members of Vindhyachal Expressway Private**  
**Limited for the year ended March 31, 2019**

- i)
  - (a) The company is maintaining proper records showing full particulars, including quantitative details and situation of its fixed assets.
  - (b) The fixed assets of the company have been physically verified by the management during the year and no material discrepancies have been noticed on such verification. In our opinion, the frequency of verification is reasonable.
  - (c) The company doesn't have any land as its fixed assets and hence the reporting requirements under this sub-clause are not applicable.
- ii) In our opinion, and according to the information and explanations given to us, the company has sub-contracted the entire construction / operation related activities and therefore does not carry any inventories. Hence, the reporting requirements under clause (ii) of paragraph 3 of the order are not applicable.
- iii) In our opinion and according to the information and explanation given to us, the company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnership or other parties covered in the register maintained under section 189 of the Companies Act 2013. Accordingly, the reporting requirements under sub-clause (a), (b) and (c) of Clause (iii) of paragraph 3 of the order are not applicable.
- iv) In our opinion and according to the information and explanations given to us, there are no loans, investments, guarantees and securities granted in respect of which provisions of section 185 and 186 of the Act are applicable and hence the reporting requirements under clause (iv) of paragraph 3 of the order are not applicable.
- v) In our opinion and according to the information and explanations given to us, the company has not accepted any deposits during the period under audit. Consequently, the directives issued by Reserve Bank of India and the provisions of sections 73 to 76 of the Act and the rules framed thereunder are not applicable.
- vi) According to the information and explanations provided to us and as represented by the management, the maintenance of cost records have not been specified for the company by the Central Govt., under sub-section (1) of section 148 of the Act read with Companies (Cost Records and Audit) Rules, 2014 (as amended). Hence, the reporting requirements under clause (vi) of paragraph 3 of the order are not applicable.
- vii)
  - (a) According to the information and explanations given to us and based on the records of the company examined by us, the company is generally regular in depositing the undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other material statutory dues, as applicable, with the appropriate authorities in India. According to the information and explanations given to us, there are no undisputed amounts in respect of the aforesaid statutory dues which in arrears as at March 31, 2019 for a period of more than six months from the date they became payable.
  - (b) According to the information and explanations given to us, there are no applicable statutory dues which have not been deposited on account of any dispute except in respect of the demand for penalty towards Sales Tax for Rs. 9.60 Lacs in respect of FY 2014-15 against which claims have been referred to the Addl. Commissioner of Sales Tax (Bhopal) by paying an amount of Rs. 2.40 Lacs under protest.

- viii) Based upon the audit procedures carried out by us and on the basis of information and explanations provided by the management we are of the opinion that the company has not defaulted in repayment of dues to banks / Financial Institutions. The company has not issued any debentures and there are no outstanding dues to government during the year.
- ix) In our opinion and according to the information and explanations given to us, the term loans taken by the company have been ultimately utilised for the purpose for which they were taken. Further, the company has not raised any funds by way of initial / further public offer.
- x) Based on the audit procedures performed by us for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given to us by the management, we report that we have neither come across any instance of fraud by the company or on the company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the management.
- xi) According to the information and explanations given to us, the company has not paid any managerial remuneration during the year and hence the reporting requirements under clause (xi) of paragraph 3 of the order are not applicable.
- xii) The company is not a Nidhi Company and hence the reporting requirements under clause (xii) of paragraph 3 of the order are not applicable.
- xiii) According to the information and explanations given to us, all transactions entered into by the company with related parties are in compliance with section 177 and 178 of the Act where applicable and the details thereof have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv) The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under audit.
- xv) According to the information and explanations provided to us, the company has not entered into any non-cash transactions with directors or persons connected with them.
- xvi) In our opinion and according to the information and explanations given to us, the company is not required to be registered under Section 45 – IA of the Reserve Bank of India, 1934.

**For MKPS & Associates**  
**Chartered Accountants**  
**FRN 302014E**

**CA Narendra Khandal**  
**Partner**  
**M No. 065025**

**Mumbai, May 7, 2019**



## **Annexure – II to the Independent Auditors Report**

**Referred to in our report of even date, to the members of Vindhyachal Expressway Private Limited for the year ended March 31, 2019**

### **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 Vindhyachal Expressway Private Limited (“the Company”) as of March 31, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

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

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

## **Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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

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

## **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For MKPS & Associates**  
**Chartered Accountants**  
**FRN 302014E**

**CA Narendra Khandal**  
**Partner**  
**M No. 065025**

**Mumbai, May 7, 2019**

**VINDHYACHAL EXPRESSWAY PRIVATE LIMITED**  
**Balance Sheet as at 31st March, 2019**

(Rs. in Lacs)			
	Note	As at 31st March, 2019	As at 31st March, 2018
<b>ASSETS</b>			
<b>Non - current Assets</b>			
Property, Plant and Equipment	3	25.63	32.74
Other Intangible Assets	4	72,291.73	72,872.05
Intangible assets under development	4	407.94	407.94
Financial Assets			
Other Financial Assets	5 (b)	14.69	14.57
Deferred tax assets	6	4,782.80	4,014.86
<b>Total Non Current Assets</b>		<b>77,522.80</b>	<b>77,342.16</b>
<b>Current Assets</b>			
Financial Assets			
Trade Receivables	5 (a)	588.62	635.28
Cash and Cash Equivalents	5 (c)	154.32	819.46
Other Financial Assets	5 (b)	3.61	5.96
Other Current Assets	7	123.10	188.42
<b>Total Current Assets</b>		<b>869.65</b>	<b>1,649.12</b>
<b>Total Assets</b>		<b>78,392.45</b>	<b>78,991.26</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity Share Capital	8(a)	2,705.01	2,705.01
Subordinate Debt	8(b)	14,761.00	14,761.00
<b>Other Equity</b>			
Reserves and surplus	8(c)	(1,860.15)	(1,626.75)
Other reserves	8(d)	45.04	45.04
<b>Equity attributable to owners of Vindhyachal Expressway Private Limited</b>		<b>15,650.89</b>	<b>15,884.29</b>
Non-controlling interests			
<b>Total equity</b>		<b>15,650.89</b>	<b>15,884.29</b>
<b>Non - current Liabilities</b>			
Financial Liabilities			
Borrowings	9(a)	46,422.29	48,740.24
Other Financial Liabilities	9(c)	4,941.49	4,785.84
Provisions	10	1,922.33	1,287.33
<b>Total non-current liabilities</b>		<b>53,286.12</b>	<b>54,813.41</b>
<b>Current Liabilities</b>			
Financial Liabilities			
Borrowings	9(b)	6,141.85	5,054.61
Trade Payables	9(d)	148.93	122.25
Other financial liabilities	9(c)	2,905.39	2,835.79
Provisions	10	1.04	2.00
Other current liabilities	11	258.23	278.93
<b>Total current liabilities</b>		<b>9,455.44</b>	<b>8,293.58</b>
<b>Total liabilities</b>		<b>62,741.55</b>	<b>63,106.99</b>
<b>Total equity and liabilities</b>		<b>78,392.45</b>	<b>78,991.26</b>

The above balance sheet should be read in conjunction with the accompanying notes.

As per our report of even date

**For M K P S & Associates**

Chartered Accountants

Firm's Registration No.302014E

For and on behalf of the Board

**CA Narendra Khandal**

Partner

Membership No.: 065025

Rajesh Prabhakar Lad  
**Managing Director**  
**Chief Financial Officer**  
**DIN: 07963897**

Saurabh Gupta  
**Director**  
**DIN: 06856431**

Amit Agarwal  
**Company Secretary**  
**M No. A20031**

Place : Mumbai

Date : 07.05.2019

Place : Mumbai

Date : 07.05.2019

VINDHYACHAL EXPRESSWAY PRIVATE LIMITED  
Profit and loss account for the year ended 31st March, 2019

(Rs. in Lacs)

Particulars	Notes	Year ended 31 March 2019	Year ended 31 March 2018
Revenue from operations	12	6,657.06	5,318.87
Utility Shifting	13	-	102.19
Other income	14	36.37	0.78
<b>Total income</b>		<b>6,693.43</b>	<b>5,421.83</b>
<b>Expenses</b>			
Construction Cost	15	-	8.64
Operation & Management Expenses	16	816.36	831.04
Utility Shifting Expenditure	17	5.33	65.17
Employee benefit expense	18	56.55	69.14
Finance costs	19	5,532.73	5,694.32
Depreciation and amortisation expense	20	587.43	454.07
Other expenses	21	696.37	571.72
<b>Total expenses</b>		<b>7,694.77</b>	<b>7,694.10</b>
<b>Profit before exceptional items, share of net profits of investments accounted for using equity method and tax</b>		<b>(1,001.34)</b>	<b>(2,272.27)</b>
Share of net profit of associates and joint ventures accounted for using the equity method		-	-
<b>Profit before exceptional items and tax</b>		<b>(1,001.34)</b>	<b>(2,272.27)</b>
Exceptional items*		-	-
<b>Profit before tax from continuing operations</b>		<b>(1,001.34)</b>	<b>(2,272.27)</b>
Income tax expense	22	-	-
- Current tax		-	-
- Deferred tax		(767.94)	(1,499.14)
<b>Total tax expense</b>		<b>(767.94)</b>	<b>(1,499.14)</b>
<b>Profit from continuing operations</b>		<b>(233.40)</b>	<b>(773.13)</b>
<b>Discontinued operations</b>			
<b>Profit from discontinued operation before tax</b>		-	-
<b>Tax expense of discontinued operations</b>		-	-
<b>Profit from discontinued operation</b>		-	-
<b>Profit for the year</b>		<b>(233.40)</b>	<b>(773.13)</b>
<b>Other comprehensive income</b>			
Items that will not be reclassified to profit or loss		-	-
Remeasurements of post-employment benefit obligations		-	-
Income tax relating to these items		-	-
<b>Other comprehensive income for the year, net of tax</b>		<b>-</b>	<b>-</b>
<b>Total comprehensive income for the year</b>		<b>(233.40)</b>	<b>(773.13)</b>
<b>Earnings per equity share for profit from operation attributable to owners of Vindhyachal Expressway Private Limited:</b>			
Basic earnings per share	23	INR (0.86)	INR (2.86)
Diluted earnings per share		(0.86)	(2.86)

The above statement of profit and loss should be read in conjunction with the accompanying notes.

As per our report of even date

**For M K P S & Associates**

Chartered Accountants

Firm's Registration No.302014E

**For and on behalf of the Board**

**CA Narendra Khandal**

Partner

Membership No.: 065025

Rajesh Prabhakar Lad  
**Managing Director**  
**Chief Financial Officer**  
**DIN: 07963897**

Saurabh Gupta  
**Director**  
**DIN: 06856431**

Amit Agarwal  
**Company Secretary**  
**M No. A20031**

Place : Mumbai  
Date : 07.05.2019

Place : Mumbai  
Date : 07.05.2019

VINDHYACHAL EXPRESSWAY PRIVATE LIMITED

Statement of Cash flows for the year ended March 31, 2019

PARTICULARS	(Rs. in Lacs)	
	Period ended March 31,2019	Year ended March 31, 2018
<b>A. Cash Flow from Operating Activities</b>		
<b>Net Profit Before Tax and Extraordinary Items</b>	(1,001.34)	(2,272.27)
Add: Depreciation	587.43	454.07
Add: Reclassification of intangible Assets	-	770.19
Add: Provision for MMR, Gratuity and Leave encashment	461.90	445.23
Add: Interest on unwinding of recarping provision	172.15	83.23
Add: Interest on unwinding of Premium provision	572.39	612.41
Add: Other Borrowing Costs	26.95	31.43
Add: Guarantee Commission	5.92	45.04
Add: Finance Cost (including fair value change in financial instruments)	4,786.12	4,967.25
Less: Construction Revenue	-	(8.72)
Add: Construction Cost	-	8.64
Less: Interest Income	(2.08)	-
<b>Operating Profit Before Working Capital Changes</b>	<b>5,609.44</b>	<b>5,136.50</b>
Adjustment for :		
(Increase) / Decrease in Trade and Other Receivables	46.66	(50.46)
(Increase) / Decrease in other Current Assets	53.57	(90.32)
(Increase) / Decrease in other financial Assets	2.23	(2.14)
Increase / (Decrease) in Provisions	-	1.46
Increase / (Decrease) in Trade and Other Payables	26.67	(3.06)
Increase / (Decrease) in Other Current Liabilities	(20.70)	270.22
Increase / (Decrease) in other financial liabilities	(1,128.72)	(1,470.77)
<b>Cash generated from Operations</b>	<b>4,589.15</b>	<b>3,791.43</b>
Income Taxes refund / (paid) during the year	5.82	-
<b>Net Cash Flow from / (used in) Operating Activities</b>	<b>4,594.97</b>	<b>3,791.43</b>
<b>B. Cash Flow from / (used in) Investing Activities</b>		
Purchase of Fixed Assets / Additions to CWIP	-	(11.00)
Dividend received from other investments	2.08	-
<b>Net Cash Flow from / (used in) Investing Activities</b>	<b>2.08</b>	<b>(11.00)</b>
<b>C. Cash Flow from / (used in) Financing Activities</b>		
Proceeds from borrowings	-	1,705.00
Repayment of borrowings	(1,563.31)	(1,012.16)
Interest Paid	(4,786.12)	(4,967.25)
Proceeds / (repayment) from / of Unsecured Loans	1,087.24	1,230.00
<b>Net Cash Flow from / (used in) Financing Activities</b>	<b>(5,262.19)</b>	<b>(3,044.41)</b>
<b>Net Increase / (decrease) in Cash and Cash Equivalents</b>	<b>(665.14)</b>	<b>736.01</b>
<b>Cash and Cash Equivalent at the beginning of the year</b>	<b>819.46</b>	<b>83.45</b>
<b>Cash and Cash Equivalent at the end of the year</b>	<b>154.32</b>	<b>819.46</b>

The above statement of cash flows should be read in conjunction with the accompanying notes.

As per our report of even date

**For M K P S & Associates**

Chartered Accountants

Firm's Registration No.302014E

**CA Narendra Khandal**

Partner

Membership No.: 065025

**For and on behalf of the Board**

Rajesh Prabhakar Lad

**Managing Director**

**Chief Financial Officer**

**DIN: 07963897**

Saurabh Gupta

**Director**

**DIN: 06856431**

Amit Agarwal

**Company Secretary**

**M No. A20031**

Place : Mumbai

Date : 07.05.2019

Place : Mumbai

Date : 07.05.2019

**VINDHYACHAL EXPRESSWAY PRIVATE LIMITED****Statement of Changes in Equity (SOCIE) for the year ended 31st March 2019****(a) Equity share capital**

Particulars	March 31, 2019	
	Number of Shares	Amount
Balance at the beginning of the reporting period	27,050,050	270,500,500
Changes in equity share capital during the year	-	-
Balance at March 31, 2019	27,050,050	270,500,500

**(b) Other equity**

INR in Lacs

Particulars	Reserves & Surplus				Total
	Capital Reserve	Securities Premium Account	Other Reserve	Retained earnings	
<b>Balance at March 31, 2018</b>	-	-	-	(1,626.75)	(1,626.75)
Equity grant accounted as grant received under other non-current financial asset	-	-	-	-	-
Changes in accounting policy / prior period errors	-	-	-	-	-
<b>Restated balance at the end of the reporting period</b>	-	-	-	(1,626.75)	(1,626.75)
Profit for the year	-	-	-	(233.40)	(233.40)
Other comprehensive income for the year	-	-	45.04	-	45.04
<b>Total comprehensive income for the year</b>	-	-	45.04	(233.40)	(188.36)
					-
<b>Balance at March 31, 2019</b>	-	-	45.04	(1,860.15)	(1,815.11)

As per our report of even date

**For M K P S & Associates**

Chartered Accountants

Firm's Registration No.302014E

**For and on behalf of the Board****CA Narendra Khandal**

Partner

Membership No.: 065025

Rajesh Prabhakar Lad

**Managing Director****Chief Financial Officer****DIN: 07963897**

Saurabh Gupta

**Director****DIN: 06856431**

Amit Agarwal

**Company Secretary****M No. A20031**

Place : Mumbai

Date : 07.05.2019

Place : Mumbai

Date : 07.05.2019

**1 Corporate Information**

The Company has been awarded the work to promote, develop, finance, establish, design, construct, equip, operate, maintain the Four laning of Rewa – Hanumana Road Project Section of NH-07 with paved shoulders between KM 229/10 at Rewa City to KM 140/6 at MP/UP border (Length- 89.30Km). in the state of Madhya Pradesh on Design, Build, Finance, Operate and Transfer (DBFOT) basis, to charge and collect toll fees and to retain and appropriate receivables as per the Concession Agreement dated 25th January 2012 with Madhya Pradesh Road Development Corporation Ltd. The Concession Agreement is for a period of 30 years from appointed date i.e. 20th February, 2013 including the Construction Period of 730 days. The company is a wholly owned subsidiary company of JMC Projects (India) Limited.

The company had received provisional completion certificate for partial stretch from MPRDC on 07-02-2015, Based upon the same the company has started toll collection w.e.f. 15-02-2015. The company had received provisional completion certificate for balance stretch from MPRDC on 28-03-2016.

**2 Basis of preparation**

**(i) Compliance with Ind AS**

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 For all periods up to and including the year ended 31 March 2016, the company prepared its financial statements in accordance to accounting standards notified under the section 133 of the companies Act, 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP).

**(ii) Historical cost convention**

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

- certain financial assets and liabilities that is measured at fair value;

**(iii) Use of estimates and judgements**

The preparation of the financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

The areas involving critical estimates and judgements are:

- (i) Estimation of Margin on Construction
- (ii) Estimation of useful life of property, plant and equipment and intangibles
- (iii) Estimation of provision for premium liability
- (iv) Estimation of revenue estimates for amortisation of intangible assets
- (v) Estimation of major maintenance provision

**3 Significant accounting policies**

**1 Segment reporting**

The Company is engaged in infrastructure business and is a Special Purpose Entity formed for the specific purpose detailed in note No.1 and thus operates in a single business segment. Also it operates in a single geographic segment. In the absence of separate reportable business or geographic segments the disclosures required under the Indian Accounting Standard (IND AS) 108 – "Operating Segments" have not been made.

**2 Revenue recognition**

**(i) Service concession**

Concession arrangements are recognized in accordance with Appendix C of Ind AS 115, Service Concession Arrangements. It is applicable to concession arrangements comprising a public service obligation and satisfying all of the following criteria:

- the concession grantor controls or regulates the services to be provided by the operator using the asset, the infrastructure, the beneficiaries of the services and prices applied;
- the grantor controls the significant residual interest in the infrastructure at the end of the term of the arrangement.

As per Ind AS 115, such infrastructures are not recognized in assets of the operator as property, plant and equipment but in financial assets ("financial asset model") and/or intangible assets ("intangible asset model") depending on the remuneration commitments given by the grantor.

The intangible asset model applies where the operator is paid by the users or where the concession grantor has not provided a contractual guarantee in respect of the recoverable amount. The intangible asset corresponds to the right granted by the concession grantor to the operator to charge users of the public service in remuneration of concession services.

Intangible assets resulting from the application of Appendix C of Ind AS 115 are recorded in the financial statements as intangible assets and are amortized using revenue based amortization method.

Based on the above parameter, in case of the company, Intangible asset model is adopted.

Under the intangible asset model, revenue includes:

- revenue recorded on a completion basis for assets and infrastructure under construction (in accordance with Ind AS 115);
- charges collected from users

**(ii) Interest Income**

Interest Income is accounted on time proportion basis.

### 3 Income tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction 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 the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the company and its subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss). Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is 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 liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

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. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

### 4 Impairment of assets

The carrying cost of assets is reviewed at each Balance Sheet date to determine whether there is any indication of impairment of assets and if any indication exists, the recoverable value of such assets is estimated. An impairment loss is recognized when the carrying cost of assets exceeds its recoverable value. An impairment loss is reversed, if there has been a change in the estimates used to determine the recoverable amount and recognized in compliance with IND AS - 36.

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are companyed at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or companies of assets (cash-generating units). Nonfinancial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

### 5 Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand and deposits held at call with financial institutions.

### 6 Trade receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost.

### 7 Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial instruments also include derivative contracts such as foreign currency forward contracts, interest rate swaps and currency options; and embedded derivatives in the host contract.

#### (i) Financial assets

##### Classification

The Company shall classify financial assets as subsequently measured at amortised cost, fair value through other comprehensive income or fair value through profit or loss on the basis of its business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

##### Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

##### Debt instruments at amortised cost

1. A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise to cash flows on specified dates that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

2. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium or fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss.



3. Debt instruments included within the fair value through profit and loss (FVTPL) category are measured at fair value with all changes recognized in the statement of profit and loss.

#### **Derecognition**

1. A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

(i) The rights to receive cash flows from the asset have expired, or

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

(iii) When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

(iv) Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

#### **(ii) Financial liabilities**

##### **Classification**

The Company classifies all financial liabilities as subsequently measured at amortised cost, except for financial liabilities at fair value through profit or loss. Such liabilities, including derivatives that are liabilities, shall be subsequently measured at fair value.

##### **Initial recognition and measurement**

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

##### **Financial liabilities at fair value through profit or loss**

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind-AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in Ind-AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/loss are not subsequently transferred to profit and loss. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The Company has not designated any financial liability as at fair value through profit and loss.

##### **Loans and borrowings**

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognized.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

This category generally applies to interest-bearing loans and borrowings.

##### **Derecognition**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

#### **8 Property, plant and equipment**

All items of property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

##### **Transition to Ind AS**

On transition to Ind AS, the company has elected to continue with the carrying value of all of its property, plant and equipment recognised as at 1 April 2015 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

Depreciation methods, estimated useful lives and residual value

Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives as follows:

- Office Equipment 5 years
- Electrical Installation 10 years
- Furniture, fittings and equipment 10 years
- Machinery 10-15 years
- Computer 3 years

The useful lives have been determined based on those specified by Schedule II to the Companies Act, 2013. The residual values are not more than 5% of the original cost of the asset.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other gains/(losses).

#### **Transition to Ind AS**

On transition to Ind AS, the company has elected to continue with the carrying value of all of its investment properties recognised as at 1 April 2015 measured as per the previous GAAP and use that carrying value as the deemed cost of investment properties.

### **9 Intangible assets**

#### **i) Toll Collection Rights**

Comprises of all Cost capitalized during construction phase of the project.

#### **(ii) Amortisation methods and periods**

The company amortises intangible assets with a finite useful life using the straight-line method over the following periods:

- Computer software 3 years

Intangible assets of Toll Collection Rights are amortised in proportion to revenue for the year to projected revenue i.e. based on the toll revenue for the year to projected revenue that is expected to be collected over the concession period in the manner as prescribed under Schedule - II of the Companies Act, 2013.

#### **(iii) Transition to Ind AS**

On transition to Ind AS, the company has elected to continue with the carrying value of intangible assets viz. Software recognised as at 1 April 2015 measured as per the previous GAAP and use that carrying value as the deemed cost of intangible assets.

However, the company has elected to restate the carrying amount of intangible asset of Toll Collection Rights as per Service Concession Accounting method under Appendix to IND AS 11

### **10 Trade and other payables**

These amounts represent liabilities for goods and services provided to the company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

### **11 Borrowings**

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other gains/(losses).

Borrowings are classified as current liabilities unless the company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

### **12 Borrowing costs**

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

Other borrowing costs are expensed in the period in which they are incurred.

### **13 Provisions**

Provisions for legal claims , service warranties are recognised when the company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

#### **14 Employee benefits**

The provision for Gratuity and Leave Encashment is being made by the management by a charge to the Statement of Profit and Loss for the year. In view of the number of employees being few and the amount not being significant, actuarial valuation for the same is not being done.

#### **15 Contributed equity**

Equity shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

#### **16 Earnings per share**

##### **(i) Basic earnings per share**

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the company
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares (note 23).

##### **(ii) Diluted earnings per share**

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

#### **(w) Rounding of amounts**

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

**VINDHYACHAL EXPRESSWAY PRIVATE LIMITED**

**Notes to Financial Statements for the year ended 31st March, 2019**

**Service concession arrangement**

On 25 January 2012, the Company entered into a service concession agreement with a MPRDC (The Madhya Pradesh Road Development Corporation Ltd) also the ('grantor') to construct a toll highway between Rewa city and MP/UP border. The construction of the toll road started thereafter and was partially completed and available for use on 07 February 2015 & balance was completed and available for use on 28 March 2016. Under the terms of the agreement, the Company will operate and make the toll road available to the public for a period of 30 years, starting from 15 February 2015/01 April 2016. The Company is responsible for any maintenance services required during the concession period.

The company has to pay a guaranteed minimum annual payment to the grantor for each year that the toll road is in operation. Additionally the company has received the right to charge users a fee for using the toll road, which the company will collect and retain. At the end of concession period, the toll road will become the property of the grantor and the company will have no further involvement in its operation and maintenance requirements.

The service concession agreement does not contain a renewal option. The right of grantor to terminate the agreement includes poor performance by company and in the event of material breach in the terms of agreement. The right of the company to terminate the agreement includes failure of the grantor to make payment under the agreement, a material breach in terms of the agreement and any changes in law that would render it impossible for the company to fulfil its requirement under the agreement.

For the year ended 31 March 2019, the company has recognised revenue of Rs.6,693.43 lacs of amount of tolls collected & Other Income. The company has recognised loss before tax of Rs. 1001.34 lacs on operation of toll. The revenue recognised in relation to construction in 2016 represents the fair value of construction services provided in construction of toll road.

The Company has recognised an intangible asset received as consideration for providing construction or upgrade service in a service concession arrangements of Rs.740,62 lacs of which Rs 1,771 lacs has been amortised till 2019. The intangible asset represents the right to charge users a fee for use of a toll road.

**VINDHYACHAL EXPRESSWAY PRIVATE LIMITED**
**Notes to Financial Statements for the year ended 31st March, 2019**
**Note 3: Property, plant and equipment**
**(Rs. in Lacs)**

Particulars	Plant & Equipments	Furniture & Fixtures	Office Equipments	Electrical Installation	Computers	Total
<b>Year ended 31 March 2018</b>						
<b>Gross carrying amount</b>						
Opening gross carrying amount	10.89	6.98	17.10	14.07	7.71	56.76
<b>Closing gross carrying amount</b>	<b>10.89</b>	<b>6.98</b>	<b>17.10</b>	<b>14.07</b>	<b>7.71</b>	<b>56.76</b>
<b>Accumulated depreciation</b>						
Opening accumulated depreciation	1.52	2.11	9.62	4.26	6.51	24.02
<b>Closing accumulated depreciation</b>	<b>1.52</b>	<b>2.11</b>	<b>9.62</b>	<b>4.26</b>	<b>6.51</b>	<b>24.02</b>
<b>Net carrying amount</b>	<b>9.37</b>	<b>4.87</b>	<b>7.48</b>	<b>9.81</b>	<b>1.20</b>	<b>32.74</b>
<b>Year ended 31 March 2019</b>						
<b>Gross carrying amount</b>						
Opening gross carrying amount	10.89	6.98	17.10	14.07	7.71	56.76
<b>Closing gross carrying amount</b>	<b>10.89</b>	<b>6.98</b>	<b>17.10</b>	<b>14.07</b>	<b>7.71</b>	<b>56.76</b>
<b>Accumulated depreciation and impairment</b>						
Opening accumulated depreciation	1.52	2.11	9.62	4.26	6.51	24.02
Depreciation charge during the year	0.90	0.64	3.45	1.42	0.70	7.10
<b>Closing accumulated depreciation and impairment</b>	<b>2.42</b>	<b>2.75</b>	<b>13.07</b>	<b>5.68</b>	<b>7.21</b>	<b>31.12</b>
<b>Net carrying amount</b>	<b>8.47</b>	<b>4.23</b>	<b>4.03</b>	<b>8.40</b>	<b>0.50</b>	<b>25.63</b>

**Property, plant and equipment pledge as security**

Refer to note 9(a) for information on property, plant and equipment pledge as security by the company

**VINDHYACHAL EXPRESSWAY PRIVATE LIMITED**
**Notes to Financial Statements for the year ended 31st March, 2019**
**Note 4: Intangible assets**
**(Rs. in Lacs)**

Particulars	Toll Collection Rights	Computer software	Intangible assets under development	Total
<b>Year ended 31 March 2018</b>				
<b>Gross carrying amount</b>				
Opening gross carrying amount	74,061.86	1.63	407.94	74,471.43
Additions - internal development	-	-	-	-
Acquisition of subsidiary (note 32)	-	-	-	-
<b>Closing gross carrying amount</b>	<b>74,061.86</b>	<b>1.63</b>	<b>407.94</b>	<b>74,471.43</b>
<b>Accumulated amortisation</b>				
Opening accumulated amortisation	1,191.14	0.29	-	1,191.43
Amortisation charge for the year	-	-	-	-
<b>Closing accumulated amortisation</b>	<b>1,191.14</b>	<b>0.29</b>	<b>-</b>	<b>1,191.43</b>
Closing net carrying amount	72,870.71	1.34	407.94	73,279.99
<b>Year ended 31 March 2019</b>				
<b>Gross carrying amount</b>				
Opening gross carrying amount	74,061.86	1.63	407.94	74,471.43
Additions - internal development	-	-	-	-
<b>Closing gross carrying amount</b>	<b>74,061.86</b>	<b>1.63</b>	<b>407.94</b>	<b>74,471.43</b>
<b>Accumulated amortisation and impairment</b>				
Opening accumulated amortisation	1,191.14	0.29	-	1,191.43
Amortisation charge for the year	579.85	0.47	-	580.32
Reclassification	-	-	-	-
Impairment charge	-	-	-	-
<b>Closing accumulated amortisation and impairment</b>	<b>1,770.99</b>	<b>0.76</b>	<b>-</b>	<b>1,771.75</b>
Closing net carrying amount	72,290.86	0.87	407.94	72,699.67

Note: Term loan from banks & NBFC's are secured against above Intangible Asset of Toll Collection Rights , Intangible Asset Under Development, Trade Receivables & Cash & Cash Equivalents. For Details refer Note 9(a)

Intangibles under development represents a small portion of the stretch where there are certain pending works, which is pending due to land availability and other reasons not solely attributable to the company.

As per the Impairment testing carried out by the company considering the expected cash flows, there is no expected impairment which needs to be recognised as per the best estimates of the management.

**VINDHYACHAL EXPRESSWAY PRIVATE LIMITED**
**Notes to Financial Statements for the year ended 31st March, 2019**
**Note 5: Financial assets**
**5(a) Trade receivables**
**(Rs. in Lacs)**

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>Trade receivables</b>		
Debts outstanding over Six Months from due date of payment	129.78	129.78
Other Debts includes Retention Money	458.84	505.50
Less: Allowance for bad and doubtful debts	-	-
Other receivable	-	-
<b>Total receivables</b>	<b>588.62</b>	<b>635.28</b>

**Break-up of security details**
**(Rs. in Lacs)**

Particulars	As at 31st March, 2019	As at 31st March, 2018
Secured, considered good		
Unsecured, considered good	588.62	635.28
<b>Total</b>	<b>588.62</b>	<b>635.28</b>
Allowance for doubtful debts	-	-
<b>Total trade receivables</b>	<b>588.62</b>	<b>635.28</b>

The company does not anticipate any credit loss in respect of these receivables

**5(b) Other Financial Assets**
**(Rs. in Lacs)**

Particulars	As at 31st March, 2019		As at 31st March, 2018	
	Current	Non-current	Current	Non-current
<b>Unsecured, considered good</b>				
<u>To related parties:</u>				
Advances to holding company	-		-	
<b>Unsecured, considered good</b>				
<u>To parties other than related parties:</u>				
Security deposits	-	14.69	-	14.57
Advances to employees	3.61	-	5.96	-
<b>Total Other Financial Assets</b>	<b>3.61</b>	<b>14.69</b>	<b>5.96</b>	<b>14.57</b>

**5(c) Cash and cash equivalents**
**(Rs. in Lacs)**

	As at 31st March, 2019	As at 31st March, 2018
Balances with banks		
- in current accounts	103.05	802.32
Cash on hand	51.27	17.14
<b>Total cash and cash equivalents</b>	<b>154.32</b>	<b>819.46</b>

There are no repatriation restrictions with regard to cash and cash equivalents as at the end of the reporting period and prior

**VINDHYACHAL EXPRESSWAY PRIVATE LIMITED****Notes to Financial Statements for the year ended 31st March, 2019****Note 6 : Deferred tax assets**

The balance comprises temporary differences attributable to:

(Rs. in Lacs)		
Particulars	As at 31st March, 2019	As at 31st March, 2018
Tax losses	4,668.64	4,005.86
Defined benefit obligations		-
Provisions		-
	<b>4,668.64</b>	<b>4,005.86</b>
<b>Other items</b>		
Construction Revenue (Net)	(253.14)	(253.14)
Intangible Assets	10.32	10.32
Recarpeting Provision & Unwinding	9.31	(35.45)
Deferred Premium Provision & Unwinding	267.20	226.73
Amortisation of Processing fees	26.58	20.80
Amortisation of Financing fees	11.57	8.80
Amortisation on Intangible Asset	42.33	30.94
<b>Total deferred tax assets</b>	<b>4,782.80</b>	<b>4,014.86</b>
Set-off of deferred tax liabilities pursuant to set-off provisions	-	-
<b>Net deferred tax assets</b>	<b>4,782.80</b>	<b>4,014.86</b>

**Significant estimates**

The company has recognised deferred tax assets on its carried forward tax losses.

The company has concluded that the deferred tax assets will be recoverable using the estimated future taxable income based on the approved business plans and budgets

The company is expected to generate taxable income from 2021-22 onwards.

The losses can be carried forward for a period of 8 years as per local tax regulations and the company expects to recover the losses.



**VINDHYACHAL EXPRESSWAY PRIVATE LIMITED****Notes to Financial Statements for the year ended 31st March, 2019****Note 7: Other current assets**

Particulars	(Rs. in Lacs)	
	As at 31st March, 2019	As at 31st March, 2018
Prepaid expenses - Current	68.12	74.09
Advance Income Tax	18.09	23.90
Advance VAT / Entry Tax (Net of Payable)	27.59	32.24
Advance to Creditors - Current	9.30	58.19
<b>Total</b>	<b>123.10</b>	<b>188.42</b>

**VINDHYACHAL EXPRESSWAY PRIVATE LIMITED**  
**Notes to Financial Statements for the year ended 31st March, 2019**

**Note 8: Equity share capital and other equity**

**8(a) Equity share capital**

Authorised equity share capital		(Rs. in Lacs)
Particulars	Number of shares (in lakhs)	Amount
As at 31 March 2018	700.00	7,000.00
Increase during the year	-	-
As at 31 March 2019	700.00	7,000.00

**(i) Movements in equity share capital**

Particulars	Notes	Number of shares (in lakhs)	Equity share capital (par value)
As at 31 March 2018		270.50	2,705.01
Exercise of options - proceeds received		-	-
Acquisition of subsidiary		-	-
Rights issue		-	-
As at 31 March 2019		270.50	2,705.01

**Terms and rights attached to equity shares :**

The Company has only one class of Equity Shares having par value of Rs. 10/- per share. Each holder of Equity Shares is entitled to one vote per share.

In the event of liquidation of the Company, the holders of Equity Shares will be entitled to receive remaining assets of the Company, after distribution of all liabilities. The distribution will be in proportion to the number of Equity Shares

**(ii) Shares of the company held by holding company**

Particulars	As at 31st March, 2019	As at 31st March, 2018
	(in lakhs)	(in lakhs)
JMC Projects (India) Ltd	270.50	270.50

**(iii) Details of shareholders holding more than 5% shares in the company**

Particulars	As at 31st March, 2019		As at 31st March, 2018	
	Number of shares	% holding	Number of shares	% holding
	(in lakhs)		(in lakhs)	
Equity Shares of Rs. 10/- each fully paid				
JMC Projects (India) Ltd	270.50	100.00%	270.50	100.00%

**8(b) Subordinate Debt (unsecured and interest free)****(Rs. in Lacs)**

Particulars	As at 31st March, 2019	As at 31st March, 2018
JMC Projects India Limited	14,761.00	14,761.00
<b>Total</b>	<b>14,761.00</b>	<b>14,761.00</b>

i) Subordinate debt is the part of sponsors equity from the promoter of the company for the project which is unsecured and interest free as per the common loan agreement with the lenders.

ii. Repayment of the subordinate debt is only after the repayment of the senior debt and out of the future available cash flows of the company.

**8(c) Reserves and surplus****(Rs. in Lacs)**

Particulars	As at 31st March, 2019	As at 31st March, 2018
Retained earnings	(1,860.15)	(1,626.75)
<b>Total reserves and surplus</b>	<b>(1,860.15)</b>	<b>(1,626.75)</b>

**(i) Retained earnings****(Rs. in Lacs)**

Particulars	As at 31st March, 2019	As at 31st March, 2018
Opening balance	(1,626.75)	(853.62)
Net profit for the period	(233.40)	(773.13)
Deferred Tax Assets for prior period	-	-
<b>Closing balance</b>	<b>(1,860.15)</b>	<b>(1,626.75)</b>

**8(d) Other reserves****(Rs. in Lacs)**

Particulars	Notes	Other Reserves	Total other reserves
<b>As at 31 March 2018</b>		-	-
Guarantee Commission Reverse		45.04	<b>45.04</b>
<b>As at 31 March 2019</b>		<b>45.04</b>	<b>45.04</b>

**VINDHYACHAL EXPRESSWAY PRIVATE LIMITED**  
**Notes to Financial Statements for the year ended 31st March, 2019**

**Note 9: Financial liabilities**

**9(a) Non-current borrowings**

(Rs. in Lacs)					
Particulars	Maturity date	Terms of repayment	Coupon/ Interest rate	As at 31st March, 2019	As at 31st March, 2018
<b>Secured</b>					
<b>Term loans From banks</b>					
<u>Rupee loan</u>					
- from banks	31-07-27	Refer note 9(a) 1	Base Rate+Spread	36,225.6	38,670.9
- from NBFC	31-07-27	Refer note 9(a) 2	Base Rate+Spread	12,541.5	11,632.4
				<b>48,767.0</b>	<b>50,303.4</b>
<b>Total non-current borrowings</b>				<b>48,767.0</b>	<b>50,303.4</b>
Less: Current maturities of long-term debt (included in note 9(c))				2,344.7	1,563.2
Less: Interest accrued (included in note 9(c))				-	-
<b>Non-current borrowings (as per balance sheet)</b>				<b>46,422.3</b>	<b>48,740.2</b>

**9 (a) 1 - Rupee loans from banks**

(Payable in 144 (One Hundred Forty Four) unequal monthly instalments. The repayment shall commence after a moratorium period of 12 (Twelve) months from from COD or August 31, 2015 and ending in July 2027)

**Secured by following:**

a). first mortgage and charge on all the Borrower's immovable properties, if any, both present and future; save and except the Project Assets. By way of hypothecation of all the Borrower's movable assets; save and except the Project Assets, Borrower's Receivables save and except the Project Assets and on all intangibles of the Borrower

b).first charge by way of assignment or otherwise creation of Security Interest in all the right, title, interest, benefits, claims and demands whatsoever of the Borrower in accordance with the provisions of the Substitution Agreement and the Concession Agreement & by way of assignment or creation of security interest of (a) all the rights, title, interest, benefits, claims and demands whatsoever of the Borrower in the Project Documents.

c) pledge of equity shares held by the Promoter aggregating to 51% (fifty one percent) of paid up and voting equity share capital of the Borrower

**9(a) 2 - Rupee loans from NBFC**

(Payable in 144 (One Hundred Forty Four) unequal monthly instalments. The repayment shall commence after a moratorium period of 12 (Twelve) months from from COD or August 31, 2015 and ending in July 2027)

**Secured by following:**

a). first mortgage and charge on all the Borrower's immovable properties, if any, both present and future; save and except the Project Assets. By way of hypothecation of all the Borrower's movable assets; save and except the Project Assets, Borrower's Receivables save and except the Project Assets and on all intangibles of the Borrower

b).first charge by way of assignment or otherwise creation of Security Interest in all the right, title, interest, benefits, claims and demands whatsoever of the Borrower in accordance with the provisions of the Substitution Agreement and the Concession Agreement & by way of assignment or creation of security interest of (a) all the rights, title, interest, benefits, claims and demands whatsoever of the Borrower in the Project Documents.

c) pledge of equity shares held by the Promoter aggregating to 51% (fifty one percent) of paid up and voting equity share capital of the Borrower

**9(b) Current borrowings**

(Rs. in Lacs)					
Particulars	Maturity date	Terms of repayment	Coupon/ Interest rate	As at 31st March, 2019	As at 31st March, 2018
<b>Loans repayable on demand</b>					
<b>Unsecured</b>					
Unsecured Loan - From JMC Projects (India) Ltd (Holding Company)		On demand	NIL	6,141.9	5,054.6
<b>Total current borrowings</b>				<b>6,141.9</b>	<b>5,054.6</b>
Less: Interest accrued (included in note 9(c))					
<b>Current borrowings (as per balance sheet)</b>				<b>6,141.9</b>	<b>5,054.6</b>

**VINDHYACHAL EXPRESSWAY PRIVATE LIMITED**
**9(c) Other financial liabilities**
**(Rs. in Lacs)**

<b>Particulars</b>	<b>As at 31st March, 2019</b>	<b>As at 31st March, 2018</b>
<b>Non-current</b>		
Premium Payable	4,941.49	4,785.84
<b>Total other non-current financial liabilities</b>	<b>4,941.49</b>	<b>4,785.84</b>
<b>Current</b>		
<b>Current maturities of long term debt:</b>		
Term Loans from Banks & NBFCs	2,344.73	1,563.15
Payables for Capital Goods	109.43	823.06
Premium payable	451.23	449.58
<b>Total other current financial liabilities</b>	<b>2,905.39</b>	<b>2,835.79</b>

**9(d) Trade payables**
**(Rs. in Lacs)**

<b>Particulars</b>	<b>As at 31st March, 2019</b>	<b>As at 31st March, 2018</b>
<b>Current</b>		
<b><u>Others</u></b>		
Trade Payables - Micro and Small Enterprises	-	-
Trade Payables - other than Micro and Small Enterprises	148.93	122.25
<b>Total</b>	<b>148.93</b>	<b>122.25</b>

There are no Micro and Small Enterprises to whom the company owes any dues, information in respect of the same have been given and to the extent identified by the management. The same has been relied upon by the auditors.

**VINDHYACHAL EXPRESSWAY PRIVATE LIMITED**
**Note 10: Provisions**
**(Rs in Lacs)**

Particulars	As at 31st March, 2019			As at 31st March, 2018		
	Current	Non- current	Total	Current	Non- current	Total
Major Maintenance expenses	-	1,920.60	1,920.60	-	1,285.04	1,285.04
Provision for gratuity	-	1.73	1.73	-	2.28	2.28
Leave obligations	1.04	-	1.04	2.00	-	2.00
<b>Total</b>	<b>1.04</b>	<b>1,922.33</b>	<b>1,923.37</b>	<b>2.00</b>	<b>1,287.33</b>	<b>1,289.33</b>

The movement in provisions is as below:

**(Rs in Lacs)**

Particulars	Provision for major maintenance expense	Provision for Gratuity	Provision for Leave Obligations
<b>Balance at 1 April 2018</b>	<b>756.59</b>	<b>2.04</b>	<b>0.77</b>
Additions during the year	528.45	0.24	1.23
Utilisation during the year			
Reversal (withdrawn as no longer required)			
<b>As at 31 March 2018</b>	<b>1,285.04</b>	<b>2.28</b>	<b>2.00</b>
Additions during the year	635.56	-	-
Utilisation during the year	-	-	(0.96)
Reversal (withdrawn as no longer required)	-	(0.55)	-
<b>As at 31 March 2019</b>	<b>1,920.60</b>	<b>1.73</b>	<b>1.04</b>
Non- current	1,920.60	1.73	-
Current	-	-	1.04

**VINDHYACHAL EXPRESSWAY PRIVATE LIMITED****Notes to Financial Statements for the year ended 31st March, 2019****Note 11: Other current liabilities****(Rs. in Lacs)**

<b>Particulars</b>	<b>As at 31st March, 2019</b>			<b>As at 31st March, 2018</b>		
	<b>Non- current</b>	<b>Current</b>	<b>Total</b>	<b>Non- current</b>	<b>Current</b>	<b>Total</b>
Other Statutory Liabilities	-	2.85	2.85	-	7.36	7.36
Other Current Liabilities	-	255.38	255.38		271.57	271.57
			-			
<b>Total</b>	<b>-</b>	<b>258.23</b>	<b>258.23</b>	<b>-</b>	<b>278.93</b>	<b>278.93</b>

**VINDHYACHAL EXPRESSWAY PRIVATE LIMITED****Notes to Financial Statements for the year ended 31st March, 2019****Note 12: Revenue from operations**

<b>(Rs. in Lacs)</b>		
<b>Particulars</b>	<b>As at 31st March, 2019</b>	<b>As at 31st March, 2018</b>
<b><u>Sale of services</u></b>		
Contract Revenue	-	8.72
Toll Collection	6,657.06	5,310.15
<b>Total</b>	<b>6,657.06</b>	<b>5,318.87</b>

**Note 13: Utility Shifting**

<b>(Rs. in Lacs)</b>		
<b>Particulars</b>	<b>As at 31st March, 2019</b>	<b>As at 31st March, 2018</b>
<b><u>Utility Shifting</u></b>		
Utility Shifting	-	102.19
<b>Total</b>	<b>-</b>	<b>102.19</b>

**Note 14: Other income and other gains/(losses)**

<b>(Rs. in Lacs)</b>		
<b>Particulars</b>	<b>As at 31st March, 2019</b>	<b>As at 31st March, 2018</b>
Interest income		
- from fixed deposits	2.08	-
- from others	0.61	-
Insurance Claim Received	3.73	-
Other Income	1.40	0.78
Liabilities Written Back	28.56	-
<b>Total</b>	<b>36.37</b>	<b>0.78</b>



**VINDHYACHAL EXPRESSWAY PRIVATE LIMITED**  
**Notes to Financial Statements for the year ended 31st March, 2019**

**Note 15: Construction Cost**

(Rs. in Lacs)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Construction Cost	-	8.64
<b>Total</b>	<b>-</b>	<b>8.64</b>

**Note 16: Operation & Management Expenses**

(Rs. in Lacs)

Particulars	As at 31st March, 2019	As at 31st March, 2018
O&M Services	686.12	670.33
Diesel & Electricity	65.41	75.21
Insurance	26.33	29.96
Site Expenses-Stores/Consumables	1.23	16.17
Cash Management Service	14.30	14.21
Rent/Hire Charges of Vehicles	9.75	10.62
Guest House Expenses	4.07	3.39
Internet Expenses	6.39	-
Other Operation & Maintenance Expenses	2.77	6.34
<b>Total</b>	<b>816.36</b>	<b>831.04</b>

**Note 17: Utility Shifting Expenditure**

(Rs. in Lacs)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Utility Shifting Expenditure	5.33	65.17
<b>Total</b>	<b>5.33</b>	<b>65.17</b>

**Note 18: Employee benefit expense**

(Rs. in Lacs)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Salaries, wages and bonus	48.76	61.93
Staff welfare expenses	7.80	7.20
<b>Total</b>	<b>56.55</b>	<b>69.14</b>

**Note 19: Finance costs**

(Rs. in Lacs)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Interest and finance charges on financial liabilities not at fair value through profit or loss	4,786.12	4,967.25
Other Borrowing Costs	32.87	31.43
Interest on Unwinding of Premium liability provision	572.39	612.41
Interest on Unwinding of Major Maintenance provision	141.35	83.23
<b>Finance costs expensed in profit or loss</b>	<b>5,532.73</b>	<b>5,694.32</b>

**VINDHYACHAL EXPRESSWAY PRIVATE LIMITED****Notes to Financial Statements for the year ended 31st March, 2019****Note 20: Depreciation and amortisation expense****(Rs. in Lacs)**

<b>Particulars</b>	<b>Notes</b>	<b>As at 31st March, 2019</b>	<b>As at 31st March, 2018</b>
Depreciation of property, plant and equipment	3	7.10	8.08
Depreciation on investment properties	4		
Amortisation of intangible assets	4	580.32	445.99
<b>Total</b>		<b>587.43</b>	<b>454.07</b>

**Note 21: Other expenses****(Rs. in Lacs)**

<b>Particulars</b>	<b>As at 31st March, 2019</b>	<b>As at 31st March, 2018</b>
Major Maintenance Expense	494.20	445.23
Travelling, conveyance & Vehicle	28.88	17.24
Rates & Taxes	1.16	-
Professional & Legal Charges	58.59	16.06
Bank Commission & Charges	17.66	12.31
Sundry Expenses	2.28	4.06
Repairs & Maintenance	71.11	58.44
Postage & Telephone Charges	1.22	1.70
Entry Tax	-	3.52
Business Promotion Expenses	-	0.93
Service Tax	7.05	7.01
Sitting Fees and Commission to Non-executive Directors	-	0.50
Computer & IT Expenses	0.35	1.44
Printing & Stationery Expenses	0.54	0.75
Auditor's Remuneration	3.66	2.53
Testing Charges	9.68	-
<b>Total</b>	<b>696.37</b>	<b>571.72</b>

**Note 21(a): Details of payments to auditors****(Rs. in Lacs)**

<b>Particulars</b>	<b>As at 31st March, 2019</b>	<b>As at 31st March, 2018</b>
<b>Payment to auditors</b>		
<b>As auditor:</b>		
Audit fee	3.66	2.53
<b>In other capacities</b>		
Taxation matters	-	-
<b>Total payments to auditors</b>	<b>3.66</b>	<b>2.53</b>

**VINDHYACHAL EXPRESSWAY PRIVATE LIMITED**
**Notes to Financial Statements for the year ended 31st March, 2019**
**Note 22: Income Tax Expense**

(Rs. in Lacs)		
Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>(a) Income tax expense</b>		
Current tax	-	-
Current tax on profits for the year		
Adjustments for current tax of prior periods		
<b>Total current tax expense</b>	-	-
Deferred tax		
Decrease (increase) in deferred tax assets	767.94	1,499.14
<i>(Decrease) increase in deferred tax liabilities</i>		
<b>Total deferred tax expense/(benefit)</b>	<b>767.94</b>	<b>1,499.14</b>
<b>Income tax expense</b>	<b>767.94</b>	<b>1,499.14</b>
Income tax expense is attributable to:		
Profit from operations	767.94	1,499.14
	<b>767.94</b>	<b>1,499.14</b>

**(b) Reconciliation of tax expense and the accounting profit multiplied by India's tax rate:**

(Rs. in Lacs)			
Particulars	Notes	As at 31st March, 2019	As at 31st March, 2018
Profit from operations before income tax expense		(1,001.34)	(2,272.27)
		<b>(1,001.34)</b>	<b>(2,272.27)</b>
<b>Tax at the Indian tax rate of 30% (2016-2017 - 30%) *</b>		-	-
Deferred Tax on Tax losses	6	662.78	1,383.77
Deferred Tax	6	105.16	115.38
<b>Income tax expense</b>		<b>767.94</b>	<b>1,499.15</b>

**(c) Amounts recognised directly in equity**

(Rs. in Lacs)			
	Notes	As at 31st March, 2019	As at 31st March, 2018
Deferred tax: Tax losses	6	-	-
		-	-

**VINDHYACHAL EXPRESSWAY PRIVATE LIMITED****Notes to Financial Statements for the year ended 31st March, 2019****Note 23: Earnings per share***(Figures in Lacs)*

<b>Particulars</b>	<b>As on March 31, 2019</b>	<b>As on March 31, 2018</b>
Profit after tax and minority interest	(233.40)	(773.13)
Profit available for Equity Shareholders	(233.40)	(773.13)
Weighted number of Equity Shares outstanding	271	271
Nominal Value of equity shares (in Rs.)	10	10
<b>Basic Earnings per share (in Rs.)</b>	<b>(0.86)</b>	<b>(2.86)</b>
Equity shares used to compute diluted earnings per share	271	271
<b>Diluted Earnings per share (in Rs.)</b>	<b>(0.86)</b>	<b>(2.86)</b>

**VINDHYACHAL EXPRESSWAY PRIVATE LIMITED**  
**Notes to Financial Statements for the year ended 31st March, 2019**

**Note No 24: Financial instruments – Fair values and risk management**

**Risk management framework**

The Company's activities expose it to a variety of financial risks, including market risk, credit risk and liquidity risk. The Company's risk management assessment and policies and processes are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor such risks and compliance with the same. Risk assessment and management policies and processes are reviewed regularly to reflect changes in market conditions and the Company's activities. The Board of Directors and the Audit Committee is responsible for overseeing the Company's risk assessment and management policies and processes.

**i. Credit risk**

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investment securities. Since the company's primary business is toll collection from general public which is primarily in cash, there is no credit risk involved. However, there are certain receivables arising from Utility Shifting & Other works received from the grantor, however the credit risk pertaining to the same is minimal.

**Trade and other receivables**

Since the company's primary business is toll collection from general public which is primarily in cash, there are no trade receivables for the same.

However, there are certain receivables arising from Utility Shifting & Other works received from the grantor, the aging of the same is given below.

Expected credit loss assessment for customers is not relevant

Summary of the Company's exposure to credit risk by age of the outstanding from its customers is as follows:

<b>INR Lakhs</b>	<b>Carrying amount</b>	
	<b>31-Mar-19</b>	<b>31-Mar-18</b>
Neither past due nor impaired	458.84	505.50
<b>Past due but not impaired</b>		
Past due 1–90 days	129.78	129.78
Past due 91–180 days	-	-
Past due 271–365 days	-	-
Past due more than 365 days	-	-
	<b>588.62</b>	<b>635.3</b>

**Cash and cash equivalents**

The Company held cash and cash equivalents with credit worthy banks and financial institutions of INR 154 lacs and INR 819 lacs as at 31st March 2019 and 31st March 2018 respectively. The credit worthiness of such banks and financial institutions is evaluated by the management on an ongoing basis and is considered to be good.

## Note No 24: Financial instruments – Fair values and risk management

### ii. Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market

interest rates. The Company's exposure to market risk for changes in interest rates relates to borrowings from financial institutions.

For details of the Company's long term loans and borrowings, including interest rate profiles, refer to Note 10(a) of these financial statements.

#### **Interest rate sensitivity - variable rate instruments**

A reasonably possible change of 100 basis points in interest rates at the reporting date would have increased / decreased equity and profit or loss by amounts shown below. This analyses assumes that all other variables remain constant. This calculation also assumes that the change occurs at the balance sheet date and has been calculated based on risk exposures outstanding as at that date. The period end balances are not necessarily representative of the average debt outstanding during the period.

(Rupees in lakhs)	Profit or loss	
	100 bp increase	100 bp decrease
<b>As at 31/03/2019</b>		
Rupee Loans - From Banks	(377.09)	377.09
Rupee Loans - From NBFC's	(112.83)	112.83
<b>sensitivity (net)</b>	<b>(489.92)</b>	<b>489.92</b>
<b>As at 31/03/2018</b>		
Rupee Loans - From Banks	(389.12)	389.12
Rupee Loans - From NBFC's	(116.43)	116.43
<b>sensitivity (net)</b>	<b>(505.55)</b>	<b>505.55</b>

(Note: The impact is indicated on the profit/loss and equity before tax basis)

**VINDHYACHAL EXPRESSWAY PRIVATE LIMITED**  
**Notes to Financial Statements for the year ended 31st March, 2019**

**Note No 24: Financial instruments – Fair values and risk management**

**iii. Liquidity risk**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to the Company's reputation.

The Company has obtained term loans from banks .

As of March 31, 2019, the Company had working capital (Total current assets - Total current liabilities) of Rs.(8586) lacs including cash and cash equivalents of Rs.154.3 lacs. As of March 31, 2018, the Company had working capital (Total current assets - Total current liabilities) of Rs.(6644) lacs including cash and cash equivalents of Rs.819.5 lacs.

**Exposure to liquidity risk**

The table below analyses the Company's financial liabilities into relevant maturity groupings based on their contractual maturities for:

(Rupees in lacs)		Contractual cash flows				
March 31, 2019	Carrying amount	Total	Less than 12 months	1-2 years	2-5 years	More than 5 years
<b>Non-derivative financial liabilities</b>						
<b>Borrowings</b>	<b>54,908.87</b>	<b>78,699.59</b>	13,091.53	8,125.16	26,723.52	30,759.38
Rupee Loans - From Banks	36,225.56	37,708.88	1,804.73	2,931.15	12,896.02	20,076.98
Rupee Loans - From NBFC	12,541.46	11,283.05	540.00	900.00	3,900.00	5,943.05
Unsecured Loan - Rupee Loans - Others	6,141.85	6,141.85	6,141.85			
Interest on term loan	-	23,565.81	4,604.95	4,294.01	9,927.50	4,739.35
<b>Other Financial Liabilities</b>	<b>5,502.15</b>	<b>19,435.43</b>	547.02	459.46	1,520.87	16,908.07
Premium payable	5,392.72	19,325.99	437.58	459.46	1,520.87	16,908.07
Payables for Capital Goods	109.43	109.43	109.43	-	-	-
<b>Trade payables</b>	<b>148.93</b>	<b>148.93</b>	148.93	-	-	-

(Rupees in lacs)		Contractual cash flows				
March 31, 2018	Carrying amount	Total	Less than 12 months	1-2 years	2-5 years	More than 5 years
<b>Non-derivative financial liabilities</b>						
<b>Borrowings</b>	<b>55,357.99</b>	<b>83,866.95</b>	11,396.84	6,936.23	25,760.60	39,773.28
Rupee Loans - From Banks	38,670.95	38,912.03	1,203.15	1,804.73	11,014.57	24,889.58
Rupee Loans - From NBFC	11,632.44	11,643.05	360.00	540.00	3,360.00	7,383.05
Unsecured Loan - Rupee Loans - Others	5,054.61	5,054.61	5,054.61			
Interest on term loan		28,257.26	4,779.08	4,591.50	11,386.03	7,500.65
<b>Other Financial Liabilities</b>	<b>6,058.48</b>	<b>20,930.36</b>	1,239.56	438.78	1,452.42	17,799.60
Premium payable	5,235.42	20,107.30	416.50	438.78	1,452.42	17,799.60
Payables for Capital Goods	823.06	823.06	823.06	-	-	-
<b>Trade payables</b>	<b>122.25</b>	<b>122.25</b>	122.25	-	-	-

**VINDHYACHAL EXPRESSWAY PRIVATE LIMITED**  
**Notes to Financial Statements for the year ended 31st March, 2019**

**Note No 25: Master netting or similar agreements**

The following table presents the recognised financial instruments that are offset, or subject to enforceable master netting arrangements and other similar agreements but not offset, as at March 31, 2019, March 31, 2018.

**(Rupees in lacs)**

Particulars	Effects of offsetting on the balance sheet	Related amounts not offset	
	Gross Amounts	Financial instrument collateral	Net amount
<b>31 March 2019</b>			
<b>Financial assets</b>			
Loans	-		-
Trade receivables	588.62	588.62	-
Cash and cash equivalents	154.32	154.32	-
Other financial Asset	18.30	18.30	-
<b>Total</b>	<b>761.24</b>	<b>761.24</b>	<b>-</b>
<b>Financial liabilities</b>			
Borrowings	54,908.87	(761.24)	54,147.63
Trade payables	148.93		148.93
Other financial liabilities	5,502.15		5,502.15
<b>Total</b>	<b>60,559.95</b>	<b>(761.24)</b>	<b>59,798.71</b>

**Note: The balance amount of Term Loan from Bank & NBFC's is secured against Intangible Asset-Toll Collection rights & Intangible Asset under Development. For Details please refer Note 4-Intangible Asset**

**(Rupees in lacs)**

Particulars	Effects of offsetting on the balance sheet	Related amounts not offset	
	Gross Amounts	Financial instrument collateral	Net amount
<b>31 March 2018</b>			
<b>Financial assets</b>			
Loans	-	-	-
Trade receivables	635.28	635.28	-
Cash and cash equivalents	819.46	819.46	-
Other financial Asset	20.53	20.53	-
<b>Total</b>	<b>1,475.27</b>	<b>1,475.27</b>	<b>-</b>
<b>Financial liabilities</b>			
Borrowings	55,357.99	(686.65)	54,671.34
Trade payables	122.25		122.25
Other financial liabilities	6,058.48		6,058.48
<b>Total</b>	<b>61,538.73</b>	<b>(686.65)</b>	<b>60,852.08</b>

**Note: The balance amount of Term Loan from Bank & NBFC's is secured against Intangible Asset-Toll Collection rights & Intangible Asset under Development. For Details please refer Note 4-Intangible Asset**



**VINDHYACHAL EXPRESSWAY PRIVATE LIMITED**  
**Notes to Financial Statements for the year ended 31st March, 2019**

**Note No 26: Financial instruments – fair values and risk management**

**A. Accounting classification and fair values**

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities if the carrying amount is a reasonable approximation of fair value. A substantial portion of the company's long-term debt has been contracted at floating rates of interest, which are reset at short intervals. Accordingly, the carrying value of such long-term debt approximates fair value.

		Carrying amount					Fair value			
March 31, 2019 Rs in lacs	Note No.	FVTPL	FVTOCI	Amortised Cost	Derivatives designated as hedges	Total	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
<b>Financial assets</b>										
(i) Loans						-				-
(ii) Trade receivables				588.62		588.62				-
(iii) Cash and cash equivalents				154.32		154.32				-
(iv) Bank balances other than above				-						
(v) Others				18.30		18.30				-
		-	-	<b>761.24</b>	-	<b>761.24</b>	-	-	-	-
<b>Financial liabilities</b>										
(i) Borrowings				54,908.87		54,908.87				-
(ii) Trade payables				148.93		148.93				-
(iii) Other financial liabilities				5,502.15		5,502.15		5,392.72		5,392.72
		-	-	<b>60,559.95</b>	-	<b>60,559.95</b>	-	<b>5,392.72</b>	-	<b>5,392.72</b>

		Carrying amount					Fair value			
March 31, 2018 Rs in lacs	Note No.	FVTPL	FVTOCI	Amortised Cost	Derivatives designated as hedges	Total	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
<b>Financial assets</b>										
(i) Loans				-		-				-
(ii) Trade receivables		-	-	635.28	-	635.28				-
(iii) Cash and cash equivalents		-	-	819.46	-	819.46				-
(iv) Bank balances other than above		-	-	-	-	-				-
(v) Others		-	-	20.53	-	20.53				-
		-	-	<b>1,475.27</b>	-	<b>1,475.27</b>	-	-	-	-
<b>Financial liabilities</b>										
(i) Borrowings				55,357.99	-	55,357.99				-
(ii) Trade payables		-	-	122.25	-	122.25				-
(iii) Other financial liabilities				6,058.48		6,058.48		5,235.42		5,235.42
		-	-	<b>61,538.73</b>	-	<b>61,538.73</b>	-	<b>5,235.42</b>	-	<b>5,235.42</b>

**B. Measurement of fair values**

**Valuation techniques and significant unobservable inputs**

The following table shows the valuation techniques used in measuring Level 2 and Level 3 fair values for financial instruments measured at fair value in the statement of financial position as well as the significant

Financial instruments measured at fair value	
Type	Valuation technique
Premium Liability	Discounted cash flow approach: The valuation model considers the present value of expected payment, discounted using a risk adjusted

**VINDHYACHAL EXPRESSWAY PRIVATE LIMITED**
**Notes to Financial Statements for the year ended 31st March, 2019**
**Note 27-Related party statement**

<b>Name</b>	<b>Nature of Personnel</b>
JMC Projects (India) Limited	Holding Company
Brij Bhoomi Expressway Private Limited	Subsidiary of Holding Company
Wainganga Expressway Private Limited	Subsidiary of Holding Company
JMC Minings and Quarries Limited	Subsidiary of Holding Company
Kalpataru Satpura Transco Private Limited	Common Director of Private Company
Kurukshetra Expressway Private Limited	Common Director of Private Company
Mr. Shailendra Kumar Tripathi	KMP & Director of Holding Company
Mr. Manish Dashrathmal Mohnot	Director of Holding Company
Mr. Kamal Kishore Jain	Director of Holding Company
Mr. Hemant Ishwarlal Modi	Director of Holding Company
Mr. Samir Raval	KMP of Holding Company
Mr. Rajesh Prabhakar Lad*	Managing Director & CFO of the Company (KMP)
Mr. Saurabh Gupta	Director of the Company
Mr. Manoj Tulsian <sup>#</sup>	Director of the Company
Mr. Amit Agarwal <sup>@</sup>	Company Secretary (KMP)
Ms. Nikita Shantikumar Harlalka <sup>@</sup>	Company Secretary (KMP)

\* Regularized as a Non-Executive Director of the Company w.e.f. August 03, 2018 & appointed as a Managing Director of the Company w.e.f. August 20, 2018.

# Expiration of tenure of service as Managing Director on August 19, 2018, however continues to act as a Director w.e.f. August 20, 2018.

@ Ms. Nikita Shantikumar Harlalka, Company Secretary resigned w.e.f. June 15, 2018 and accordingly, Mr. Amit Agarwal is appointed as a Company Secretary w.e.f. October 26, 2018.

<b>S.No.</b>	<b>Particulars</b>	<b>Rs. in Lacs FY 18-19 31st March 19</b>	<b>Rs. in Lacs FY 17-18 31st March 18</b>
<b>A</b>	<b><u>Related party transactions</u></b>		
1	<b>Short term borrowings</b> JMC Projects (India) Limited	1,087.24	1,230.00
2	<b>Payment made on account of EPC contractor including Taxes &amp; Mob Adv recovery</b> JMC Projects India Ltd	602.24	-
<b>B</b>	<b><u>Related party balances</u></b>		
	<b>Outstanding balances as on 31-03-2019</b>		
1	<b>Equity Share Capital</b> JMC Projects India Ltd	2,705.01	2,705.01
2	<b>Payable for Capital Cost</b> JMC Projects India Ltd	-	602.24
3	<b>Subordinate Debt - Part of Equity</b> JMC Projects India Ltd	14,761.00	14,761.00
4	<b>Short term borrowings</b> JMC Projects (India) Limited	6,141.85	5,054.61

Key management personnel compensation comprised the following:

Amount	(Rs in lacs)	
	For the year ended March 31, 2019	For the year ended March 31, 2018
Short-term employee benefits	-	0.31
Post-employment benefits	-	-
Other long-term benefits	-	0.60
Termination benefits	-	-
Outstanding balances	-	0.46
<b>Total</b>	<b>-</b>	<b>1.37</b>

Note: The terms and conditions of transactions with related parties were no more favourable than those available, or which might be expected to be available, in similar transactions with non related parties on an arm's length basis. All balances outstanding with related parties are unsecured.

**VINDHYACHAL EXPRESSWAY PRIVATE LIMITED**  
**Notes to Financial Statements for the year ended 31st March, 2019**

**Note No 28: Operating Segments**

The company carries out its operation within one geographical segment viz. within India and has only one operating segment viz. Toll operations.

Accordingly, there is no reporting requirement under Segment Reporting.

**Note No 29: Contingencies and Commitments**

During the year, the company has received a demand of Rs. 9.60 Lacs towards penalty from Department of Sales Tax, Madhya Pradesh, which has been contested by the company at higher forum after paying Rs. 2.40 Lacs under protest.

**VINDHYACHAL EXPRESSWAY PRIVATE LIMITED**  
**Notes to Financial Statements for the year ended 31st March, 2019**

**NOTE 30 : Disclosure pursuant to Ind AS 115 for Service Concession Arrangements**

Name of entity	Description of the arrangement	Significant terms of the arrangement	(Rs. in Lacs)	
			Gross book value	Net book value
Vindhyachal Expressway Pvt. Ltd.	The Company is formed as a special purpose vehicle (SPV) and entered into a service concession agreement with a MPRDC (The Madhya Pradesh Road Development Corporation Ltd) also the ('grantor') to construct a toll highway between Rewa city and MP/UP border	Period of concession: 2013 - 2043 Investment grant from concession grantor : No  Infrastructure return at the end of concession period : Yes Investment and renewal obligations : Nil Re-pricing dates : No Basis upon which re-pricing or re-negotiation is determined : NA Premium payable to grantor : Annual Premium of Rs 360 Lacs with annual increment of 5% from the date of operation.	<b>March 31, 2019</b> 74,061.86	<b>March 31, 2019</b> 72,290.86
			<b>March 31, 2018</b> 74,061.86	<b>March 31, 2018</b> 72,870.72

**NOTE 31 : Subsequent Events**

There are no significant subsequent events that would require adjustments or disclosure in the financial statements as on the reporting date.

**NOTE 32 : Approval of Financial Statements**

The financial statements were approved for issue by the Board of Directors on 7th May 2019

**NOTE 33 : Previous Year Comparatives**

Previous year figures has been regrouped, rearranged and reclassified to confirm to current year's classification

As per our report of even date attached

**For and on behalf of the Board**

**MKPS & Associates**  
**Chartered Accountants**  
**Firm's Regn No. 302014E**

**CA Narendra Khandal**  
**Partner**  
**M. No. 065025**

**Rajesh Prabhakar Lax**  
**Managing Director**  
**Chief Financial Officer**  
**DIN: 07963897**

**Saurabh Gupta**  
**Director**  
**DIN: 06856431**

**Amit Agarwal**  
**Company Secretary**  
**M No. A20031**

**Place : Mumbai**  
**Date: 07.05.2019**

**Place : Mumbai**  
**Date : 07.05.2019**