ASHOKA

Ashoka Buildcon Ltd.

Annual Report
2018-19

# FOCUSED & CONSISTENT

HIGHWAYS & BRIDGES I POWER T&D I RAILWAYS

# FOCUSED & CONSISTENT IN BUILDING HIGHWAYS OF PROGRESS

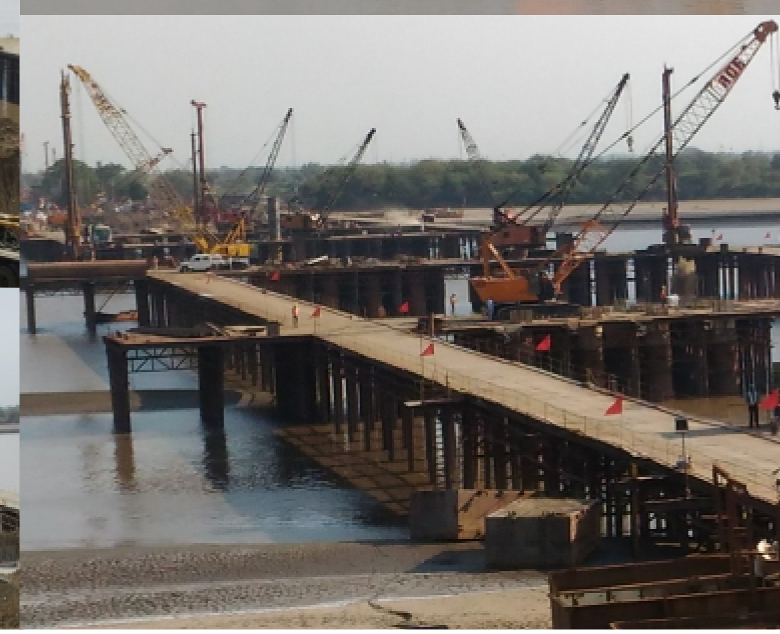

Ashoka Buildcon Ltd. is positioned amongst the national **leaders in highway development** with several prestigious highway projects adorning its portfolio. We continue to focus on highways and bridges as our outlook for the sector remains positive.

**1,281 lane kms**
of road constructed in 2018-19

## FOCUSED & CONSISTENT
## IN BRIDGING TODAY WITH TOMORROW






Our portfolio is adorned with prestigious bridges, flyovers and railway over bridges constructed. These include the award winning bridge across river Roopnarayan in West Bengal which was completed 18 months ahead of schedule and a Railway Over Bridge on the Eastern Peripheral Expressway which was completed in only 100 working days.

### Bridge across river Narmada : Another landmark in the making

Ashoka Buildcon Ltd. is now all set to create a new landmark on the Vadodara Kim Expressway. This is a first of its kind, 8 lane, extra-dosed, cable-stayed bridge that is being built across river Narmada in Gujarat.

FOCUSED & CONSISTENT
IN ILLUMINATING THE FUTURE

Ashoka's Power Division has been executing EPC based power T&D projects in rural parts of the country. The effort is bringing illumination to remote villages and habitats. We continue to participate in the mission to achieve 100 percent electrification of India.

**INR 1,017 Crs.**

worth of work done in 2018-19

FOCUSED & CONSISTENT
IN STRENGTHENING COMMUNICATION

This year, Ashoka Buildcon Ltd. entered a new segment, 'Railways'. This move comes in view of the upcoming opportunities that are eminent to the sector. We envisage inflow of big ticket orders and our intent is to leverage our expertise in power and civil works to make our country's public transportation network more effective.

**INR 1,237.43 Crs.**

worth of Railway orders bagged in Bihar, Punjab and Jharkhand

## FOCUSED & CONSISTENT
## IN FACILITATING ENERGY FOR THE FUTURE



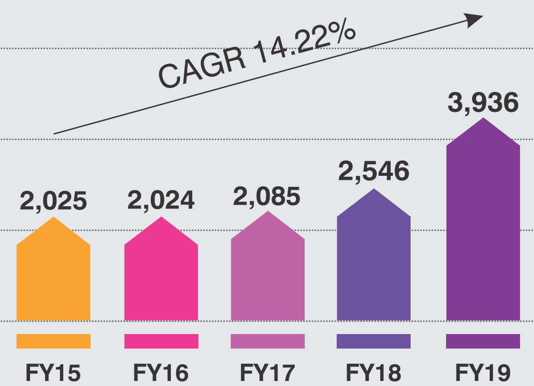
By venturing in the City Gas Distribution segment we have opened doors to the energy of the future. Natural gas carries several advantages over conventional fuel and its provision can save precious resources. Ashoka has begun commercial supply of CNG, & PNG in Ratnagiri district of Maharashtra.

**Ashoka Gas is India's First Private CGD entity to launch dedicated 56 KL LNG setup with L-CNG facility for it's CNG and PNG customers in Ratnagiri district of Maharashtra. To us, it is not just about gas distribution, it's about 'Energinnovation'.**

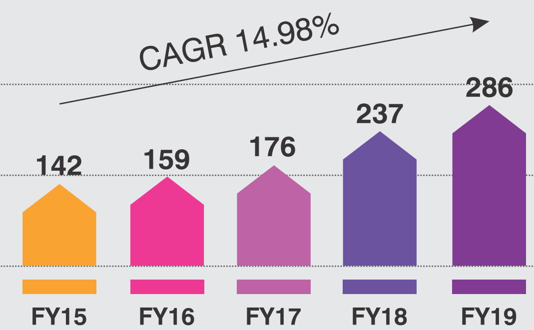
## FINANCIAL PERFORMANCE

FOCUSED & CONSISTENT
IN PERFORMANCE

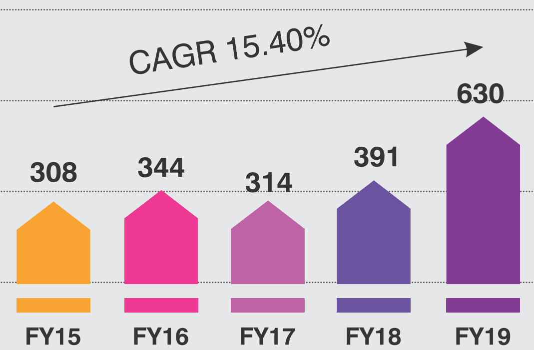
Rs. in Crores



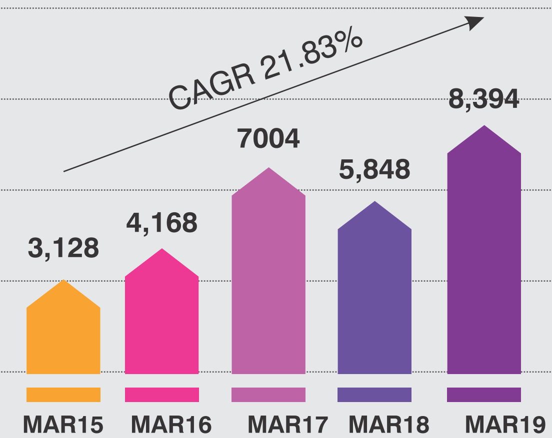

Revenue



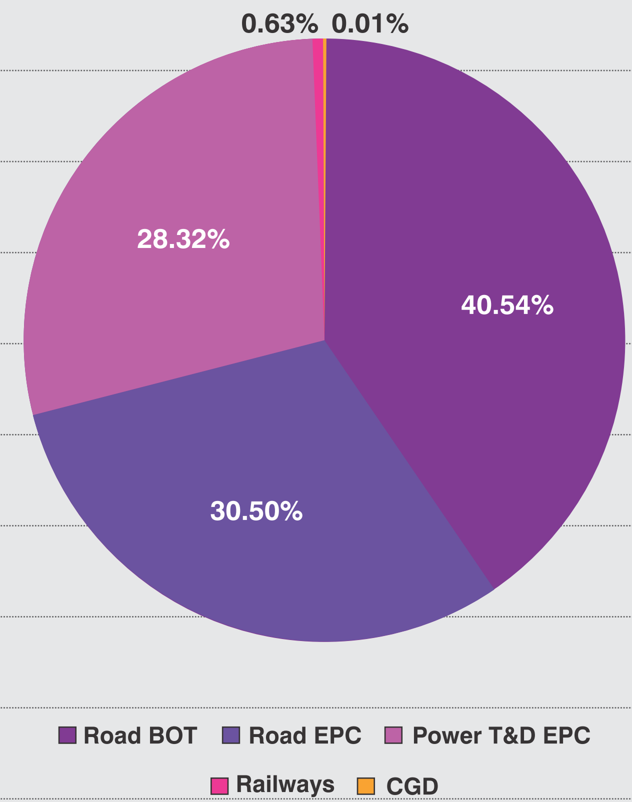

PAT



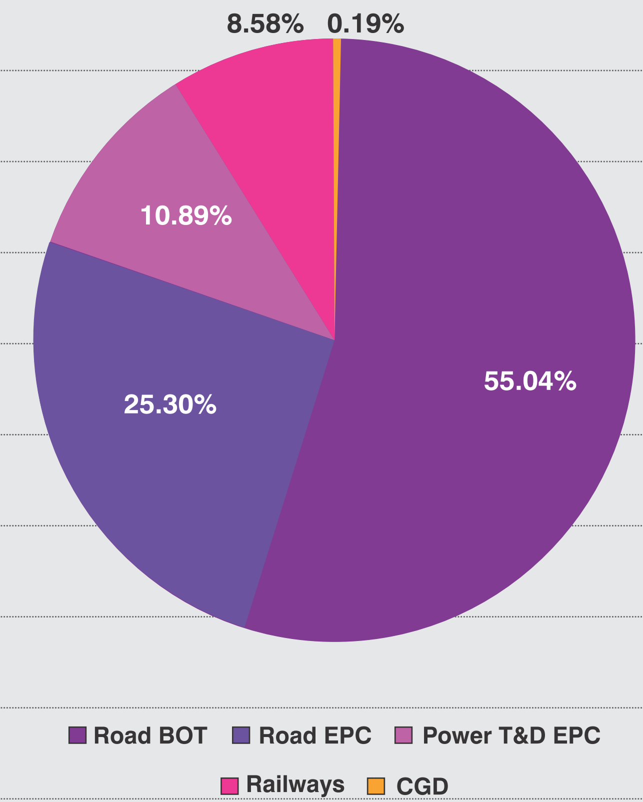

EBITDA




Order Book




Revenue Book Break-up (%)




Order Book Break-up (%)

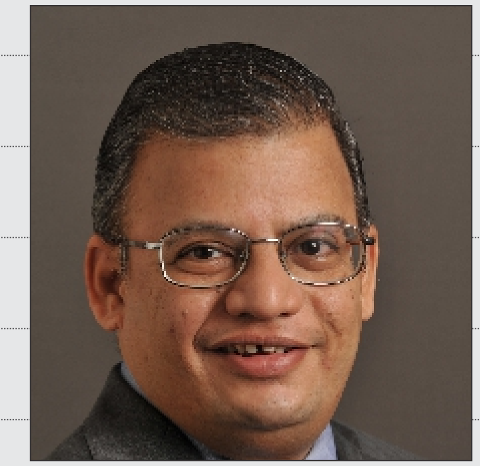
## BOARD OF DIRECTORS

FOCUSED & CONSISTENT
IN STEERING THE WAY FORWARD

**Ashok Katariya**
Chairman

**Satish Parakh**
Managing Director

**Albert Tauro**
Independent Director

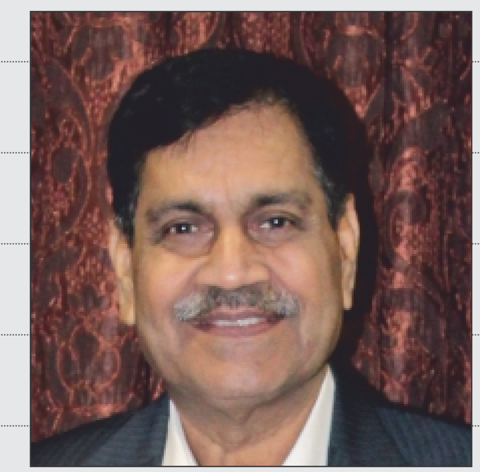


**Sharadchandra Abhyankar**
Independent Director

**Sanjay Londhe**
Director & CEO Projects

**Milap Raj Bhansali**
Executive Director

**Sunanda Dandekar**
Independent Director



**Gyan Chand Daga**
Independent Director

# FOCUSED & CONSISTENT IN STRENGTHENING RELATIONSHIPS

Dear Shareholders,

This year Ashoka Buildcon Ltd. completed 25 years since inception. The elation of this achievement is magnified by the fact that your Company has delivered a 55% growth performance, which testifies for its focused approach and consistent result orientation.

Indian economy bears a positive outlook with the next five years being led by a stable government in the Centre although a certain degree of buoyancy is eminent. As a focused infrastructure player, we look forward to continue our participation in the sectors of Roads and Power T&D. You will be happy to know that company has penetrated into the Railways Segment and our City Gas Distribution (CGD) network has started commercial operations although there is still a long way to go.

Our performance in the core area of business i.e. Roads & Highways sector was fairly gratifying in FY 2018-19. Our EPC wing delivered a sound performance while we bagged new orders at prudent costs despite the ambitiously competitive bidding environment. We bagged one HAM project in spite of substantially low bidding activity. The railway vertical gave us an order book of Rs.1,237 Crore. Accordingly we ended the year with a balance order book of more than Rs.8,000 Crore. along with orders in pipeline of Rs.1300 Crore.
The company also achieved Provisional COD of Bagewadi and Hungund HAM projects. The Company also has received few Arbitration Awards in favour of the company which have reinforced the faith of the company in the judicial mechanism and belief that good work will be rewarded with good returns.

We also made milestone achievements in the CGD business by partnering with a fund managed by Morgan Stanley and also bagged two more GAs in Latur-Osmanabad and Chitradurg-Devengiri.

I thank the Board Members, the Stakeholders including the Shareholders, Private Equity Partners, Banks, Financial Institutions, Employers, Vendors and Employees for all the support and participation in helping us pursue our growth path.

With best wishes

Ashok Katariya
Chairman

# Awards and Recognitions

**Innovation in Design Award**
to bridge across River Roopnarayan
by MORTH & NHAI

**Infrastructure Person of The Year Award**
to Mr. Satish Parakh
at the Construction Week India Awards


**Infra Company of the Year Award**
to Ashoka Buildcon Ltd.
at the EPC World Awards


**Best Infra Company of the Year Award**
to Ashoka Buildcon Ltd.
at the CIA World Infra Awards

**Power T & D Project Of the Year Award**
to Chennai Power Project
at the Construction Times Awards

**Best Highway Infrastructure Company Award**
to Ashoka Buildcon Ltd.
at The Global Awards for Excellence.


**Dream Companies to Work for Award**
to Ashoka Buildcon Ltd.
by ET Now


**Project of the Year Award**
to Eastern Peripheral Expressway
at Dun & Bradstreet Infra Awards

# CONTENTS

**Ashoka Buildcon Limited**

# 26th ANNUAL REPORT 2018-19

## CORPORATE INFORMATION

| | | |
|---|---|---|
| **BOARD OF DIRECTORS** | Mr. Ashok Katariya | Executive Chairman |
| | Mr. Satish Parakh | Managing Director |
| | Mr. Sanjay Londhe | Whole-Time Director |
| | Mr. Milap Raj Bhansali | Whole-Time Director |
| | Mr. Sharadchandra Abhyankar | Independent Director |
| | Mr. Albert Tauro | Independent Director |
| | Mr. Gyan Chand Daga | Independent Director |
| | Ms. Sunanda Dandekar | Independent Director |
| **CHIEF FINANCIAL OFFICER** | Mr. Paresh Mehta | |
| **COMPANY SECRETARY** | Mr. Manoj Kulkarni | |
| **AUDITORS** | M/s. S R B C & CO. LLP, Chartered Accountants, Mumbai | |
| **BANKERS** | Axis Bank Limited | |
| | Bank of India | |
| | Bank of Maharashtra | |
| | Canara Bank | |
| | EXIM Bank | |
| | HDFC Bank | |
| | IDFC First Bank | |
| | RBL Bank | |
| | State Bank of India | |
| | Yes Bank | |

**Registered Office:**
S. No. 861, Ashoka House,
Ashoka Marg, Vadala, Nashik – 422 011
CIN: L45200MH1993PLC071970
Tel.: 0253-6633705 Fax: 0253-2236704
Website: www.ashokabuildcon.com
email: investors@ashokabuildcon.com

## NOTICE TO SHAREHOLDERS

**NOTICE** is hereby given that the Twenty-Sixth (26th) Annual General Meeting **("AGM")** of the members of Ashoka Buildcon Limited **("the Company")** will be held on Wednesday, September 18, 2019 at 12.30 p.m. at Hotel Express Inn, Pathardi Phata, Mumbai-Agra Road, Nashik – 422 010 to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt (a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 and the report of Auditors thereon and in this regard, to pass the following resolutions as Ordinary Resolutions:-

   (a) **"RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon be and are hereby considered and adopted."

   (b) **"RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2019 and the reports of the Auditors thereon be and are hereby considered and adopted."

2. To appoint a Director in place of Mr. Ashok Katariya (DIN: 00112240), who retires by rotation and being eligible seeks re-appointment and this regard, to pass the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Ashok Katariya (DIN: 00112240), who retires by rotation at this meeting and being eligible, offers himself for re-appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

**SPECIAL BUSINESS:**

**Item No. 3**

**To ratify the remuneration payable to the Cost Auditor for FY 2019-20**

**To consider** and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration of Rs.5,40,000/- (Rupees Five Lakhs Forty Thousand Only) plus applicable taxes and out of pocket expenses at actuals, if any, payable to M/s. C Y & Associates (Firm Registration No. 000334), Cost Accountants who have been appointed by the Board of Directors on the recommendation of Audit Committee, as the Cost Auditors of the Company to conduct the Audit of the Cost Records maintained by the Company as prescribed under the Companies (Cost Record and Audit) Rules, 2014 as amended for the Financial Year ending March 31, 2020."

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

**Sd/-**
**(ASHOK KATARIYA)**
**Chairman**
**(DIN: 00112240)**

**Place : Mumbai**
**Date : May 22, 2019**

**Registered Office:**
S. No. 861, Ashoka House,
Ashoka Marg, Vadala, Nashik – 422 011
CIN: L45200MH1993PLC071970
Tel.: 0253-6633705; Fax : 0253-2236704
Website: www.ashokabuildcon.com
e-mail: investors@ashokabuildcon.com

**NOTES**:

1. A member entitled to attend and vote at the Annual General Meeting ("the Meeting") is entitled to appoint a proxy to attend and on a poll, vote instead of himself/herself and the proxy need not be a member of the Company. The instrument appointing the proxy, should, however, be deposited at the registered office of the Company not less than 48 hours before the time of commencement of the Meeting.
2. A person can act as a proxy on behalf of not exceeding fifty (50) members and holding in aggregate not more than ten (10) per cent of the total paid-up share capital of the Company. A member holding more than ten (10) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The holder of proxy shall prove his identity at the time of attending the Meeting.
3. The Company is providing facility for voting by electronic means (e-voting) and the business set out in the Notice will be transacted through such voting. Information and instructions relating to e-voting are given in this Notice.
4. Corporate Members intending to send their authorised representative to attend the meeting are requested to send to the Registered Office of the Company a certified copy of the Board Resolution, together with the specimen signature/(s) of the representative/(s) authorised under the said Board Resolution to attend and vote on their behalf at the meeting.
5. In terms of Section 152 of the Companies Act, 2013, Mr. Ashok Katariya (DIN:00112240), retires by rotation at this Meeting and being eligible, offers himself for re-appointment. Details of Director retiring by rotation as required pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (**"SS-2"**), issued by the Institute of Company Secretaries of India provided in Annexure to the Explanatory Statement.
6. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, for Item No. 3 is annexed and forms part of this notice.
7. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the bussiness hours of the Company, provided that note less than three (3) days of notice in writing is given to the Company.
8. Members/Proxy holders/authorised representatives should bring the duly filled-in Attendance Slip.
9. The Register of Directors and Key Managerial Persons and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the Members at the Meeting.
10. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Meeting.
11. Members holding shares in physical form are requested to advise any change in their registered address, to the Company's Registrar and Share Transfer Agent, M/s Link Intime India Private Limited, Mumbai, quoting their folio number. Members holding shares in electronic form are requested to intimate about change of address or bank particulars to their respective Depository Participant and not to the Company. The Members are encouraged to utilise the Electronic Clearing System (ECS) for receiving dividends.
12. Members holding shares in physical form are informed that pursuant to the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 effective from June 08, 2018 and SEBI Press Release No. 51/2018 dated December 03, 2018, the transfer of shares in physical form is discontinued from April 01, 2019 except for transmission or transposition requests. Members holding shares in physical form and desiring to transfer or sell their shares are requested to convert their shareholding in dematerialised form.
13. Members holding shares in electronic mode may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or Registrar and Transfer Agent viz. Link Intime India Private Limited cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to their respective Depository Participant (DP) by the members.
14. Members desiring any information on the Accounts of the Company are requested to write/fax to the Company at investors@ashokabuildcon.com / 0253-2236704 at least 10 days in advance so as to enable the Company to keep the information ready.
15. In all correspondence with the Company or with its Registrar & Share Transfer Agent, members are requested to quote their folio number and in case the shares are held in dematerialised form, they must quote their Client ID Number and DPID Number.
16. Pursuant to Section 91 of the Companies Act, 2013 and Rule 10 of the Companies (Management and Administration) Rules, 2014 read with Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books

of the Company shall remain closed from September 11, 2019 to September 18, 2019 (both days inclusive) for the purpose of Annual General Meeting.

17. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Company.

18. Members may also note that the Notice of the 26th AGM and the Annual Report for FY 2018-19 are available on the Company's website www.ashokabuildcon.com. The physical copies of the documents referred to in the Notice will be available for inspection by the members at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on all working days except Saturdays & Sundays, up to the date of Annual General Meeting. The Members who require communication in physical copies, in addition to e-communication or have any other queries, may write to us at investors@ashokabuildcon.com.

19. Members may note that the shares whose dividend is unclaimed / un-encashed for a period of seven consecutive years shall also be transferred to the Investor Education and Protection Fund (IEPF). No claim shall lie against the Company for the dividend or shares transferred to the IEPF. The members need to approach the IEPF authorities to claim the transferred dividend amount and shares as prescribed under the IEPF Rules. Members may write to rnt.helpdesk@linkintime.co.in to RTA or investors@ashokabuildcon.com to the Company to claim the dividend unclaimed for previous seven year(s).

20. The Investors, who have not yet encashed / claimed the Dividend, are requested to encash/claim the Dividend by corresponding with The Registrar and Share Transfer Agent and Company Secretary. Members are requested to note that dividend not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account will, in terms of Section 124 of the Companies Act, 2013, be transferred to the "Investor Education and Protection Fund". The Company has sent reminders to Members to encash unpaid/unclaimed dividends. The details of unclaimed dividend are given in note no. 26 below.

21. Investors holding the shares in physical form should provide the National Electronic Clearing Service (NECS) mandate to the Company's R&TA and investors holding the shares in demat form should ensure that correct and updated particulars of their bank account are available with the Depository Participant (DP). This would facilitate in receiving direct credits of dividends, refunds etc., from Company and avoid postal delays and loss in transit. Investors must update their new bank account numbers allotted after implementation of Core Banking Solution (CBS) to the Company's R&TA in case of shares held in physical form and to the DP in case of shares held in demat form.

22. With a view to utilise natural resources optimally and responsibly, we request shareholders to update their email address, with their Depository Participant to enable the Company to send communication electronically.

23. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through electronic voting service facility arranged through Instavote platform by Link Intime India Private Limited. The facility for voting, through Ballot Paper, will be also made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the Notice.

24. The Notice of the 26th AGM along with the Annual Report 2018-19 and instructions for e-voting, along with Attendance Slip and Proxy form is being sent through electronic mode to all members whose email address is registered with the Company / Depository Participant/(s), unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the documents are being sent by the permitted mode.

25. The Board of Directors of the Company has appointed M/s S. Anantha & Ved LLP, Company Secretaries, Mumbai as the Scrutinizer for conducting the e-voting & Ballot process for the AGM in a fair and transparent manner.

26. The details of the un-encashed/unclaimed above-mentioned Dividend are as under:

| Type and year of Dividend declared/paid | Unclaimed/un-encashed Dividend as on March 31, 2019 (Amount in Rs.) | Date of Declaration of Dividend | Due date of transfer to Investor Education and Protection Fund |
|---|---|---|---|
| Interim Dividend - FY 2012-13 | 16,014.00 | January 30, 2013 | March 6, 2020 |
| Final Dividend - FY 2012-13 | 14,926.00 | June 24, 2013 | July 29, 2020 |
| Interim Dividend - FY 2013-14 | 23,656.50 | February 7, 2014 | March 14, 2021 |
| Final Dividend - FY 2013-14 | 15,608.00 | August 26, 2014 | September 30, 2021 |
| Interim Dividend - FY 2014-15 | 70698.60 | January 30, 2015 | March 6, 2022 |
| Final Dividend - FY 2014-15 | 20899.20 | September 9,2015 | October 14, 2022 |
| Interim Dividend - I FY 2015-16 | 70773.50 | January 22, 2016 | February 26, 2023 |
| Interim Dividend - II FY 2015-16 | 52148.00 | March 7, 2016 | April 11, 2023 |
| Interim Dividend - FY 2016-17 | 64432.80 | January 23, 2017 | February 27, 2024 |
| Final Dividend - FY 2016-17 | 73490.40 | September 30, 2017 | November 4, 2024 |
| Interim Dividend - FY 2017-18 | 48967.20 | March 20, 2018 | April 24, 2025 |

27. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with the relevant Rules made thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository Participant(s). Members who have not registered their e-mail address with the Company can now register their e-mail address with M/s Link Intime India Private Limited, Mumbai. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company who have registered their e-mail address are also entitled to receive such communication in physical form, upon request.

28. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of Listing Regulations, the Company is pleased to provide the facility to Members to exercise their rights to vote on the resolution(s) proposed to be passed at AGM by electronic means. The members, whose names appear in the Register of Members/List of Beneficial Owners as on September 11, 2019 i.e. the date prior to the Commencement of Book Closure, being the cut-off date, are entitled to vote on the resolution(s) set forth in this Notice. Members may cast their votes on electronic voting system from any place other than the venue of the meeting (remote e-voting).

29. The remote e-voting period will commence at 9.00 a.m. on September 15, 2019 and will end at 5.00 p.m. on September 17, 2019. In addition, the facility for voting through ballot paper shall also be made available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to vote at the AGM. The Company has appointed M/s. S. Anantha & Ved LLP, Practicing Company Secretaries, Mumbai, to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.**Instructions for shareholders to vote electronically:**

- **Log-in to e-Voting website of Link Intime India Private Limited (LIIPL)** https://instavote.linkintime.co.in

**The instructions for shareholders voting electronically are as under:**

1. The voting period begins on **September 15, 2019 at 9.00 a.m.** and ends on **September 17, 2019 at 5.00 p.m.** During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **September 11, 2019** may cast their vote electronically. The e-voting module shall be disabled by Instavote for voting thereafter.

2. Visit the e-voting system of LIIPL. Open web browser by typing the following URL: https://instavote.linkintime.co.in.

3. Click on “Login” tab, available under ‘Shareholders’ section.

4. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on “SUBMIT”.

5. Your User ID details are given below:

    a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID

    b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID

    c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company

6. Your Password details are given below:

If you are using e-Voting system of LIIPL: https://instavote.linkintime.co.in for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on “Sign Up” tab available under ‘Shareholders’ section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

| | For Shareholders holding shares in Demat Form or Physical Form |
|---|---|
| PAN | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders).<br>▯ Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field. |
| DOB / DOI | Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format. |
| Dividend Bank Details | Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio number.<br>▯ Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction (iv-c). |

If you are holding shares in demat form and had registered on to e-Voting system of LIIPL: https://instavote.linkintime.co.in, and/or voted on an earlier voting of any company then you can use your existing password to login.

**If Shareholders holding shares in Demat Form or Physical Form have forgotten password:**

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

**NOTE:** The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- **Cast your vote electronically**

7. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View “Event No” of the company, you choose to vote.

8. On the voting page, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.

   Cast your vote by selecting appropriate option i.e. Favour/ Against as desired.

   Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under ‘Favour/Against'.

9. If you wish to view the entire Resolution details, click on the 'View Resolutions’ File Link.

10. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “YES”, else to change your vote, click on “NO” and accordingly modify your vote.

11. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

12. You can also take the printout of the votes cast by you by clicking on “Print” option on the Voting page.

- **General Guidelines for shareholders:**
  - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIIPL: https://instavote.linkintime.co.in and register themselves as **‘Custodian / Mutual Fund / Corporate Body’**.

They are also required to upload a scanned certified true copy of the board resolution /authority letter/ power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the **'Custodian / Mutual Fund / Corporate Body' login** for the Scrutinizer to verify the same.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at https://instavote.linkintime.co.in, under Help section or write an email to enotices@linkintime.co.in or Call us **:-** Tel : 022 - 49186000.

**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**
**Item No. 3:**

Based on the recommendation of the Audit Committee, the Board of Directors has appointed M/s CY & Associates, Cost Accountants, Nashik, as the Cost Auditors of the Company for auditing the cost records maintained by the Company for the Financial Year 2019-2020 and also fix their remuneration for the said purpose.

Pursuant to Section 148 of Companies Act, 2013 to conduct the audit of the cost records of the Company for the financial year 2019-20 in respect of RMC & related products manufactured and infrastructure services provided by the Company and has fixed a remuneration not exceeding Rs.5,40,000/- (Rupees Five Lakhs Forty Thousand only) plus applicable taxes and reimbursement at actuals of out of pocket expenses as may be incurred by the Cost Auditors.

Your Company has received consent from M/s CY & Associates, Cost Accountants, to act as the Cost Auditors of your Company for the financial year 2019-20 along with certificate confirming their independence. As required under the Companies Act, 2013, the resolution seeking members' approval for the ratification of the remuneration payable to the Cost Auditors forms part of the notice convening Annual General Meeting.

The resolution seeks the ratification of the remuneration payable to the Cost Auditor in terms of Rule 14 (a) of Companies (Audit and Auditors) Rules, 2014 as approved by the Board of Directors of the Company at its meeting held on May 22, 2019.

None of the Directors and Key Managerial Persons and their relatives are concerned or interested in the resolution, financially or otherwise.

The Board recommends the resolution as set out at Item No. 3 for approval by the members as an Ordinary Resolution.

Copy of all the documents mentioned herein above, would be available for inspection by the shareholders at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on all working days except Saturdays & Sundays from the date hereof up to the date of the AGM.

**Information pursuant to Regulation 36(3) of LODR and Secretarial Standard 2 (SS-2) regarding Director seeking re-appointment**

| | |
|---|---|
| Name of the Director | Mr. Ashok M. Katariya(DIN: 00112240) |
| Date of birth | July 20, 1949 |
| Age | 70 years |
| Date of Appointment | May 13, 1993 |
| Brief Resume of the Director including nature of expertise in specific functional areas | He is a gold medalist in Bachelor of Engineering (B.E.) from COEP, Pune University, India. He has previously worked with the Public Works Department in Maharashtra and Prabhakar Takle & Co. In 1975, he started the working as a contractor to the PWD, Maharashtra. Subsequently, he ventured into civil construction and infrastructure development. His expertise in the fields of construction and infrastructure along with entrepreneurial acumen and leadership qualities guided the Company. In the year 2006, he went on to become the Executive Chairman of the Company. Since then his constant endeavour was to excel and to sustain the position of Ashoka as a successful Company in Road Infrastructure sector. |
| No. of shares held in the Company as on March 31, 2019 | 1,52,36,036 shares<br>5.15% |
| Remuneration for F.Y. 2018-19 | Rs.4,62,75,240/- |

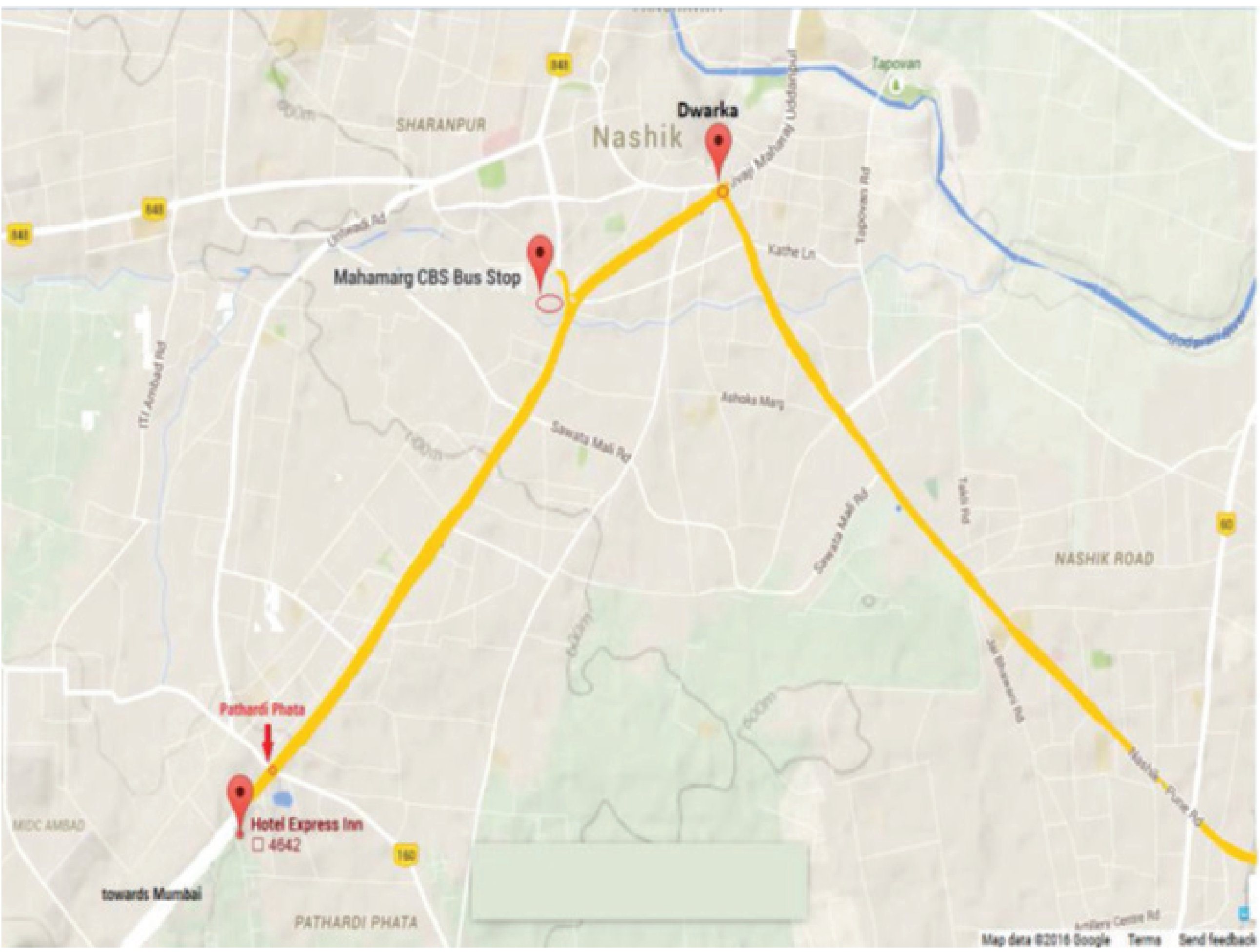
| | |
|---|---|
| Directorships (Excluding alternate directorship, directorships in foreign companies and companies under Section 8 of the Companies Act, 2013. | 1. Ashoka Buildcon Ltd.<br>2. Ashoka Path Nirman (Nasik) Pvt.Ltd.<br>3. Ashoka-DSC Katni Bypass Road Ltd.<br>4. Ashoka Infrastructure Ltd.<br>5. Ashoka Sambalpur Baragarh Tollway Ltd.<br>6. Blue Feather Infotech Pvt. Ltd.<br>7. Viva Infrastructure Ltd.<br>8. Viva Highways Limited<br>9. A-One Tiles Pvt. Ltd.<br>10. Ashoka Construwell Pvt. Ltd.<br>11. Ashoka Biogreen Pvt. Ltd.<br>12. Ashoka Premises Pvt. Ltd.<br>13. Ashoka Nirmiti Pvt. Ltd.<br>14. Ashoka Builders (Nasik) Pvt. Ltd.<br>15. Ashoka Industrial Park Pvt. Ltd.<br>16. Shree Sainath Land & Development (India) Pvt. Ltd.<br>17. Indo Global Warehousing & Services Pvt. Ltd.<br>18. Urjayant Estate Pvt. Ltd.<br>19. Ashoka Vanrai Developments Pvt. Ltd. |
| Chairman/Member of the Committee of Board of Directors as on March 31, 2019;<br>A. Audit Committee;<br>B. Stakeholders Relationship Committee | Nil |
| Inter-se relationship between the Directors / Key Managerial Person (KMP) | Mr. Ashok Katariya(DIN: 00112240) is not related to any Director or KMP. |
| No. of Board Meetings attended during F.Y. 2018-19 | 8 (eight) out of 8 (eight) meetings held in the FY 2018-19 |

**For and on behalf of the Board**

**Sd/-**
**(ASHOK KATARIYA)**
**Chairman**
**(DIN: 00112240)**

**Place: Mumbai**
**Date : May 22, 2019**

**Route Map of Venue of AGM**



## FORWARD LOOKING STATEMENT

*The report may contain forward looking statements, which describe company's objectives, projections, estimates, expectations or predictions within the applicable Securities Laws and Regulations. The Company's actual results, performance or achievements could thus differ materially from those projected in any such forward looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.*

## INDUSTRY OVERVIEW

Infrastructure is considered as the backbone for the growth and development of any economy. Over the past few years, there has been a massive thrust by Government to increase spending on infrastructure, not only in roads but other verticals like Railways/Metros, Housing, Airports, Water, etc. The economic growth and pace of infrastructure development significantly depend on the presence of good road network since it provides seamless connectivity to remote areas,accessibility to markets, schools,hospitals; and opens backward regions to trade and establishing links with airports,railway stations, and ports.

India has the 2nd largest road network in the world with over 5.6 Mn km at present,consisting of National Highways, Expressways, State Highways, Major District Roads,Other District Roads and Village Roads. National Highways account for 2% of the total road network and carries over 40% of total traffic.

The Government has made incessant efforts to identify issues that impact the road sector and addressed the bottlenecks through appropriate policy interventions. With this agenda, the Indian government introduced 'Bharatmala Pariyojana' in 2017 - the most ambitious highway development plan for road infrastructure in India.

Bharatmala Pariyojana is a new umbrella program for the highways sector that focuses on optimizing efficiency of freight and passenger movement across the country by bridging critical infrastructure gaps through effective interventions like development of Economic Corridors, Inter Corridors and Feeder Routes, National Corridor Efficiency Improvement, Border and International connectivity roads, Coastal and Port connectivity roads and Green-field expressways. It is envisaged that the programme will provide 4-lane connectivity to 550 districts, increase the vehicular speed by 20-25% and reduce the supply chain costs by 5-6%.

Source: Invest India (National Investment Promotion & Facilitation Agency

**Highway Development Programme over FY18-22**

| Sr. No. | Component | Length (Km) | Outlay (Rs Bn) |
|---|---|---|---|
| A | **Components under Phase-I of Bharatmala** | | |
| 1 | Economic Corridor Development | 9,000 | 1,200 |
| 2 | Inter-corridor and Feeder Route Development | 6,000 | 800 |
| 3 | National Corridor Efficiency Improvement | 5,000 | 1,000 |
| 4 | Border and International Connectivity Roads | 2,000 | 250 |
| 5 | Coastal and Port Connectivity Roads | 2,000 | 200 |
| 6 | Expressways | 800 | 400 |
| | **Sub-total (A)** | **24,800** | **3,850** |
| B | Balance Roadworks under National Highway Development Project (NHDP) | 10,000 | 1,500 |
| | **Sub-total (A+B)** | **34,800** | **5,350** |
| C | Roads under other existing schemes (e.g. LWM, NHIIP, SARDP-NE, Setu Bharatam, Char Dham) | 48,877 | 1,573 |
| | **Grand Total** | **83,677** | **6,923** |

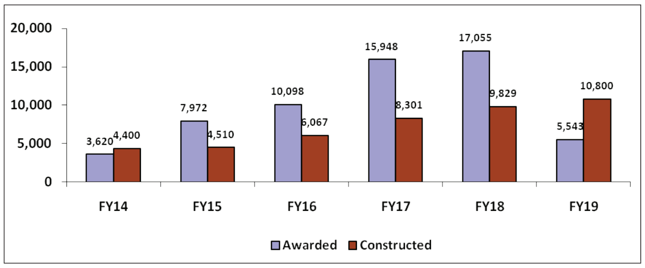
***Source: PIB, Industry***

A total of around 24,800 kms are being considered in Phase I of Bharatmala. In addition, Bharatmala Pariyojana Phase-I also includes 10,000 kms of balance road works under NHDP, taking the total to 34,800 kms at an estimated cost of Rs.5.35 tn. Bharatmala Phase-I is to be implemented over a five years period of i.e. 2017-18 to 2021-22.The Government of India is looking to expand the national highways network to over 200,000 kilometers and plans to spend Rs.6.9 tn on 83,677 kilometers for road construction by 2022.

Post peak ordering of 17,055 Km by NHAI in financial year 2017-18, there was a slowdown in order awards in the financial year 2018-19, primarily due to delay in financial closures by various road players and delay in land acquisition by NHAI of the awarded Hybrid Annuity Road Projects (HAM), resulting in the appointed dates getting extended. The General Elections in April-May 2019 also restricted the project awards on the grounds of the code of conduct coming in place before elections. In the financial year 2018-19, all the awarding agencies could bid out road works for only 5,543 Km, which is less than one-third of what was bid out in financial year 2017-18. However, with almost all HAM projects achieving financial closure, land acquisition gathering pace, completion of general elections and large pipeline of active NHAI tenders in place, project award is expected to gather momentum.

The construction of highways reached 10,800 kilometers during financial year 2018-19, with an all-time high average pace of 30Km per day. This is the best year in the last decade so far as highway construction in the Country is concerned, representing ~10% growth over the last year, when 9,829Kms were constructed. Project award is expected to remain robust with MORTH setting an ambitious target of 26,000 kilometers of project award during the financial year 2019-20.

**Trend of Total Road Projects Awarded and Constructed (in Kms)**




*Source: Industry*

## BUDGET 2019-20

The government has given a massive push to infrastructure by allocating Rs.4.56 lakh crorein the Interim Union Budget 2019-20. Road infrastructure has been a key government priority with the sector receiving strong budgetary support over the years. The government's increasing road building focus has transformed into increased budgetary allocations with Rs.83,000 Crore has been allocated to the highway sector in the Union Budget 2019-20.

The Government of India has succeeded in providing road connectivity to 85% of the 178,184 eligible rural habitations in the Country under the Pradhan Mantri Gram Sadak Yojana (PMGSY) Scheme. Under the Union Budget 2019-20, Government of India allocated an investment of Rs.19,000 Crore for PMGSY as compared to Rs.15,500 crore in Budget 2018-19. For railways, proposed capex in the industry is Rs. 66,700 Crore which is 21.1% more than the Rs.55,135 Crore allocated last year.

**Planned Budgetary Allocations**

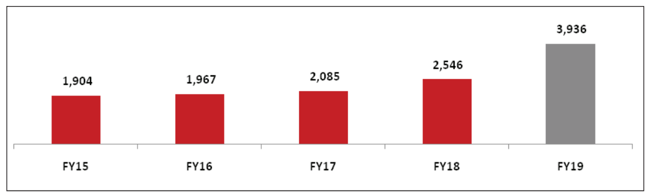
| RsBn | FY18 | FY19 | FY20E | Increase (%) |
|---|---|---|---|---|
| Roads | **610.0** | **786.3** | **830.2** | ***5.6%*** |
| NHAI | **238.9** | **373.2** | **366.9** | ***-1.7%*** |
| PMGSY | **168.6** | **155.0** | **190.0** | ***22.6%*** |
| Urban Development | 340.2 | 364.6 | 411.8 | *12.9%* |
| Smart Cities | 45.3 | 61.7 | 66.0 | *7.0%* |
| AMRUT | 50.0 | 64.0 | 73.0 | *14.1%* |
| Metro Projects | 139.8 | 156.0 | 191.5 | *22.8%* |
| Railways | **452.3** | **551.4** | **667.7** | ***21.1%*** |
| Shipping | 14.9 | 19.4 | 19.0 | *-2.1%* |
| Sagarmala, Ports | 4.8 | 3.8 | 5.5 | *44.7%* |
| Inland Transport | 4.7 | 8.9 | 7.6 | *-14.6%* |
| Power | **139.8** | **156.3** | **158.7** | ***1.5%*** |

***Source: Budgetary Documents***

## COMPANY OVERVIEW

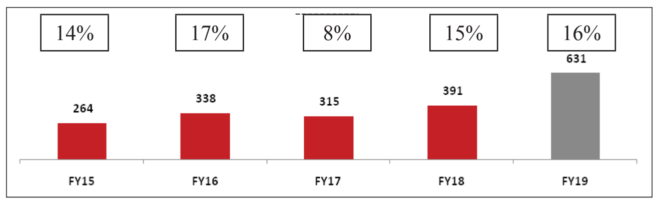
The Board of Directors is pleased to inform that the Company witnessed robust performance during the financial year 2018-19 with an annual standalone revenue of Rs.3,936.34 Crore, more than 50% growth over Rs.2,546 Crore of revenue recorded in financial year 2017-18. Your Company is glad to report the highest ever revenue and order book during the year.

EPC Revenue

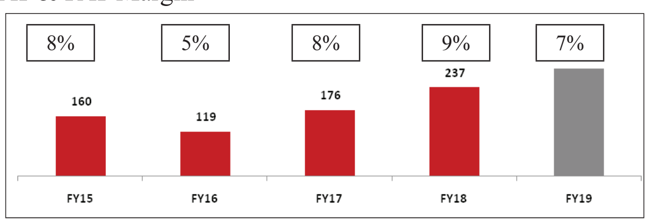



**Includes Other Income and RMC Income*

EBITDA & EBITDA Margin




PAT & PAT Margin




During the year, the Company was successful in achieving financial closures for all Five (5) Hybrid Annuity Model (HAM) projects won during the financial year 2017-18. Your Company has received appointed dates for Ankleshwar Manubar road HAM Project in Gujarat and Khairatunda Barwa Adda Road HAM Project in Jharkhand. The Company expects to receive the appointed dates for other Three (3) HAM projects soon.

The Company is delighted to share that Morgan Stanley India Infrastructure Fund has committed Rs.150 Crore by way of Private Equity Investment at the Company's wholly owned subsidiary Unison Enviro Private Limited (UEPL), under which the City Gas Distribution business is housed. This investment will be utilized to meet the equity requirement towards the CGD

Business. Ashoka Buildcon and Morgan Stanley fund will hold shares in UEPL in the ratio of 51:49.

## SUCCESSFUL PROJECT EXECUTION

The Company is witnessing strong execution on its EPC projects, which recorded a robust revenue growth of 55% Year-on-Year in the Financial Year 2018-19, backed by Company's strong execution capabilities and healthy order book. Your Company is confident to deliver robust growth in the coming years as well. During the financial year 2018-19, BOT division recorded a Toll Collection of Rs.31.68 Crore, slightly up from Rs.31.15 Crore recorded in financial year 2017-18.

## KEY PROJECTS WON AND OTHER DEVELOPMENTS

Ashoka Concessions Limited, a Subsidiary of the Company, was successful in winning one more road HAM project worth Rs.1,382 Crore under Bharatmala in Karnataka. The project entails four laning of Tumkur – Shivamogga Section from Km 170.415 to Km 226.750 Km from Bettadahalli Shivamogga (Package IV) on Hybrid Annuity Mode.

During the year, in Power T&D space, Ashoka Buildcon was successful in winning projects worth Rs.2,273.95 Crore including projects worth Rs.1,237.43 Crore in the Railway Space, a new segment opening up for the Company.

Unison Enviro Private Limited, a Subsidiary and City Gas Distribution arm of the Company, has won the Projects floated by Petroleum and Natural Gas Regulatory Board (PNGRB) by way of License for 25 years for the following Geographical Areas.

- Grant of Authorization for Laying, Building, Operating or expanding City or Local Natural Gas Distribution Network in Chitradurga & Devangere Districts in the State of Karnataka; and
- Grant of Authorization for Laying, Building, Operating or expanding City or Local Natural Gas Distribution Network in Latur & Osamanabad Districts in the State of Maharashtra.
- Company is also required to do Equity participation.

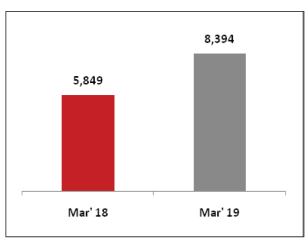
### Arbitration Awards

- The Company received a favourable Arbitration Award in its SPV 'Ashoka Infraways Limited', by getting additional 1,384 toll days against various claims plus Rs.37.71 Crore along with 18% interest towards compensation for loss of toll due to closure of 2 toll plazas and an arbitration cost of Rs.73.17 lakh.
- The Company received a favourable Arbitration Award in its SPV 'Ashoka Infrastructure Limited',of Rs.383.80 Crore against various claims.
- The Company along with its 100% subsidiary, received a favourable Arbitration Award of Rs.22.45 Crore vide settlement Agreement executed with NHAI, as a outcome of conciliation process for the resolution of disputes for Chittorgarh Bypass Road Project.
- Ashoka Buildcon Limited has received Arbitration Award of Rs.2.77 Crore for Islampur Bypass Project towards compensation for losses and entitlements on account of various factors and time lapsed after execution of the agreement and receipt of appointed date by NHAI.
- The Company received a favourable Arbitration Award of Rs.168 Crore by NHAI in its SPV 'Ashoka Highways (Bhandara) Limited', against various claims.
- The Company was also successful in receiving an Arbitration Award of Rs.36 Crore inclusive of interest till the date of the arbitration award i.e. 25/03/2019 by NHAI for the Road project Govindpur (Rajgunj)-Chas-West Bengal Border section of NH-32 against various claims;
- PNG Tollway Ltd., a joint venture of the group had terminated its service concession agreement with the National Highways Authority of India (NHAI) and claimed the terminated payment in 2016. Further, the joint venture partner had claimed shortfall funding from the group for which arbitration proceedings were going on. During the current year the said arbitration proceedings have been completed and Ashoka Concessions Limited, a subsidiary of the Company, has been directed to pay Rs.57.33 Crore plus interest to L&T Infrastructure Development Projects Limited ("LTIDPL") towards share of shortfall funding of SPV - PNG Tollway Ltd.

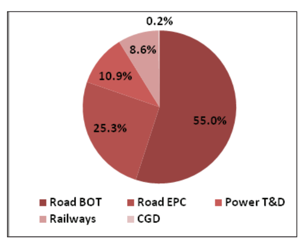
## ORDER BOOK

The balance Order Book of the Company stood at Rs.8,394 Crore as on 31st March 2019. In terms of break-up of balance order book, Road Projects are worth Rs.6,744 Crore which is 80% of total balance order book; Rs.913.90 Cr is from power T & D Projects which comprises of 11% of order book, while Railways contribution is for Rs.720 Cr. Among Road order book, EPC Projects are of Rs.2,124 Crore and the rest is of BOT Projects.

**Robust Order Book (Rs Crore)**




**Order Book Break-up (%)**



Looking at the government's focus on the road projects, the Company believes the ordering activity to continue and expects a strong order intake in the financial year 2020.With the current order backlog and looking at the average execution of the projects and strong order pipeline, there is a strong revenue visibility for the coming years.

**INNOVATION, QUALITY AND ENVIRONMENT**

The Company continues its focus on newer, innovative construction practices as well as ensuring high quality in its entire works. Your Company is also conscious of the threat posed by global warming to the planet and therefore takes its responsibility towards the environment seriously. In this regard, your Company has the following accreditations:

- Integrated Management System comprising of Certification of ISO 9001: 2008, ISO 14001: 2008 and OHSAS 18001: 2007;
- Environmental Management System ISO 14001: 2004;
- Occupational Health and Safety Management System 18001: 2007;
- Quality Management System ISO 9001 : 2008; and
- Green House Gases ISO 14064.1:2006 & ISO 14064.2:2006

**RESOURCES AND LIQUIDITY**

The Company is happy to state that in the year under review it achieved financial closure of its Five (5) HAM projects in the stipulated time,aggregating Project Finance of Rs.1,867.12Crore.

The Company is comfortably placed in its working capital financing.

Interest cost has also been kept low due to treasury instruments like Supply Chain Finance, Working Capital Demand Loans and Commercial Papers.

The Company is well placed with the funds and resourcing for the funding of the ongoing projects and upcoming projects. The Company follows the practice of investment of the surplus funds in the debt instruments with rating of highest safety during the interim period.

The Company is fully compliant to the terms of the engagement with the various agencies.

**CHALLENGES RISKS & CONCERNS**

- **Industry/ policy risk:** The Company's business is highly dependent on road and bridge projects in India undertaken or awarded by Government Authorities and other entities funded by the Government. Any change in Government policies resulting in a decrease in the amount of road and bridge projects undertaken or a decrease in private sector participation in road and bridge projects adversely affects the Company's business and results of operations. The Company'sbusiness may be affected by changes in interest rates, changes in Government policy, taxation, exchange rates and controls, social and civil unrest and political, economic or other developments in or affecting India.
- **Project risk:**
  - Infrastructure projects involve agreements that are long-term in nature(as much as three years in EPC contracts and around 30 years in Design, Build, Finance, Operate and Transfer (DBFOT) road projects). All long term projects have inherent risks associated with them and involve variables that may not necessarily be within the control of the Company. These include inflation, interest rates movements, liquidity, commodity and oil prices, governance, construction delays, material shortages, unanticipated cost increases, cost overruns, inability to negotiate satisfactory arrangements with joint venture partners and disagreements with joint venture partners/ associated/investors of the Company.
  - We are increasingly bidding for large-scale infrastructure projects. There are various risks associated with the execution of large-scale projects. Managing large-scale integrated projects may also increase the potential relative size of cost overruns and negatively affect operating margins of the Company. In addition, we may need to execute large-scale projects through joint ventures with other companies, which expose us to the risk of default by Joint Venture Partners/ associates of the Company.
  - We are increasingly bidding and bagging large-scale infrastructure projects. There is huge requirement of funds for the execution of the same and the funding can be a concern for the same on both the fronts of Equity and Debt. There may be delay in the arrangement of the same which may expose to increase in financial cost and financial leverage.
  - **Traffic risk:** The Company's business depends substantially on accuracy of traffic estimates. Any material decrease in actual traffic volume and the forecast could have material adverse effect on cash flows, results of operation and financial condition of the Company.
  - **Input and labour cost risk:** Cost of Input materials such as Petroleum Products (Bitumen, Diesel, Furnace Oil) depends upon the International Market for Oil. As Petroleum Products are a major raw material, any

change in the oil prices affects the overall cost of the projects. The availability of labour for execution of projects is also a major risk factor.

- **Inflationary impacts:** The toll revenues are a function of Toll rates and Traffic Growth and the Toll rates are impacted by Wholesale Price Index (WPI). In view of the lower inflationary trends, WPI has been quite low leading to low toll rate increases. Also any changes in the WPI components and method of calculation of the same may have impact on toll rates.

**HUMAN RESOURCES DEVELOPMENT**

The Company believes that its continued success will depend on its ability to attract and retain key personnel with relevant skills and experience. The attrition rate among the Top Management of the Company has been negligible in last many years. The Company has robust process of human resource development. The Company had 2272 Permanent employees as on March 31, 2019 at various levels. The Company has a HR Policy in place and encouraging working environment. The Company has continued to focus on various aspects like employee training, welfare and safety thereby maintaining a constructive relationship with employees. The Company is pleased to announce that it has received 'Dream Employer of The Year' award from Times Ascent.

**FINANCIAL OVERVIEW OF THE STANDALONE FINANCIAL STATEMENTS**

1. The income on standalone basis for FY19 is Rs.3,936.34 Crore as against Rs.2,546.05 Crore in FY18.

   **a)** The CAGR for Revenue for last 6 years is 20% whereas YoY growth in revenue is 55%.

   **b)** The increase in income has been mainly on account of Contract revenues which increased from Rs.2,263.61Crore in FY18 to Rs.3,589.02 Crore, with an increase of almost 59% in current year mainly on account of contract revenue of annuity projects which were executed during this period contributed majorly by HAM Road Projects. Further thetoll collection has marginally increased to Rs.31.68 Crore in FY19as compared to Rs.31.15 Crore in FY18.

   **c)** Income from sales activities has increased by 21% as compared to previous year from Rs.144.14 Crore to Rs.174.67 Crore. There is an increase in RMC sales from Rs.137.66 Crore in FY18 to Rs.157.50 Crore in FY19 which also contributed to increased revenue.

   **d)** Other Income has increased to Rs.115.70 Crore from Rs.97.79 Crore mainly on account of financial income on financial assets in the nature of interest income and sale of investments.

2. EBITDA, has increased to Rs.630.88 Crore in FY19 from Rs.391.20 Crore in FY18, mainly on account of increase in overall turnover.

3. Total comprehensive income has increased from Rs.236.56 Crore in FY18 to Rs. 285.75 Crore in FY19 mainly due to higher turnover.

4. Depreciation and Financial Expenses

   a. Depreciation cost has increased by 43% to Rs.76.27 Crore in FY19 from Rs.53.22 Crore in FY18, mainly on account of increase in BOT asset amortization due to toll increase and increase in depreciation on construction equipment.

   b. Financial Expenses have increased by 87% to Rs.90.68 Crore in FY19 from Rs.48.53 Crore in FY18, mainly on account of higher execution leading to requirement of higher working capital and increase in financial charges.

5. Net Worth

   As at 31st March 2019, the Net Worth stood at Rs.2212.03 Crore as against Rs.1926.28 Crore in previous year as the profit for the year has been retained.

6. Debt

   The Debt as at 31st March 2019 stood at Rs.788.31 Crore as against Rs.159.93 Crore as at March 31, 2018, resulting in Debt/Equity Ratio of 0.36 which is well within acceptable standards of the industry.

7. Internal control systems and their adequacy

   Your Company's independent Internal Audit processes provide assurance on the adequacy and effectiveness of internal controls, compliance with operating systems,internal policies and regulatory requirements.

8. Key Financial Ratios

   There are no significant changes (25% or more) in key financial ratios as compared to immediately previous financial year. Key Financial Ratios include Current Ratio, Debt Service Coverage Ratio, Interest Service Coverage Ratio, Debt Equity Ratio, Operating Profit Margin Ratio and Net Profit Margin Ratio.

For and on behalf of the Board of Directors

Sd/-
**(ASHOK KATARIYA)**
**Chairman**
**(DIN: 00112240)**

**Place : Mumbai**
**Date : May 22, 2019**

## BOARD'S REPORT

Dear Members,

Ashoka Buildcon Limited

Your Directors have pleasure in presenting the 26th Annual Report (**"the report"**) along with audited financial statements of your Company, for the Financial year ended March 31, 2019.

**Financial Results**

The financial performance of your Company for the year ended March 31, 2019 is summarized below:

**(Rs. in Lakhs except EPS)**

| Particulars | Standalone | | Consolidated | |
|---|---|---|---|---|
| | **2018-19** | **2017-18** | **2018-19** | **2017-18** |
| Total Receipts / Gross Sales and Operating Income | 393,634.05 | 2,54,605.42 | 500,722.54 | 365,457.95 |
| Profit Before Depreciation Tax & Exceptional Items | 54,018.94 | 34,267.09 | 44,898.83 | 25,648.40 |
| Depreciation | 7,627.13 | 5,322.27 | 25,823.28 | 29,143.19 |
| Profit/(Loss) Before Tax & Exceptional Items | 46,391.81 | 28,944.82 | 19,075.56 | (3,494.79) |
| Provision for Taxation | 13,073.18 | 5,244.24 | 17,090.69 | 8,370.65 |
| Profit/(Loss) after tax | 28,616.29 | 23,700.58 | (4,028.47) | (11,865.44) |
| Share of Profit/(Loss) of subsidiaries transferred to Non-controlling Interest * | N. A. | N. A. | (682.45) | (751.12) |
| Total Comprehensive Income (post Non-controlling interest) | 28,574.62 | 23,700.57 | (3,407.59) | (11,211.95) |
| Dividend | - | 2,994.60 | - | 2,994.60 |
| Balance carried to Balance sheet | 28,616.29 | 23,700.58 | (3,346.02) | (11,114.34) |
| Earnings per Equity Share (EPS) | | | | |
| Basic (face value Rs.5/- each) | 10.19 | 8.44 | (1.19) | (3.96) |
| Diluted (face value Rs.5/- each) | 10.19 | 8.44 | (1.19) | (3.96) |

*** Applicable only in case of consolidated financial statements.**

**Performance of the Company**

a. **Projects update :**

During the year under review, the Company has won Road Project on HAM basis worth Rs.1,382 Crore and Power Projects worth of Rs.2,273.95 Crore as detailed below.

| Name of the Project | Authority | Project Cost (Rs. Crore) |
|---|---|---|
| Received a Letter of Award (LOA) from National Highways Authority of India ("NHAI") for the Project viz. Tumkur – Shivamogga Section from Km 170.415 to Km 226.750 from Bettadahalli Shivamogga (Package IV) on Hybrid Annuity Mode under Bharatmala in the State of Karnataka; ("Project")". | NHAI | 1,382.00 |
| | | **1,382.00** |
| Design, Supply, Installation, testing & Commissioning of 25 kV, AC, 50 Hz, single phase Railway Electrification works between Katni (Excl.)–Bara (Incl.) section in connection with Katni-Singrauli doubling project of West Central Railway. | IRCON | 41.49 |
| 220kV DC line from 220/11kV Akkaram SS to 220/11kV Markook SS(12 KM) ii) 220/11kV Sub-Station at Markook under Package-14 of Kaleshwaram Lift Irrigation Scheme in Siddipet District on Turnkey basis. | TSTRANSCO | 46.21 |
| Construction of 2 Nos. Quad Feeder Bay extensions at 400/220kV Dicpally Substation for Nirmal Line and 2 Nos. Quad Feeder Bay extensions at 400kV Tippapur LI Substation for Jangaon Line on Turnkey Basis. | TSTRANSCO | 22.81 |
| Cluster 2:- For the electrification work in Etah and Kashiram Nagar (Kasganj) District | Dakshinanchal Vidyut Vitaran Nigam Ltd. | 319.63 |
| Cluster 5:- For the electrification work in Kannoj, Farrukhabad and Etawa District | Dakshinanchal Vidyut Vitaran Nigam Ltd. | 437.16 |

| | | |
|---|---|---|
| received Letter of Intent (LoI) from Jharkhand Bijli Vitran Nigam Limited ("JBVNL") for the Project viz. "Rural Electrification Works of Package-4 (Comprising Ranchi, Khunti, Gumla, Simdega & Lohardaga District) in Jharkhand State under Jharkhand Sampurna Bijli Achchhadan Yojana (JSBAY) Phase-II". | Jharkhand Bijli Vitran Nigam Limited | 169.22 |
| | | **1036.52** |
| Letter of Acceptance by Rail Vikas Nigam Limited, for the Project viz. "Construction of roadbed, bridges, supply of ballast, Installation of track (excluding supply of rails, and track sleepers), Electrical (General Electrification), Provision of OHE, Signaling and telecommunication works in connection with 3rd Line from Sonnagar to Garhwa Road in Dhanbad Division of East Central Railway," in the States of Bihar and Jharkhand ("Project") in 2 packages (Package 1 & Package 2). | Rail Vikas Nigam Limited | 794.20 |
| Received a Letter of Award from Rail Vikas Nigam Limited ("RVNL"), for the Project viz. "Construction of Roadbed, minor bridges, supply of ballast, Installation of track (excluding supply of rails, PSC sleepers & Thick web switches), Electrical (Railway Electrification and General Electrification), Signaling and Telecommunication works for Doubling of track between Kakrala Halt (Excluding) and Hadiaya (Including) from Km. 57.50 to Km.115.64 in Ambala Division of Northern Railway, Punjab, India". | Rail Vikas Nigam Limited | 443.23 |
| | | **1,237.43** |
| **Total** | | **3,655.95** |

| | | |
|---|---|---|
| Grant of Authorization for Laying, Building, Operating or expanding City or Local Natural Gas Distribution Network in Chitradurga & Devangere Districts in the State of Karnataka | Petroleum and Natural Gas Regulatory Board | License for 25 years |
| Grant of Authorization for Laying, Building, Operating or expanding City or Local Natural Gas Distribution Network in Latur & Osamanabad Districts in the State of Maharashtra | Petroleum and Natural Gas Regulatory Board | License for 25 years |

b. **The Company received extension of concession period / toll collection period for the following projects:**

I. Public Works Dept. of the State of Maharashtra (PWD) granted an extension in Concession Period and allowed to collect toll for the period from September 08, 2018 to December 18, 2018 for the Project viz. four laning of road sections from Ahmednagar to Ghodegaon and three laning from Ghodegaon to Wadala under Build-Operate-Transfer (BOT) basis on State Highway 60 ("Project"); and

II. Public Works Dept. of the State of Maharashtra (PWD) extension of 703 days in Concession Period i.e. from December 19, 2018 to November 22, 2020 for its Project viz. four laning in KM 120/200 to 155/600 and three laning in KM 155/600 to 162/000 of Ahmednagar Aurangabad Road (SH-60) under Build-Operate-Transfer (BOT) basis.

c. **The Company has received provisional completion certificates for the following:**

i. Karnataka Road Development Corporation Limited granted a Provisional Completion Certificate for completion of 55.85 KMs out of total Project Length of 63.285 KMs of the Project viz. PROJECT NO. WCP 1 : Design, Build, Finance, Operate, Maintain and Transfer (DBFOMT) of Existing State Highway Bagewadi (NH-4)-Bailhongal – Saundatti in the State of Karnataka on DBFOMT Annuity Basis; and

ii. Karnataka Road Development Corporation Limited granted a Provisional Completion Certificate for completion of 46.57 KMs out of total Project Length of 56.98 KMs of the Project viz. PROJECT NO. WCP 7, Design, Build, Finance, Operate, Maintain and Transfer (DBFOMT) of Existing State Highway Hungund - Muddebihal – Talikot in the State of Karnataka on DBFOMT Annuity Basis.

d. **Awards and Recognitions received by the Company during the year:**

| Particulars | Name of the Award / Recognition |
|---|---|
| World Quality Congress & Awards - Best Highway Infrastructure Company | ABL - Best Highway Infrastructure Company |
| World Quality Congress & Awards - Best Highway Developer Award | ACL - Best Highway Developer Award |
| Construction World Awards | ABL -3rd Fastest Growing Construction Company |
| Construction Times Awards – Power | Chennai Power Project - Power T & D Project Of the Year |
| Construction Times Awards - Construction Company of the Year | ABL - Construction Company of The Year |
| Annual Awards for Excellence in National Highways Sector – NHAI | Roopnarayan Bridge - Best Innovation |
| D&B Infra Awards - Project EPE | EPE - Road Project of The Year |
| EPC World Awards | ABL - Infra Company of The year |
| CIA World Infra Awards | ABL - Best Infra Company of The year |
| Times Ascent - Dream Companies for Work | ABL - Dream Employer of The Year |

**Future Outlook**

We believe that in view of the great thrust the Government has on infrastructure, we feel going ahead there is a very huge opportunity for us in Nation Building. We are optimistic that we will ramp our Order Book to a new peak in the Road Sector and Power Distribution Sector as well.

The Government has come up with the ambitious Plan for developing the National Highways with the following programmes:

- **Bharatmala Programme** wherein **24,800 KMs Road Projects**, to be developed over next five years period involving an investment of **Rs.5,35,000 Crore;**
- **NHDP program** wherein **10000 KMs of National Highways and Expressways** would also be put for the bidding; and
- **Sagarmala Program** which is a series of projects to leverage the country's coastline and inland waterways to drive industrial development

We will continue giving good returns to our investors. The Company will also continue to look for opportunities in other infra spaces like Railways, City Gas Distribution and Smart City Development Programme.

**Share Capital**

The paid-upshare capital as at March 31, 2018 stood at Rs. 93.57 Crore. During the year under review, the Company has increased its authorized share capital from Rs. 124 Crore to Rs. 141 Crore. The Company allotted 93574406 equity shares as bonus shares to the shareholders of the Company in the ratio 1:2 by capitalizing Rs.46.78 Crore. The paid up share capital of the Company as on March 31, 2019, stood at Rs. 140.36 Crore Consisting of 280723217 Equity share of Rs. 5/- each.

During the year under review, the Company has not issued any shares with differential voting rights or by way of rights issue.

**Debentures**

During the year under review, the Company allotted 1,500 rated, listed, unsecured 9.80% non-convertible debentures of Rs. 10 Lakhs each amounting to Rs. 150 Crore for the tenure of 2 years 4 months and 4 days. The Debentures were allotted to ICICI Prudential Ultra Short Term Fund on private placement basis and have been listed on BSE Ltd. in Whole-Sale Debt Market Segment.

**Dividend**

The Board of Directors has not recommended a dividend this year. The amount of profits has been retained for future requirement of the Company for investment in capital of Subsidiaries / Project SPVs.

**Transfer to Reserves**

Debenture Redemption Reserve of Rs.37.50 Crore is created. However no amount has been transferred to the General Reserve during the year.

**Public Deposits**

During the financial year 2018-19, your Company had not accepted any deposits within the meaning of the provisions of Section 73 of the Companies Act, 2013 ("the Act") read with the Companies (Acceptance of Deposits) Rules, 2014.

**Capital Expenditure**

As at March 31, 2019, the Gross Fixed Assets & Intangible Assets stood at Rs.726.11Crore which include CWIP and Intangible Assets under Development and net fixed assets and net intangible assets at Rs.385.43. Additions during year amounted to Rs.241.47 Crore.

**Audit Committee**

The Audit Committee of the Board of Directors of the Company is duly constituted in accordance with the provisions of Section 177 of theAct read with Rule 6 and 7 of the Companies (Meetings of the Board and its Powers) Rules, 2014 and Regulation 18 of the SEBI (Listing Obligations &Disclosure Requirements) Regulations, 2015 ("LODR 2015"). The composition of the Audit Committee as on April 01, 2019 is as follows:

| Sr. No | Name | Designation |
|---|---|---|
| 1 | Mr. Albert Tauro | Chairman (Independent Director) |
| 2 | Ms. Sunanda Dandekar | Member (Independent Director) |
| 3 | Mr. Milap Raj Bhansali | Member (Executive Director) |

All the recommendations of the Audit Committee during the year were accepted by the Board of Directors of the Company. For further details, please refer the Corporate Governance Report forming part of the Report.

**Vigil Mechanism:**

Your Company is committed to the highest standards of ethical, moral and legal business conduct. Accordingly, the Board of Directors has established a vigil mechanism by adopting a Whistle Blower Policy in compliance with the provisions of Section 177 (9) and (10) of the Act and Regulation 22 of the LODR 2015. The administration of the vigil mechanism is ensured through the Audit Committee. The Company's Vigil Mechanism / Whistle Blower Policy has been amended by the Board of Directors at its meeting held on March 15, 2019 in accordance with the LODR effective from April 1, 2019 and the same is hosted on the websiteof the Company at www.ashokabuildcon.com

**Policies / Codes of the Company:**

The following policies / Codes / Programmes are hosted on the website of the Company at www.ashokabuildcon.com

| Sr. No. | Policy / Code / Programme |
|---|---|
| 1 | Policy for Determining Materiality of events |
| 2 | Policy for Preservation and Archival of Documents |
| 3 | Policy on Material Subsidiaries |
| 4 | Policy for Risk Management Committee |
| 5 | CSR Policy |
| 6 | Vigil Mechanism – Whistle Blower Policy |
| 7 | Remuneration Policy |
| 8 | Related Party Transactions Policy |
| 9 | Dividend Distribution Policy |
| 10 | Code for Prevention of Insider Trading 2015 |
| 11 | Code of Corporate Disclosure Practices for Prevention of Insider Trading 2015 |
| 12 | Code of conduct for business, for Directors and Senior Management |
| 13 | Familiarisation Programme for Independent Directors |

**Subsidiaries**

In accordance with Section 129 (3) of the Act and as per Indian Accounting Standards (IndAS) 110, the Company has prepared the Consolidated Financial Statements of the Company and all its subsidiaries, which form part of the Report.

The salient features of financial statements of Subsidiary / Associates / Joint Ventures as per the Act are given in prescribed Form AOC-1 as **Annexure I** to the Board's Report.

During the year under review:

- The Company entered into a Shareholders' Agreement and Share Subscription Agreement with North Haven India Infrastructure Fund (North Haven) and Unison Enviro Private Limited (UEPL). The Company was allotted 36418586 equity shares in UEPL. The Company's stake in UEPL (earlier a wholly owned subsidiary) decreased from 100% to 51% due to allotment of 35000014 equity shares (49% stake) to North Haven India Infrastructure Fund in UEPL.
- The Company has acquired 100% stake in Ratnagiri Natural Gas Private Limited making it a wholly owned subsidiary of the Company.
- Ashoka Cuttack Angul Tollway Limited, a wholly owned subsidiary, is under striking off with the Registrar of Companies, New Delhi.
- The Company has won 5 projects on Hybrid Annuity Mode Basis through its Subsidiary viz. Ashoka Concessions Limited (ACL) during the year and as per NHAI guidelines, ACL has set up the following subsidiaries as Special Purpose Vehicles for execution of the Projects:
    1. Ashoka Ankleshwar Manubar Expressway Private Limited
    2. Ashoka Belgaum Khanapur Road Private Limited
    3. Ashoka Karadi Banwara Road Private Limited
    4. Ashoka Mallasandra Karadi Road Private Limited
    5. Ashoka Khairatunda Barwa Adda Road Limited

    In accordance with third proviso of Section 136(1) of the Act, the Annual Report of the Company, containing therein its standalone and the consolidated financial statements has been placed on the website of the Company, www.ashokabuildcon.com. Further, as per fifth proviso of the said section, audited annual accounts of each of the subsidiary companies have also been placed on the website of the Company, www.ashokabuildcon.com. Shareholders interested in obtaining a copy of the audited annual accounts of the subsidiary companies may write to the Company Secretary at the Company's registered office address.

**Disclosure relating to remuneration of Directors, Key Managerial Personnel and particulars of employees**

In accordance with Section 178 and other applicable provisions of the Act read with the Rule 6 of the Companies (Meeting of Boards and its Powers) Rules, 2014 issued thereunder and Regulation 19 of the LODR, 2015, the Board of Directors at their meeting, held on 30th September, 2014 formulated the Remuneration Policy of your Company on the recommendations of the Nomination and Remuneration Committee. The salient aspects covered in the Remuneration Policy, covering the policy on appointment and remuneration of Directors and other matters have been outlined in the Corporate Governance Report which forms part of the Report.

The Managing Director and Whole-time Directors of your Company do not receive remuneration from any of the subsidiaries of your Company. The information required under Section 197 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of Directors/employees of your Company is set out in **Annexure III** to the Board's Report.

The Remuneration Policy of the Company is available on the website of the Company, www.ashokabuildcon.com.

**Directors and Key Managerial Personnel**

In compliance with the provisions of Sections 149, 152, Schedule IV and other applicable provisions of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Sharadchandra Abhyankar (DIN: 00108866), Mr. Albert Tauro (DIN: 01860786) and Mr. Gyan Chand Daga (DIN: 00101534) had been appointed as Independent Directors on the Board of Directors of your Company to hold office for second term of five (5) consecutive years upto March 31, 2024., Mr. Michael Pinto (DIN: 00021565)offered not to be re-appointed as Independent Director for the second term and he ceased to be a Director on the Board of Directors of the Company with effect from April 1, 2019. The Board records its appreciation for the contributions made by Mr. Michael Pinto during his tenure as a Director of the Company.

Ms. Sunanda Dandekar (DIN: 07144108) had been appointed as an Independent Director to hold office from March 30, 2015 to March 29, 2020. Your Board of Directors has already sought approval of members by way of Postal Ballot for her re-appointment as an Independent Director of the Company in terms of Section 149 of the Act, for a period of (5) Five years with effect from March 30, 2020 up to March 29, 2025, with the period of office not liable to be determined by retirement of Directors by rotation.

Mr. Ashok Katariya (DIN: 00112240)is liable to retire by rotation at the ensuing AGM pursuant to section 152(6)(c) of the Act read with the Companies(Appointment and Qualification of Directors) Rules, 2014 and the Articles of Association of the Company and being eligible has offered himself for re-appointment.

Further, as per Section 196 and Schedule V of the Act the approval of the members by way of Postal Ballot, is already sought vide a special resolution for continuation of his office as a Whole-time Director, designated as the Chairman,upon attaining the age of 70 (seventy) years.

Mr. Satish Parakh, Managing Director, Mr. Paresh Mehta, Chief Financial Officer and Mr. Manoj Kulkarni, Company Secretary have been recognized as the Whole-time Key Managerial Personnel of your Company in accordance with the provisions of sections 2(51) and 203 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

None of the Key Managerial Personnel has resigned during the year under review.

The Independent Directors of your Company have confirmed that (a) they meet the criteria of Independence as prescribed under Section 149 of the Act and Regulation 16 of the Listing Regulations 2015; and(b) they are not aware of any circumstance or situation,which could impair or impact their ability to discharge duties with an objective independent judgement and with out any external influence. Further, in the opinion of the Board, the Independent Directors fulfil the conditions prescribed under the Listing Regulations 2015 and are independent of the management of the Company.

**Annual evaluation of Board's performance**

In terms of the provisions of the Act read with Rules issued thereunder and the LODR 2015, the Board of Directors had carried out the annual performance evaluation of the entire Board, Committees and all the Directors based on the criteria laid down by the Nomination and Remuneration Committee. The criteria for evaluation of the Board performance have been mentioned in the Corporate Governance Report.

**Number of meetings of the Board**

The details of the number of Board meetings of your Company are set out in the Corporate Governance Report which forms part of the Report.

In terms of requirements of Schedule IV of the Act a separate meeting of Independent Directors was held on March 18, 2019 to review the performance of Non-independent Directors (including the Chairman), the entire Board and quality, quantity and time lines of the flow of information between the Management and the Board.

**Directors' Responsibility Statement**

To the best of knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statement pursuant to Section 134(3)(c) read with section 134 (5) of the Act and confirm that :

i) In the preparation of the annual accounts for the year ended March 31, 2019, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;

ii) The Directors have approved the accounting policies and the same have been applied consistently and have made judgment and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2019 and of the profit of the Company for the year ended on that date;

iii) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

iv) The annual accounts have been prepared on a 'going concern' basis;

v) Proper internal financial controls are followed by the Company and that such financial controls are adequate and are operating effectively; and

vi) Proper systems to ensure compliance with the provisions of all applicable laws are in place and such systems are adequate and operating effectively.

**Auditors and Auditors' Reports**

a. **Statutory Auditors**

The Shareholders of the Company, pursuant to the provisions of Section 139 of the Act and the Companies (Audit and Auditors) Rules, 2014, have appointed M/s. SRBC & Co., LLP, Chartered Accountants, Mumbai, (Firm Registration No. 324982E/E300003), as the Statutory Auditors to hold office till the conclusion of the 29th Annual General Meeting ('AGM') of the Company to be held for FY 2021-22. They have confirmed that they are not disqualified from continuing as Auditors of the Company.

The Auditors' Reports on Standalone Financial Statements (SFS) and Consolidated Financial Statements (CFS) for the financial year 2018-19 do not contain any qualification, reservation or adverse remark except the following :

i. **Refer Annexure 1 - Statement on matters specified in paragraphs 3 and 4 of the Companies (Auditor's report) Order, 2016 Para - (i) (c)**

**Remark :**According to the information and explanations given by the management, the title deeds of immovable properties included in property, plant and equipment are held in the name of the Company except for title deed in case of two buildings (Gross Block of Rs.151.64 Lakhs, Net Block Rs. 143.28 lakh), for which transfer deed is yet to be executed in the name of the Company. Also given in Note 2 of the **Property, Plant and Equipment Statement** - Buildings include Gross Block of Rs.151.64 lakh (PY Rs.151.64 lakh) as at March 31, 2019 for which title deeds are yet to be executed in the name of the Company.

**Reply :**The one Building has been constructed on the freehold land which was purchased from APMC, Pune. The transfer of the said building to the Company is pending subject to approval of the APMC, Pune, since there is long pending litigation among the APMC Members, the NOC/approval is pending. The Company fully possesses the said Building. All the documents for registration in the name of the Company have already been submitted to the concerned authorities and regular follow-up is being made. Second, the building at Hilla Heights, Mumbai also is in possession of the Company. Necessary documents to transfer the same in the name of the Company are being organized.

ii. **Refer Annexure 1 - Statement on matters specified in paragraphs 3 and 4 of the Companies (Auditor's report) Order, 2016 Para - (vii) (a)**

**Remark :**Statutory dues have been regularly deposited with the appropriate authorities though there has been a slight delay in a few cases.

**Reply:** There was slight delay in payment of employees' state insurance dues in 2 instances and one instance of income-tax TDS payment, due to unavoidable circumstances. However the same had been regularized and the dues have been paid. The necessary precautions have been taken to ensure that no such delays happen in future.

iii. **Annexure 2 – Report on the Internal Financial**

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

**Remark :**The Company's internal financial controls over subcontractors' selection and; approval of work-orders and invoices for contract labour were not operating effectively which could have potentially resulted in excess payments to subcontractors.

**Reply :**Presently the selection of sub-contractors is based on their experience and past performance. Henceforth, the company shall maintain formal documentation related to selection processes of subcontractors. For contract labour, The Company has already initiated, process for implementation of a standard operating process which will further strengthen the approval process of work orders and invoices in respect of contract labour.

b. **Cost Auditors**

As per the requirements of the Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, your Company is required to maintain cost records and get the cost records audited. There are no observation/ remarks or qualifications in the cost Audit report for FY 2018-19 .

As per Section 148 and other applicable provisions of the Act read with Companies (Audit and Auditors) Rules, 2014, the Board of Directors of your Company appointed M/s. CY & Associates, Cost Accountants, (Firm Registration No. 000334) as the Cost Auditors for the financial year 2019-20 on the recommendations made by the Audit Committee to conduct the audit of cost records of the Construction segment of the Company.

The remuneration proposed to be paid to the Cost Auditor, is subject to the ratification by the members at the ensuing AGM, would not exceed Rs.5,40,000/- (Rupees Five Lakhs Forty Thousand only) plus applicable taxes and reimbursement of out of pocket expenses.

The consent has been received from M/s. CY & Associates, Cost Accountants, to act as the Cost Auditors of your Company for the financial year 2019-20 along with a certificate confirming their independence. Further pursuant to the provisions of the Act, the remuneration payable to the Cost Auditors is required to be placed before the Members in a general meeting for their ratification. Accordingly, a Resolution seeking Member's ratification for the remuneration payable to M/s CY & Associates, Cost Accountants, is included in the Notice convening the 26thAnnual General Meeting.

c. **Secretarial Auditors**

Pursuant to the provisions of Section 204 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company had appointed M/s. S. Anantha & Ved LLP (LLPIN: AAH8229) Practicing Company Secretaries to conduct the Secretarial Audit of your Company. The Secretarial Audit Report is annexed herewith as **Annexure –IV** to the Board's Report.

There are no observations / remarks or qualifications in the Secretarial Audit Report for FY2018-19 except the following:

**Observation**: Delay in filing of E-forms with the Ministry of Corporate Affairs in few instances in respect of which the Company paid the additional fee and complied with the requirement.

**Reply:** There was delay in filing few e-forms due to circumstances beyond control. However such forms were filed with additional filing fees as prescribed under the Act and compliance has been regularized. The necessary steps have been taken for timely filing and to avoid delay in filing of e-forms with MCA in future.

d. **Internal Auditors**

M/s. Patil Hiran Jajoo, Chartered Accountants, had been appointed as Internal Auditors of the Company for FY 2018-19 and the reports of the Internal Auditors are reviewed by the Audit Committee from time to time. The observations and suggestions of the Internal Auditors are reviewed and necessary corrective/ preventive actions are taken in consultation with the Audit Committee.

The Company has appointed M/s. Patil Hiran Jajoo, Chartered Accountants, Nashik and M/s RSM Astute, Mumbai as Joint Internal Auditors for FY 2019-20.

**Audits and internal checks and balances**

M/s SRBC & Co. LLP, Chartered Accountants, audit the accounts of the Company. The Company has independent internal auditors who review internal controls and operating systems and procedures. A dedicated Legal Compliance ensures that the Company conducts its businesses with legal, statutory and regulatory compliances. The Company has instituted a legal compliance programme in conformity with requirements of the

Act to ensure that there exists a system which is adequate and operates effectively and efficiently. This system covers various statutes, such as industrial and labour laws, taxation laws, corporate and securities laws and health, safety and environment regulations.

**Familiarisation Programme for Independent Directors**

Pursuant to the requirement of Regulation25(7) of the LODR 2015, the Company needs to formally arrange Induction or Familiarization Programme for Independent Directors to familiarize them with their role, rights and responsibility as Directors, the working of the Company, nature of the industry in which the Company operates, business model etc. The details are mentioned in the Corporate Governance Report which is a part of the report. The Familiarisation Programme for Independent Directors of the Company is hosted on the website of the Company at www.ashokabuildcon.com

**Related party transactions**

All Related Party Transactions that were entered into during the financial year were in compliance with the requirement of the Act and the Rules framed thereunder and LODR 2015. All Related Party Transactions are placed before the Audit Committee, the Board of Directors and Shareholders, as the case may be, for approval. During the financial year 2018-19, your Company entered into transactions with related parties as defined under Section 2(76) of the Act read with the Companies (Specification of Definitions Details) Rules, 2014, which were in the ordinary course of business and on arm's length basis and in accordance with the provisions of the Act, Rules issued thereunder and Regulation 23 of the LODR 2015.

During the financial year 2018-19, there were no materially significant Related Party Transactions entered into by the Company with Promoters, Directors, Key Managerial Personnel, which may have a potential conflict with the interest of the Company at large. However, the Company had entered into materially significant related party transactions with five (5) step down subsidiaries for rendering services on EPC basis aggregating Rs.4,212.30 Crore.

The details of the related party transactions are set out in Note No. 47 to the standalone financial statements forming part of the Report.

The Form AOC-2 pursuant to Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 in respect of disclosure of contracts/arrangements with related parties under section 188 is set out as **Annexure II**to theBoard's Report.

**Particulars of loans given, investments made, guarantee given and securities provided under Section 186 of the Act**

The details of loans, guarantees and investments under Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:

**A.** Details of investments made by the Company in equity/ preference shares and compulsorily convertible debentures, as on March 31, 2019 (including investments made in the previous years) are mentioned in Note No. 4 to the standalone financial statements.

**B.** Details of loans given by the Company to its Subsidiaries, Joint Ventures as on March 31, 2019 are mentioned in Note No. 38 to the standalone financial statements.

**C.** Outstanding Corporate Guarantees issued by the Company as on March 31, 2019 aggregating Rs.543.79 Crore including Corporate Guarantees worth Rs.265.19 issued during the year.

**Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI)**

The Company complies with all the applicable Secretarial Standards.

**Extract of Annual Return**

The details forming part of the extract of the Annual Return in Form MGT- 9 in accordance with Section 92(3) of the Act read with the Companies (Management and Administration) Rules, 2014, are set out herewith as **Annexure V** to the Board's Report. The Annual Return is available at www.ashokabuildcon.com.

**Corporate Social Responsibility**

The Company continues to believe in operating and growing its business in a socially responsible way. This belief forms the core of the CSR policy of the Company that drives it to focus on holistic development of its host community and immediate social and environmental surroundings qualitatively. Hence in Accordance with the requirements of Section 135 of the Act, your Company has constituted a Corporate Social Responsibility Committee ("CSR Committee"). The composition and terms of reference of the CSR Committee are provided in Corporate Governance Report. The Company has framed Corporate Social Responsibility policy which is available at www.ashokabuildcon.com.

The Company was required to spend Rs. 4.46 Crore on CSR activities for FY 2018-19 and a cumulative amount of Rs. 16.11 Crore had remained unspent on CSR activities for previous years. However, the Company has spent Rs. 13.91 Crore during FY 2018-19. The Company has spent the entire amount required to be spent on CSR activities in FY 2018-19. However, the unspent amount carried forward from previous years shall be spent in the coming year/(s).

Annual Report on CSR activities as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014 has been annexed as **Annexure VI** to the Board's report.

**Policy on prevention of sexual harassment**

The Company has in place Anti Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. All employees (permanent, contractual, temporary, trainees) are covered under this Policy. The Company has provided a safe and dignified work environment for employee which is free of discrimination. The objective of this policy is to provide protection against sexual harassment of women at work place and for redressal of any such complaints of harassment. Internal Complaints Committee (ICC) has been set up to redress the complaints, received, if any.

**Disclosure as per Section 22 of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is given below.**

Pursuant to the requirements of Section 22 of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 read with the Rules thereunder,it is hereby declared that the Company has not received any complaint of sexual harassment during the year under review. Further, the Company conducts awareness programme at regular interval of time.

**Disclosure under section 134 (3) (l) of the Act**

Except as disclosed elsewhere in the report, there have been no material changes and commitments which can affect the financial position of the Company between the end of the financial year of the Company and date of the report.

**Conservation of energy, technology absorption, foreign exchange earnings and outgo**

The information on Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo as stipulated under section 134 of the Act read with the Companies (Accounts) Rules, 2014 is as follows:

(A) **Conservation of energy**

The Company does not have any manufacturing facility; the other particulars required to be provided in terms of Section 134(3)(m) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014 are not applicable.

Nevertheless, during the period the Company continued its endeavor to conserve energy through various modes. Energy conservation continues to be a focus area for the Company. Energy conservation measures are meticulously followed and conform to the highest standards.

| No. | Particulars | Remarks |
|---|---|---|
| i. | Steps taken or impact on conservation of energy | In view of business activities of the Company, no substantial steps are required to be taken for conservation of energy other than those are actually implemented by the Company |
| ii | Steps taken by the Company for utilizing alternate source of energy | In view of business activities of the Company, no substantial steps are required to be taken for conservation of energy other than those are actually implemented by the Company |
| iii | The capital investment on energy conservation equipment | - |

**(B) Technology Absorption, Adoption and Innovation, Efforts made, Benefits derived, Import of Technology:**

| No. | Particulars | Remarks |
|---|---|---|
| I | the efforts made towards technology absorption | No specific efforts made other than in the ordinary course of execution of the Project |
| II | the benefits derived like product improvement, cost reduction, product development or import substitution | N.A. |
| III | in case of imported technology (imported during the last three years reckoned from the beginning of the Financial Year | N.A. |
| | a. the details of technology imported | N.A. |
| | b. the year of import | N.A. |
| | c. Whether the technology fully absorbed | N.A. |
| | d. If not fully absorbed, areas where absorption has not taken place, reasons thereof | N.A. |
| IV | The expenditure on Research and Development | Nil |

(C) **DETAILS OF FOREIGN EXCHANGE EARNINGS AND EXPENSES**

i) There are no earnings in foreign currency during the year under review.

ii) The expenses in foreign exchange are as follows:

| Particulars | Amount (Rs. In Lakhs) |
|---|---|
| Import of Raw Material | 345.18 |
| Testing Charges | 8.01 |
| Tender & Survey Fees | 3.27 |
| Travelling Expenses | 24.00 |

**Details on Internal Financial Controls**

The Company has in place adequate internal financial controls, some of which are outlined below.

Your Company has adopted accounting policies which are in line with the Accounting Standards prescribed in the Companies (Indian Accounting Standards) Rules, 2015 that continue to apply under Section 133 and other applicable provisions of the Act to the extent applicable. These are in accordance with generally accepted accounting principles in India including Indian Accounting Standards (IND AS). Changes in policies, if any, are approved by the Audit Committee in consultation with the Auditors.

The policies to ensure uniform accounting treatment are prescribed to the subsidiaries of your Company. The accounts of the subsidiary companies are audited and certified by the respective Auditors of the Subsidiaries for consolidation.

Your Company has implemented new ERP (SAP) during the financial year 2018-19.

The opportunity presented by the emergence of Digital Technologies is one of the key strategic enablers to our sustainable growth. As a step towards process simplification, integration and speed, we have implemented the SAP S4 – HANA platform. This has enabled the organisation with a single source for financial accounting, costing, and asset accounting through Integrated System under SAP S4/HANA architecture.

The Management periodically reviews the financial performance of your Company against the approved plans across various parameters and takes appropriate action, wherever necessary. Internal Auditors have been appointed who report on quarterly basis on the processes and system of accounting of the Company. The observations, if any, of the Internal Auditors, are resolved to their satisfaction and are implemented across all the sites. During the year the internal financial controls were reviewed and tested by a reputed firm of Chartered Accountants who report on quarterly basis on the process and systems of accounting and other operational processes of the Company. The main thrust of internal audit is to test and review controls, appraisal of risks and business processes, besides benchmarking controls with best practices in the industry.

**Particulars of Employees**

Disclosures pertaining to remuneration and other details as required under Section 197(12) read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided as **Annexure III** to the Board's Report.

In terms of the provisions of Section197(12) read with Rules5(2) and 5(3) of the Companies(Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules forms part of the Report and is provided as **Annexure III** to the Board's Report.

**Management Discussion and Analysis**

Management Discussion and Analysis is given in a separate section forming part of the Report.

**Corporate Governance**

The report on Corporate Governance as stipulated under the LODR 2015 forms an integral part of the report and the requisite Certificate duly signed by the practicing Company Secretary confirming compliance with the conditions of Corporate Governance is attached to the report.

**BUSINESS RESPONSIBILITY REPORT**

As stipulated under the LODR 2015, the Business Responsibility report describing the initiatives taken by the Company from environmental, social and governance perspective is attached as part of the Report as **Annexure IX** to the Board's Report.

**General**

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Details relating to deposits covered under Chapter V of the Act.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares) to employees of the Company under any scheme;
4. Receipt of any remuneration or commission by the

Managing Director, the Whole-time Directors of the Company from any of its subsidiaries.

5. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
6. No fraud has been reported by the Auditors to the Audit Committee or the Board.
7. The Company does not have any scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees.
8. Secretarial Standards are issued by the Institute of Company Secretaries of India (ICSI), one of the premier professional bodies in India.The Company complies with the Secretarial Standards.

**Acknowledgement**

Your Directors take this opportunity to thank various Government Authorities, including National Highways Authority of India, Ministry of Road Transport & Highways,Public Works Departments, Road Development Corporations of the various States, Power Distribution Corporations of various States where we have operations, Central and State Governments for their support, continuous co-operation and guidance.

Your Directors also thank the Ministry of Corporate Affairs, BSE Limited, National Stock Exchange of India Limited, Regulatory Authorities, Financial Institutions and Banks, Credit Rating Agencies, Shareholders, Contractors, vendors, and business associates for their continuous support during the year and look forward for their support in future as well.

The Directors would also like to place on record their appreciation for the contribution and dedication of the employees of the Company at all levels to the Company's growth.

For and on behalf of the Board of Directors

Sd/-
**(ASHOK KATARIYA)**
**Chairman**
**(DIN: 00112240)**

**Place : Mumbai**
**Date : May 22, 2019**

# ANNEXURE I - FORM AOC-1

[PURSUANT TO FIRST PROVISO TO SUB-SECTION (3) OF SECTION 129 READ WITH RULE 5 OF COMPANIES (ACCOUNTS) RULES, 2014]

**STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENT OF SUBSIDIARIES / ASSOCIATES / JOINT VENTURES (MARCH 31, 2019)**

## Part "A": Subsidiaries

Amount (Rs.Lakhs)

| Sr.No. | Name of Subsidiary | Reporting Currency | Share Capital | Reserves & Surplus | Total Assets | Total Liabilities | Investments | Turnover/ Total Income | Profit Before Taxation | Provision for Taxation | Profit After Taxation | Proposed Dividend | % Shareholding |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| 1 | Ashoka Concessions Ltd. | INR | 100.00 | 168,487.68 | 226,360.56 | 226,360.56 | 191,371.16 | 9,590.20 | (6,694.87) | 691.76 | (7,386.63) | - | 66.00 |
| 2 | Ashoka Highways (Durg) Ltd. | INR | 2,971.52 | 4,350.54 | 48,098.62 | 48,098.62 | - | 8,020.28 | (2,392.01) | - | (2,392.01) | - | 33.66 |
| 3 | Ashoka Highways (Bhandara) Ltd | INR | 2,611.31 | (10,954.83) | 39,059.39 | 39,059.39 | - | 6,837.76 | (3,527.26) | - | (3,527.26) | - | 33.66 |
| 4 | Ashoka Belgaum Dharwad Tollway Ltd. | INR | 251.01 | (20,243.96) | 102,425.50 | 102,425.50 | - | 9,179.83 | (5,545.54) | - | (5,545.54) | - | 66.00 |
| 5 | Ashoka Dhankuni-Kharagpur Tollway Ltd. | INR | 343.42 | (46,631.47) | 352,031.88 | 352,031.88 | - | 35,639.91 | (16,746.65) | - | (16,746.65) | - | 66.00 |
| 6 | Ashoka Sambalpur Baragarh Tollway Ltd. | INR | 248.89 | 24,657.42 | 119,604.38 | 119,604.38 | | 7,196.84 | (5,900.32) | - | (5,900.32) | - | 66.00 |
| 7 | Jaora-Nayagaon Toll Road Company Pvt. Ltd. | INR | 28,700.00 | 312.98 | 94,179.58 | 94,179.58 | 9,604.88 | 21,468.83 | 7,315.68 | 1,569.88 | 5,745.80 | - | 35.18 |
| 8 | Ashoka DSC-Katni Bypass Road Ltd. | INR | 300.00 | (2,847.65) | 589.94 | 589.94 | 516.04 | 83.36 | (348.26) | - | (348.26) | | 99.89 |
| 9 | Ashoka GVR Mudhol Nipani Roads Ltd. | INR | 5,523.00 | 4,388.06 | 31,528.24 | 31,528.24 | - | 5,288.97 | 2,325.45 | 561.47 | 1,763.98 | - | 71.00 |
| 10 | Ashoka Bagewadi Saundatti Road Ltd. | INR | 2,825.00 | 5,643.95 | 28,176.05 | 28,176.05 | - | 9,913.82 | 2,152.45 | 486.66 | 1,665.79 | - | 100.00 |
| 11 | Ashoka Hungund Talikot Road Ltd. | INR | 2,250.00 | 3,736.72 | 24,699.10 | 24,699.10 | | 11,981.89 | 1,985.36 | 440.39 | 1,544.96 | - | 100.00 |
| 12 | Ashoka Kharar Ludhiana Road Ltd. | INR | 7,500.00 | 5,975.26 | 71,776.27 | 71,776.27 | - | 57,146.70 | 1,116.72 | 234.41 | 882.31 | - | 66.00 |
| 13 | Ashoka Ranastalam Anandapuram Road Ltd. | INR | 5,489.50 | 3,707.76 | 35,639.47 | 35,639.47 | - | 39,380.38 | 1,831.70 | 399.05 | 1,432.65 | - | 66.00 |
| 14 | Viva Highways Ltd. | INR | 980.82 | 42,481.40 | 56,202.99 | 56,202.99 | 25,318.92 | 4,069.08 | (53.60) | 97.13 | (150.73) | | 100.00 |
| 15 | Ashoka Infraways Ltd. | INR | 100.00 | 4,257.24 | 10,231.55 | 10,231.55 | 1,544.19 | 3,185.95 | 283.47 | 6.29 | 277.18 | | 100.00 |
| 16 | Ashoka Infratructure Ltd. | INR | 1,975.00 | (7,687.40) | 527.76 | 527.76 | - | 0.96 | (84.37) | - | (84.37) | | 100.00 |
| 17 | Viva Infrastructure Ltd. | INR | 10.00 | (2,243.60) | 9,882.76 | 9,882.76 | 6,742.56 | 447.62 | (241.87) | - | (241.87) | | 100.00 |
| 18 | Ashoka Pre-Con Pvt. Ltd. | INR | 518.79 | (34.06) | 519.82 | 519.82 | - | 236.89 | 36.48 | - | 36.48 | | 51.00 |
| 19 | Ashoka Technologies Pvt. Ltd | INR | 1.00 | 31.05 | 32.24 | 32.24 | - | 0.21 | (1.87) | 0.03 | (1.90) | | 100.00 |
| 20 | Unison Enviro Pvt. Ltd. | INR | 7,142.86 | (666.42) | 7,008.82 | 7,008.82 | 1,701.83 | 83.68 | (754.29) | (199.09) | (555.21) | | 51.00 |
| 21 | Ashoka Highway Research Centre Pvt. Ltd. | INR | 1.00 | (8.77) | 2.11 | 2.11 | - | 1.46 | (1.39) | - | (1.39) | | 100.00 |
| 22 | Ashoka Aerospace Pvt. Ltd. | INR | 1.00 | (2.12) | 2.86 | 2.87 | - | 0.02 | (0.94) | - | (0.94) | | 100.00 |
| 23 | Ratnagiri Natural Gas Pvt. Ltd. | INR | 1.00 | (1.97) | 0.42 | 0.42 | - | - | (1.04) | - | (1.04) | | 100.00 |
| 24 | Blue Feather Infotech Pvt. Ltd. | INR | 1.00 | (3.61) | 1,224.17 | 1,224.17 | - | - | (0.92) | - | (0.92) | | 100.00 |
| 25 | Ashoka Endurance Road Developers Pvt. Ltd. | INR | 1.00 | (1.40) | 2.35 | 2.35 | - | - | (0.74) | - | (0.74) | | 100.00 |
| 26 | Ashoka Path Nirman (Nasik) Pvt. Ltd. | INR | 1.00 | (2.38) | 0.74 | 0.74 | - | - | (0.77) | - | (0.77) | | 100.00 |
| 27 | Tech Berater Pvt. Ltd. | INR | 1.00 | (3.61) | 1,224.17 | 1,224.17 | - | - | (0.92) | - | (0.92) | | 74.00 |
| 28 | Ashoka Cuttack-Angul Tollway Ltd. | INR | Under process of striking off | | | | | | | | | | |
| 29 | Ashoka Khairatunda Barwa Adda Road Ltd. | INR | 2,851.00 | (60.83) | 2,797.72 | 2,797.72 | - | 206.22 | (34.45) | - | (34.45) | - | 66.00 |
| 30 | Ashoka Mallasandra Karadi Road Pvt. Ltd. | INR | 3,533.00 | (70.61) | 3,489.73 | 3,489.73 | | 406.42 | (70.61) | - | (70.61) | - | 66.00 |
| 31 | Ashoka Karadi Banwara Road Pvt. Ltd. | INR | 3,866.00 | (79.57) | 3,795.53 | 3,795.53 | - | 407.32 | (79.57) | - | (79.57) | - | 66.00 |
| 32 | Ashoka Belgaum Khanapur Road Pvt. Ltd. | INR | 3,089.00 | (59.48) | 3,083.03 | 3,083.03 | - | 206.13 | (39.63) | - | (39.63) | - | 66.00 |
| 33 | Ashoka Ankleshwar Manubar Expressway Pvt. Ltd. | INR | 6,001.00 | 478.38 | 34,062.33 | 34,062.33 | - | 39,262.00 | 614.88 | 132.50 | 482.38 | - | 66.00 |

| Part "B": Associates / Joint Venture | | | | | | |
|---|---|---|---|---|---|---|
| **Sr. No.** | **Name of Associates / Joint Ventures** | 1 | 2 | 3 | 4 | 5 |
| | | Abhijeet Ashoka Infrastructure Private Limited | GVR Ashoka Chennai ORR Limited | PNG Tollway Limited | Mohan Mutha - Ashoka Buildcon LLP | Cube Ashoka JV Co. |
| 1 | **Latest Audited Balance Sheet Date** | 31.03.2019 | 31.03.2019 | 31.03.2019 | 31.03.2019 | 31.03.2019 |
| 2 | **Shares Of Associates / Joint Venture held by the Company on the Year End** | | | | | |
| | i) Number | 40,00,000 | 94,500,000 | 43,966,000 | - | - |
| | ii) Amount of Investment in Associate / Joint Venture | 1,559.50 | 9,482.79 | | 881.10 | 0.66 |
| | iii) Extent of Holding | 50% | 50% | 26% | 50% | 40% |
| 3 | Description of how there is significant Influence | The Company holds more than 20% of total voting power | The Company holds more than 20% of total voting power | The Company holds more than 20% of total voting power | The Company holds more than 20% of total voting power | The Company holds more than 20% of total voting power |
| 4 | Reason why the associates / Joint Venture is not Consolidated | Accounted as per IND AS 28, share of profit considered under equity method | Accounted as per IND AS 28, share of profit considered under equity method | - | Share Capital considered | Ratio in profit/loss considered |
| 5 | Net worth attributable to shareholding as per latest audited Balance Sheet * | 2,628.68 | 13,834.85 | | - | - |
| 6 | Profit / Loss for the Year | (4,295.10) | 2,232.90 | | - | - |
| | i) Considered in Consolidated | (2,147.55) | 1,116.45 | | - | - |
| | ii) Not Considered in Consolidation # | As received dividend during the year | Considered | NIL as full investment value written off | - | - |

**For & on behalf of the Board of Directors**

| sd/- | sd/- | sd/- | sd/- |
|---|---|---|---|
| **(A.M. Katariya)** | **(S.D. Parakh)** | **(P.C. Mehta)** | **(M.A. Kulkarni)** |
| Chairman | Managing Director | Chief Financial Officer | Company Secretary |
| DIN : 00112240 | DIN : 00112324 | | |

Place: Mumbai
Date: May 22, 2019

# Annexure II - Form AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

## 1. Details of contracts or arrangements or transactions not at arm's length basis:

| Sr. No. | Name of the Related Party | Nature of Contracts/ Arrangements/ Transactions: | Durations of the Contracts / Agreements/ Transactions | Salient Terms of the Contracts or arrangements or Transactions including the Value, if any | Justification for entering into such contracts or arrangements or transactions | Date(s) of approval by the Board, if any | Amount paid as advances, if any | Date on which the special resolution was passed in general meeting as required under first proviso to section 188 |
|---|---|---|---|---|---|---|---|---|
| Not Applicable | | | | | | | | |

**2. Details of material contracts or arrangement or transactions at arm's length basis:**

| Sr. No. | Name of the Related Party | Nature of Relationship | Nature of Contracts / Agreements / Transactions | Durations of the Contracts / Agreements/ Transactions | Salient Terms of the Contracts or arrangements or Transactions. | Amount of Transaction ( Rs. In Lakhs) | Date(s) approval by the Board, if any | Amount paid as advances, if any (Rs. In Lakhs) |
|---|---|---|---|---|---|---|---|---|
| 1 | Ashoka Infraways Ltd. | Wholly Owned Subsidiary | Availing or rendering of any services | As per terms of Contract | EPC Contract for residential projects at Goa, Nasik and other new housing projects | 528.79 | 6-Mar-17 | Nil |
| 2 | Ashoka-DSC Katni Bypass Road Ltd. | Subsidiary | Availing or rendering of any services | As per terms of Contract | EPC Contract | 671.69 | 6-Mar-17 | 173.21 |
| 3 | Ashoka Bagewadi Saundatti Road Ltd. | Wholly Owned Subsidiary | Availing or rendering of any services | As per terms of Contract | EPC Contract | 5,891.81 | 22-Jan-16 | Nil |
| 4 | Ashoka Hungund Talikot Road Ltd. | Wholly Owned Subsidiary | Availing or rendering of any services | As per terms of Contract | EPC Contract | 8,713.30 | 22-Jan-16 | Nil |
| 5 | Ashoka Concessions Ltd | Subsidiary | Availing or rendering of any services | As per terms of Contract | EPC for Operation & Maintenance work - Sub Contractor | 2,223.32 | 6-Mar-17 | Nil |
| 6 | Ashoka GVR Mudhol Nipani Roads Ltd. | Subsidiary | Availing or rendering of any services | As per terms of Contract | Main EPC contract approved in 2013 / extra items or change of scope by the Authority | 380.00 | 6-Mar-17 | Nil |
| 7 | Ashoka Belgaum Dharwad Tollway Ltd. | Step-down subsidiary | Availing or rendering of any services | As per terms of Contract | EPC Contract | 12.42 | 30-May-17 | Nil |
| 8 | Ashoka Dhankuni Kharagpur Tollway Ltd. | Step-down subsidiary | Availing or rendering of any services | As per terms of Contract | Main EPC contract approved in July 2011. Balance work and extra items or change of scope by the Authority | 1,699.15 | 6-Mar-17 | Nil |
| 9 | Ashoka Kharar Ludhiana Road Ltd. | Step-down subsidiary | Availing or rendering of any services | As per terms of Contract | Main EPC contract approved in Nov. 2016. Approval for utility shifting work. | 52,463.57 | 4-Nov-16 | Nil |
| 10 | Ashoka Ranastalam Anandapuram Road Ltd. | Step-down subsidiary | Availing or rendering of any services | As per terms of Contract | EPC contract | 30,082.82 | 30-May-17 | Nil |
| 11 | Ashoka Township | Other Related Party ( The Member of AoP in which Directors are interested) | Availing or rendering of any services | As per terms of Contract | EPC Contract for the Residential Project | 271.86 | 22-Jan-16 | Nil |
| 12 | GVR Ashoka Chennai ORR Ltd. | Associate | Availing or rendering of any services | As per terms of Contract | Main EPC contract approved in 2013. New O&M or change of scope by Authority | 2,131.62 | 6-Mar-17 | Nil |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| 13 | Unison Enviro Pvt. Ltd. | Subsidiary | Availing or rendering of any services | As per terms of Contract | EPC contract | 1,817.05 | 30-Jan-19 | Nil |
| 14 | Ashoka Khairatunda Barwa Adda Road Ltd. | Step-down subsidiary | Availing or rendering of any services | As per terms of Contract | EPC contract | - | 29-May-18 | 2,400.00 |
| 15 | Ashoka Karadi Banwara Road Pvt. Ltd. | Step-down subsidiary | Availing or rendering of any services | As per terms of Contract | EPC contract | - | 29-May-18 | 3,100.00 |
| 16 | Ashoka Mallasandra Karadi Road Pvt. Ltd. | Step-down subsidiary | Availing or rendering of any services | As per terms of Contract | EPC contract | - | 29-May-18 | 2,850.00 |
| 17 | Ashoka Belgaum Khanapur Road Pvt. Ltd. | Step-down subsidiary | Availing or rendering of any services | As per terms of Contract | EPC contract | - | 29-May-18 | 2,625.00 |
| 18 | Ashoka Ankleshwar Manubar Expressway Pvt. Ltd. | Step-down subsidiary | Availing or rendering of any services | As per terms of Contract | EPC contract | 38,072.42 | 29-May-18 | 5,240.00 |
| 19 | Ashoka Valecha JV | Joint operations | Availing or rendering of any services | As per terms of Contract | EPC contract | 1,163.14 | 1-Sep-05 | Nil |
| 20 | BIPL ABL JV | Joint operations | Availing or rendering of any services | As per terms of Contract | EPC contract | 4,240.07 | 5-Jan-16 | Nil |
| 21 | ABL BIPL JV | Joint operations | Availing or rendering of any services | As per terms of Contract | EPC contract | 2,465.65 | 18-Jun-15 | Nil |
| 22 | Viva Infrastructure Ltd. | Wholly Owned Subsidiary | Rendering of Services | As per terms of Contract | Property given on lease | 0.20 | 2-Dec-16 | Nil |
| 23 | Viva Highways Ltd | Wholly Owned Subsidiary | Rendering of Services | As per terms of Contract | Property given on lease | 0.20 | 2-Dec-16 | Nil |
| 24 | Ashoka Path Nirman (Nasik) Pvt. Ltd. | Wholly Owned Subsidiary | Rendering of Services | As per terms of Contract | Property given on lease | 0.20 | 2-Dec-16 | Nil |
| 25 | Ashoka Infraways Ltd. | Wholly Owned Subsidiary | Rendering of Services | As per terms of Contract | Property given on lease | 0.20 | 2-Dec-16 | Nil |
| 26 | Ashoka Infrastructure Ltd. | Wholly Owned Subsidiary | Rendering of Services | As per terms of Contract | Property given on lease | 0.20 | 2-Dec-16 | Nil |
| 27 | Ashoka Highway Research Centre Pvt. Ltd. | Wholly Owned Subsidiary | Rendering of Services | As per terms of Contract | Property given on lease | 0.20 | 2-Dec-16 | Nil |
| 28 | Ashoka Pre-Con Pvt. Ltd. | Subsidiary | Rendering of Services | As per terms of Contract | Property given on lease | 0.20 | 2-Dec-16 | Nil |
| 29 | Ashoka Concessions Ltd | Subsidiary | Rendering of Services | As per terms of Contract | Property given on lease | 15.00 | 20-May-16 | Nil |
| 30 | Ratnagiri Natural Gas Pvt. Ltd. | Step-down subsidiary | Rendering of Services | As per terms of Contract | Property given on lease | 0.20 | 2-Dec-16 | Nil |
| 31 | Shweta Agro Farm | Entity wherein Directors/Promoters are interested | Rendering of Services | As per terms of Contract | Property given on lease | 0.20 | 2-Dec-16 | Nil |
| 32 | Hotel Evening Inn Pvt. Ltd. | Other Related Party | Rendering of Services | As per terms of Contract | Property given on lease | 8.86 | 30-Jan-15 | Nil |
| 33 | Ashoka Universal Academy Pvt. Ltd. | Entity wherein Directors/Promoters are interested | Rendering of Services | As per terms of Contract | Property given on lease | 40.03 | 6-Mar-17 | Nil |
| 34 | Ashoka Industrial Park Pvt. Ltd. | Entity wherein Directors/Promoters are interested | Rendering of Services | As per terms of Contract | Property given on lease | 0.20 | 2-Dec-16 | Nil |
| 35 | Ashoka Buildwell & Developers Pvt. Ltd. | Entity wherein Directors/Promoters are interested | Rendering of Services | As per terms of Contract | Property given on lease | 0.20 | 2-Dec-16 | Nil |
| 36 | Ashoka Biogreen Pvt. Ltd. | Entity wherein Directors/Promoters are interested | Rendering of Services | As per terms of Contract | Property given on lease | 0.20 | 2-Dec-16 | Nil |
| 37 | Viva Highways Ltd | Wholly Owned Subsidiary | Availing of Services | As per terms of Contract | Rent Contract for Property taken on rent | 71.61 | 22-Jan-16 | Nil |
| 38 | Satish D. Parakh | KMP | Availing of Services | As per terms of Contract | Rent Contract for Property taken on rent | 6.30 | 20-May-16 | Nil |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| 39 | Ashish A. Kataria | Relative of KMP | Availing of Services | As per terms of Contract | Rent Contract for Property taken on rent | 6.30 | 20-May-16 | Nil |
| 40 | Ashok M. Katariya | KMP | Service Contract / agreement | As per terms of Contract | Salary | 462.75 | 20-Mar-18 | Nil |
| 41 | Satish D. Parakh | KMP | Service Contract / agreement | As per terms of Contract | Salary | 462.75 | 20-Mar-18 | Nil |
| 42 | Sanjay P Londhe | KMP | Service Contract / agreement | As per terms of Contract | Salary | 318.61 | 20-Mar-18 | Nil |
| 43 | Milapraj Bhansali | KMP | Service Contract / agreement | As per terms of Contract | Salary | 153.63 | 20-Mar-18 | Nil |
| 44 | Paresh C Mehta | KMP | Service Contract / agreement | As per terms of Contract | Salary | 103.53 | 20-Mar-18 | Nil |
| 45 | Manoj A Kulkarni | KMP | Service Contract / agreement | As per terms of Contract | Salary | 24.66 | 20-Mar-18 | Nil |
| 46 | Astha A. Kataria | Relative of KMP | Holding Office or Place of Profit in the Company | As per terms of Contract | Salary | 39.88 | 20-Mar-18 | Nil |
| 47 | Aditya S. Parakh | Relative of KMP | Holding Office or Place of Profit in the Company | As per terms of Contract | Salary | 40.82 | 20-Mar-18 | Nil |
| 48 | Rohan S. Londhe | Relative of KMP | Holding Office or Place of Profit in the Company | As per terms of Contract | Salary | 4.40 | 20-Mar-18 | Nil |

**For and on behalf of Board of Directors of Ashoka Buildcon Limited**

**sd/-**
**(ASHOK M. KATARIYA)**
**Chairman**
**DIN: 00112240**

**Place : Mumbai**
**Date : May 22, 2019**

## Annexure III

## DETAILS OF REMUNERATION

**[Details pertaining to remuneration as required under section 197(12) read with Rule 5(1) of Companies (Appointment and Remunerationof Managerial Personnel) Rules, 2014]**

a. Information required as per Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the Financial Year 2018-19, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year 2018-19 are as under:

i. **The ratio of remuneration of each director to the median remuneration of the employees of the company for the Financial Year:**

The median remuneration of employees of the Company during the Financial Year was Rs.3,00,000/- per annum and ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year is provided in the table given below.

| Name & Designation of Director/KMP | The Ratio of Remuneration of each Director to the median remuneration of employees for FY 2018-19 (Rule (5)(1)(i)) | The % increase in remuneration of each Director, CFO, CS in FY 2018-19(Rule (5)(1)(ii)) |
|---|---|---|
| Ashok Katariya<br>Whole-time Director designated as Chairman | 0.65% | 10.00 |
| Satish Parakh<br>Managing Director | 0.65% | 10.00 |
| Sanjay Londhe<br>Whole-time Director | 0.94% | 20.38 |
| Milap Raj Bhansali<br>Whole-time Director | 1.95% | 20.31 |
| Michael Pinto<br>Independent Director | N. A. | N. A. |
| Sharadchandra Abhyankar<br>Independent Director | N. A. | N. A. |
| Albert Tauro<br>Independent Director | N. A. | N. A. |
| Gyan ChandDaga<br>Independent Director | N. A. | N. A. |
| SunandaDandekar<br>Independent Director | N. A. | N. A. |
| Paresh Mehta<br>Chief Financial Officer | N. A. | 29.00 |
| Manoj Kulkarni<br>Company Secretary | N. A. | 14.00 |

Independent Directors were paid only sitting fees during the financial year under review. Hence, their ratio to Median Remuneration has been shown as **Not Applicable.** The percentage increase in remuneration of Independent Directors is based on their attendance in the Board and Committee Meetings held during the financial year.

ii. **Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the Financial Year:**

Details provided in the table given above.

iii. **The percentage increase in the median remuneration of employees in the financial year 2018-19**

The median remuneration of employees of the Company during the Financial Year was Rs.3,00,000/- per annum.As compared to previous year, the percentage increase in the median remuneration of employees in the Financial Year 18-19 is 14.94%.

iv. **The number of permanent employees on the rolls of the Company.**

The Company has 2,272 permanent employees on the roll as on March 31, 2019.

v. **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last Financial Year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.**

The average percentile increase already made in the salaries of employees other than the managerial personnel was 14.00% in the financial year 18-19.

There was no exceptional increase in the Managerial Remunerationexcept in case of Mr. Sanjay Londhe and Mr. Milap Raj Bhansali. The increase in their remuneration for FY19 as compared to FY18 was 20% which was made in view of their contribution in the increased turnover of the Company by almost 55% on standalone basis.

vi. **The remuneration paid is as per remuneration policy of the Company.**

**For and on behalf of Board of Directors of Ashoka Buildcon Limited**

**Place : Mumbai**
**Date : May 22, 2019**

**sd/-**
**(Ashok M. Katariya)**
**Chairman**
**DIN-00112240**

**Statement as per Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules 2016**

a) Disclosure of Top Ten (10) employees in terms of remuneration drawn and the employees employed throughout the financial year 18-19 and in receipt of remuneration, which in aggregate, was not less than rupees One Crore and two lakh or more per annum or rupees eight lakh fifty thousand per month

| Sl. No | Name of the employee | Designation of the employee | Remuneration received (Rs. in Crore) | Nature of employment, whether contractual or otherwise | Qualifications & experience of the employees | Date of commencement of employment in the Company / Group | The age of such employee (in years) | The last employment held by such employee before joining the Company | The percentage of equity shares held by the employee in the Company within the meaning of clause (iii) of Sub-rule 2 of Rule 5 | Whether any such employee is a relative of any director or manager of the company and if so, name of such director or manager |
|---|---|---|---|---|---|---|---|---|---|---|
| 1 | Ashok Katariya | Whole-time Director designated as Chairman | 4.63 | Contractual | B. E. Civil (46 years) | 13-May-93 | 70 | M/s Prabhakar Takle & Co. | 5.43 | No |
| 2 | Satish Parakh | Managing Director | 4.63 | Contractual | B. E. Civil (37 years) | 13-May-93 | 60 | M/s Kanitkar Kulkarni | 2.10 | No |
| 3 | Sanjay Londhe | Whole-time Director | 3.19 | Contractual | B. E. Civil (30 years) | 30-Jun-06 | 55 | M/s Tata Consulting Engineers | 0.15 | No |
| 4 | Anil Gandhi | Chief Operating Officer | 1.71 | Contractual | B. E. Civil (36 years) | 1-Jan-95 | 60 | M/s Poojara & Co | 0.0004 | No |
| 5 | Milpa Raj Bhansali | Whole-time Director | 1.54 | Contractual | B.Com., Chartered Accountant (44 years) | 7-Feb-14 | 67 | N. A. | - | No |
| 6 | Rajendra Burad | Chief Operating Officer | 1.14 | Contractual | B. E. Civil (30 years) | 1-Oct-09 | 52 | N. A. | 0.05 | No |
| 7 | Somnath Singha | SBU Head | 1.11 | Contractual | BE(Electronics & Communication) (25 years) | 18-Apr-18 | 50 | Ador Powertron Limited | - | No |
| 8 | Paresh Mehta | Chief Operating Officer | 1.04 | Contractual | B.Com., Chartered Accountant (29 years) | 1-Dec-2000 | 56 | N. A. | 0.02 | No |
| 9 | Shrikant Shukla | Chief Operating Officer | 1.01 | Contractual | B. E. Civil (27 years) | 13-May-93 | 51 | M/s Ghodke | - | No |
| 10 | Vivek Kenge | Sr. Vice President | 0.87 | Contractual | DIE, DIR, DBM, MMS I (34 years) | 1-Oct-08 | 53 | Kripa Steel | 0.0003 | No |

b) Employees employed for part of the year and in receipt of Rs. 8.5 Lakhs or more a month:
None of the employee was in receipt of remuneration amounting to Rs. 8.5 Lakhs per month or more for part of the year.

c) There are no Employees employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or wholetime director or manager and who holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company.

**For and on behalf of Board of Directors of Ashoka Buildcon Limited**

**sd/-**
**(ASHOK M. KATARIYA)**
**Chairman**
**DIN: 00112240**

**Place : Mumbai**
**Date : May 22, 2019**

## ANNEXURE - IV

**Form No. MR-3**

**SECRETARIAL AUDIT REPORT**

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

**For the Financial Year ended 31st March, 2019**

To

The Members
**Ashoka Buildcon Limited**
S. No. 861, Ashoka House
Ashoka Marg, Vadala
Nashik - 422 011

We have conducted the Secretarial Audit of the Compliance of applicable Statutory provisions and the adherence to good corporate practices by Ashoka Buildcon Limited (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the Corporate Conducts/Statutory Compliances and expressing our opinion thereon.

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

We further report that the compliance with the applicable laws is the responsibility of the Company and our report constitutes an independent opinion. Our report is neither an assurance for future viability of the Company nor a confirmation of efficient management by the Company.

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

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment (*Not Applicable as there were no instances of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings during the year under review, however with respect to the earlier investments necessary Annual compliances viz.: Filing of Annual Return on Foreign Liabilities and Assets and Annual Performance Report has been done*);

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

   (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

   (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

   (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

   (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and the Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014 (***Not Applicable for the year under review***);

   (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client (***Not Applicable for the year under review***);

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (***Not Applicable for the year under review***) and

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 and Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018. (***Not Applicable for the year under review***).

(vi) Other laws applicable specifically to the Company:

Based on the information provided by the Company, there are no specific laws applicable to the Company for the year under review except as follows:-

(a) The Indian Tolls Act, 1851; and

(b) The National Highways Act, 1956.

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India; and

(ii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above subject to the following observations:

a) *There was a delay in filing of E-forms with the Ministry of Corporate Affairs in few instances in respect of which the Company paid the additional fee and complied with the requirement.*

**We further report that:-**

Based on the information provided by the Company, its officers and authorized representatives during the conduct of the audit, and also on the review of compliance reports by the respective Department Heads / Company Secretary / CEO / KMP taken on record by the Board of Directors of the Company, in our opinion, adequate systems and processes and control mechanism exist in the Company to monitor and ensure compliance with applicable general laws like labour laws, competition law, environmental laws and all other applicable laws, rules, regulations and guidelines. The Company has responded to notices for demands, claims, penalties etc. levied, if any, by various statutory / regulatory authorities and initiated actions for corrective measures, wherever necessary.

**We further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. No change in the composition of the Board of Directors took place during the period under review.

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

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

**We further report that** during the audit period the following are the major events, carried out by the Company and complied with the necessary requirements:

a) Allotment of 93,574,406 Bonus Equity Shares of face value of Rs.5/- each of the Company on July 16, 2018, in the ratio of 01 (One) Bonus Equity Share of face value of Rs.5/- each for every 02 (Two) existing Equity Shares of face value of Rs.5/- each held.

b) Allotment of 1,500 (One Thousand Five Hundred) Un-Secured, Redeemable, Listed, Rated Non-Convertible Debentures (the 'Debentures') of the face value of Rs.10,00,000/- (Rupees Ten Lakhs Only) aggregating Rs.150,00,00,000/- (Rupees One Hundred and Fifty Crores only) on a private placement basis on 27$^{th}$ December, 2018 at the Coupon Rate of 9.80% p.a..

**We further report that** during the audit period**,** there were **no other events** viz.:

(i) Public/Right/sweat equity;

(ii) Redemption / Buy-back of securities;

(iii) Major decisions taken by the members pursuant to Section 180 of the Companies Act, 2013;

(iv) Merger / amalgamation / reconstruction, etc.; and

(v) Foreign technical collaborations;

or such other specific events / actions in pursuance of the above referred laws, rules, regulations, guidelines, etc., having any bearing on the Company's affairs.

**For S. Anantha & Ved LLP**
**Company Secretaries**

sd/
Ved Prakash
Designated Partner
Membership No.36837
CP No.: 16986

Place: Mumbai
Date: May 22, 2019

Note: This report should be read with letter of even date by the Secretarial Auditors.

## ANNEXURE TO SECRETARIAL AUDIT REPORT

To

The Members
**Ashoka Buildcon Limited**
S. No. 861, Ashoka House
Ashoka Marg, Vadala
Nashik – 422011

**Our report of even date is to be read along with this letter.**

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

**For S. Anantha & Ved LLP**
**Company Secretaries**

sd/-
Ved Prakash
Designated Partner
Membership No.36837
CP No.: 16986

Place: Mumbai

Date: May 22, 2019

**Annexure - V**

**FORM NO. MGT 9**

*Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration ) Rules, 2014.*

**EXTRACT OF ANNUAL RETURN**

| I | **REGISTRATION & OTHER DETAILS:** | |
|---|---|---|
| | | |
| i | CIN | **L45200MH1993PLC071970** |
| ii | Registration Date | 13/05/1993 |
| iii | Name of the Company | **ASHOKA BUILDCON LIMITED** |
| iv | Category of the Company | Pubilc Company / Limited by Shares |
| v | Address of the Registered office & contact details | S. No. 861, Ashoka House, Ashoka Marg,<br>Nashik - 422 011, Maharashtra.<br>Tel. 0253-6633705, Fax - 0253-2236704<br>secretarial@ashokabuildcon.com |
| vi | Whether listed company | Yes |
| vii | Name and Address of Registrar & Transfer Agents ( RTA ):- | Link Intime India Private Limited<br>C-101, 247 Park, LBS Marg,<br>Vikhroli (W), Mumbai - 400 083.<br>Contact Person : Ms. Riddhi Shah<br>Tel. No. 022 4918 6000<br>e-mail : riddhi.shah@linkintime.co.in |

## II. PRINCIPAL BUSINESS ACTIVITY OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

| Sl. No. | Name and Description of main products / services | NIC Code of the Product / service | % to total turnover of the company |
|---|---|---|---|
| 1 | Construction and maintenance of Roads etc. | 42101 | 93.94 |

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

No. of Companies for which information is being filled 38

| Sr. No. | NAME AND ADDRESS OF THE COMPANY | CIN/GLN | HOLDING/ SUBSIDIARY /ASSOCIATE | % of shares held | Applicable Section |
|---|---|---|---|---|---|
| 1 | Ashoka Concessions Limited | U45201MH2011PLC215760 | Subsidiary Company | 66% | Sec. 2(87) |
| 2 | Viva Highways Limited | U45200MH2001PLC171661 | Subsidiary Company | 100% | Sec. 2(87) |
| 3 | Viva Infrastructure Limited | U45203PN2002PLC016716 | Subsidiary Company | 100% | Sec. 2(87) |
| 4 | Ashoka Infraways Limited | U45200MH2001PLC132489 | Subsidiary Company | 100% | Sec. 2(87) |
| 5 | Ashoka -DSC Katni Bypass Road Limited | U45203MH2002PLC136550 | Subsidiary Company | 99.89% | Sec. 2(87) |
| 6 | Ashoka Infrastructure Limited | U45203MH2002PTC172229 | Subsidiary Company | 100% | Sec. 2(87) |
| 7 | Ashoka Cuttack Angul Tollway Limited | U45201DL2011PLC229248 | Subsidiary Company | 100% | Sec. 2(87) |
| 8 | Ashoka GVR Mudhol Nipani Roads Limited | U45203DL2014PLC265735 | Subsidiary Company | 71% | Sec. 2(87) |
| 9 | Ashoka Technologies Private Limited | U74999MH2008PTC187501 | Subsidiary Company | 100% | Sec. 2(87) |

| | | | | | |
|---|---|---|---|---|---|
| 10 | Ashoka Pre-Con Private Limited | U26940MH2008PTC187764 | Subsidiary Company | 51% | Sec. 2(87) |
| 11 | Abhijeet Ashoka Infrastructure Private Limited | U45200MH1998PTC117012 | Joint Venture | 50% | Sec. 2(6) |
| 12 | GVR Ashoka Chennai ORR Limited | U45203TN2013PLC092240 | Joint Venture | 50% | Sec. 2(6) |
| 13 | Ashoka Highways (Bhandara) Limited | U45203MH2007PLC168773 | Subsidiary Company | 33.66% | Sec. 2(87) |
| 14 | Ashoka Highways (Durg) Limited | U74999MH2007PLC168772 | Subsidiary Company | 33.66% | Sec. 2(87) |
| 15 | Ashoka Belgaum Dharwad Tollway Limited | U45400DL2010PLC203859 | Subsidiary Company | 66% | Sec. 2(87) |
| 16 | Ashoka Sambalpur Baragarh Tollway Limited | U45204DL2010PLC203890 | Subsidiary Company | 66% | Sec. 2(87) |
| 17 | Ashoka Dhankuni Kharagpur Tollway Limited | U45204DL2011PLC215262 | Subsidiary Company | 66% | Sec. 2(87) |
| 18 | Jaora-Nayagaon Toll Road Company Private Ltd. | U45203MP2007PTC019661 | Associate Company | 35.18% | Sec. 2(87) |
| 19 | PNG Tollway Limited | U45203TN2009PLC070741 | Associate Company | 17.16% | Sec. 2(6) |
| 20 | Ashoka Kharar Ludhiana Road Ltd. | U45309DL2016PLC304822 | Subsidiary Company | 66% | Sec. 2(87) |
| 21 | Ashoka Ranastalam Anandapuram Road Ltd. | U45500DL2017PLC315722 | Subsidiary Company | 66% | Sec. 2(87) |
| 22 | Ratnagiri Natural Gas Pvt. Ltd. | U11202MH2016PTC287025 | Subsidiary Company | 100% | Sec. 2(87) |
| 23 | Ashoka Endurance Road Developers Pvt. Ltd. | U45201CT2016PTC007507 | Subsidiary Company | 100% | Sec. 2(87) |
| 24 | Blue Feather Infotech Pvt. Ltd. | U74999PN2015PTC156611 | Subsidiary Company | 100% | Sec. 2(87) |
| 25 | Tech Berater Pvt. Ltd. | U74999MH2016PTC287814 | Subsidiary Company | 74% | Sec. 2(87) |
| 26 | Ashoka Aerospace Pvt. Ltd. | U45309MH2017PTC294400 | Subsidiary Company | 100% | Sec. 2(87) |
| 27 | Unison Enviro Private Limited | U40300MH2015PTC271006 | Subsidiary Company | 51% | Sec. 2(87) |
| 28 | Ashoka Path Nirman (Nasik) Pvt. Ltd. | U45201MH2001PTC133026 | Subsidiary Company | 100% | Sec. 2(87) |
| 29 | Ashoka Bagewadi Saundatti Road Ltd. | U45203DL2015PLC285944 | Subsidiary Company | 100% | Sec. 2(87) |
| 30 | Ashoka Hungund Talikot Road Ltd. | U45400DL2015PLC285970 | Subsidiary Company | 100% | Sec. 2(87) |
| 31 | Ashoka Highway Research Centre Pvt. Ltd. | U73100MH2015PTC264039 | Subsidiary Company | 100% | Sec. 2(87) |
| 32 | Ashoka Khairatunda Barwa Adda Road Ltd. | U45309DL2018PLC331816 | Subsidiary Company | 66% | Sec. 2(87) |
| 33 | Ashoka Mallasandra Karadi Road Pvt. Ltd. | U45309DL2018PTC332068 | Subsidiary Company | 66% | Sec. 2(87) |
| 34 | Ashoka Karadi Banwara Road Pvt. Ltd. | U45309DL2018PTC332073 | Subsidiary Company | 66% | Sec. 2(87) |
| 35 | Ashoka Belgaum Khanapur Road Pvt. Ltd. | U45500DL2018PTC332195 | Subsidiary Company | 66% | Sec. 2(87) |
| 36 | Ashoka Ankleshwar anubare Expressway Pvt. Ltd. | U45500DL2018PTC332404 | Subsidiary Company | 66% | Sec. 2(87) |
| 37 | Mohan Mutha Ashoka Buildcon LLP | LLPIN AAF-1814 | Joint Venture | 50% | Sec. 2(6) |
| 38 | Cube Ashoka JV | Partnership Firm | Associate | 40% | Sec. 2(6) |

IV. SHAREHOLDING PATTERN (Equity Share Capital Break-up as percentage of Total Equity)

i. Category-wise Share Holding

| Sr No | Category of | Shareholding at the beginning of the year - 2018 | | | | Shareholding at the end of the year - 2019 | | | | % Change during the year |
|---|---|---|---|---|---|---|---|---|---|---|
| | | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| (A) | Shareholding of Promoter and Promoter Group | | | | | | | | | |
| [1] | Indian | | | | | | | | | |
| (a) | Individuals / Hindu Undivided Family | 98768775 | 0 | 98768775 | 52.7755 | 148903776 | 0 | 148903776 | 53.0429 | 0.2674 |
| (b) | Central Government / State Government(s) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (c) | Financial Institutions / Banks | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (d) | Any Other (Specify) | | | | | | | | | |
| | Persons Acting In Concert | 2194620 | 0 | 2194620 | 1.1727 | 3291930 | 0 | 3291930 | 1.1727 | 0 |
| | Bodies Corporate | 75390 | 0 | 75390 | 0.0403 | 113085 | 0 | 113085 | 0.0403 | 0 |
| | Sub Total (A)(1) | 101038785 | 0 | 101038785 | 53.9885 | 152308791 | 0 | 152308791 | 54.2559 | 0.2674 |
| [2] | Foreign | | | | | | | | | |
| (a) | Individuals (Non-Resident Individuals / Foreign Individuals) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (b) | Government | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (c) | Institutions | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (d) | Foreign Portfolio Investor | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (e) | Any Other (Specify) | | | | | | | | | |
| | Sub Total (A)(2) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total Shareholding of Promoter and Promoter Group(A)=(A)(1)+(A)(2) | 101038785 | 0 | 101038785 | 53.9885 | 152308791 | 0 | 152308791 | 54.2559 | 0.2674 |
| (B) | Public Shareholding | | | | | | | | | |
| [1] | Institutions | | | | | | | | | |
| (a) | Mutual Funds / UTI | 57034473 | 0 | 57034473 | 30.4755 | 88667646 | 0 | 88667646 | 31.5854 | 1.1099 |
| (b) | Venture Capital Funds | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (c) | Alternate Investment Funds | 308561 | 0 | 308561 | 0.1649 | 0 | 0 | 0 | 0 | 0.1649 |
| (d) | Foreign Venture Capital Investors | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (e) | Foreign Portfolio Investor | 9170192 | 0 | 9170192 | 4.8999 | 11320780 | 0 | 11320780 | 4.0327 | (0.8672) |
| (f) | Financial Institutions / Banks | 583096 | 0 | 583096 | 0.3116 | 136283 | 0 | 136283 | 0.0485 | (0.2631) |
| (g) | Insurance Companies | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (h) | Provident Funds/ Pension Funds | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (i) | Any Other (Specify) | | | | | | | | | |
| | Sub Total (B)(1) | 67096322 | 0 | 67096322 | 35.8519 | 100124709 | 0 | 100124709 | 35.6667 | (0.1852) |
| [2] | Central Government/ State Government(s)/ President of India | | | | | | | | | |
| | Sub Total (B)(2) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| [3] | Non-Institutions | | | | | | | | | |
| (a) | Individuals | | | | | | | | | |
| (i) | Individual shareholders holding nominal share capital upto Rs. 2 lakh. | 4650563 | 5 | 4650568 | 2.485 | 6823114 | 7 | 6823121 | 2.4305 | (0.0545) |
| (ii) | Individual shareholders holding nominal share capital in excess of Rs. 2 lakh | 8206904 | 0 | 8206904 | 4.3852 | 10617417 | 0 | 10617417 | 3.7822 | (0.6030) |

| Sr No | Category of | Shareholding at the beginning of the year - 2018 | | | | Shareholding at the end of the year - 2019 | | | | % Change during the year |
|---|---|---|---|---|---|---|---|---|---|---|
| | | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| (b) | NBFCs registered with RBI | 0 | 0 | 0 | 0 | 17358 | 0 | 17358 | 0.0062 | 0.0062 |
| (d) | Overseas Depositories(holding DRs) (balancing figure) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (e) | Any Other (Specify) | | | | | | | | | |
| | Trusts | 0 | 0 | 0 | 0 | 500 | 0 | 500 | 0.0002 | 0.0002 |
| | Hindu Undivided Family | 285231 | 0 | 285231 | 0.1524 | 425211 | 0 | 425211 | 0.1515 | (0.0009) |
| | Non Resident Indians (Non Repat) | 49906 | 0 | 49906 | 0.0267 | 99179 | 0 | 99179 | 0.0353 | 0.0086 |
| | Non Resident Indians (Repat) | 189084 | 0 | 189084 | 0.1010 | 251034 | 0 | 251034 | 0.0894 | (0.0116) |
| | Clearing Member | 151228 | 0 | 151228 | 0.0808 | 334384 | 0 | 334384 | 0.1191 | 0.0383 |
| | Bodies Corporate | 5480783 | 0 | 5480783 | 2.9286 | 9721513 | 0 | 9721513 | 3.4630 | 0.5344 |
| | Sub Total (B)(3) | 19013699 | 5 | 19013704 | 10.1597 | 28289710 | 7 | 28289717 | 10.0774 | (0.0823) |
| | Total Public Shareholding(B)=(B)(1)+(B)(2)+(B)(3) | 86110021 | 5 | 86110026 | 46.0115 | 128414419 | 7 | 128414426 | 45.7441 | (0.2674) |
| | Total (A)+(B) | 187148806 | 5 | 187148811 | 100.0000 | 280723210 | 7 | 280723217 | 100.0000 | 0 |
| (C) | Non Promoter - Non Public | | | | | | | | | |
| [1] | Custodian/DR Holder | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| [2] | Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total (A)+(B)+(C) | 187148806 | 5 | 187148811 | 100.0000 | 280723210 | 7 | 280723217 | 100 | |

## ii. Shareholding of Promoters

| Sr No | Shareholder's Name | Shareholding at the beginning of the year - 2018 | | | Shareholding at the end of the year - 2019 | | | % change in shareholding during the year |
|---|---|---|---|---|---|---|---|---|
| | | NO.OF SHARES HELD | % of total Shares of the company | %of Shares Pledged /encumbered to total shares | NO.OF SHARES HELD | % of total Shares of the company | %of Shares Pledged/ encumbered to total shares | |
| 1 | SHOBHA SATISH PARAKH | 25363675 | 13.5527 | 0 | 38045512 | 13.5527 | 0 | 0 |
| 2 | ASHA ASHOK KATARIYA | 13312551 | 7.1134 | 0 | 19968826 | 7.1134 | 0 | 0 |
| 3 | ASHOK MOTILAL KATARIYA | 9702981 | 5.1846 | 0 | 14554471 | 5.1846 | 0 | 0 |
| 4 | ASHOK MOTILAL KATARIYA | 9633775 | 5.1477 | 0 | 15236036 | 5.4274 | 0 | 0.2797 |
| 5 | ASHISH ASHOK KATARIYA | 9125732 | 4.8762 | 0 | 13688598 | 4.8762 | 0 | 0 |
| 6 | ASHISH ASHOK KATARIYA | 8313510 | 4.4422 | 0 | 12470265 | 4.4422 | 0 | 0 |
| 7 | ASTHA ASHISH KATARIYA | 6720262 | 3.5909 | 0 | 11205393 | 3.9916 | 0 | 0.4007 |
| 8 | SHWETA KEYUR MODI | 4622866 | 2.4702 | 0 | 5774544 | 2.0570 | 0 | (0.4132) |
| 9 | SATISH PARAKH | 3936065 | 2.1032 | 0 | 5904097 | 2.1032 | 0 | 0 |
| 10 | SATISH DHONDULAL PARAKH | 3593525 | 1.9201 | 0 | 5390287 | 1.9201 | 0 | 0 |
| 11 | ASHOKA PREMISES PVT LTD | 2194620 | 1.1727 | 0 | 3291930 | 1.1727 | 0 | 0 |
| 12 | AYUSH ASHISH KATARIA | 1913619 | 1.0225 | 0 | 2870428 | 1.0225 | 0 | 0 |
| 13 | ADITYA SATISH PARAKH | 1715319 | 0.9166 | 0 | 2572978 | 0.9166 | 0 | 0 |
| 14 | SNEHAL MANJEET KHATRI | 280235 | 0.1497 | 0 | 420352 | 0.1497 | 0 | 0 |
| 15 | SANJAY PRABHAKAR LONDHE | 279101 | 0.1491 | 0 | 418651 | 0.1491 | 0 | 0 |
| 16 | ANJALI SANJAY LONDHE | 99031 | 0.0529 | 0 | 148546 | 0.0529 | 0 | 0 |
| 17 | ROHAN SANJAY LONDHE | 98800 | 0.0528 | 0 | 148200 | 0.0528 | 0 | 0 |
| 18 | ASHOKA BUILDWELL DEVELOPERS PVT. LTD. | 53970 | 0.0288 | 0 | 80955 | 0.0288 | 0 | 0 |
| 19 | ANKITA ADITYA PARAKH | 50000 | 0.0267 | 0 | 75000 | 0.0267 | 0 | 0 |
| 20 | ASHOKA BUILDERS (NASIK) PVT. LTD. | 21420 | 0.0114 | 0 | 32130 | 0.0114 | 0 | 0 |
| 21 | PADMABAI FAKIRCHAND POPHALIYA | 7728 | 0.0041 | 0 | 11592 | 0.0041 | 0 | 0 |
| | **Total** | **101038785** | **53.9885** | **0** | **152308791** | **54.2559** | **0** | **0.2674** |

iii. Change in Promoters Shareholding (please specify if there is no change)

| Sr. No. | Name & Type of Transaction | Shareholding at the beginning of the year - 2018 | | Transactions during the year | | Cumulative Shareholding at the end of the year - 2019 | |
|---|---|---|---|---|---|---|---|
| | | NO.OF SHARES HELD | % OF TOTAL SHARES OF THE COMPANY | DATE OF TRANSACTION | NO. OF SHARES | NO OF SHARES HELD | % OF TOTAL SHARES OF THE COMPANY |
| 1 | SHOBHA SATISH PARAKH | 25363675 | 13.5527 | | | 25363675 | 13.5527 |
| | Transfer | | | 16 Jul 2018 | 12681837 | 38045512 | 13.5527 |
| | AT THE END OF THE YEAR | | | | | 38045512 | 13.5527 |
| 2 | ASHA ASHOK KATARIYA | 13312551 | 7.1134 | | | 13312551 | 7.1134 |
| | Transfer | | | 16 Jul 2018 | 6656275 | 19968826 | 7.1134 |
| | AT THE END OF THE YEAR | | | | | 19968826 | 7.1134 |
| 3 | ASHOK MOTILAL KATARIYA | 9633775 | 5.1477 | | | 9633775 | 5.1477 |
| | Transfer | | | 27 Apr 2018 | 33972 | 9667747 | 5.1658 |
| | Transfer | | | 04 May 2018 | 8 | 9667755 | 5.1658 |
| | Transfer | | | 11 May 2018 | 95344 | 9763099 | 5.2168 |
| | Transfer | | | 18 May 2018 | 80331 | 9843430 | 5.2597 |
| | Transfer | | | 08 Jun 2018 | 38750 | 9882180 | 5.2804 |
| | Transfer | | | 30 Jun 2018 | 5000 | 9887180 | 5.2831 |
| | Transfer | | | 16 Jul 2018 | 4943589 | 14830769 | 5.2831 |
| | Transfer | | | 14 Sep 2018 | 116436 | 14947205 | 5.3245 |
| | Transfer | | | 21 Sep 2018 | 238869 | 15186074 | 5.4096 |
| | Transfer | | | 29 Sep 2018 | 29825 | 15215899 | 5.4202 |
| | Transfer | | | 05 Oct 2018 | 20137 | 15236036 | 5.4274 |
| | AT THE END OF THE YEAR | | | | | 15236036 | 5.4274 |
| 4 | ASHOK MOTILAL KATARIYA | 9702981 | 5.1846 | | | 9702981 | 5.1846 |
| | Transfer | | | 16 Jul 2018 | 4851490 | 14554471 | 5.1846 |
| | AT THE END OF THE YEAR | | | | | 14554471 | 5.1846 |
| 5 | ASHISH ASHOK KATARIYA | 9125732 | 4.8762 | | | 9125732 | 4.8762 |
| | Transfer | | | 16 Jul 2018 | 4562866 | 13688598 | 4.8762 |
| | AT THE END OF THE YEAR | | | | | 13688598 | 4.8762 |
| 6 | ASHISH ASHOK KATARIYA | 8313510 | 4.4422 | | | 8313510 | 4.4422 |
| | Transfer | | | 16 Jul 2018 | 4156755 | 12470265 | 4.4422 |
| | AT THE END OF THE YEAR | | | | | 12470265 | 4.4422 |
| 7 | ASTHA ASHISH KATARIYA | 6720262 | 3.5909 | | | 6720262 | 3.5909 |
| | Transfer | | | 06 Apr 2018 | 750000 | 7470262 | 3.9916 |
| | Transfer | | | 16 Jul 2018 | 3735131 | 11205393 | 3.9916 |
| | AT THE END OF THE YEAR | | | | | 11205393 | 3.9916 |
| 8 | SATISH PARAKH | 3936065 | 2.1032 | | | 3936065 | 2.1032 |
| | Transfer | | | 16 Jul 2018 | 1968032 | 5904097 | 2.1032 |
| | AT THE END OF THE YEAR | | | | | 5904097 | 2.1032 |
| 9 | SHWETA KEYUR MODI | 4622866 | 2.4702 | | | 4622866 | 2.4702 |
| | Transfer | | | 06 Apr 2018 | (749751) | 3873115 | 1.3797 |
| | Transfer | | | 04 May 2018 | (23419) | 3849696 | 1.3713 |
| | Transfer | | | 16 Jul 2018 | 1924848 | 5774544 | 2.0570 |
| | AT THE END OF THE YEAR | | | | | 5774544 | 2.0570 |
| 10 | SATISH DHONDULAL PARAKH | 3593525 | 1.9201 | | | 3593525 | 1.9201 |
| | Transfer | | | 16 Jul 2018 | 1796762 | 5390287 | 1.9201 |
| | AT THE END OF THE YEAR | | | | | 5390287 | 1.9201 |

| Sr. No. | Name & Type of Transaction | Shareholding at the beginning of the year - 2018 | | Transactions during the year | | Cumulative Shareholding at the end of the year - 2019 | |
|---|---|---|---|---|---|---|---|
| | | NO.OF SHARES HELD | % OF TOTAL SHARES OF THE COMPANY | DATE OF TRANSACTION | NO. OF SHARES | NO OF SHARES HELD | % OF TOTAL SHARES OF THE COMPANY |
| 11 | ASHOKA PREMISES PVT LTD | 2194620 | 1.1727 | | | 2194620 | 1.1727 |
| | Transfer | | | 16 Jul 2018 | 1097310 | 3291930 | 1.1727 |
| | AT THE END OF THE YEAR | | | | | 3291930 | 1.1727 |
| 12 | AYUSH ASHISH KATARIA | 1913619 | 1.0225 | | | 1913619 | 1.0225 |
| | Transfer | | | 16 Jul 2018 | 956809 | 2870428 | 1.0225 |
| | AT THE END OF THE YEAR | | | | | 2870428 | 1.0225 |
| 13 | ADITYA SATISH PARAKH | 1715319 | 0.9166 | | | 1715319 | 0.9166 |
| | Transfer | | | 16 Jul 2018 | 857659 | 2572978 | 0.9166 |
| | AT THE END OF THE YEAR | | | | | 2572978 | 0.9166 |
| 14 | SNEHAL MANJEET KHATRI | 280235 | 0.1497 | | | 280235 | 0.1497 |
| | Transfer | | | 16 Jul 2018 | 140117 | 420352 | 0.1497 |
| | AT THE END OF THE YEAR | | | | | 420352 | 0.1497 |
| 15 | SANJAY PRABHAKAR LONDHE | 279101 | 0.1491 | | | 279101 | 0.1491 |
| | Transfer | | | 16 Jul 2018 | 139550 | 418651 | 0.1491 |
| | AT THE END OF THE YEAR | | | | | 418651 | 0.1491 |
| 16 | ANJALI SANJAY LONDHE | 99031 | 0.0529 | | | 99031 | 0.0529 |
| | Transfer | | | 16 Jul 2018 | 49515 | 148546 | 0.0529 |
| | AT THE END OF THE YEAR | | | | | 148546 | 0.0529 |
| 17 | ROHAN SANJAY LONDHE | 98800 | 0.0528 | | | 98800 | 0.0528 |
| | Transfer | | | 16 Jul 2018 | 49400 | 148200 | 0.0528 |
| | AT THE END OF THE YEAR | | | | | 148200 | 0.0528 |
| 18 | ASHOKA BUILDWELL DEVELOPERS PVT. LTD. | 53970 | 0.0288 | | | 53970 | 0.0288 |
| | Transfer | | | 16 Jul 2018 | 26985 | 80955 | 0.0288 |
| | AT THE END OF THE YEAR | | | | | 80955 | 0.0288 |
| 19 | ANKITA ADITYA PARAKH | 50000 | 0.0267 | | | 50000 | 0.0267 |
| | Transfer | | | 16 Jul 2018 | 25000 | 75000 | 0.0267 |
| | AT THE END OF THE YEAR | | | | | 75000 | 0.0267 |
| 20 | ASHOKA BUILDERS (NASIK) PVT. LTD. | 21420 | 0.0114 | | | 21420 | 0.0114 |
| | Transfer | | | 16 Jul 2018 | 10710 | 32130 | 0.0114 |
| | AT THE END OF THE YEAR | | | | | 32130 | 0.0114 |
| 21 | PADMABAI FAKIRCHAND POPHALIYA | 7728 | 0.0041 | | | 7728 | 0.0041 |
| | Transfer | | | 16 Jul 2018 | 3864 | 11592 | 0.0041 |
| | AT THE END OF THE YEAR | | | | | 11592 | 0.0041 |

Note:
1. Paid up Share Capital of the Company (Face Value Rs. 5.00) at the end of the year is 280723217 Shares.
2. The details of holding have been clubbed based on PAN.
3. % of total Shares of the Company is based on the paid-up Capital of the Company at the end of the Year.

**iv. Shareholding Pattern of Top Ten Shareholders (other than Directors, Promoters and holders of GDRS and ADRs)**

| Sr No. | Name & Type of Transaction | Shareholding at the beginning of the year - 2018 | | Transactions during the year | | Cumulative Shareholding at the end of the year - 2019 | |
|---|---|---|---|---|---|---|---|
| | | NO.OF SHARES HELD | % OF TOTAL SHARES OF THE COMPANY | DATE OF TRANSACTION | NO. OF SHARES | NO OF SHARES HELD | % OF TOTAL SHARES OF THE COMPANY |
| 1 | HDFC TRUSTEE COMPANY LTD. A/C HDFC BALANCED ADVANTAGE FUND | 10500000 | 3.7403 | | | 10500000 | 3.7403 |
| | Transfer | | | 27 Apr 2018 | 236100 | 10736100 | 3.8244 |
| | Transfer | | | 15 Jun 2018 | 968720 | 11704820 | 4.1695 |
| | Transfer | | | 13 Jul 2018 | 5852410 | 17557230 | 6.2543 |
| | Transfer | | | 03 Aug 2018 | 633365 | 18190595 | 6.4799 |
| | Transfer | | | 10 Aug 2018 | 194000 | 18384595 | 6.549 |
| | Transfer | | | 24 Aug 2018 | 235200 | 18619795 | 6.6328 |
| | Transfer | | | 21 Sep 2018 | 248000 | 18867795 | 6.7211 |
| | Transfer | | | 29 Sep 2018 | 561513 | 19429308 | 6.9212 |
| | Transfer | | | 12 Oct 2018 | 56000 | 19485308 | 6.9411 |
| | Transfer | | | 08 Mar 2019 | 1058400 | 20543708 | 7.3181 |
| | AT THE END OF THE YEAR | | | | | 20543708 | 7.3181 |
| 2 | RELIANCE CAPITAL TRUSTEE CO. LTD-A/C RELIANCESMALL CAP FUND | 10381288 | 3.6981 | | | 10381288 | 3.6981 |
| | Transfer | | | 11 May 2018 | -283177 | 10098111 | 3.5972 |
| | Transfer | | | 18 May 2018 | -529910 | 9568201 | 3.4084 |
| | Transfer | | | 25 May 2018 | -187206 | 9380995 | 3.3417 |
| | Transfer | | | 01 Jun 2018 | -414177 | 8966818 | 3.1942 |
| | Transfer | | | 15 Jun 2018 | -718742 | 8248076 | 2.9382 |
| | Transfer | | | 22 Jun 2018 | 50000 | 8298076 | 2.956 |
| | Transfer | | | 30 Jun 2018 | 204778 | 8502854 | 3.0289 |
| | Transfer | | | 06 Jul 2018 | 160463 | 8663317 | 3.0861 |
| | Transfer | | | 13 Jul 2018 | 4678307 | 13341624 | 4.7526 |
| | Transfer | | | 20 Jul 2018 | -114857 | 13226767 | 4.7117 |
| | Transfer | | | 03 Aug 2018 | -554100 | 12672667 | 4.5143 |
| | Transfer | | | 10 Aug 2018 | -166000 | 12506667 | 4.4552 |
| | Transfer | | | 24 Aug 2018 | -272100 | 12234567 | 4.3582 |
| | Transfer | | | 07 Sep 2018 | -151936 | 12082631 | 4.3041 |
| | Transfer | | | 21 Sep 2018 | 190000 | 12272631 | 4.3718 |
| | Transfer | | | 29 Sep 2018 | 300000 | 12572631 | 4.4787 |
| | Transfer | | | 05 Oct 2018 | 176114 | 12748745 | 4.5414 |
| | Transfer | | | 12 Oct 2018 | 252225 | 13000970 | 4.6312 |
| | Transfer | | | 19 Oct 2018 | 165107 | 13166077 | 4.6901 |
| | Transfer | | | 26 Oct 2018 | -16526 | 13149551 | 4.6842 |
| | Transfer | | | 02 Nov 2018 | 45788 | 13195339 | 4.7005 |
| | Transfer | | | 16 Nov 2018 | 500000 | 13695339 | 4.8786 |
| | Transfer | | | 14 Dec 2018 | -500 | 13694839 | 4.8784 |
| | Transfer | | | 01 Mar 2019 | 178000 | 13872839 | 4.9418 |

| Sr No. | Name & Type of Transaction | Shareholding at the beginning of the year - 2018 | | Transactions during the year | | Cumulative Shareholding at the end of the year - 2019 | |
|---|---|---|---|---|---|---|---|
| | | NO.OF SHARES HELD | % OF TOTAL SHARES OF THE COMPANY | DATE OF TRANSACTION | NO. OF SHARES | NO OF SHARES HELD | % OF TOTAL SHARES OF THE COMPANY |
| | AT THE END OF THE YEAR | | | | | 13872839 | 4.9418 |
| 3 | L AND T MUTUAL FUND TRUSTEE LTD-L AND T TAX ADVANTAGE FUND | 9216261 | 3.283 | | | 9216261 | 3.283 |
| | Transfer | | | 06 Apr 2018 | 33041 | 9249302 | 3.2948 |
| | Transfer | | | 13 Apr 2018 | 50000 | 9299302 | 3.3126 |
| | Transfer | | | 13 Jul 2018 | 4649650 | 13948952 | 4.9689 |
| | Transfer | | | 26 Oct 2018 | -400000 | 13548952 | 4.8264 |
| | Transfer | | | 11 Jan 2019 | 61733 | 13610685 | 4.8484 |
| | Transfer | | | 01 Feb 2019 | -504080 | 13106605 | 4.6689 |
| | Transfer | | | 08 Feb 2019 | -29992 | 13076613 | 4.6582 |
| | Transfer | | | 01 Mar 2019 | -303000 | 12773613 | 4.5503 |
| | Transfer | | | 08 Mar 2019 | -424546 | 12349067 | 4.399 |
| | Transfer | | | 15 Mar 2019 | -5254 | 12343813 | 4.3971 |
| | Transfer | | | 22 Mar 2019 | -509134 | 11834679 | 4.2158 |
| | Transfer | | | 29 Mar 2019 | -466942 | 11367737 | 4.0494 |
| | AT THE END OF THE YEAR | | | | | 11367737 | 4.0494 |
| 4 | FRANKLIN INDIA SMALLER COMPANIES FUND | 4925222 | 1.7545 | | | 4925222 | 1.7545 |
| | Transfer | | | 06 Apr 2018 | -50000 | 4875222 | 1.7367 |
| | Transfer | | | 25 May 2018 | 8666 | 4883888 | 1.7398 |
| | Transfer | | | 13 Jul 2018 | 2441944 | 7325832 | 2.6096 |
| | Transfer | | | 29 Sep 2018 | 200000 | 7525832 | 2.6809 |
| | Transfer | | | 05 Oct 2018 | 50000 | 7575832 | 2.6987 |
| | AT THE END OF THE YEAR | | | | | 7575832 | 2.6987 |
| 5 | ADITYA BIRLA SUN LIFE TRUSTEE PRIVATE LIMITED A/C ADITYA BIRLA SUN LIFE EQUITY HYBRID '95 FUND | 2479397 | 0.8832 | | | 2479397 | 0.8832 |
| | Transfer | | | 25 May 2018 | -120000 | 2359397 | 0.8405 |
| | Transfer | | | 13 Jul 2018 | 1179698 | 3539095 | 1.2607 |
| | Transfer | | | 05 Oct 2018 | 40000 | 3579095 | 1.275 |
| | Transfer | | | 12 Oct 2018 | 810650 | 4389745 | 1.5637 |
| | Transfer | | | 19 Oct 2018 | 75000 | 4464745 | 1.5904 |
| | Transfer | | | 30 Nov 2018 | 150000 | 4614745 | 1.6439 |
| | Transfer | | | 07 Dec 2018 | 1199300 | 5814045 | 2.0711 |
| | Transfer | | | 14 Dec 2018 | 312000 | 6126045 | 2.1822 |
| | Transfer | | | 21 Dec 2018 | 864500 | 6990545 | 2.4902 |
| | Transfer | | | 11 Jan 2019 | 365736 | 7356281 | 2.6205 |
| | Transfer | | | 08 Mar 2019 | 51700 | 7407981 | 2.6389 |

| Sr No. | Name & Type of Transaction | Shareholding at the beginning of the year - 2018 | | Transactions during the year | | Cumulative Shareholding at the end of the year - 2019 | |
|---|---|---|---|---|---|---|---|
| | | NO.OF SHARES HELD | % OF TOTAL SHARES OF THE COMPANY | DATE OF TRANSACTION | NO. OF SHARES | NO OF SHARES HELD | % OF TOTAL SHARES OF THE COMPANY |
| | AT THE END OF THE YEAR | | | | | 7407981 | 2.6389 |
| 6 | CANARA ROBECO MUTUAL FUND A/C CANARA ROBECO EMERGING EQUITIES | 3758960 | 1.339 | | | 3758960 | 1.339 |
| | Transfer | | | 06 Apr 2018 | 7869 | 3766829 | 1.3418 |
| | Transfer | | | 13 Apr 2018 | 19000 | 3785829 | 1.3486 |
| | Transfer | | | 04 May 2018 | -7123 | 3778706 | 1.3461 |
| | Transfer | | | 11 May 2018 | -101414 | 3677292 | 1.3099 |
| | Transfer | | | 08 Jun 2018 | 3200 | 3680492 | 1.3111 |
| | Transfer | | | 15 Jun 2018 | -50707 | 3629785 | 1.293 |
| | Transfer | | | 30 Jun 2018 | -21279 | 3608506 | 1.2854 |
| | Transfer | | | 06 Jul 2018 | -72542 | 3535964 | 1.2596 |
| | Transfer | | | 13 Jul 2018 | 1499956 | 5035920 | 1.7939 |
| | Transfer | | | 20 Jul 2018 | -68458 | 4967462 | 1.7695 |
| | Transfer | | | 16 Nov 2018 | -11985 | 4955477 | 1.7653 |
| | Transfer | | | 23 Nov 2018 | -80000 | 4875477 | 1.7368 |
| | Transfer | | | 30 Nov 2018 | -541727 | 4333750 | 1.5438 |
| | Transfer | | | 28 Dec 2018 | 300000 | 4633750 | 1.6506 |
| | Transfer | | | 11 Jan 2019 | 95620 | 4729370 | 1.6847 |
| | Transfer | | | 18 Jan 2019 | 281905 | 5011275 | 1.7851 |
| | Transfer | | | 25 Jan 2019 | 13235 | 5024510 | 1.7898 |
| | Transfer | | | 08 Feb 2019 | 500000 | 5524510 | 1.968 |
| | Transfer | | | 01 Mar 2019 | 175000 | 5699510 | 2.0303 |
| | Transfer | | | 08 Mar 2019 | 364000 | 6063510 | 2.16 |
| | Transfer | | | 15 Mar 2019 | 20000 | 6083510 | 2.1671 |
| | Transfer | | | 22 Mar 2019 | 25000 | 6108510 | 2.176 |
| | Transfer | | | 29 Mar 2019 | 866000 | 6974510 | 2.4845 |
| | AT THE END OF THE YEAR | | | | | 6974510 | 2.4845 |
| 7 | SUNDARAM MUTUAL FUND A/C SUNDARAM SMALL CAP FUND | 5055292 | 1.8008 | | | 5055292 | 1.8008 |
| | Transfer | | | 08 Jun 2018 | 249101 | 5304393 | 1.8895 |
| | Transfer | | | 15 Jun 2018 | 50000 | 5354393 | 1.9074 |
| | Transfer | | | 13 Jul 2018 | 2677192 | 8031585 | 2.861 |
| | Transfer | | | 31 Aug 2018 | 1282 | 8032867 | 2.8615 |
| | Transfer | | | 29 Sep 2018 | -200000 | 7832867 | 2.7902 |
| | Transfer | | | 02 Nov 2018 | -235000 | 7597867 | 2.7065 |
| | Transfer | | | 09 Nov 2018 | -4295 | 7593572 | 2.705 |
| | Transfer | | | 16 Nov 2018 | -35044 | 7558528 | 2.6925 |
| | Transfer | | | 21 Dec 2018 | -860518 | 6698010 | 2.386 |
| | AT THE END OF THE YEAR | | | | | 6698010 | 2.386 |
| 8 | SBI MAGNUM MULTICAP FUND | 1195000 | 0.4257 | | | 1195000 | 0.4257 |
| | Transfer | | | 06 Apr 2018 | 90676 | 1285676 | 0.458 |

| Sr No. | Name & Type of Transaction | Shareholding at the beginning of the year - 2018 | | Transactions during the year | | Cumulative Shareholding at the end of the year - 2019 | |
|---|---|---|---|---|---|---|---|
| | | NO.OF SHARES HELD | % OF TOTAL SHARES OF THE COMPANY | DATE OF TRANSACTION | NO. OF SHARES | NO OF SHARES HELD | % OF TOTAL SHARES OF THE COMPANY |
| | Transfer | | | 13 Apr 2018 | 171369 | 1457045 | 0.519 |
| | Transfer | | | 20 Apr 2018 | 1066000 | 2523045 | 0.8988 |
| | Transfer | | | 27 Apr 2018 | 739789 | 3262834 | 1.1623 |
| | Transfer | | | 04 May 2018 | 248678 | 3511512 | 1.2509 |
| | Transfer | | | 25 May 2018 | 59767 | 3571279 | 1.2722 |
| | Transfer | | | 01 Jun 2018 | 243833 | 3815112 | 1.359 |
| | Transfer | | | 08 Jun 2018 | -35116 | 3779996 | 1.3465 |
| | Transfer | | | 15 Jun 2018 | -39884 | 3740112 | 1.3323 |
| | Transfer | | | 13 Jul 2018 | 2094880 | 5834992 | 2.0786 |
| | Transfer | | | 20 Jul 2018 | 255175 | 6090167 | 2.1695 |
| | Transfer | | | 07 Sep 2018 | 255761 | 6345928 | 2.2606 |
| | Transfer | | | 14 Sep 2018 | 16239 | 6362167 | 2.2663 |
| | Transfer | | | 23 Nov 2018 | 45000 | 6407167 | 2.2824 |
| | Transfer | | | 30 Nov 2018 | 302000 | 6709167 | 2.39 |
| | Transfer | | | 14 Dec 2018 | 111 | 6709278 | 2.39 |
| | Transfer | | | 29 Mar 2019 | -22737 | 6686541 | 2.3819 |
| | AT THE END OF THE YEAR | | | | | 6686541 | 2.3819 |
| 9 | ICICI PRUDENTIAL LIFE INSURANCE COMPANY LIMITED | 2302518 | 0.8202 | | | 2302518 | 0.8202 |
| | Transfer | | | 06 Apr 2018 | 34094 | 2336612 | 0.8324 |
| | Transfer | | | 13 Apr 2018 | 141123 | 2477735 | 0.8826 |
| | Transfer | | | 20 Apr 2018 | 130763 | 2608498 | 0.9292 |
| | Transfer | | | 27 Apr 2018 | 30468 | 2638966 | 0.9401 |
| | Transfer | | | 04 May 2018 | 1930 | 2640896 | 0.9407 |
| | Transfer | | | 11 May 2018 | 81884 | 2722780 | 0.9699 |
| | Transfer | | | 18 May 2018 | 430263 | 3153043 | 1.1232 |
| | Transfer | | | 25 May 2018 | 233834 | 3386877 | 1.2065 |
| | Transfer | | | 01 Jun 2018 | 39543 | 3426420 | 1.2206 |
| | Transfer | | | 15 Jun 2018 | 42731 | 3469151 | 1.2358 |
| | Transfer | | | 22 Jun 2018 | 20495 | 3489646 | 1.2431 |
| | Transfer | | | 30 Jun 2018 | 41322 | 3530968 | 1.2578 |
| | Transfer | | | 06 Jul 2018 | 37960 | 3568928 | 1.2713 |
| | Transfer | | | 13 Jul 2018 | 1804837 | 5373765 | 1.9143 |
| | Transfer | | | 20 Jul 2018 | 16868 | 5390633 | 1.9203 |
| | Transfer | | | 27 Jul 2018 | 4049 | 5394682 | 1.9217 |
| | Transfer | | | 03 Aug 2018 | 18267 | 5412949 | 1.9282 |
| | Transfer | | | 24 Aug 2018 | 7424 | 5420373 | 1.9309 |
| | Transfer | | | 31 Aug 2018 | 21239 | 5441612 | 1.9384 |
| | Transfer | | | 21 Sep 2018 | -563985 | 4877627 | 1.7375 |
| | Transfer | | | 29 Sep 2018 | -177110 | 4700517 | 1.6744 |
| | Transfer | | | 02 Nov 2018 | -3260 | 4697257 | 1.6733 |
| | Transfer | | | 09 Nov 2018 | 5783 | 4703040 | 1.6753 |
| | Transfer | | | 07 Dec 2018 | -48519 | 4654521 | 1.658 |

| Sr No. | Name & Type of Transaction | Shareholding at the beginning of the year - 2018 | | Transactions during the year | | Cumulative Shareholding at the end of the year - 2019 | |
|---|---|---|---|---|---|---|---|
| | | NO.OF SHARES HELD | % OF TOTAL SHARES OF THE COMPANY | DATE OF TRANSACTION | NO. OF SHARES | NO OF SHARES HELD | % OF TOTAL SHARES OF THE COMPANY |
| | Transfer | | | 21 Dec 2018 | -3190 | 4651331 | 1.6569 |
| | Transfer | | | 28 Dec 2018 | 3081 | 4654412 | 1.658 |
| | Transfer | | | 31 Dec 2018 | 5632 | 4660044 | 1.66 |
| | Transfer | | | 11 Jan 2019 | 104 | 4660148 | 1.6601 |
| | Transfer | | | 08 Feb 2019 | -303 | 4659845 | 1.6599 |
| | Transfer | | | 22 Feb 2019 | 11268 | 4671113 | 1.664 |
| | Transfer | | | 01 Mar 2019 | 1045 | 4672158 | 1.6643 |
| | Transfer | | | 15 Mar 2019 | -135454 | 4536704 | 1.6161 |
| | Transfer | | | 29 Mar 2019 | -15585 | 4521119 | 1.6105 |
| | AT THE END OF THE YEAR | | | | | 4521119 | 1.6105 |
| 10 | INDIA MIDCAP (MAURITIUS) LTD. | 2200673 | 0.7839 | | | 2200673 | 0.7839 |
| | Transfer | | | 13 Jul 2018 | 1100336 | 3301009 | 1.1759 |
| | AT THE END OF THE YEAR | | | | | 3301009 | 1.1759 |

Note: 1. Paid up Share Capital of the Company (Face Value Rs. 5.00) at the end of the year is 280723217 Shares.
2. The details of holding have been clubbed based on PAN.
3. % of total Shares of the Company is based on the paid-up Capital of the Company at the end of the Year.

**v. Shareholding of Directors and Key Managerial Personnel**

| Sr. No. | Name od Director/KMP | Shareholding at the beginning of the year - 2018 | | Cumulative Shareholding during the year | |
|---|---|---|---|---|---|
| | Name & Type of Transaction | NO.OF SHARES | % OF TOTAL SHARES OF THE COMPANY | NO OF SHARES HELD | % OF TOTAL SHARES OF THE COMPANY |
| 1 | ASHOK M. KATARIYA | | | | |
| | AT THE BEGINNING OF THE YEAR | 9633775 | 5.15 | 9633775 | 5.15 |
| | AT THE END OF THE YEAR | | | 15236036 | 5.43 |
| 2 | SATISH D. PARAKH | | | | |
| | AT THE BEGINNING OF THE YEAR | 3936065 | 2.10 | 3936065 | 2.10 |
| | AT THE END OF THE YEAR | | | 5904097 | 2.10 |
| 3 | SANJAY P. LONDHE | | | | |
| | AT THE BEGINNING OF THE YEAR | 279101 | 0.15 | 279101 | 0.15 |
| | AT THE END OF THE YEAR | | | 418651 | 0.15 |
| 4 | MILAPRAJ BHANSALI | | | | |
| | AT THE BEGINNING OF THE YEAR | 0 | 0 | 0 | 0 |
| | AT THE END OF THE YEAR | | | 0 | 0 |
| 5 | MICHAEL PHILIP PINTO | | | | |
| | AT THE BEGINNING OF THE YEAR | 1251 | 0.001 | 1251 | 0.001 |
| | AT THE END OF THE YEAR | | | 1876 | 0.001 |
| 6 | SHARADCHANDRA D. ABHYANKAR | | | | |
| | AT THE BEGINNING OF THE YEAR | 1194 | 0.001 | 1194 | 0.001 |
| | AT THE END OF THE YEAR | | | 1791 | 0.001 |
| 7 | ALBERT TAURO | | | | |
| | AT THE BEGINNING OF THE YEAR | 243 | 0.0001 | 243 | 0.0001 |
| | AT THE END OF THE YEAR | | | 364 | 0.0001 |
| 8 | GYANCHAND DAGA | | | | |
| | AT THE BEGINNING OF THE YEAR | 0 | 0 | 0 | 0 |
| | AT THE END OF THE YEAR | | | 0 | 0 |
| 9 | SUNANDA V. DANDEKAR | | | | |
| | AT THE BEGINNING OF THE YEAR | 0 | 0 | 0 | 0 |
| | AT THE END OF THE YEAR | | | 0 | 0 |
| 10 | PARESH C. MEHTA | | | | |
| | AT THE BEGINNING OF THE YEAR | 28752 | 0.015 | 28752 | 0.015 |
| | AT THE END OF THE YEAR | | | 43128 | 0.015 |
| 11 | MANOJ A. KULKARNI | | | | |
| | AT THE BEGINNING OF THE YEAR | 4965 | 0.003 | 4965 | 0.003 |
| | AT THE END OF THE YEAR | | | 7447 | 0.003 |

## V INDEBTEDNESS

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

| **Indebtedness at the beginning of the financial year** | **Secured Loans excluding deposits** | **Unsecured Loans** | **Deposits** | **Total Indebtness** |
|---|---|---|---|---|
| i) Principal Amount | 491,340,400 | 264,203,395 | | 755,543,795 |
| ii) Interest due but not paid | 5,055,390 | 46,435,487 | | 51,490,877 |
| iii) Interest accrued but not due | | | | - |
| **Total (i+ii+iii)** | 496,395,790 | 310,638,882 | - | 807,034,672 |
| **Change in Indebtedness during the financial year** | **Secured Loans excluding deposits** | **Unsecured Loans** | **Deposits** | **Total Indebtness** |
| * Addition | 2,296,479,314 | 9,000,000,000 | - | 11,296,479,314 |
| * Reduction | 909,210,348 | 7,040,000,000 | - | 7,949,210,348 |
| **Net Change** | 1,387,268,966 | 1,960,000,000 | - | 3,347,268,966 |
| **Indebtedness at the end of the financial year** | **Secured Loans excluding deposits** | **Unsecured Loans** | **Deposits** | **Total Indebtness** |
| i) Principal Amount | 1,387,268,966 | 224,203,395 | - | 1,611,472,361 |
| ii) Interest due but not paid | 60,021,899 | 25,056,215 | - | 85,078,114 |
| iii) Interest accrued but not due | - | - | - | |
| **Total (i+ii+iii)** | 1,447,290,865 | 249,259,610 | - | 1,696,550,475 |

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

**(Amount In Rs. lakh)**

| Sl. no. | Particulars of Remuneration | Name of MD/WTD/ Manager | | | | |
|---|---|---|---|---|---|---|
| | | Ashok Katariya | Satish Parakh | Sanjay Londhe | Milap Raj Bhansali | Total Amount |
| 1 | Gross salary | 462.75 | 462.75 | 318.61 | 153.63 | 1,397.72 |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 including commisison | 462.35 | 462.35 | 318.21 | 153.23 | 1,396.14 |
| | (b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961 | 0.40 | 0.40 | 0.40 | 0.40 | 1.58 |
| | (c) Profits in lieu of salary under section 17(3) of the Income- tax Act, 1961 | 0 | 0 | 0 | 0 | - |
| 2 | Stock Option granted | - | - | - | - | 0 |
| 3 | Sweat Equity | - | - | - | - | 0 |
| 4 | Commission | - | - | - | - | - |
| | - as % of profit | 0.50 | 0.50 | 0.25 | 0.25 | - |
| | - others, specify | - | - | - | - | - |
| 5 | Others, please specify | - | - | - | - | - |
| | Total (A) | **462.75** | **462.75** | **318.61** | **153.63** | **1,397.72** |
| | Ceiling as per the Act | **Rs. 42.76 Cr.** | | | | |

### *B. Remuneration to other directors:*

**(Amount Rs. in lakh)**

| Sl. no. | Particulars of Remuneration | Name of Directors | | | | | Total Amount |
|---|---|---|---|---|---|---|---|
| | | Michael Pinto | Sharadchandra Abhyankar | Albert Tauro | Gyanchand Daga | Sunanda Dandekar | |
| 1 | **Independent Directors** | | | | | | |
| | Fee for attending board committee meetings | 9.00 | 6.60 | 7.80 | 5.40 | 9.60 | 38.40 |
| | Commission | - | - | - | - | - | - |
| | Others, please specify | - | - | - | - | - | - |
| | Total (1) | 9.00 | 6.60 | 7.80 | 5.40 | 9.60 | 38.40 |
| 2 | **Other Non-Executive Directors** | | | | | | |
| | Fee for attending board & committee meetings | - | - | - | - | - | - |
| | Commission | - | - | - | - | - | - |
| | Others, please specify | - | - | - | - | - | - |
| | Total (2) | - | - | - | - | - | - |
| | Total (B)=(1+2) | 9.00 | 6.60 | 7.80 | 5.40 | 9.60 | 38.40 |
| | Total Managerial Remuneration | 9.00 | 6.60 | 7.80 | 5.40 | 9.60 | 38.40 |
| | Overall Ceiling as per the Act | **Rs. 1,00,000/- per meeting** | | | | | |

### *C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD*

**(Amount In Rs. lakh)**

| Sl. no. | Particulars of Remuneration | Key Managerial Personnel | | |
|---|---|---|---|---|
| | | Company Secretary | CFO | Total Amount |
| 1 | Gross salary | 24.66 | 103.53 | 128.19 |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 24.66 | 103.52 | 128.18 |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | - | 0.01 | 0.01 |
| | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | - | - | - |
| 2 | Stock Option | - | - | - |
| 3 | Sweat Equity | - | - | - |
| 4 | Commission | | | |
| | - as % of profit | - | - | - |
| | - others, specify | - | - | - |
| 5 | Others, please specify | - | - | - |
| | **Total** | **24.66** | **103.53** | **128.19** |

### VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties / punishment imposed on the Company, its Directors or Officers under the Companies Act, 2013. However the Company, its Directors and Officers have filed applications for compounding of offences under the Companies Act, 2013 / 1956 in respect of the inspection carried out in FY 2016-17 U/s 206, 207 of the Companeis Act, 2013 with the Office of RoC, Regional Director, NCLT, Western Region at Mumbai.

**For and on behalf of Board of Directors of**
**Ashoka Buildcon Limited**

**Sd/-**
**(Ashok M. Katariya)**
**Chairman**
**DIN : 00112240**

**Place : Mumbai**
**Date : May 22, 2019**

**Annexure – VI**

**Annual Report on Corporate Social Responsibility**

[Pursuant to Companies (Corporate Social Responsibility Policy) Rules, 2014]

1. **Brief outline of the Company's CSR Policy**

CSR initiatives of the Company aim towards inclusive development of communities through a range of social interventions, enhancing skills and building social infrastructure to improve their livelihood. Our CSR approach focuses on development of communities around the vicinity of our projects and other offices.Your Company aims to provide a safer and better quality of life for the communities it serves, whilst ensuring the long-term sustainability of the Company's operations in the relevant industries where it operates.

In alignment with this vision the Company has initiated Road Safety Campaign under which the Company organizes Road Safety seminars and assists law enforcement agencies to strengthen discipline on roads.

Your Company recognizes the importance of Water conservation for ensuring environmental sustainability. The Company, from time to time, supports humanitarian aid activities in its vicinity, by providing water tankers in water scarcity areas and taking initiatives for water conservation and harvesting.

The Company's CSR programs on Health are intended to improve the quality of care giving, preventive health care, etc. which also includes organizing preventive health check-up camps, eye check-up camps for truck drivers, blood donation camps at the Project sites, Toll Plazas and offices.

Corporate Social Responsibility committee of the Board has recommended and the Board has approved a Corporate Social Responsibility Policy in line with the requirements of Section 135 of the Act. The detailed CSR Policy of the Company is available on the website of the Company www.ashokabuildcon.com.

Your Company's focus areas under CSR are as under:

a) Promotion of healthcare including preventive healthcare;

b) Eradicating hunger, poverty and malnutrition;

c) Promotion of education and employment-enhancing vocational skills;

d) Ensuring environmental sustainability and animal welfare including measures for reducing inequalities faced by socially & economically backward groups;

e) Other areas approved by the CSR Committee within the ambit of CSR Rules as amended from time-to-time.

2. **Composition of CSR Committee**

Please refer to Corporate Governance Report for the Composition of CSR Committee.

3. Average Net Profit of the Company for last 3 financial years : Rs.222.77 Crore

4. Prescribed CSR Expenditure : Rs.4.46 Crore

5. Details of CSR spent during the financial year 2018-19

a. Total amount to be spent for the financial year Rs.4.46 Crore

b. Total amount spent during the year Rs.13.93 Crore

c. Amount unspent, if any Nil

d. Manner in which amount was spent during financial year 2018-19 is detailed below :

| Sr. No. | CSR activity | Relevant sector in which Project is covered | Location | Amount Outlay (budget) project or programwise (Rs. in lakh) | Amount spent (Rs. in lakh) | Amount spent directly / through imple-menting agency |
|---|---|---|---|---|---|---|
| 1 | Eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation and making available safe drinking water, Donations | Poverty & Health | In the States of Maharashtra and Madhya Pradesh | 1615.00 | 1358.00 | Directly |
| 2 | Promoting education, Supply of books, study materials etc., Donations | Education | In the State of Maharashtra | 550.00 | 3.37 | Directly& Indirectly |
| 3 | Promoting gender equality, empowering women, setting up hostels, Donations to NGOs. | Gender equality and empower-ment of women | In the State of Maharashtra | 50.00 | 5.55 | Directly |
| 4 | Ensuring environmental sustainability, ecological balance, protection of flora & fauna, Animal Welfare, Agro forestry | Environmental sustainability and ecological balance | In the State of Maharashtra | 80.00 | 15.26 | Directly |
| 5 | Setting up Public Libraries – contribution, protection of art and culture | Protection of Natural Heritage, art and culture | In the State of Maharashtra | 15.00 | 0.06 | Directly |
| 6 | Measure for the benefit of armed force veterans | Armed Forces | In the State of Maharashtra | 10.00 | 2.50 | Directly |
| 7 | Training to promote rural sports, nationally recognized sports, Paralympic sports & Olympic sports | Sports | In the State of Maharashtra | 35.00 | 6.75 | Directly |
| 8 | Construction of road, supply of material, Bio-gas plants, village entrance gates, temple buildings, etc. | Rural Develop-ment Project | In the State of Maharashtra& Karnataka | 45.00 | 1.75 | Directly |
| | | | **Total** | **2400.00** | **1393.23** | |

6. In case the Company has failed to spend the two persent of the average net profit of the last three financials years or any part thereof, the Company shall provide the reasons for not spending the amount.

   During the year the Company has spent more than 2% of the average net profit of the last three financial years. Please note that the Company has taken efforts to spend the unspent amount of previous years also during this year and is committed to spend balance unspent amount during this year.

7. **CSR Committee Responsibility Statement**

   The CSR Committee confirms that the implementation and monitoring of the CSR Policy of the Company are in compliance with the CSR objectives and CSR Policy of the Company. The Company is committed to spend amount on CSR activities and would be strongly pursuing the same in coming year.

**Sd/-**
**(Satish Parakh)**
**Managing Director**
**DIN : 00112324**

**Sd/-**
**(Gyan Chand Daga)**
**Chairman (CSR Committee)**
**DIN : 00101534**

**Place : Mumbai**
**Date : May 22, 2019**

**Annexure – VII**
**ASHOKA BUILDCON LIMITED**
**REMUNERATION POLICY**

The Remuneration Policy **("Policy / this Policy")** of Ashoka Buildcon Ltd. (the "Company") is designed to attract, motivate and retain manpower in a competitive market. The policy reflects the Company's objectives for good corporate governance as well as sustained long-term value creation for shareholders.

The Policy applies to the Company's Board of Directors, Senior Management, including its Key Managerial Personnel (KMP).

**Guiding principle**

The guiding principle is that the remuneration and the other terms of employment shall be competitive in order to ensure that the Company can attract and retain competent Executives.

**Remuneration Policy**

The Nomination and Remuneration Committee recommends to the Board the compensation package of the Executive Directors and also the compensation payable to the Non-Executive Directors of the Company in accordance with the provisions contained in the Companies Act, 2013.

The Company has the Policy of remunerating Non-Executive Directors through payment of Sitting Fees, or Commission or both within the ceiling prescribed by the Central Government.

**For and on behalf of Board**
**Ashoka Buildcon Limited**

**Sd/-**
**(Ashok M. Katariya)**
**Chairman**
**DIN : 00112240**

**Place : Mumbai**
**Date : May 22, 2019**

**Annexure – VIII**

**ASHOKA BUILDCON LIMITED**

**VIGIL MECHANISM / WHISTLE BLOWER POLICY**

**Introduction**

Ashoka Buildcon Ltd. **("Company")** believes in conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior. The Company is committed to develop a culture where it is safe for all employees to raise concerns about any fraudulent or unacceptable practice and any event of misconduct. Vigil Mechanism / Whistle Blower Policy (The Policy) is a device to help alert and responsible individuals to bring to the attention of the Management, promptly and directly, any unethical behavior, suspected fraud or abrasion or irregularity in the Company practices which is not in line with Code of Business Principles or the law of the land, without any fear or threat of being victimised.

This Policy is issued pursuant to Section 177 of the Companies Act, 2013, read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules 2014 and Regulation 22 of SEBI LODR, 2015.

The Company is committed to provide adequate safeguards against victimisation of employees and directors or other persons who avail of such mechanism and also provide for direct access to the Chairperson of the Audit Committee or the Director nominated by the Audit Committee, as the case may be, in exceptional cases.

a. **Address for Communication :**

The Whistle Blower shall send his/her Grievance / concern / Complaint / irregularities ("Complaint") by sending a mail to E-mail: whistleblower@ashokabuildcon.com

Alternatively he/she may write a letter addressed to the following address.

To

The Managing Director<br>
Ashoka Buildcon Limited<br>
S. No. 861, Ashoka House, Ashoka Marg,<br>
Vadala, Nashik – 422 011

The Complaint raised will be placed by the Managing Director before an appropriate Committee for investigation. The Committee will investigate the Complaint and if it finds no merit or materiality in the Complaint, the said Complaint will be closed and intimation will be sent to Whistle Blower within reasonable period but in any case not exceeding 90 days from the receipt of Complaint. The Committee shall give an opportunity of being heard to the Whistle Blower and the enquiry/ investigation will be conducted following the principles of natural justice.

However, if any merit is found in the Complaint, the Committee may call for an independent inquiry which may be referred to the External Auditor or any external agency. However, at every stage of inquiry and before final decision is taken, the person complained against, shall be given an opportunity of being heard and such enquiry will be conducted following principles of natural justice. On receipt of the outcome of the external investigation, the Report will be placed before an Appropriate authority for final order. Whistle Blower shall be communicated a final decision.

In case of any criminal action that may be required/advised to be initiated, the Chairman of the Company will take a final decision.

b. **Protection**

i. No unfair treatment will be given to a Whistle Blower by virtue of his/her having reported a Protected Disclosure under this Policy. The Company, as a policy, condemns any kind of discrimination, harassment, victimization of Whistle Blower. Complete protection will be given to Whistle Blower against any unfair practice like threat or termination / suspension of service, disciplinary action or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties/functions including making further Protected Disclosure.

ii. The Company will do its best to protect confidentiality of an identity of the Whistle Blower.

iii. If the Whistle Blower makes an allegation in good faith, which is not confirmed by the investigation, no action will be taken against the Whistle Blower. However, if a complaint is found to be malicious or vexatious or made with any ulterior motive or malafide intention, appropriate disciplinary action will be taken.

iv. The Company will not entertain anonymous / frivolous grievance.

c. **Reporting:**

- A quarterly report with number of Complaints received under the Policy and their outcome shall be placed before the Audit Committee and the Board periodically.
- Details of establishment of such mechanism shall be disclosed by the Company on its website and in the Board's report.

d. **Coverage of Policy:**

The Policy covers malpractices and events which have taken place/ suspected to take place involving:

i. Abuse of authority;

ii. Breach of contract;

iii. Negligence causing substantial and specific danger to public health and safety;

iv. Manipulation of Company data/records;

v. Financial irregularities, including fraud or suspected fraud;

vi. Criminal offense;

vii. Pilferation of confidential/propriety information;

viii. Deliberate violation of law/regulation;

ix. Wastage/misappropriation of Company funds/assets;

x. Breach of employee Code of Conduct or Rules; and

xi. Any other unethical, biased, favoured, imprudent event

**For and on behalf of Board**
**Ashoka Buildcon Limited**

**Sd/-**
**(Ashok M. Katariya)**
**Chairman**
**DIN : 00112240**

**Place : Mumbai**
**Date : May 22, 2019**

## ANNEXURE IX
## BUSINESS RESPONSIBILITY REPORT – March 2019

### SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

1. **Corporate Identity Number (CIN) of the Company** : L45200MH1993PLC71970
2. **Name of the Company** : Ashoka Buildcon Limited
3. **Registered address** : S. No. 861, Ashoka House, Ashoka Marg, Vadala, Nashik – 422 011
4. **Website** : www.ashokabuildcon.com
5. **E-mail id** : investors@ashokabuildcon.com
6. **Financial Year reported** : Financial year ended March 31, 2019
7. **Sector(s) that the Company is engaged in (industrial activity code-wise)**:

   The Company is engaged in Engineering, Procurement and Construction, Operations and Maintenance of Roads & Highways. The Company is the Flagship Company of the Group, which comprises of Subsidiaries, step down subsidiaries and intermediate holding company. The Company has formed various Special Purpose Vehicle(s) for implementation of Projects awarded to it by various Government Agencies.

   - Constructions and Maintenance of Roads (NIC Code 42101)
8. **List three key products/services that the Company manufactures/provides (as in balance sheet)**
   - Road Infrastructure;
   - Power Transmission &Distribution (T&D); and
   - Ready Mix Concrete Manufacture and Sale.
9. **Total number of locations where business activity is undertaken by the Company:**

   **(a) Number of International Locations (Provide details of major 5)**

   The Company has recently successfully handed over its first International Project in Maldives of developing road network for Housing Development Corporation, Maldives. Currently no Project is being executed at international location.

   **(b) Number of National Locations**

   The Company has/had its Projects and Administrative offices located in more than 20 States of the Country.
10. **Markets served by the Company – Local/State/National/International**

    Local, State,National and International

### SECTION B: FINANCIAL DETAILS OF THE COMPANY

1. Paid up Capital (INR) : 140.36 Crore
2. Total Turnover (INR) :3,936.34 Crore
3. Total profit after taxes (INR) :286.16 Crore
4. Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%) :Rs.13.93 Crore i.e. 4.87% of the Profit after tax.

**5.** List of activities in which expenditure in 4 above has been incurred:-

| Sr. No. | CSR Activity | Amount (Rs. Lakhs) |
|---|---|---|
| 1 | Eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation and making available safe drinking water | 1,358.00 |
| 2 | Promoting Education | 3.37 |
| 3 | Promoting Gender Equality, Empowering Women, setting up hostels | 5.55 |
| 4 | Ensuring Environmental Sustainability, Ecological balance, protection of Flora &Fauna | 15.26 |
| 5 | Public Libraries – contribution, protection of art and culture | 0.06 |
| 6 | Measures for the benefit of armed force veterans | 2.50 |
| 7 | Training to promote rural sports, nationally recognized sports, Paralympic sports &Olympic sports | 6.75 |
| 8 | Rural Development Projects | 1.75 |
| | **Total** | **1,393.23** |

**SECTION C: OTHER DETAILS**

**1. Does the Company have any Subsidiary Company/ Companies?**

Yes

**2. Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s)**

Ashoka Concessions Limited, an intermediate holding Company, which holds various Projects Special Purpose Vehicles (SPVs) as Subsidiaries, participates in the BR initiatives of the Company.

3. **Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]**:

Other vendors/suppliers/contractors do not participate in BR Policy of the Ashoka group.

**SECTION D: BR INFORMATION**

**1. Details of Director/Directors responsible for BR**

**(a) Details of the Director/Directors responsible for implementation of the BR policy/policies**

| Sr.No. | Particulars | Details |
|---|---|---|
| 1. | DIN (if applicable) | 00112604 |
| 2. | Name | Mr. Sanjay Londhe |
| 3. | Designation | Whole-time Director |
| 4. | Telephone number | 0253 – 3011705 |
| 5. | e-mail id | sanjay.londhe@ashokabuildcon.com |

**(b) Details of the BR head :**

Same as above

**2. Principle-wise (as per NVGs) BR Policy/policies**

Principle-wise (as per NVGs) BR Policy/policies The National Voluntary Guidelines on Social,

Environmental and Economic Responsibilities of Business (NVGs) released by the Ministry of Corporate Affairs has adopted nine areas of Business Responsibility.

These briefly are as under:

**Principle 1 -** Businesses should conduct and govern themselves with Ethics, Transparency and Accountability.

**Principle 2 -** Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.

**Principle 3 -** Businesses should promote the well-being of all employees.

**Principle 4 -** Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.

**Principle 5 -** Businesses should respect and promote human rights.

**Principle 6 -** Businesses should respect, protect, and make efforts to restore the environment.

**Principle 7 -** Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner.

**Principle 8 -** Businesses should support inclusive growth and equitable development.

**Principle 9 -** Businesses should engage with and provide value to their customers and consumers in a responsible manner.

**(a) Details of compliance (Reply in Y/N)**

| **Questions** | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|---|---|---|---|---|---|---|---|---|---|
| **1.** Do you have a policy/policies for | Y | Y | Y | Y | Y | Y | Y | Y | Y |
| **2.** Has the policy been formulated in consultation with the relevant stakeholders? | Y | Y | Y | Y | Y | Y | Y | Y | Y |
| **3.** Does the policy conform to any national /international standards? If yes, specify? (50 words) Yes, Policy conforms to statutory provisions.<br>Please refer footnote * below | Y | Y | Y | Y | Y | Y | Y | Y | Y |
| **4.** Has the policy been approved by the Board*? If yes, has it been signed by MD/owner/CEO/ appropriate Board Director? | Y | Y | Y | Y | Y | Y | Y | Y | Y |
| **5.** Does the company have a specified committee of the Board/ Director/Official to oversee the implementation of the policy? | Y | Y | Y | Y | Y | Y | Y | Y | Y |
| **6.** Indicate the link for the policy to be viewed online? | www.ashokabuidcon.com | | | | | | | | |
| **7.** Has the policy been formally communicated to all relevant internal and external stakeholders? | The policies have been communicated to key internal stakeholders and external stakeholders through the company's website www.ashokabuildcon.com | | | | | | | | |
| **8.** Does the company have in-house structure to implement the policy/policies? | Yes. | | | | | | | | |
| **9.** Does the Company have a grievance redressal mechanism related to the policy/policies to address stakeholders' grievances related to the policy/policies? | Yes, Any Grievances or the feedback relevant to the policies can be sent to investors@ashokabuildcon.com or whistleblower@ashokabuildcon.com | | | | | | | | |
| **10.** Has the company carried out independent audit/ evaluation of the working of this policy by an internal or external agency? | The policies have been evaluated internally. Several of the policies are also included in third party audits. | | | | | | | | |

* Yes, the policy signed by Whole-time Director who is authorised to take necessary steps for complying with the BRR requirement.

3. **Governance related to BR**

   (a) **Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year**

   BR Performance of the Company is evaluated annually by the Board or CEO.

   (b) **Does the Company publish a BR or a Sustainability Report? What is the hyper link for viewing this report? How frequently it is published?**

The Company publishes BR Report annually and hosts the same on the website of the Company, www.ashokabuildcon.com

**SECTION E: PRINCIPLE-WISE PERFORMANCE**

**Principle 1**

1. **Does the policy relating to ethics, bribery and corruption cover only the company? Yes/ No. Does it extend to the Group/Joint Ventures/ Suppliers/Contractors/NGOs / Others?**

   The Company has the Policy relating to ethics, bribery titled as Code of Conduct for Board of Directors and Senior Management. The Business Ethics and Code of Conduct serves as the guiding philosophy for all employees, suppliers, customers, NGOs and others who have dealings with the Company. Fair and just business dealings free from any extraneous consideration ought to be followed by all employees in their day to day work life. The policy applies to all employees.

   Company also has in place a Whistle Blower Policy which seeks to empower employees and directors to raise any genuine concerns within the group. Employees can utilise any mode of communication to which they can communicate their concern to the Senior Management.

   Further the Audit Committee of the Company oversees Vigil Mechanism of the Company pursuant to the provisions of the Companies Act, 2013. The Chairman of the Audit Committee has exclusive access to designated email ID viz. whistleblower@ashokabuildcon.com

2. **How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.**

   During the year 9 Shareholder grievances were received and none of the complaints is pending as on March 31, 2019. No serious complaints received by different functionaries in the Company. The complaints received, if any, have been suitably addressed. No whistle blower compliant has been received during the year by the Audit Committee or its Chairman on designated email ID.

**Principle 2**

**Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle**

1. **List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.**

   The Company is an infrastructure developer. It mainly operates in Road infrastructure. Ashoka constructs Roads on Built Operate Transfer (BOT)/ Engineering Procurement & Construction (EPC) basis for the Projects awarded to it by the National Highways Authority of India/State Highway Authorities / other Local bodies of various States across the Country. Ashoka also creates power distribution network for Power Transmission for State owned Electricity Boards. During the year, the Company started new segment viz. execution of City Gas Distribution network in specified Geographical Area as awarded by PNGRB.

   1. ***Roads*** – The organization is aware of the impacts that its operations create on the society and the environment, while creating infrastructure for the Country. Road construction environment poses health and safety issues for the workers as well as road users and mother environment.

      To minimize the adverse consequences and to maximize the benefit for the society at large, the Company works towards conservation of Natural resources through the principles of reuse, reduce, recycle and reclaim.

      The Company is committed towards protecting the environment and is an ISO: 14001:2015 and ISO 14064-1 compliant company, which encompasses monitoring and measurement of Green House Gas Emissions.

      Ashoka has taken safety as a matter of utmost importance and it continues to make efforts to reduce accidents on the roads maintained by it. The efforts included employment of safety tools, installation of robotic flagmen etc. In the year gone by, the Company has recorded approx. 25% reduction in accidents occurring on roads being operated by the Company. The Company regularly conducts safety related lectures and trainings for local people, government employees, students at school & college level for creating awareness about safety. About 95 lessons have been conducted during the financial year 2018-19. The Company has also provided breath analyzers for traffic police, RTO etc. which helps them to work more efficiently. The Company is committed towards safety of its own staff as road user and is OHSAS: 18001:2007 Compliant Company.

2. **Power Transmission and Distribution**- Our Power T&D works are executed with the objective of achieving optimum utilization of resources. Strict adherence to standards w.r.t. quality, occupational health and safety and environment is ensured.

3. **Ready Mix Concrete**: The ready mix concrete manufacturing units of the Company work towards achieving minimal wastage and highest possible recycling by use of fly ash & optimized mix design. It focuses on lowering transportation costs and in reducing vehicular air emissions caused during transportation of ready mix concrete. To enhance the local economic growth, the Company encourages and supports local suppliers operating in the vicinity of its project facilities.

**2. For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product(optional):**

**a. Reduction during sourcing/production/ distribution achieved since the previous year throughout the value chain?**

**Road-**The Company is focused on recycling of existing road material and usage of materials such as pond ash and fly-ash to preserve natural resources from stone quarry & soil burrow. Many of our projects have been completed with minimal disturbance to the ground cover.

To address the road safety issue the Company organizes road safety awareness programs for promoting road safety awareness amongst road users, local community members and students.

The Company has conducted about 95 road safety lessons / seminars in various parts of the Country during the year ended March 31, 2019. The Company has reached out to over 8400 students, truck drivers and other road users. The Company is committed to encourage the citizens to respect traffic rules and to follow them wholeheartedly.

The Company has taken steps to use rain water for ground water recharge through road friendly rainwater harvesting mechanisms.The Company has installed R. O. Water Plant to directly use ground water at its Project sites.

The Company installs Solar based road furniture such as blinkers etc. at its projects to save energy. One of the offices of the Company at Nashik uses and operates only on Solar Energy.

**Power**-There are various initiatives taken by the Company to reduce specific water consumption, auxiliary power consumption, utilization of scrap etc. The Company has achieved substantial reduction in energy wastage and material wastage.

**b. Reduction during usage by consumers (energy, water) achieved since the previous year.**

**Road-**Vehicle users while using road, impact the environment through vehicles. These Roads are geometrically and aesthetically designed and constructed which increases the comfort and safety of the vehicle user. This ultimately results in reduction in travel time and fuel consumption.

The safety measures implemented by the Company have resulted in reduction in occurrence of the road accidents on Ashoka highways.

**Power-** The Company's customers include State electricity boards. The Company has provided solutions for reducing energy losses by working in coordination with the clients which ultimately reduces energy costs.

**Ready Mix Concrete-** The Company uses resources such as artificial sand instead of natural sand. Also, use of flyash reduces the cement consumption which ultimately reduces cost for the consumers and the consumer gets good quality of cohesive and durable mix.

**c. Does the company have procedures in place for sustainable sourcing (including transportation)?If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.**

The Company has the procedures in place for sustainable sourcing and about 35% of the sourcing is done / procured through said procedures.

**d. Has the Company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work?**

**If yes, what steps have been taken to improve their capacity and capability of local and small vendors?**

Ashoka does use local vendors for pre-cast works such as kerb, drain cover etc., production of RCC Hume Pipes, for procuring road furniture such as kilometer-stones etc. Ashoka also offers assignments to local subcontractors for various works.

Ashoka regularly interacts with the vendors and educates them on the standards of quality required by the Company and their importance helps to enhance their approach and understanding of support functions.

e. **Does the Company have a mechanism to recycle products and waste? If yes, what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.**

Yes (>30%), the Company does recycle and use waste products in its operations such as use of RAP, use of reclaimed aggregates, reuse of GSB & use of pond ash.

**Principle 3**

**Businesses should promote employee well-being**

1. **Please indicate the Total number of employees.** :

   The Company has 2272 employees on the rolls of the Company and Subsidiaries as on March 31, 2019.

2. **Please indicate the Total number of employees hired on temporary/contractual/casual basis. :**

   Depending upon the requirement of each of the Projects awarded to the Company, the Company engages employees on contractual basis.

3. **Please indicate the Number of permanent women employees. :**

   The Company has 47 permanent women employees.

4. **Please indicate the Number of permanent employees with disabilities** :

   The Company has 02 employees with disabilities.

5. **Do you have an employee association that is recognized by management**:

   The Company does not have any employee association recognized by the Management nor by any other organization.

6. **What percentage of your permanent employees is members of this recognized employee association?**

   N.A.

7. **Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year. :**

| Sr. No. | Category | No. of complaints filed during the financial year | No. of complaints pending as at the end of the financial year |
|---|---|---|---|
| 1 | Child labour/ forced Labour / involuntary labour | Nil | Nil |
| 2 | Sexual harassment | Nil | Nil |
| 3 | Discriminatory employment | Nil | Nil |

8. **What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year?**

   **(a) Permanent Employees**

   **(b) Permanent Women Employees**

   **(c) Casual/Temporary/Contractual Employees**

   **(d) Employees with Disabilities**

   Training for safety and skill up-gradation was given to more than 95% employees of the Company.

**Principle 4**

**Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalised.**

1. **Has the company mapped its internal and external stakeholders? Yes/No**

   The Company has mapped its key internal and external stakeholders, and has implemented various practices for engaging with them for fruitful dialogue and continued relationship. The Company generally and regularly engages with its community stakeholder group. The takeaways from these interactions are used for better designing and implementation of the company's CSR projects.

2. **Out of the above, has the Company identified the disadvantaged, vulnerable and marginalized stakeholders.**

   The Company has mapped disadvantaged, vulnerable and marginalized stakeholders, and is actively working with them towards inclusive growth. As part of Company's CSR initiatives, the Company is providing healthcare facilities and other infrastructure development activities for marginalized communities at or near its projects.

3. **Are there any special initiatives taken by the company to engage with the disadvantaged, vulnerable and marginalized stakeholders. If so, provide details thereof, in about 50 words or so.**

**(1)** Our construction Liaisioning team actively co-ordinates with Local Bodies, State Revenue Department for getting the compensation for such individuals affected due to road widening.

**(2)** The company takes all the necessary measures to reduce sound and dust pollutions to the minimal limits.

**(3)** Special road safety teams are deployed to take care of safety of pedestrians which include school students, locals etc.

**(4)** Fuel emission is controlled by use of state of the art machinery as well as plants.

**Principle 5**

**Businesses should respect and promote human rights**

1. **Does the policy of the company on human rights cover only the company or extend to the Group/Joint Ventures/Suppliers/Contractors/NGOs/Others?**

   Our Human Rights policy covers all suppliers, contractors and NGOs.

2. **How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?**

   There have been no stakeholder complaints related to human rights.

3. Percentage of satisfactory resolution of Stake holders' complaints.

   **Not Applicable** since no such complaints have been received by the Company.

**Principle 6**

**Businesses should respect, protect, and make efforts to restore the environment**

1. **Does the policy related to Principle 6 cover only the company or extends to the Group/Joint Ventures/ Suppliers/Contractors/NGOs/others.**

   Our QHSE Policy is applicable to all the Subsidiaries, Joint Ventures and Contractors.

2. **Does the company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc? Y/N. If yes, please give hyperlink for webpage etc.**

   The Company has adopted strategies to address the global environmental issues such Green House Gases. ("GHG") Presently the Company is monitoring and measuring GHG generated from own assets and also has planned for its reduction.

3. **Does the company identify and assess potential environmental risks?**

   Ashoka is certified as per ISO:14001, Environment Management System and. Occupational Health & Safety Management system ISO:45001:2018. The Company is also certified for GHG; ISO: 14064-1&2 that lay specification for quantification, monitoring and measuring of greenhouse gaseous emission reductions or removal enhancement. Several measures have been implemented to reduce the energy consumption as well as to increase use renewable energy at offices and sites. The Company conducts energy audits and takes measures to improve the energy efficiency.

   Energy and Climate Change Management policy and HSE policy guide the Company to proactively address the impact of climate change and other global environment issues through adopting and maintaining global best practices in energy and climate change management, water management and reduction of greenhouse gas emissions.

4. **Does the company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed?**

   The Company does not have any such project.

5. **Has the company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyperlink for web page etc.**

   Being one of the largest infrastructure developer companies of the Country, having a significant environmental footprint, Ashoka is well cognizant of its responsibilities towards preserving the environment. For Ashoka Occupational Health, Safety and Environment are an integral part of its business strategy. The dealing with Occupational Health, Safety and Environment has been prepared, implemented, monitored and is in adherence to all the applicable regulations and industry practices. The policy has been made available to all the employees, workers and contractors. Ashoka is certified for the IMS (QMS:EMS:OHSAS) as well as Green House Gases emission, monitoring, measuring. The Company is compliant with following standards;

   1. QMS : Quality Management System- ISO:9001:2015;
   2. EMS : Environment Management System- ISO:14001:2015;
   3. Occupational Health & Safety Management system ISO: 45001:2018 and
   4. ISO:14064-1&2 || Green House Gaseous Emissions Certification for quantification, monitoring & reporting of greenhouse gaseous emission reductions or removal enhancement

The Company encourages its Sub-Contractors for obtaining various Systems and then Standard Certification for Quality, Safety and Environment.

The Key Environmental Initiatives taken by Ashoka during year under review include: .

1. **Utilization of Eco-friendly Construction methodology and machinery**
   a. Ashoka deploys milling machines which work as recycling equipment for waste generated from old bituminous road enabling its reuse in new construction, thus resulting in reduction of use of aggregates and mining operations and at the same time reducing the requirement of transportation.
   b. Warm Mix Macadam technique is being used in road construction activity which saves the fuel directly and final carbon emissions are reduced.
   c. Solar panel based high mast lighting system has been deployed at road project site.
2. Electrical Energy :- Phase wise replacement of conventional bulbs with LED lights
3. Green Road: Tree Plantation along the road side.
4. 61424.231MT of fly ash utilized in road project has replaced the same quantity of aggregate resulting in reduced mining activity.
5. 153551MT of pond ash utilized in road project has replaced the same quantity of aggregate resulting in reduced mining activity.
6. 39862.110 MT of Milling Material Reused during the road construction activity
7. 387728 MT of waste copper slag used during the road construction activity
8. The Company has taken steps for recharging ground water table at various projectsites.

6. **Are the Emissions/Waste generated by the company within the permissible limits given by CPCB/SPCB for the financial year being reported?**

 Complied to the extent applicable.

7. **Number of show cause/ legal notices received from CPCB/SPCB which is pending (i.e. not resolved to satisfaction) as at the end of the Financial Year**.

No such notices received.

**Principle 7**

**Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner**

1. **Is your company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with:**
   **(a)** FICCI
   **(b)** NHBF
   **(c)** IRC (Indian Road Congress)
   **(d)** NSC (National Safety Council)
2. **Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No; if yes specify the broad areas ( drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)**

   Ashoka does participate in each body especially related to Road Construction & Road Safety and contributes to the process of Policy Formulation.

   Ashoka has implemented special mechanisms in terms of project managerial skills for better execution of projects, which are now being implemented by other construction companies as well. These include:

   **1)** Use of segmental construction method in bridge construction; and
   **2)** Use of pile foundation in Bridge Construction.

**Principle 8**

**Businesses should support inclusive growth and equitable development.**

1. **Does the company have specified programmes/ initiatives/projects in pursuit of the policy related to Principle 8? If yes details thereof.**

   As a responsible corporate citizen, the Company focuses on community development through its CSR activities. Details of our CSR activities are provided in Annexure VI to this Report.

   The Company provides interns hips (industrial training) to college students in the vicinity of the project locations thus contributing to skill development.

The Company carries out safety programs and spreads awareness of road safety among the community nearby especially school children are made aware of the road safety. Training at young age definitely helps Ashoka to nurture future road safe users.

The Company also carries out health check-up camps for road users across all its Pan-India operations.

2. **Are the programmes/projects undertaken through in-house team/own foundation/external NGO/government structures/any other organization?**

   The Company undertakes CSR activities through all of the above routes.

3. **Have you done any impact assessment of your initiative?**

   Impact assessment is done internally and informally.

4. **What is your company's direct contribution to community development projects- Amount in INR and the details of the projects undertaken.**

   The total amount spent on all CSR activities and projects during the FY 2018 was Rs.13.93Crore.

5. **Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.**

   The Company has conducted about 95 road safety lessons / seminars during the period under review reaching out to about , 8400 School Students and other road users. Till March 31, 2019, the Company has conducted road safety lessons and seminars and has created awareness about the safe driving and road safety among school students and other road users.

**Principle 9**

**Businesses should engage with and provide value to their customers and consumers in a responsible manner.**

1. **What percentage of customer complaints/consumer cases are pending as on the end of financial year.**

NIL

2. **Does the company display product information on the product label, over and above what is mandated as per local laws? Yes/No/N.A. /Remarks(additional information)**

Not Applicable

3. **Is there any case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so.**

No.

4. **Did your company carry out any consumer survey/ consumer satisfaction trends?**

   Not Applicable.

**For and on behalf of Board of Directors of**
**Ashoka Buildcon Limited**

**Sd/-**

**Place : Mumbai** **(Ashok Katariya)**
**Date : May 22, 2019** **Chairman**
**DIN: 00112240**

## CORPORATE GOVERNANCE REPORT

### A. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance is the application of best management practices, compliance of laws & adherence to ethical standards to achieve the Company's objective of enhancing stakeholders' value and discharge of social responsibility.

Your Company's philosophy is to become an icon in infrastructure development, through innovation, professionalism, active leadership in product quality and sustained growth by delivering value to the esteemed customers.

Your Company will continue to conduct operations in a manner so as to protect people, property and the environment by identifying, controlling and reducing all associated risks to a level as low as reasonably practicable.

### B. BOARD OF DIRECTORS

#### (i) Board Membership Criteria

The members of the Board of Directors of your Company possess the required expertise, skill and experience to effectively manage and direct your Company to attain its organizational goals. They are the persons with vision, leadership qualities, proven competence and integrity and with a strategic bent of mind.

Each member of the Board of Directors of your Company ensures that his/her personal interest does not run in conflict with your Company's interests. Moreover, each member uses his/her professional judgment to maintain both the substance and appearance of independence and objectivity.

#### (ii) Composition of the Board

The Board of Directors of your Company has an optimum combination of Executive and Non-executive Directors to have a balanced Board Structure. The Board has Eight (8) Directors of which Four (4) are Executive Directors and Four (4) are Non-executive Independent Directors, including a Woman Director. All Independent Directors fulfil the conditions specified in LODR and are independent of the Management.

The Chairman of the Board of Directors of yours Company, being a Promoter and Executive Chairman of the Company, is a non-independent Director.

The composition of the Board of Directors of your Company during the Financial Year ended on March 31, 2019 is as follows:

| Name of Director | Category of Director | Relationship with other Directors | #No. of Directorships in other companies | *No. of other Board Committee(s) of which he / she is a Member | *No. of other Board Committee(s) of which he / she is a Chairperson |
|---|---|---|---|---|---|
| Mr. Ashok Motilal Katariya (DIN:00112240) | Promoter, Executive and Non-independent | **None** | 18 | Nil | Nil |
| Mr. Satish Dhondulal Parakh (DIN:00112324) | Promoter, Executive and Non-independent | **None** | 14 | 1 | 1 |
| Mr. Sanjay Prabhakar Londhe (DIN:00112604) | Executive and Non-independent | **None** | 6 | Nil | Nil |
| Mr. Milap Raj Bhansali (DIN:00181897) | Executive and Non-independent | **None** | 6 | 1 | Nil |
| Mr. Michael Philip Pinto@ (DIN:00021565) | Non-Executive and Independent | **None** | 4 | 4 | 1 |
| Mr. Sharadchandra Damodar Abhyankar (DIN:00108866) | Non-Executive and Independent | **None** | 4 | 2 | 1 |
| Mr. Albert Tauro (DIN:01860786) | Non-Executive and Independent | **None** | 1 | 2 | 1 |
| Mr. Gyan Chand Daga (DIN:00101534) | Non-Executive and Independent | **None** | 3 | 1 | Nil |
| Ms. Sunanda Vishnu Dandekar (DIN:07144108) | Non-Executive and Independent | **None** | Nil | 1 | Nil |

*This includes chairmanship/membership of Audit Committee and Stakeholders Relationship Committee in other Companies.

# Number of Directorships held excludes Foreign Companies and Section 8 Companies, if any.

@ Mr. Michael Pinto ceases to be Director w.e.f. April 01, 2019.

The Board critically evaluates the Company's management policies and their effectiveness and strategic direction. The agenda for the Board meetings includes a detailed analysis and review of annual strategic and operating plans and capital allocation and budgets. Additionally, the Board reviews related party transactions, possible risks and risk mitigation measures, financial reports from the Internal Auditors and Statutory Auditors. Frequent and strategic discussions provide the roadmap for the Company's future growth.

The skills, expertise and competencies of the Directors as identified by the Board, are provided hereunder. These skills, expertise and competencies are available in the present mix of the Directors of the Company.

**(iii) Board Meetings / Annual General Meeting**

During the financial year 2018-19, the Board of Directors of your Company met Eight (08) times on May 29, 2018, August 13, 2018, September 19, 2018, November 03, 2018, December 17, 2018, January 30, 2019, February 23, 2019 and March 15, 2019. None of the meetings of Board of Directors was held with a gap of more than 120 days.

The Annual General Meeting of the Financial Year ended on March 31, 2018 was held on September 19, 2018. Details regarding the attendance of the Directors at the Board Meetings and the Annual General Meeting held during the financial year 2018-19 are presented in the following table:

| Name of the Director | No. of Meetings held | No. of Board Meetings Attended | Whether AGM 2018 Attended (Yes/No/N.A.) |
|---|---|---|---|
| Mr. Ashok Katariya | 8 | 8 | Y |
| Mr. Satish Parakh | 8 | 5 | Y |
| Mr. Sanjay Londhe | 8 | 8 | Y |
| Mr. Milap Raj Bhansali | 8 | 8 | Y |
| Mr. Michael Pinto | 8 | 7 | Y |
| Mr. Sharadchandra Abhyankar | 8 | 8 | Y |
| Mr. Albert Tauro | 8 | 6 | Y |
| Mr. Gyan Chand Daga | 8 | 7 | Y |
| Ms. Sunanda Dandekar | 8 | 7 | N |

**(iv) Membership Term**

According to your Company's Articles of Association, at every Annual General Meeting, one-third of the Directors excluding Independent Directors, for the time being are liable to retire by rotation or, if their number is not three or a multiple of three, then the number nearest to one-third, shall retire from the office, eligible for re-appointment.

The Directors to retire by rotation at every Annual General Meeting shall be those who have been longest in office since their last appointment. However, as between persons who became Director on the same day and those who are to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring Director shall be eligible for re-appointment.

The Independent Directors had been appointed for a term of Five (5) years as per the provisions of the Act, subject to re-appointment for a second term of Five (5) years. Mr. Michael Pinto ceased to be Director w.e.f. April 01, 2019. Mr. Sharadchandra Abhyankar (DIN:00108866), Mr. Albert Tauro ((DIN:01860786) and Mr. Gyan Chand Daga (DIN:00101534) have been re-appointed as Independent Directors for a second term of Five (5) years from April 01, 2019 to March 31, 2024. First term of Five (5) years of Ms. Sunanda Dandekar ends on March 30, 2020. None of the Independent Directors of the Company has attaind age of 75 years.

**(v) Code of Conduct**

Your Company's Board of Directors has prescribed a Code of Conduct for all Board Members and the Company's Senior Management. The Code of Conduct is available on your Company's website www.ashokabuildcon.com.

All the Board Members and the Senior Management personnel of your Company have affirmed their compliance with the Code of Conduct for the year ended March 31, 2019. A declaration to this effect as signed by the Managing Director is given below:

**Declaration of compliance with the Code of Conduct**

This is to certify that, in line with the requirement of Regulation 26 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, all the Directors of the Board and Senior Management Personnel have solemnly affirmed that to the best of their knowledge and belief, they have complied with the provisions of the Code of Conduct during the financial year 2018-19.

**For Ashoka Buildcon Limited**
**Sd/-**
**(Satish Parakh)**
**Managing Director**
**DIN-00112324**

**Place : Mumbai**
**Date : May 22, 2019**

## C. BOARD COMMITTEES

In compliance with the mandatory requirements under Regulation 17 of the LODR 2015 and the applicable laws, your Company's Board of Directors constituted the following Committees:

i) Audit Committee;

ii) Nomination and Remuneration Committee;

iii) Stakeholders' Relationship Committee;

iv) Corporate Social Responsibility Committee; and

v) Risk Management Committee

The Chairman of the Board, in consultation with the Company Secretary and the respective Chairman of these Committees, determines the frequency of the meetings of these Committees. The recommendations of the Committees are submitted to the Board for approval. The Board of Directors has also adopted the various policies in line with the LODR 2015 and the Act for the effective and defined functioning of the respective Committees of the Board.

### (i) Audit Committee

The composition, role, terms of reference as well as powers of the Audit Committee are in accordance with Section 177 of the Act, read with Rule 6 and 7 of the Companies (Meetings of the Board and its Powers) Rules, 2014, and Regulation 18 of the LODR 2015.

The Audit Committee of the Board of Directors consists of the following members:

| Sr. No. | Name | Designation |
|---|---|---|
| 1. | Mr. Albert Tauro | Chairman (Independent Director) |
| 2. | Ms. Sunanda Dandekar | Member (Independent Director) |
| 3. | Mr. Milap Raj Bhansali | Member (Executive Director) |

The Company Secretary of the Company acts as the Secretary of the Committee.

The terms of reference of the Audit Committee were revised on March 15, 2019 in view of amendments in LODR effective April 01, 2019. The brief terms of reference of the Audit Committee, inter alia, include;

1) Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct and show true and fair view.

2) Recommending to the Board, the appointment, re-appointment and if required, the replacement or removal of the statutory auditors, Cost Auditors, Secretarial Auditors and the Internal Auditors and the fixation of remuneration of the auditors.

3) To review and monitor the independence and performance of the Auditors and to review effectiveness of audit process periodically preferably bi-annually.

4) Reviewing, with the management, the annual financial statements and auditors' report thereon before submission to the board for approval, with particular reference to:

   a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in pursuance of the provisions of the section 134(3)(c) of the Act;

   b) Changes, if any, in accounting policies and practices and reasons for the same;

   c) Major accounting entries involving estimates based on the exercise of judgment by management;

   d) Significant adjustments made in the financial statements arising out of audit findings;

   e) Compliance with Listing and other legal requirements relating to financial statements;

   f) Disclosure of any related party transactions; and

   g) Modified Opinion in draft audit report, if any;

5) Qualifications / Observations / adverse Remarks in the audit report by Statutory Auditors, Cost Auditors & Secretarial Auditors and its reply to be covered in the Directors' Report. Evaluation of internal financial controls and risk management systems;

6) Reviewing with the Management, performance of the statutory and internal auditors and adequacy of the internal control systems;

7) Reviewing the adequacy & effectiveness of Internal Financial control and internal audit function;

8) Discussions with the statutory auditors before the audit commences, about the nature and scope of the audit as well as post-audit discussions to ascertain any area of concern;

9) To look into the reasons for substantial defaults, if any, in the payment to depositors, debenture holders, members (in case of non-payment of declared dividends) and creditors;

10) To review the functioning of the Whistle Blower mechanism / Vigil mechanism;

11) Approval of appointment of CFO (i.e. the Whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;

12) Carrying out any other functions as specified in the terms of reference of the audit committee;

13) Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.

14) Reviewing the adequacy of internal audit function, including the Scope of Internal Audit, periodicity / frequency of internal audit, reporting by internal auditors, discussion on the observations made on audit with Management.

15) To discuss with internal auditors any significant findings and follow up there on.

16) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.

17) To evaluate Internal Financial control and risk management systems.

18) Reviewing with the Management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue and making appropriate recommendations to the Board to take up steps in this matter.

19) Approval and subsequent modifications, if any, of the related party transactions (RPTs) with the Company.

20) Scrutiny of Inter corporate Loans and Investments; and

21) Evaluation of undertakings or assets of the Company, wherever it is necessary.

The Audit committee shall have authority to investigate into any matter in relation to the items specified above or referred to it by the Board and for this purpose shall obtain professional advice from external sources and have full access to information contained in the records of the Company.

The Committee also reviews information prescribed under Regulation 18(3) of the LODR 2015.

Information to be reviewed mandatorily by Audit Committee, inter alia, includes:-

- Management discussion and analysis of financial condition and results of operations;
- Statement of significant related party transactions (as defined by the audit committee) submitted by management;
- Management letters/letters of internal control weakness issued by the statutory auditors;
- Internal audit reports relating to internal control weakness; and
- The appointment, removal and terms of remuneration of the chief Internal Auditor shall be subject to review by the audit committee.

The detailed terms of reference of Audit Committee are available on your Company's website www.ashokabuildcon.com.

The Company's Audit Committee met Six (6) times during the financial year 2018-19 on May 29, 2018, August 13, 2018, November 03, 2018, December 17, 2018, January 30, 2019 and March 15, 2019.

The following table presents the details of attendance at the Audit Committee meetings held during the financial year 2018-19.

| Members | No. of meetings held | No. of Meetings Attended |
|---|---|---|
| Mr. Albert Tauro | 6 | 5 |
| Mr. Michael Pinto* | 6 | 5 |
| Ms. Sunanda Dandekar | 6 | 6 |
| Mr. Milap Raj Bhansali | 6 | 6 |

*ceased to be a member of the Audit Committee w.e.f. April 01, 2019.

All the recommendations of the Audit Committee during the year were accepted by the Board of Directors of the Company

**(ii) Nomination and Remuneration Committee**

The Nomination and Remuneration Committee of the Board of Directors of your Company was re-constituted on January 30, 2019, which consists of the following Members as on March 31, 2019:

1) Mr. Albert Tauro Chairman – Independent Director
2) Mr. Sharadchandra Abhyankar Member – Independent Director
3) Mr. Michael Pinto* Member – Independent Director
4) Ms. Sunanda Dandekar Member – Independent Director

*ceased to be a member of the Audit Committee w.e.f. April 01, 2019.

The Company Secretary acts as the Secretary of the Committee. During the financial year 2018-19 two (2) meetings of the Committee were held on February 23, 2019 and March 15, 2019.

The following table presents the details of attendance at the Nomination and Remuneration Committee meetings held during the financial year 2018-19.

| Members | No. of meetings held | No. of Meetings Attended |
|---|---|---|
| Mr. Albert Tauro | 2 | 1 |
| Mr. Sharadchandra Abhyankar | 2 | 2 |
| Ms. Michael Pinto * | 2 | 2 |
| Ms. Sunanda Dandekar@ | 2 | 2 |

*ceased to be a member of the Committee w.e.f. April 01, 2019.

@appointed as Member of the Committee w.e.f. January 30, 2019.

The terms of reference of the Nomination and Remuneration Committee were revised on March 15, 2019 in view of amendments in LODR effective April 01, 2019. The terms of reference of the Nomination and Remuneration Committee are as follows:

1) Formulation of criteria for evaluation of performance of independent directors and the board of directors;
2) Devising a policy on diversity of board of directors;
3) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.

4) Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

6. To identify persons who are qualified to become directors and who may be appointed in senior management as per the criteria laid down and to recommend to the Board appointment and removal of Directors;
7. To formulate the criteria for determining qualifications, positive attributes and independence of an independent director;
8. To recommend the appointment and remuneration for Executive Directors;
9. To devise a policy on Board diversity;
10. To recommend a policy relating to the remuneration for the directors, key managerial personnel;
11. To recommend Terms of reference for holding an Office or place of profit by relative(s) of Directors and Key Managerial Personnel in the Company.

The Board has also framed an Evaluation policy in terms of the requirement of Section 178 of the Act and the same is available on your Company's website www.ashokabuildcon.com.

**Remuneration Policy**

The Nomination and Remuneration Committee has laid down the criteria for determining qualifications, positive attributes and independence of a person proposed to be appointed as a Director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees. The Remuneration Policy has been hosted on the website of the Company www.ashokabuildcon.com and annexed as a part of the Board's Report as **Annexure VII**.

This policy ensures that—

a. The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors and key managerial persons of the quality required to run the company successfully;
b. Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
c. Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

**Remuneration paid to Non-executive Directors :**

The Non-executive Directors of your Company are paid remuneration by way of sitting fees.

**Details of Remuneration paid during the financial year 2018-19**

| Name of the Non-Executive Director | Sitting Fees (Amount in Rs.) |
|---|---|
| Mr. Michael Pinto | 9,00,000 |
| Mr. Sharadchandra Abhyankar | 6,60,000 |
| Mr. Albert Tauro | 7,80,000 |
| Mr. Gyan Chand Daga | 5,40,000 |
| Ms. Sunanda Dandekar | 9,60,000 |
| **Total** | **38,40,000** |

As per the disclosures received from the Independent Directors, following is their shareholding in the Equity Shares of the Company.

| Name of the Non-Executive Director | No. of Shares held as on March 31, 2019 |
|---|---|
| Mr. Michael Pinto | 1,876 |
| Mr. Sharadchandra Abhyankar | 1,791 |
| Mr. Albert Tauro | 364 |
| Mr. Gyan Chand Daga | Nil |
| Ms. Sunanda Dandekar | Nil |

There were no other pecuniary relationships or transactions of the Non-Executive Directors with the Company.

**Remuneration paid to Executive Directors:**

The remuneration of Executive Director/s is decided by the Board of Directors as per the Company's remuneration policy laid down by the Nomination and Remuneration Committee and within the overall ceiling approved by shareholders.

(Rupees in Lakhs)

| **Particulars** | **Mr. Ashok Katariya** | **Mr. Satish Parakh** | **Mr. Sanjay Londhe** | **Mr. Milap Raj Bhansali** |
|---|---|---|---|---|
| Term of Appointment | For a period of 5 years from April 1, 2015 | For a period of 5 years from April 1, 2015 | For a period of 5 years from April 1, 2015 | For a period of 5 years from April 1, 2017 |
| Salary | 337.25 | 337.25 | 183.97 | 67.45 |
| Allowances | 49.25 | 49.25 | 77.38 | 36.14 |
| Commission | 76.25 | 76.25 | 57.26 | 50.04 |
| Variable Pay – Commission @ | 0.50% | 0.50% | 0.25% | 0.25% |
| Perquisites | - | - | - | - |
| Stock Option Details, if any | - | - | - | - |

The tenure of office of the Executive Director can be terminated by the Company or the Executive Director by giving, the other, three months' prior Notice of termination in writing.

None of the Directors is entitled to any benefit upon termination of their association with your Company.

**(iii) Stakeholders' Relationship Committee**

The Stakeholders Relationship Committee consists of the following Members as on April 01, 2019:

Mr. Sharadchandra Abhyankar — Chairman – Independent Director

Mr. Gyan Chand Daga — Member – Independent Director

Mr. Albert Tauro — Member – Independent Director

The Company Secretary acts as the Secretary of the Committee.

No meeting of the Stakeholders' Relationship Committee was held during the financial year 2018-19 for the reason that there were no major grievances received which required the guidance from the Committee.

The Status report on number of shareholder complaints/requests received and replied by the Company during the financial year 2018-19 as follows :

| **Nature of complaint** | **Received** | **Resolved** | **Pending** |
|---|---|---|---|
| Status of applications lodged for public issue(s) | N. A. | N. A. | N. A. |
| Request for MoA/AoA, Postal Ballot, Con-call Transcripts | Nil | Nil | Nil |
| Duplicate Dividend Warrant | 1 | 1 | N. A. |
| Non-receipt of dividend | 1 | 1 | Nil |
| Unclaimed Dividend | 1 | 1 | Nil |
| Non-receipt of Bonus Shares | 1 | 1 | Nil |
| Non-receipt of payment for fractional Bonus Shares | 3 | 3 | Nil |
| Service of documents by Speed Post | 2 | 2 | Nil |
| **TOTAL** | **9** | **9** | Nil |

The terms of reference of the Stakeholders Relationship Committee were revised on March 15, 2019 in view of amendments in LODR effective April 01, 2019. The brief terms of reference of the Stakeholders Relationship Committee are as follows:

- To look into and redress shareholders/investors grievances relating to transfer of shares;
- To appoint compliance officer for redressal of investor grievances and fix his responsibilities;
- Non-receipt of declared dividends, non-receipt of Annual Reports;
- All such complaints directly concerning the shareholders/investors as stakeholders of the Company; and
- Any such matters that may be considered necessary in relation to shareholders and investors of the Company.

**iv) Corporate Social Responsibility Committee**

The Corporate Social Responsibility Committee of the Board of Directors of your Company consists of the following Members as on April 01, 2019:

| | |
|---|---|
| Mr. Gyan Chand Daga | Independent Director; |
| Mr. Satish Parakh | Managing Director; and |
| Mr. Milap Raj Bhansali | Whole-time Director |

One meeting of the CSR Committee was held during the year under review, on August 13, 2018. The details of the CSR activities of the Company are provided **Annexure VI** to the Board's Report and placed on the website of the Company.

**Terms of Reference of Corporate Social Responsibility Committee:**

(a) To formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate activities to be undertaken by the company as specified in Schedule VII of the Act;

(b) To recommend the amount of expenditure to be incurred on activities referred to in clause (*a*); and

(c) To monitor the implementation of the Corporate Social Responsibility Policy of the Company from time to time.

**(v) Risk Management Committee**

The Risk Management Committee has been formed on March 15, 2019 and consists of the following Members :

| | |
|---|---|
| Mr. Sanjay Londhe | Chairman –Whole-time Director |
| Mr. Milap Raj Bhansali | Member – Whole-time Director |
| Mr. Paresh Mehta | Member – Chief Financial Officer |

The Company Secretary acts as the Secretary of the Committee.

No meeting of the Risk Management Committee was held.

**Meeting of Independent Directors**

The separate meeting of Independent Directors of the Company as per the requirements of Schedule IV of the Act and Regulation 25 (3) of the LODR 2015 was held on March 18, 2019, without the attendance of non-independent directors and Members of the Management, inter alia, to discuss the following;

1) Review the performance of Non-Independent directors and the Board of Directors as a whole;

2) Review the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors; and

3) Assess the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

All the independent Directors were present at the meeting.

**Performance Evaluation of Directors**

The Nomination and Remuneration Committee has devised criteria for evaluation of the performance of the Directors including the Independent Directors. The said criteria provide certain parameters like attendance at meetings, preparedness and contribution at Board Meetings, knowledge / understanding about the business of the Company, effective participation in the board discussion, compliance with the code of conduct, vision and strategy, interpersonal skills etc. which are used by the Committee and/or the Board while evaluating the performance of each Director.

The Board carried out an annual performance evaluation of the Board, Committees, Individual Directors and the Chairman. The evaluation involves Self-Evaluation by the Board Member and subsequently assessment by the Board of Directors. A member of the Board does not participate in the discussion of his / her own evaluation. The report on evaluation of the respective Director is prepared as per the Evaluation Criteria fixed by Nomination and Remuneration Committee. The performance of each Committee has been evaluated by the Board, based on report on evaluation received from respective Committees. The report on performance evaluation of the Individual Directors has been reviewed by the Chairman of the Board.

**Familiarization Program for Independent Directors**

The Board members are provided with necessary documents/reports and internal policies to enable them to familiarise with the Company's procedures and practices. Periodic presentations are made at the Board and Committee Meetings, on business and performance updates of the Company. Detailed presentations on the Company's business segments are made at the meetings of the Board of Directors. Quarterly updates on relevant statutory, regulatory changes are regularly presented and circulated to the Directors. Further detailed presentations on each of the Projects undertaken by the Company and its Subsidiaries are organised for the Independent Directors to enable them to understand and acquaint with the operations of the Company.

**SEBI Complaints Redress System (SCORES)**

The investor complaints are processed in a centralised web based complaints redressal system. The salient features of this system are centralised database of all complaints, online upload of Action Taken Reports (ATRs) by the concerned company and online viewing by investors of actions taken on the complaint and its current status. The Company has designated e-mail ID investors@ashokabuildcon.com exclusively for investors servicing.

Your Company has been registered on SCORES Portal and makes every effort to resolve all investor complaints received through SCORES or otherwise within the statutory time limit from the receipt of the complaint.

The Company reports that there are no equity shares lying in the Demat Suspense Account/Unclaimed Suspense Account pursuant to the Company's public issue.

**INVESTOR EDUCATION AND PROTECTION FUND (IEPF)**

Pursuant to the provisions of Section 124 of the Act read with Investor Education and Protection Fund Authority (Accounting Audit Transfer and Refund) Rules, as amended, no amount of unpaid / unclaimed dividend is required to be transferred to IEPF during the year 2018-19. However, unclaimed Interim Dividend for FY 2012-13 is required to be transferred to IEPF during the year 2019-20.

## D. GENERAL BODY MEETINGS

Details of your Company's last three Annual General Meetings are presented in the following table.

| Nature of Meeting | Date & Time | Venue | Details of Special Resolutions passed |
|---|---|---|---|
| Annual General Meeting | 19.09.2018 at 12.30 p.m. | Hotel Express Inn, Pathardi Phata, Nasik – 422 010 | None |
| Annual General Meeting | 30.09.2017 at 11.30 a.m. | Hotel Express Inn, Pathardi Phata, Nasik – 422 010 | 1. To approve reclassification of the shareholding of Mr. Sanjay Londhe, Whole-time Director and his relatives from Promoter and Promoter Group Category to Public Category in the shareholding pattern of the Company.<br>2. To approve continuation of employment of Mr. Sanjay Londhe, as a Whole-time Director after re-classification of his shareholding to the Public Category.<br>3. To approve Re-classification of the shareholding of Mr. Narendra Shakadwipi and his relatives from Promoter and Promoter Group Category to Public Category in the shareholding pattern of the Company.<br>4. To offer, issue and allot shares of the Company on preferential allotment basis, under Qualified Institutional Placement or to raise debt by way of offer, issue and allotment of Debt instruments.<br>5. To alter articles of the Company.<br>6. To approve for enabling resolution for conversion of loan into equity shares in the event of default. |
| Annual General Meeting | 09.08.2016 at 11.30 a.m. | Hotel Express Inn, Pathardi Phata, Nasik – 422 010 | None |

**Postal Ballot**

During the year 2018-19, following resolutions were approved by way of Postal Ballot.

**July 5, 2018**

1. Increase in authorised Share Capital and consequent alteration to the Capital Clause of Memorandum of Association;
2. Issue of Bonus Shares;
3. To revise the remuneration payable to Mr. Ashok Katariya (DIN: 00112240), Whole-time Director, designated as the Chairman of the Company
4. To revise the remuneration payable to Mr. Satish Parakh (DIN: 00112324), Managing Director of the Company;
5. To revise the remuneration payable to Mr. Sanjay Londhe (DIN: 00112604), Whole-time Director of the Company;
6. To revise the remuneration payable to Mr. Milap Raj Bhansali (DIN : 00181897) Whole-time Director of the Company;

7. To revise the remuneration payable to Mr. Aditya Parakh, relative of Director, for holding office or place of profit;
8. **To raise the Funds: as a special Resolution**
9. To approve Transactions with Related Parties under Section 188 of the Act;

**April 01, 2019**

1. Re-appointment of Mr. Sharadchandra Abhyankar(DIN:00108866) as an Independent Director of the Company;
2. Re-appointment of Mr. Albert Tauro(DIN:01860786) as an Independent Director of the Company; and
3. Re-appointment of Mr. Gyan Chand Daga(DIN:00101534) as an Independent Director of the Company

**Procedure followed by Company for conducting Postal Ballot**

After receiving the approval of the Board of Directors and consent of the Scrutinizer, notice of the Postal Ballot containing text of the Resolutions and Explanatory Statement to be passed through postal ballot, Postal Ballot Form and self-addressed postage pre-paid envelopes are sent to the shareholders to enable them to consider and vote for or against the proposal within a period of 30 days from the date of dispatch. The Company also provides e-voting facility to enable the shareholders to cast their votes by electronic means. A notice is published in the newspapers regarding dispatch of Postal Ballot notices. After the last date of receipt of ballots, the Scrutinizer, after due verification submits the result to the Chairman. Thereafter, the result of the postal ballot is declared. The same along with Scrutiniser's Report is submitted to the Stock Exchanges and also displayed on the website of the Company i.e. www.ashokabuildcon.com.

## E. DISCLOSURES

### i) Related Party Transactions

There have been no materially significant related party transactions, pecuniary transactions or relationships between your Company and the Directors, management, subsidiary or relatives, except for those disclosed in the financial statements for the year ended March 31, 2019 and as reported in the Board's Report in terms of requirement under Section 134 of the Act.

The Company's Related Party Transaction Policy was amended on March 15, 2019 in accordance with the LODR effective from April 1, 2019. The Company's Policy on materiality of related party transactions and the Policy on dealing with related party transactions have been hosted on its website www.ashokabuildcon.com.

### ii) Details of non-compliance by the Company, penalties and strictures imposed on the Company by Stock Exchange(s) or SEBI, or any other statutory authority, on any matter related to capital markets during the last three years

There has been no non-compliance of any legal requirements nor have there been any strictures imposed by any Stock Exchange or SEBI or any statutory authority on any matter related to Capital Markets during the last three years, except letter received from NSE for non-disclosure of Dividend Distribution Policy in Annual Report of Financial Year 2016-17. The said policy is hosted on the website of the Company www.ashokabuildcon.com.

During the financial year 2016-17, an inspection under section 206/207 of the Act had been carried out by the Office of Regional Director, Ministry of Corporate Affairs, Mumbai. The Registrar of Companies (RoC), Mumbai sent show cause notices during the year to Whole-time Directors, Managing Director and Key Managerial Persons to which replies have been submitted to RoC.

The Company and the Whole-time Directors, Managing Director and Key Managerial Persons have filed compounding applications with the Registrar of Companies, Mumbai, National Company Law Tribunal and/or Regional Director, Western Region, Ministry of Corporate Affairs.

### iii) Compliance with Mandatory Requirements and adoption of Non-Mandatory Requirements

The Company has complied with all the mandatory requirements of Regulation 34 of the Listing Regulations.

Further, the Company has also adopted the following non-mandatory requirements of Regulation 27 read with Part E of schedule II of the Listing Regulations :

a) Audit Qualification **:** The Company is in the regime of unqualified financial statements; and

b) Appointment of separate persons to the post of the Chairman and Managing Director.

### iv) Non-compliance of any requirement of Corporate Governance Report of sub-paras (2) to (10) of Para

**C to Schedule V of the Listing Regulations**

The Company has complied with all the requirements in this regard, to the extent applicable.

**v) Whistle Blower Policy**

- Your Company believes in conducting its business and working with all its stakeholders, including employees, customers, suppliers and shareholders in an ethical and lawful manner by adopting highest standard of professionalism, honesty, integrity and ethical behavior.
- Your Company prohibits any kind of discrimination, harassment, victimization or any other unfair practice being adopted against an employee. In accordance with LODR 2015, your Company has adopted a Whistle Blower policy with an objective to provide its employee a mechanism whereby concerns can be raised in line with the Company's commitment to highest standards of ethical, moral and legal business conduct and its commitment to open communication. In accordance with the Policy, a Complaint will be placed before an appropriate Committee for investigation under this policy. Employees of the Company can directly send their grievance to whistleblower@ashokabuildcon.com.
- The employees may, where the matters are of grave nature, make disclosures directly to the Managing Director of the Company or Chairperson of the Audit Committee of the Board of Directors of the Company.
- No personnel have been denied access to the Audit Committee of the Company.
- The Company has a Vigil Mechanism and Whistle-Blower Policy under which the employees are free to report violations of applicable laws and regulations and the Code of Conduct. The reportable matters will be placed before appropriate committee.

**vi) Certificate on Corporate Governance**

A Certificate from M/s. S. Anantha & Ved LLP (LLP IN AAH8229), Practicing Company Secretaries, Mumbai, confirming the compliance with conditions of Corporate Governance as stipulated under Regulation 34 read with Schedule V of the LODR 2015 is annexed to the Board's Report forming part of the Annual Report.

**vii) CEO / CFO Certification**

The Managing Director and the Chief Financial Officer of the Company give annual certification on financial reporting and internal controls to the Board in terms of Regulation 17 (8) read with Part B of Schedule II of the LODR 2015. The Managing Director and Chief Financial Officer also give quarterly certificate on financial results while placing the financial results before the Board in terms of Regulation 33(2) of the LODR 2015.

**viii) Risk Management**

Your Company recognises that risk is an integral part of business and is committed to manage the risk in a proactive and efficient manner. Your Company has a risk management policy in place. The Company has laid down procedures to review, evaluate and manage the risks. The Company has in place a risk management framework for identification and monitoring and mitigation of business risks, operational risks, financial risks, compliance risks, foreign exchange risks. Major risks like operational, strategic, resources, security, industry, regulatory & compliance risks are identified and are systematically addressed through mitigating actions on a continuing basis. The Company has laid down procedures to inform Board Members about the Risk Assessment and mitigation procedure, which are periodically reviewed and discussed by the Board and relevant steps are taken for mitigation of such risks.

Pursuant to Regulation 21 of LODR, a Risk Management Committee had been constituted during the year.

The Risk Management Committee of the Board of Directors consists of the following members:

| Sr. No. | Name | Designation |
|---|---|---|
| 1. | Mr. Sanjay Londhe | Whole-time Director |
| 2. | Mr. Milap Raj Bhansali | Whole-time Director |
| 3. | Mr. Paresh Mehta | Chief Financial Officer |

The Company Secretary of the Company acts as the Secretary of the Committee.

The brief terms of reference of the Risk Management Committee, inter alia, include;

- Review of risk profile of the Company, assess risks in terms of severity and likelihood, decide high priority area for mitigation;
- Review potential risks from changes in regulations, economic environment, new

business areas;

- Define risk policy and review implementation of risk mitigation framework;
- Ensure adequate resources are assigned to mitigate risks;
- Review and reporting of escalation matrix to capture critical factors affecting business cycles; and
- Analyse failures of any mitigation mechanism, frauds, losses, non-compliance and recommend corrective measures to prevent recurrences

**ix) Reconciliation of Share Capital Audit**

As stipulated by SEBI, a Reconciliation of Share Capital Audit is carried out by an independent Practicing Company Secretary on quarterly basis to confirm reconciliation of the issued and listed capital, shares held in dematerialized and physical mode and the status of the register of members.

**x) Policy for determining material subsidiaries**

The Company has disclosed the policy for determining material subsidiaries as per the requirement of Regulation 46(2)(h) of the LODR 2015, on its website: www.ashokabuildcon.com. The Policy was amended on March 15, 2019 in accordance with the LODR effective from April 1, 2019.

**xi) Commodity Price Risk and Commodity Hedging Activities**

Disclosure with respect to commodity price risk and commodity hedging activities are not applicable to the Company as the Company is engaged in Infrastructure development.

**xii)** The Company has complied with Corporate Governance Requirements specified under Regulations 17 to 27 to the extent applicable and the information required to be uploaded on website of the Company pursuant to clauses (b) to (i) of sub-regulation (2) of Regulation 46 of LODR 2015 is available on the website of your Company www.ashokabuildcon.com

**xiii)** As per SEBI Notification dated January 04, 2017, we hereby confirm that no employee including Key Managerial Personnel or Director or Promoter of the Company has entered into any agreement for himself or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company.

**F. Means of Communication**

The Company's corporate website www.ashokabuildcon.com consists of Investor Section, which provides comprehensive information to the Shareholders.

Quarterly and Annual Financial results are published in leading English and Marathi daily newspapers, generally Business Line (English) / Mint (English) and Deshdoot (Marathi). The said results are also made available on the website of the Company www.ashokabuildcon.com.

The Company's Annual Report is e-mailed/ dispatched to all the Shareholders of the Company and also made available on the website of the Company www.ashokabuildcon.com.

The Company's Shareholding Pattern is filed on a quarterly basis with the Stock Exchanges and also displayed on the website of the Company www.ashokabuildcon.com.

Press Releases and Corporate Presentations are also displayed on the website of the Company at www.ashokabuildcon.com.

Pursuant to Regulation 43A of LODR 2015, the Dividend Distribution Policy is available on the Website of the Company www.ashokabuildcon.com.

## G. GENERAL SHAREHOLDERS INFORMATION

| | |
|---|---|
| 1. Annual General Meeting | |
| Date, Time and Venue | Wednesday, September 18, 2019 at 12.30 p.m. at Hotel Express Inn, Pathardi Phata, Mumbai-Agra Road, Nashik 422 010 |
| 2. Financial Year | Financial Year is April 1 to March 31 of the following year |
| Quarterly results will be declared as per the following tentative schedule: | |
| Financial reporting for the quarter ending June 30, 2019<br>Financial reporting for the quarter & half year ending September 30, 2019<br>Financial reporting for the quarter ending December 31, 2019<br>Financial reporting for the quarter & year ending March 31, 2020 | First fortnight of August, 2019<br>First fortnight of November, 2019<br>First fortnight of February, 2020<br>Second fortnight of May, 2020 |
| 3. Dates of Book Closure | September 11, 2019 to September 18, 2019 for AGM Purpose |
| 4. Record date for Interim Dividend declared in FY 2018-19 | N.A. |
| 5. Interim Dividend | N.A. |
| 6. Interim Dividend Payment Date | N.A. |
| 7. Listing on Stock Exchanges & Payment of Listing Fees | Your Company's shares are listed on:<br>BSE Limited (BSE) Floor 27, P. J. Towers, Dalal Street, Mumbai – 400 001; and<br>National Stock Exchange of India Limited (NSE), Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051<br>Your Company has paid the annual listing fees for the financial year 2019-20 to both the Exchanges. |
| 8. Stock Code | BSE: 533271; NSE : ASHOKA; ISIN: INE442H01029 |
| 9. Registrars and Transfer Agents with address for correspondence | Link Intime India Private Limited<br>C-101, 247 Park,<br>L.B.S. Marg, Vikhroli (W),<br>Mumbai – 400 083<br>Tel. : 022 - 49186000 Fax: 022 - 49186060<br>E-mail: suman.shetty@linkintime.co.in |
| 10. Share Transfer System | The Board has delegated the power of Share Transfer to the Management Working Committee of the Board of Directors. |

| | |
|---|---|
| 11. Dematerialisation of Shares and Liquidity | 28,07,23,210 (99.99999%) equity shares of your Company are held in the electronic mode. |
| 12. Electronic Clearing Service (ECS) | SEBI, through its Circular No., CIR/MRD/DP/10/2013, dated March 21, 2013, has mandated the Companies to use Reserve Bank of India (RBI) approved electronic payment modes, such as ECS, NEFT, NACH and others to pay members in cash. Members are requested to update their Bank Accounts details with their respective depository participants (for shares held in the electronic form) or write to the Company's Registrars and Transfer Agents, M/s Link Intime India Private Limited (for shares held in the physical form). Members are encouraged to utilize ECS for receiving dividends. |
| 13. Investor Complaints to be addressed to | Registrars and Transfer Agents or Mr. Manoj Kulkarni, Company Secretary, at the addresses mentioned earlier |
| 14. Outstanding GDRs/ ADRs/ Warrants or any Convertible Instruments, Conversion Date and likely impact on equity | The Company has not issued any GDRs/ADRs/ Warrants or any Convertible Instruments. |
| 15. Plant Locations | The Company does not have any manufacturing plant |

## H. Green Initiative

Your Company is concerned about the environment and utilizes natural resources in a sustainable way. The Ministry of Corporate Affairs (MCA), Government of India, through its Circular Nos. 17/2011 and 18/2011, dated April 21, 2011 and April 29, 2011, respectively, has allowed Companies to send official documents to their shareholders electronically as a part of its green initiative in Corporate Governance.

Recognizing the spirit of the circular issued by the MCA, we henceforth propose to send documents like the Notice convening the general meetings, Financial Statements, Board's Report, Auditors' Report and other communications to the Members whose email addresses are registered with the Company/Depository Participant(s). Directors are thankful to the Members for actively participating in the Green Initiative.

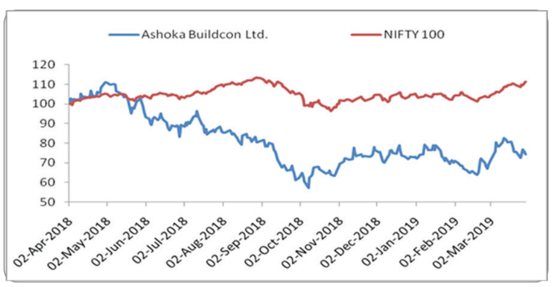
Members who have not registered / updated their email addresses are requested to do so for receiving all future communications from the Company with M/s Link Intime India Private Limited, Registrar & Share Transfer Agent of the Company, if shares are held in physical mode or with their respective Depository Participant, if shares are held in electronic mode.

## I. Market Price Data for 2018-19

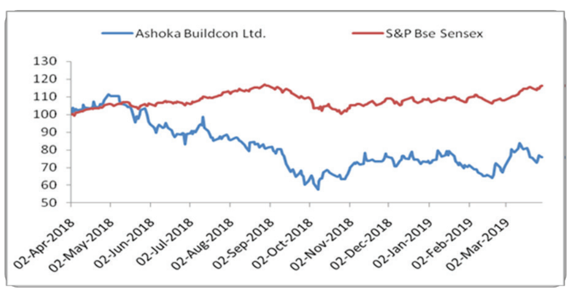
The market price data, i.e. monthly high and low prices of the Company's shares on BSE & NSE are given below:

| Month | BSE | | NSE | |
|---|---|---|---|---|
| | High Price (Rs.) | Low Price (Rs.) | High Price (Rs.) | Low Price (Rs.) |
| April 2018 | 294.95 | 248.00 | 294.80 | 248.15 |
| May 2018 | 289.25 | 240.00 | 290.00 | 240.95 |
| June 2018 | 247.95 | 210.00 | 247.55 | 208.05 |
| July 2018 | 242.20 | 141.35 | 242.25 | 141.05 |
| August 2018 | 150.40 | 131.00 | 150.45 | 132.15 |
| September 2018 | 140.00 | 93.45 | 140.40 | 93.45 |
| October 2018 | 119.35 | 93.15 | 119.35 | 94.60 |
| November 2018 | 138.00 | 114.50 | 138.00 | 113.85 |
| December 2018 | 139.00 | 118.00 | 137.95 | 118.25 |
| January 2019 | 139.60 | 116.20 | 140.00 | 118.00 |
| February 2019 | 125.40 | 106.80 | 125.40 | 106.70 |
| March 2019 | 149.80 | 119.45 | 150.00 | 118.60 |

## J. Performance in comparison to BSE SENSEX




## K. Performance in comparison to NSE NIFTY



**L. Shareholding pattern as on March 31, 2019**

| Sr. No. | Description | No. of Shareholders | No. of Shares | % |
|---|---|---|---|---|
| 1 | Promoter and Promoter Group | 30 | 15,23,08,791 | 54.26 |
| 2 | Individuals | 22794 | 1,74,40,538 | 6.21 |
| 3 | Bodies Corporate | 283 | 97,21,513 | 3.46 |
| 4 | Financial Institutions/Banks | 2 | 1,36,283 | 0.05 |
| 5 | Mutual Funds | 73 | 8,86,67,646 | 31.58 |
| 6 | NBFCs registered with RBI | 3 | 17,358 | 0.01 |
| 7 | Clearing Members | 169 | 3,34,384 | 0.12 |
| 8 | Non-resident Indians | 625 | 3,50,213 | 0.13 |
| 9 | Hindu Undivided Family | 578 | 4,25,211 | 0.15 |
| 10 | Foreign Portfolio Investors (Corporate) | 57 | 1,13,20,780 | 4.03 |
| 11 | Trusts | 2 | 500 | 0.00 |
| | **TOTAL** | **24,616** | **28,07,23,217** | **100.00** |

**M. Distribution of Shareholding as on March 31, 2019**

| Sr. No. | Category | No. of Shareholders | Total Shareholders (%) | Amount (Rs.) | Total Amount (%) |
|---|---|---|---|---|---|
| 1 | 1 to 2500 | 21901 | 88.97 | 1,32,60,435 | 1.10 |
| 2 | 2501 to 5000 | 1,249 | 5.07 | 46,90,145 | 0.43 |
| 3 | 5001 to 10000 | 615 | 2.50 | 44,40,810 | 0.36 |
| 4 | 10001 to 15000 | 258 | 1.05 | 33,48,370 | 0.21 |
| 5 | 15001 to 20000 | 85 | 0.35 | 15,01,305 | 0.12 |
| 6 | 20001 to 25000 | 72 | 0.29 | 16,51,515 | 0.15 |
| 7 | 25001 to 50000 | 141 | 0.57 | 50,68,735 | 0.41 |
| 8 | 50001 & above | 295 | 1.20 | 136,96,54,770 | 97.22 |
| **TOTAL** | | **24616** | **100.00** | **140,36,16,085** | **100.00** |

**N. Credit Ratings obtained by the Company**

| | |
|---|---|
| Long Term Rating (Cash Credit Facilities) | CRISIL AA - / Stable |
| Short Term Rating (Bank Guarantees) | CRISIL A1+ |
| Non-Convertible Debentures | CRISIL AA - / Stable |
| Commercial Papers | CRISIL A1+ |

**O. Number of other Board of Directors or committees in which a director is a member or chairperson as on 31st March 2019**

| Sr. No. | Name of the Director | Directorship in Other Board of Directors including Ashoka Buildcon Limited # | Membership of Committees of Other Boards including Ashoka Buildcon Limited @ | Chairmanship of Committees of other Boards including Ashoka Buildcon Limited @ | Name of the other listed entities holding Directorship / Designation |
|---|---|---|---|---|---|
| 1 | Ashok Motilal Katariya | 1 | Nil | Nil | N.A. |
| 2 | Satish Dhondulal Parakh | 1 | 1 | 1 | N.A. |
| 3 | Sanjay Prabhakar Londhe | 1 | Nil | Nil | N.A. |
| 4 | Milap Raj Bhansali | 2 | 1 | Nil | N.A. |
| 5 | Michael Philip Pinto | 4 | 2 | Nil | Star Paper Mills Limited |

| | | | | | |
|---|---|---|---|---|---|
| 6 | Sharadchandra Damodar Abhyankar | 2 | 1 | 1 | ABM Knowledgeware Limited |
| 7 | Albert Tauro | 1 | 2 | 1 | N.A. |
| 8 | Gyan Chand Daga | 2 | 1 | Nil | N.A. |
| 9 | Sunanda Vishnu Dandekar | 1 | 1 | Nil | N.A. |

**Notes:**

# Number of Directorships held excludes Directorships in Private Limited Companies, Foreign Companies, Companies under Directorship of Ashoka Buildcon Limited.

@ Only covers Membership/Chairmanship of Audit Committee and Stakeholders' Relationship Committee of Listed and Unlisted Public Limited Companies including committee memberships/Chairmanships of Ashoka Buildcon Limited.

None of the Directors on the Board is a Member of more than 10 Board Committees and a Chairman of more than 5 such Committees, across all Companies in which he/she is a Director.

None of the Directors holds directorships in more than 20 Companies and more than 10 Public Companies pursuant to the provisions of the Companies Act, 2013.

Further, in compliance with Regulation 25(1) of SEBI (LODR) Regulations, 2015, none of the Independent Directors holds directorship in more than seven listed companies.

**P. Details of fees paid to statutory Auditors during the financial year 2018-19**

The total fees paid by the Company and its subsidiaries to M/s SRBC & CO. LLP, Chartered Accountants, Statutory Auditors of the Company, and all other entities forming part of the same network, aggregate Rs. 203.86 Lakhs.

**Q.** Disclosure pursuant to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is given in the Board's Report which forms part of this Annual Report.

**R. Confirmation of Compliance with the Corporate Governance requirements specified in Regulation 17 to27 and clauses (b) to (i) of sub-regulation 2 of Regulation 46:**

| Particulars | Regulation Number | Compliance status (Yes/No/NA) |
|---|---|---|
| Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility' | 16(1)(b) & 25(6) | Yes |
| Board composition | 17(1) | Yes |
| Meeting of Board of directors | 17(2) | Yes |
| Review of Compliance Reports | 17(3) | Yes |
| Plans for orderly succession for appointments | 17(4) | Yes |
| Code of Conduct | 17(5) | Yes |
| Fees/compensation | 17(6) | Yes |
| Minimum Information | 17(7) | Yes |
| Compliance Certificate | 17(8) | Yes |
| Risk Assessment & Management | 17(9) | Yes |
| Performance Evaluation of Independent Directors | 17(10) | Yes |
| Composition of Audit Committee | 18(1) | Yes |
| Meeting of Audit Committee | 18(2) | Yes |
| Composition of Nomination &Remuneration Committee | 19(1) & (2) | Yes |
| Composition of Stakeholders' Relationship Committee | 20(1) & (2) | Yes |
| Composition and role of Risk Management committee | 21(1),(2),(3), (4) | Yes |
| Vigil Mechanism | 22 | Yes |
| Policy for Related Party Transaction | 23(1),(5),(6), (7) & (8) | Yes |

| Particulars | Regulation Number | Compliance status (Yes/No/NA) |
|---|---|---|
| Prior or Omnibus approval of Audit Committee for all related party transactions | 23(2), (3) | Yes |
| Approval for material related party transactions | 23(4) | Yes |
| Composition of Board of Directors of unlisted material Subsidiary | 24(1) | Yes |
| Other Corporate Governance requirements with respect to subsidiary of listed entity | 24(2),(3),(4) ,(5) & (6) | Yes |
| Maximum Directorship & Tenure | 25(1) & (2) | Yes |
| Meeting of independent directors | 25(3) & (4) | Yes |
| Familiarization of independent directors | 25(7) | Yes |
| Memberships in Committees | 26(1) | Yes |
| Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel | 26(3) | Yes |
| Disclosure of Shareholding by Non- Executive Directors | 26(4) | Yes |
| Policy with respect to Obligations of directors and senior management | 26(2) & 26(5) | Yes |

**S. Other disclosures :**

- The requirement of having a Risk Management Committee in place is applicable to top 500 listed entities, determined on the basis of market capitalisation, as at the end of the immediate previous Financial Year effective April 01, 2019. The Company has constituted Risk Management Committee effective April 01, 2019.

- There was no material Related Party Transaction during the Financial Year 2018-19, as there being no Transaction(s), individually or taken together with previous transactions during the financial year, exceeding 10% of the annual consolidated turnover of the Company as per the audited financial statements for the Financial Year 2017-18 except those Related Party Transactions for EPC contracts with 5 step down subsidiaries aggregating Rs.4,212.30 Crore for which approval of the Shareholders of the Company was obtained by Postal Ballot results for which were declared on July 05, 2018.

- **Name and Designation of Compliance Officer:**

  Mr. Manoj Kulkarni
  Company Secretary & Compliance Officer
  Tel: 0253 – 6633705
  E-mail: investors@ashokabuildcon.com

- **Disclosure of Commodity Price risk or Foreign Exchange Risk and Hedging Activities:**

  The Company has limited Foreign Exchange exposures and the transactions in foreign currency are recorded at the exchange rate prevailing at the date of the transaction. Exchange differences arising on foreign currency transactions settled during the period/year are recognized in the statement of profit and loss.

- The Company has raised Non-Convertible Debentures worth Rs.150 Crore The Credit Ratings issued by CRISIL Ltd. is AA - / Stable.

- During the Financial Year under review, the Company has not raised any funds through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) of the SEBI (LODR), Regulations, 2015.

- The total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part, forms part of the Board's Report.

- Disclosures by Senior Management Personnel pursuant to Regulation 26(5) of the SEBI (LODR), Regulations, 2015:

  The designated senior management personnel of the Company have disclosed to the Board that no material, financial and commercial transactions have been made during the Financial Year under review in which they have personal interest, that may have a potential conflict with the interest of the Company at large.

- There are no Equity shares lying in suspense account/ unclaimed suspense account.

- **Disclosure on Website**

  The following information has been disseminated on the website of the Company at (www.ashokabuildcon.com).
- Details of Business;
- Terms and conditions of appointment of Independent Directors;
- Composition of various committees of Board of Directors;
- Criteria of making payments to Non-Executive Directors - Remuneration Policy;
- Board Familiarization Programme;
- Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances;
- Email address for grievance redressal and other relevant details;
- Financial results/statements;
- Shareholding pattern;
- Other Quarterly Reports;
- Policy on Preservation & Destruction of Documents;
- Archival Policy;
- Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions;
- Policy for determining Material Subsidiaries;
- Code of Conduct of Board Of Directors and Senior Management Personnel;
- Code of practices and procedures for fair disclosure of UPSI, including Policy for determination of legitimate purposes and Policy and procedures for inquiry in case of leak of UPSI;
- Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons;
- Details of establishment of vigil mechanism/ Whistle Blower policy;
- Policy on Determining Materiality of Events/Information;
- Dividend Distribution Policy ;
- Risk Management Policy;
- CSR Policy;
- Analyst Presentation & Call Transcripts;
- Annual Reports of the Company;
- Financial Statements of Subsidiaries;
- Details of Voting Results of Annual General Meeting;
- Scrutinizers' Report;
- Details of Unpaid/Unclaimed Dividend;
- Event based disclosures to Stock Exchange(s); and
- Press Release/ Media Release.
- The Company has complied with all the requirements of corporate governance report as mentioned in sub-paras (2) to (10) of Para C of Schedule V of the SEBI (LODR), Regulations, 2015.

- **Debentures**

  During the year under review, the Company allotted 1,500 rated, listed, unsecured 9.80% non-convertible debentures of Rs. 10 Lakhs each amounting to Rs. 150 Crore for the tenure of 2 years, 4 months and 4 days. The Debentures were allotted to ICICI Prudential Ultra Short Term Fund on private placement basis and have been listed on BSE Ltd. in Whole-Sale Debt Market segment.

**T. Other Disclosures and Certificates**

a. The Corporate Governance Certificate issued by M/s. S. Anantha &Ved LLP, Company Secretaries, Mumbai (LLP IN: AAH-8229) certifying compliance with the requirements of the Corporate Governance under SEBI (LODR), Regulations, 2015,for the Financial Year ended March 31, 2019

b. Certification by Managing Director and Chief Financial Officer for the Financial Year 2018-19 pursuant to Regulation 17(8) of the SEBI (LODR), Regulations, 2015

c. Certificate from a PCS that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Director of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.

d. Secretarial Audit Report

**U. SKILLS, EXPERTISE AND COMPETENCIES OF DIRECTORS OF ASHOKA BUILDCON LIMITED ("ABL")**

ABL believes that it is the efficient and effective Board which impacts performance and growth of the Company and hence the members of the Board should have a balance of skills, experience and diversity. In view of the Company's size, scale of operations and nature of its business, the Directors should possess one or more of the following skills, expertise and competencies:

1. **Organisational Purpose**

   Ability to recognize / identify the socio-economic, political, regulatory and competitive environment, both domestic and global, in which the Company is operating and insight to identify opportunities and threats for the Company's businesses. Ability to contribute towards creating an inspiring Vision for the Company.

2. **Strategic Insight**

   Ability to evaluate competitive corporate and business strategies and based thereon, contribute towards progressive refinement of the Company's strategies for fulfilment of its goals. Ability to comprehend strategy of organisation of the company, in the context of its sources of competitive advantage and assess its strengths and weaknesses.

3. **Organisational Capacity Building**

   Expertise to evaluate organisational capacity and readiness across relevant parameters and provide guidance on bridging gaps in capacity building. Ability to understand the talent market and the Company's talent quotient so as to help finetune strategies to attract, retain and nurture competitively superior talent.

   Ability to appreciate and critique the need for in-depth specialisation across business critical areas such as manufacturing, marketing, legal, information technology, public advocacy etc., as well as the breadth of general management capabilities.

4. **Stakeholder Value Creation**

   Ability to understand processes for shareholder value creation and its contributory elements and critique interventions towards value creation for the other stakeholders.

5. **Commercial Acumen**

   Commercial acumen to critique the Company's financial performance and evaluate the Company's strategies and action plans in the context of their financial outcomes.

6. **Risk Management and Compliance**

   Ability to appreciate key risks impacting the Company's businesses and contribute towards development of systems and controls for risk mitigation & compliance management and review and refine the same periodically.

7. **Policy Evaluation**

   Ability to comprehend the Company's governance philosophy and contribute towards its refinement periodically. Ability to evaluate policies, systems and processes in the context of the Company's businesses, and review the same periodically.

8. **Culture Building**

   Ability to contribute to the Board's role towards promoting an ethical organisational culture, eliminating conflict of interest, and setting & upholding the highest standards of ethics, integrity and organisational conduct.

9. **Board Structure**

   Ability to comprehend the statutory roles and responsibilities of a Director and of the Board as a whole. Ability to encourage and sustain a cohesive working environment and to listen to multiple views and thought processes and synergise a range of ideas for organisational benefit.

**For and on behalf of the Board of Directors of**
**Ashoka Buildcon Limited**
**Sd/-**
**(Ashok Katariya)**
**Chairman**
**DIN : 00112240**

**Place : Mumbai**
**Date : May 22, 2019**

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**Corporate Governance Certificate**

To

The Members of
Ashoka Buildcon Limited
S.No. 861, Ashoka House,
Ashoka Marg, Vadala,
Nashik – 422 011

We have examined the compliance of conditions of Corporate Governance by **Ashoka Buildcon Limited** ("Company"), for the year ended on March 31, 2019, as stipulated in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 and para C, D and E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the Company with stock exchange(s).

The compliance of conditions of Corporate Governance is responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the management, we certify that the Company complied with the conditions of Corporate Governance as stipulated in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 and para C, D and E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **S. Anantha & Ved LLP**
Company Secretaries
Sd/-
**(Ved Prakash)**
**Designated Partner**
Membership No. A36837
C.P. No. 16986

Place: Mumbai
Date: May 22, 2019

## Certificate by CEO / CFO of the Company

To
The Board of Directors,
Ashoka Buildcon Limited,
Nashik

We have reviewed Financial Statements and the Cash Flow Statement for the year ended March 31, 2019 and that to the best of our knowledge and belief:

(i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

(b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the period which are fraudulent, illegal or violative of the Company's Code of Conduct.

(c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps that have been taken or proposed to be taken to rectify these deficiencies, if any.

(d) We have indicated to the auditors and the Audit committee that:

- (i) There were no significant changes in internal control over financial reporting during the period;
- (ii) The significant changes, if any, in accounting policies during the period and the same have been disclosed in the notes to the financial statements; and
- (iii) There were no instances of significant fraud of which we have become aware and the involvement therein, if any, of the Management or an employee having a significant role in the Company's internal control system over financial reporting.

| | |
|---|---|
| Sd/- | Sd/- |
| **(Satish Parakh)** | **(Paresh Mehta)** |
| Managing Director | Chief Financial Officer |
| DIN : 00112324 | |

Place : Mumbai
Date : May 22, 2019

## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C Clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

**To**

**The Members of**
**Ashoka Buildcon Limited**
**S.No.861, "Ashoka House" Ashoka Marg**
**Vadala, Nashik - 422011**

We have examined the relevant registers, records, forms, returns and disclosures relating to the Directors of Ashoka Buildcon Limited having CIN: L45200MH1993PLC071970 and having Registered Office at S. No. 861, Ashoka House, Ashoka Marg, Vadala, Nashik – 422 011 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub Clause 10 (i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

| Sr. No. | Name of Director | DIN | Date of appointment in Company |
|---|---|---|---|
| 1. | Mr.Ashok Motilal Katariya | 00112240 | 13th May,1993 |
| 2. | Mr.Satish Dhondulal Parakh | 00112324 | 01st April,2012 |
| 3. | Mr.Sanjay Prabhakar Londhe | 00112604 | 01st April,2015 |
| 4. | Mr.Milap Raj Bhansali | 00181897 | 07th February,2014 |
| 5. | Mr. Sharadchandra Damodar Abhyankar | 00108866 | 03rd October,2007 |
| 6. | Mr. Gyan Chand Daga | 00101534 | 18th February,2013 |
| 7. | Mr. Albert Tauro | 01860786 | 18th May,2012 |
| 8. | Ms. Sunanda Vishnu Dandekar | 07144108 | 30th March,2015 |

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these, based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For S. Anantha & Ved LLP**
**Company Secretaries**

**Sd/-**
**Ved Prakash**
Designated Partner
ACS: 36837
CP No.: 16986

Place: Mumbai
Date: May 22, 2019

## INDEPENDENT AUDITOR'S REPORT

To the Members of Ashoka Buildcon Limited

**Report on the Audit of the Standalone Ind AS Financial Statements**

### Opinion

We have audited the accompanying standalone Ind AS financial statements of Ashoka Buildcon Limited ("the Company"), which comprise the Balance sheet as at March 31, 2019, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity 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 Ind AS financial statements give the information required by the Companies Act, 2013, as amended ("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 profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

### Basis for Opinion

We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act 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 audit opinion on the standalone Ind AS financial statements.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone Ind AS financial statements for the financial year ended March 31, 2019. These matters were addressed in the context of our audit of the standalone Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the standalone Ind AS financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone Ind AS financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone Ind AS financial statements.

| Key audit matters | How our audit addressed the key audit matter |
|---|---|
| (a) **Revenue recognition for long term construction contracts** *(as described in note 31 of the standalone Ind AS financial statements)* | |
| The Company's significant portion of business is undertaken through long term construction contracts. Revenue from these contracts is recognized over a period of time in accordance with the requirements of Ind AS 115, Revenue from Contracts with Customers.<br>Due to the nature of the contracts, revenue recognition involves usage of percentage of completion method which is determined based on proportion of contract costs incurred to date compared to estimated total contract costs, which involves significant judgments, identification of contractual obligations and the Company's rights to receive payments for performance completed till date, changes in scope and consequential revised contract price and recognition of the liability for loss making contracts. | Our audit procedures included the following:<br>• Reading the Company's revenue recognition accounting policies and assessing compliance with the policies in terms of Ind AS 115.<br>• We performed test of controls over revenue recognition with specific focus on determination of progress of completion, recording of costs incurred and estimation of costs to complete the remaining contract obligations through inspection of evidence of performance of these controls.<br>• We performed tests of details, on a sample basis, and read the underlying customer contracts for terms and conditions, performed review of costs incurred with estimated costs to identify significant variations and assess whether those variations have been considered in estimating the remaining costs to complete and consequential determination of stage of completion, which formed the basis of revenue recognition under the input method.<br>• We reviewed the management's evaluation process to recognize revenue over a period of time, status of completion for projects and total cost estimates.<br>• We tested contracts with exceptions including contracts with low or negative margins, contacts with significant changes in planned cost estimates, contacts with significant contract assets and contract liabilities, and significant overdue net receivable positions for contracts and tested these exceptions with its correlation with the underlying contracts, documents for the triggers during the period.<br>• We tested that the contractual positions and revenue for the year are presented and disclosed in compliance of Ind AS 115 in the Standalone Ind AS financial statements. |

# Independent Auditor's Report to the Members of Ashoka Buildcon Limited

| Key audit matters | How our audit addressed the key audit matter |
|---|---|
| **Impairment of Company's Interest in subsidiaries and joint ventures** *(as described in note 4 of the standalone Ind AS financial statements)* | |
| Management reviews regularly whether there are any indicators of impairment of the investments and where impairment indicators exist, the management estimates the recoverable amounts of the investments, being higher of fair value less costs of disposal and value in use. The value in use of the underlying businesses is determined based on the discounted cash flow projections. Significant judgements are required to determine the key assumptions used in the discounted cash flow models, such as revenue growth, discount rate, traffic growth and toll rates. Accordingly, the impairment of the Company's interest in subsidiaries, was determined to be a key audit matter in our audit of the standalone Ind AS financial statements. | Our audit procedures included the following:<br>• We performed the test of control over the management assessment of impairment indicators of interest in subsidiaries and joint ventures and where impairment indicators exists, the control over the management estimate for the recoverability of these investments.<br>• We assessed the assumptions around the key drivers of the cash flow forecasts including traffic growth, toll rates, discount rates and expected revenue growth rates.<br>• We also assessed the recoverable value headroom by performing sensitivity testing of key assumptions used.<br>• We discussed potential changes in key drivers as compared to previous year / actual performance with management in order to evaluate whether the inputs and assumptions used in the cash flow forecasts were suitable.<br>• With the support of internal valuation specialist, we assessed the appropriateness of the valuation methodology and the reasonableness of the key assumptions adopted in the cash flow forecasts for select investments.<br>• We tested the arithmetical accuracy of the models. |
| **Disputed Tax Matters** *(as described in note 51(e) of the standalone Ind AS financial statements)* | |
| The Company has disclosed disputed tax matters in Note 51(e) of ₹ 17,705 lakhs, including income tax demand of ₹ 5,385 lakhs made during the current year pursuant to the search proceedings carried in April 2016.<br>Tax litigation exposures have been identified as a key audit matter due to:<br>• Significance of these amounts.<br>• Significant judgement and assumptions required by management in assessing the exposure of each case to evaluate whether there is a need to set up a provision and measurement of exposures as well as the disclosure of contingent liabilities.<br>• Assessment orders were received for the financial years 2010-11 to 2016-17, pursuant to the search proceedings by treating certain sub-contractors payments as non -genuine.<br>We focused on this matter because of the potential financial impact on the financial statements. Additionally, the treatment of tax litigation require significant judgement due to the complexity of the cases and, timescales for resolution. | Our audit procedures include the following:<br>• Obtained understanding and assessed the internal control environment relating to the identification, recognition and measurement of provisions for disputed tax matters.<br>• Obtained the summary of disputed tax matters from management and assessed management's position through discussions on both the probability of success in significant cases, and the magnitude of any potential loss.<br>• Read evidence to corroborate management's assessment of the risk profile in respect of tax disputed matters.<br>• We verified underlying documents submitted by the Company to the tax authorities including the response to the income tax assessment orders under section 153A for the financial years 2010-11 to 2016-17.<br>• We involved tax specialists to assist us in evaluating tax positions taken by management.<br>• We read the orders received by the Company relating to the disallowance of certain sub-contractors payments.<br>We assessed the disclosures relating to the disputed tax matters as mentioned in Note 51(e) of the Standalone Ind AS financial statements. |

We have determined that there are no other key audit matters to communicate in our report.

### Other Information

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 standalone Ind AS financial statements and our auditor's report thereon.

# Independent Auditor's Report to the Members of Ashoka Buildcon Limited

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

In connection with our audit of the standalone Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the 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.

**Responsibilities of Management for the Standalone Ind AS Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. 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 the 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 standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

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

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

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

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

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

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

- Evaluate the overall presentation, structure and content of the standalone Ind AS financial statements, including the

# Independent Auditor's Report to the Members of Ashoka Buildcon Limited

disclosures, and whether the standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone Ind AS financial statements for the financial year ended March 31, 2019 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**

1. 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 Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.

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

   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

   (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

   (c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;

   (d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

   (e) On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act;

   (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these standalone Ind AS financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;

   (g) In our opinion, the managerial remuneration for the year ended March 31, 2019 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;

   (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

      i. The Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements – Refer Note 51(i) to the standalone Ind AS financial statements;

      ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts – Refer Note 22 and 29 to the standalone Ind AS financial statements;

      iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

sd/-
per Amyn Jassani
Partner
Membership Number: 046447

Place of Signature: Mumbai
Date: May 22, 2019

# ANNEXURE 1 TO THE INDEPEDENT AUDITORS' REPORT

**ANNEXURE 1 - STATEMENT ON MATTERS SPECIFIED IN PARAGRAPHS 3 AND 4 OF THE COMPANIES (AUDITOR'S REPORT) ORDER, 2016**

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

(b) All fixed assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

(c) According to the information and explanations given by the management the title deeds of immovable properties included in property, plant and equipment are held in the name of the company except for title deed in case of two buildings (Gross Block of ₹151.64 Lakhs, Net Block ₹136.62 Lakhs), for which transfer deed is yet to be executed in the name of the Company.

(ii) The management has conducted physical verification of inventory at reasonable intervals during the year and no material discrepancies were noticed on such physical verification.

(iii) (a) The Company has granted loans to nineteen companies covered in the register maintained under section 189 of the Companies Act, 2013. In our opinion and according to the information and explanations given to us, the terms and conditions of the grant of such loans are not prejudicial to the company's interest.

(b) The Company has granted loans to nineteen companies covered in the register maintained under section 189 of the Companies Act, 2013. The schedule of repayment of principal and payment of interest has been stipulated for the loans granted and the repayment/receipts are regular.

(c) There are no amounts of loans granted to companies, firms or other parties listed in the register maintained under section 189 of the Companies Act, 2013 which are overdue for more than ninety days.

(iv) In our opinion and according to the information and explanations given to us, there are no loans, investments, guarantees, and securities given in respect of which provisions of section 185 and 186 of the Companies Act 2013 are applicable and hence not commented upon.

(v) The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.

(vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013, related to road and other infrastructure projects, and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.

(vii) (a) Undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, goods and service tax, cess and other material statutory dues have been regularly deposited with the appropriate authorities though there has been a slight delay in a few cases.

(b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, service tax, sales-tax, duty of custom, duty of excise, value added tax, goods and service tax, cess and other statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

(c) According to the records of the Company, the dues of income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, goods and service tax and cess on account of any dispute, are as follows:

# ANNEXURE 1 TO THE INDEPEDENT AUDITORS' REPORT

| Name of Statute | Nature of dues | Amount (₹in lakhs) | Period to which the amount relates | Forum where dispute is pending |
|---|---|---|---|---|
| Income Tax Act, 1961 | Tax, Interest and Penalty | 611.72 | 2003-04 | Bombay High Court |
| | | 20.50 | 2010-11 | Income Tax Appellate Tribunal |
| | | 5,716.80 | 2010-11, 2011-12, 2012-13, 2013-14, 2014-15, 2015-16, 2016-17 | Commissioner of Income Tax (Appeals) |
| Customs Act, 1962 | Custom Duty | 83.34 | 2000-01 | CESTAT, Mumbai |
| Finance Act, 1995 | Service Tax | 71.06 | 2005-06 | Supreme Court of India |
| State and Central Sales Tax Acts | Tax, Interest and Penalty | 1.93 | 2008-09 | Deputy Commissioner (Appeals), Gujarat |
| | | 19.52 | 2008-09 | Deputy Commissioner (Appeals), Chhattisgarh |
| | | 22.34 | 2009-10 | Appellate Additional Commissioner (Appeals), Chhattisgarh |
| | | 1,512.78 | 2011-12 & 2013-14 | Senior Joint Commissioner, West Bengal |
| | | 4,669.34 | 2006-07 & 2009-10 | Maharashtra Sales Tax Tribunal |
| | | 46.41 | 2014-15 | Commercial Taxes Tribunal, Bihar |
| | | 0.32 | 2007-08 | Assistant Commissioner, Rajasthan |
| | | 1,739.21 | 2014-15 | West Bengal Tax Tribunal |
| | | 1,013.03 | 2012-13 & 2014-15 | Assessing Officer/Joint Commissioner, Maharashtra |

(viii) In our opinion and according to the information and explanations given by the management, the Company has not defaulted in repayment of loans or borrowing to a financial institution, bank or dues to debenture holders.

(ix) In our opinion and according to the information and explanations given by the management, the Company has utilized the monies raised by way of term loans/ debt instrument for the purposes for which they were raised. The Company has not raised any money by way of initial public offer / further public offer during the year.

(x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud by the company or no fraud on the company by the officers and employees of the Company has been noticed or reported during the year.

(xi) According to the information and explanations given by the management, the managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.

(xii) In our opinion, the Company is not a Nidhi company. Therefore, the provisions of clause 3(xii) of the order are not applicable to the Company.

(xiii) According to the information and explanations given by the management, transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.

(xiv) According to the information and explanations given to us and on an overall examination of the balance sheet, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence, reporting requirements under clause 3(xiv) are not applicable to the company and, not commented upon.

(xv) According to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in section 192 of Companies Act, 2013.

(xvi) According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

Sd/-
per Amyn Jassani
Partner
Membership Number: 046447

Place of Signature: Mumbai
Date: May 22, 2019

# ANNEXURE 2 TO THE INDEPEDENT AUDITORS' REPORT

**ANNEXURE 2 - TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE**

**STANDALONE FINANCIAL STATEMENTS OF ASHOKA BUILDCON LIMITED**

**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 Ashoka Buildcon Limited ("the Company") as of March 31, 2019, in conjunction with our audit of the standalone 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. 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 the 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.

**Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting with reference to these standalone financial statements 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 as specified under section 143(10) of the Companies Act, 2013, to the extent 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 with reference to these standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

An audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls over financial reporting with reference to these standalone financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these standalone financial statements, 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 qualified audit opinion on the internal financial controls over financial reporting with reference to these standalone financial statements.

**Meaning of Internal Financial Controls Over Financial Reporting With Reference to these Standalone Financial Statements**

A company's internal financial control over financial reporting with reference to these standalone financial statements 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 with reference to these standalone financial statements 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 With Reference to these Standalone Financial Statements**

Because of the inherent limitations of internal financial controls over financial reporting with reference to these standalone financial statements, 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 with reference to these standalone financial statements to future periods are subject to

# ANNEXURE 2 TO THE INDEPEDENT AUDITORS' REPORT

the risk that the internal financial control over financial reporting with reference to these standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Qualified Opinion**

According to the information and explanations given to us and based on our audit, the following material weakness has been identified in the operating effectiveness of the Company's internal financial controls over financial reporting with reference to these standalone financial statements as at March 31, 2019:

The Company's internal financial controls over subcontractors' selection and; approval of work-orders and invoices for contract labour were not operating effectively which could have potentially resulted in excess payments to subcontractors.

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

In our opinion, the Company has, in all material respects, maintained adequate internal financial controls over financial reporting with reference to these standalone financial statements as of 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, and except for the possible effects of the material weakness described above on the achievement of the objectives of the control criteria, the Company's internal financial controls over financial reporting with reference to these standalone financial statements were operating effectively as of March 31, 2019.

**Explanatory paragraph**

We also have audited, in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act, the standalone financial statements of Ashoka Buildcon Limited, which comprise the Balance Sheet as at March 31, 2019, and the related Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information. This material weakness was considered in determining the nature, timing, and extent of audit tests applied in our audit of the March 31, 2019 standalone financial statements of Ashoka Buildcon Limited and this report does not affect our report dated May 22, 2019, which expressed an unqualified opinion on those financial statements.

For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

Sd/-
per Amyn Jassani
Partner
Membership Number: 046447

Place of Signature: Mumbai
Date: May 22, 2019

CIN: L45200MH1993PLC071970

# Balance Sheet as at March 31, 2019

(₹ In Lakhs)

| | Particulars | Note No. | As at 31-Mar-19 | As at 31- Mar-18 |
|---|---|---|---|---|
| **I** | **ASSETS** | | | |
| **1** | **NON-CURRENT ASSETS** | | | |
| | (a) Property, plant and equipment | **2** | 36,581.62 | 20,639.24 |
| | (b) Capital work-in-progress | | 552.07 | 974.21 |
| | (c) Intangible assets | **3** | 1,408.97 | 1,098.96 |
| | (d) Intangible assets Under Development | | - | 523.82 |
| | (e) Financial assets | | | |
| | (i) Investments | **4** | 136,406.83 | 134,620.66 |
| | (ii) Trade receivables | **5** | 27,218.59 | 15,170.85 |
| | (iii) Loans | **6** | 65,693.97 | 11,302.52 |
| | (iv) Other financial assets | **7** | 2,621.87 | 3,471.37 |
| | (f) Deferred Tax Asset (net) | **8** | 5,180.18 | 3,494.98 |
| | (g) Other non-current assets | **9** | 20,978.99 | 20,322.16 |
| | **TOTAL NON-CURRENT ASSETS** | | **296,643.09** | **211,618.78** |
| **2** | **CURRENT ASSETS** | | | |
| | (a) Inventories | **10** | 15,265.56 | 14,590.90 |
| | (b) Contract Assets | **11** | 60,959.97 | - |
| | (c) Financial cost | | | |
| | (i) Trade receivables | **12** | 127,914.81 | 86,003.41 |
| | (ii) Cash and cash equivalents | **13** | 1,573.27 | 9,041.69 |
| | (iii) Bank balances other than (ii) above | **13** | 3,926.00 | 3,304.26 |
| | (iv) Loans | **14** | 15,478.58 | 26,245.62 |
| | (v) Other financial assets | **15** | 874.64 | 36,951.45 |
| | (c) Other current assets | **16** | 8,220.80 | 4,931.51 |
| | **TOTAL CURRENT ASSETS** | | **234,213.63** | **181,068.84** |
| | **TOTAL ASSETS** | | **530,856.72** | **392,687.62** |
| **II** | **EQUITY & LIABILITIES** | | | |
| **1** | **EQUITY** | | | |
| | (a) Equity Share Capital | **17** | 14,036.16 | 9,357.44 |
| | (b) Other Equity | **18** | 207,166.52 | 183,270.64 |
| | **TOTAL EQUITY** | | **221,202.68** | **192,628.08** |
| **2** | **NON-CURRENT LIABILITIES** | | | |
| | (a) Contract Liability | **19** | 35,611.03 | - |
| | (b) Financial Liabilities | | | |
| | (i) Borrowings | **20** | 35,920.47 | 12,140.85 |
| | (ii) Other financial liabilities | **21** | 575.15 | - |
| | (c) Long Term Provisions | **22** | 5,597.80 | 2,656.80 |
| | (d) Other Non Current liabilities | **23** | - | 17,270.83 |
| | **TOTAL NON-CURRENT LIABILITIES** | | **77,704.45** | **32,068.48** |

# Balance Sheet as at March 31, 2019

(₹ In Lakhs)

| Particulars | Note No. | As at 31-Mar-19 | As at 31- Mar-18 |
|---|---|---|---|
| **3 CURRENT LIABILITIES** | | | |
| (a) Contract Liability | **24** | 60,718.55 | - |
| (b) Financial liabilities | | | |
| (i) Borrowings | **25** | 37,139.48 | 373.06 |
| (ii) Trade payables | **26** | | |
| (A) Total outstanding dues of micro enterprises and small enterprises | | 4,820.74 | 1,750.31 |
| (B) Total outstanding dues of creditors other than micro enterprises and small enterprises. | | 83,848.02 | 57,521.25 |
| (iii) Financial Guarantee liabilities | | 572.54 | 1,614.37 |
| (iv) Other financial liabilities | **27** | 21,169.31 | 19,398.58 |
| (c) Obligation towards Investor in Subsidiary | **55** | 18,990.00 | 17,400.00 |
| (d) Other current liabilities | **28** | 1,515.57 | 66,549.95 |
| (e) Provisions | **29** | 1,399.47 | 3,379.19 |
| (f) Current tax liabilities | **30** | 1,775.91 | 4.35 |
| **TOTAL CURRENT LIABILITIES** | | **231,949.59** | **167,991.06** |
| **TOTAL LIABILITIES** | | **309,654.04** | **200,059.54** |
| **TOTAL EQUITY AND LIABILITIES** | | **530,856.72** | **392,687.62** |
| Significant Accounting Policies | **1** | | |

The accompanying notes are an integral part of the financial statements

As per our report of even date attached.

**For S R B C & CO LLP**
**Chartered Accountants**
ICAI Firm Registration Number:
324982E/E300003

sd/-
**per Amyn Jassani**
Partner
Membership No.: 046447

**For & on behalf of the Board of Directors**

| sd/- | sd/- | sd/- | sd/- |
|---|---|---|---|
| **(A.M. Katariya)** | **(S.D. Parakh)** | **(P.C. Mehta)** | **(M.A. Kulkarni)** |
| Chairman | Managing Director | Chief Financial Officer | Company Secretary |
| DIN : 00112240 | DIN : 00112324 | | |

Place: Mumbai
Date: May 22, 2019

Place: Mumbai
Date: May 22, 2019

CIN: L45200MH1993PLC071970

# Statement of Profit And Loss for the year ended March 31, 2019

(₹ In Lakhs)

| | Particulars | Note No. | For the year ended 31-Mar-19 | For the year ended 31- Mar-18 |
|---|---|---|---|---|
| I | **INCOME** | | | |
| | Revenue from Operations | **31** | 382,064.36 | 244,826.27 |
| | Other Income | **32** | 11,569.69 | 9,779.15 |
| | **Total Income** | | **393,634.05** | **254,605.42** |
| II | **EXPENSES:** | | | |
| | Cost of Material Consumed | **33** | 148,165.38 | 81,783.85 |
| | Construction Expenses | **34** | 154,832.32 | 113,459.50 |
| | Excise Duty on Sales | | - | 198.14 |
| | Employee Benefits Expenses | **35** | 14,902.95 | 10,668.41 |
| | Finance Cost | **36** | 9,068.76 | 4,853.39 |
| | Depreciation and Amortisation | | 7,627.13 | 5,322.27 |
| | Other Cost | **37** | 12,645.70 | 9,375.04 |
| | **Total Expenses** | | **347,242.24** | **225,660.60** |
| III | **Profit before Exceptional Items and Tax (I-II)** | | **46,391.81** | **28,944.82** |
| IV | **Exceptional Items** | 56 | 4,702.34 | - |
| V | **Profit before Tax (III-IV)** | | 41,689.47 | 28,944.82 |
| VI | **Tax Expense:** | | | |
| | Current Tax | | 14,758.39 | 5,699.38 |
| | Deferred Tax | | (1,685.21) | (455.14) |
| | | | **13,073.18** | **5,244.24** |
| VII | **Profit for the year (V - VI)** | | **28,616.29** | **23,700.58** |
| VIII | **Other Comprehensive Income (OCI) :** | | | |
| | Items not to be reclassified subsequent to profit or loss | | | |
| | Re-measurement gains/(losses)on defined benefit plans | | (63.73) | (67.47) |
| | Income tax effect on above | | 22.06 | 23.35 |
| | Other Comprehensive Income | | **(41.67)** | **(44.12)** |
| IX | Total comprehensive income for the year (VII+VIII) | | **28,574.62** | **23,656.46** |
| X | Earnings per Equity Share of Nominal Value ₹ 5 each: | | | |
| | Basic (₹) | | **10.19** | **8.44** |
| | Diluted (₹) | | **10.19** | **8.44** |
| | Significant Accounting Policies | **1** | | |
| | The accompanying notes are an integral part of the financial statements | | | |

As per our report of even date attached.

**For S R B C & CO LLP**
**Chartered Accountants**
ICAI Firm Registration Number:
324982E/E300003

sd/-
**per Amyn Jassani**
Partner
Membership No.: 046447

Place: Mumbai
Date: May 22, 2019

**For & on behalf of the Board of Directors**

| sd/- | sd/- | sd/- | sd/- |
|---|---|---|---|
| **(A.M. Katariya)** | **(S.D. Parakh)** | **(P.C. Mehta)** | **(M.A. Kulkarni)** |
| Chairman | Managing Director | Chief Financial Officer | Company Secretary |
| DIN : 00112240 | DIN : 00112324 | | |

Place: Mumbai
Date: May 22, 2019

# Cash Flow Statement for the year ended March 31, 2019

(₹ In Lakhs)

| | Particulars | For the year ended 31-Mar-2019 | For the year ended 31-Mar-2018 |
|---|---|---|---|
| A | CASH FLOW FROM OPERATING ACTIVITIES : | | |
| | Net Profit Before Taxation | **41,689.47** | 28,944.82 |
| | **Adjustment to reconcile profit before tax to net cash flows** | | |
| | Depreciation & Amortisation | 7,627.13 | 5,322.27 |
| | Dividend Income | (540.00) | (1,471.23) |
| | Share of (Profit)/loss from Investment in Partnership Firm/LLP | (984.53) | (2,179.10) |
| | Interest & Finance Income | (8,153.24) | (4,791.00) |
| | Impairment allowance (allowance for bad and doubtful debts and advances) | 2,187.33 | 994.04 |
| | Interest, Commitment & Finance Charges | 9,068.76 | 4,853.39 |
| | Profit on Sale of Investments | (102.86) | (20.43) |
| | Provision for obligation towards Investor in Subsidiary | 1,590.00 | 2,000.00 |
| | Unwinding of discount on financials assets | (57.89) | - |
| | Exceptional item | 4,702.34 | - |
| | MTM Loss | 30.48 | - |
| | Assets Written off | 67.44 | - |
| | Loss (Profit) on sale of Fixed Assets | (68.40) | (66.79) |
| | **Operating Profit Before Changes in Working Capital** | **57,056.03** | **33,585.96** |
| | **Adjustments for changes in Operating Assets & Liabilities:** | | |
| | Decrease/(Increase) in Trade and other Receivables | (59,442.58) | (43,415.86) |
| | Decrease/(Increase) in Inventories | (674.66) | (5,930.54) |
| | Decrease/(Increase) in other Current assets | 31,495.23 | 42,449.93 |
| | Decrease/(Increase) in Contract assets | (60,959.97) | - |
| | Increase / (Decrease) in Trade and Operating Payables | 29,397.20 | 2,344.28 |
| | Increase / (Decrease) in Contract liabilities | 96,329.58 | |
| | Increase / (Decrease) in Short term provision | (1,937.64) | (1,104.44) |
| | Increase / (Decrease) in Other Current Liabilities | (81,693.07) | 29,452.89 |
| | Increase / (Decrease) in Long term provision | 2,941.01 | 357.02 |
| | **Cash Generated from Operations** | **12,511.13** | **57,739.24** |
| | Income Tax Paid (net of refunds) | (11,758.37) | (7,893.54) |
| | **NET CASH FLOW FROM OPERATING ACTIVITIES** | **752.76** | **49,845.70** |
| B | CASH FLOW FROM INVESTING ACTIVITIES : | | |
| | Purchase of Fixed Assets including CWIP, Capital Advances | (16,393.90) | (14,464.00) |
| | Purchases of Non-Current Investment | | |
| | Joint ventures | (616.33) | (824.67) |
| | Subsidiaries | (5,631.42) | (8.03) |
| | Proceeds from Non - Current Investment | | |
| | Joint ventures | 3,683.20 | 1,505.22 |
| | Subsidiaries | 571.51 | 142.93 |
| | Sale proceeds of Current Investments (Net) | 102.86 | 20.43 |
| | Dividend Received | | |
| | Joint ventures | 540.00 | - |
| | Subsidiaries | - | 1,471.23 |
| | Loans given to Joint Ventures | (1,109.50) | (6,506.83) |
| | Loans given to Subsidiaries | (47,271.24) | (25,926.60) |
| | Loans given to Other | (4.82) | (2,500.44) |
| | Loans repaid by Joint Ventures | - | 2,056.00 |
| | Loans repaid by Subsidiaries | 9,880.35 | 6,596.29 |
| | Loans repaid to Other | - | - |

# Cash Flow Statement for the year ended March 31, 2019

(₹ In Lakhs)

| | Particulars | For the year ended 31-Mar-2019 | For the year ended 31-Mar-2018 |
|---|---|---|---|
| | Interest Received from Investment | 1,565.78 | 4,316.12 |
| | Refund of Security deposit | - | 223.84 |
| | Proceeds from sale of Fixed Assets | 137.85 | 296.70 |
| | Proceeds from / (Investment in) Fixed Deposits (Net) | (621.73) | 188.82 |
| | **NET CASH FLOW USED IN FROM INVESTING ACTIVITIES** | **(55,167.39)** | **(33,412.97)** |
| **C** | **CASH FLOW FROM FINANCING ACTIVITIES** | | |
| | Dividend Paid | (1,496.55) | (1,496.26) |
| | Dividend Distrubution Tax | - | (309.87) |
| | Proceeds from Borrowings | 35,771.43 | 17,060.19 |
| | Repayment of Borrowings | (6,717.31) | (13,196.02) |
| | Proceeds from/(repayment of ) cureent Borrowings (Net) | 27,545.66 | - |
| | Finance Cost Paid | (7,783.96) | (3,887.86) |
| | **NET CASH FLOW FROM / (USED IN) FINANCING ACTIVITIES** | **47,319.27** | **(1,829.81)** |
| | **Net Increase In Cash & Cash Equivalents** | (7,095.36) | 14,602.91 |
| | **Cash and Cash Equivalents at the beginning of the year** | **8,668.63** | **(5,934.28)** |
| | **Cash and Cash Equivalents at the end of the year** | **(1,573.27)** | **8,668.63** |
| | **COMPONENTS OF CASH AND CASH EQUIVALENTS** | | |
| | Balances with Banks | | |
| | On current accounts | 217.23 | 7,336.39 |
| | Deposits with Original maturity less than 3 months | 1,239.36 | 151.46 |
| | Unpaid Dividend Account | 4.72 | 1,501.27 |
| | Cash on hand | 111.96 | 52.57 |
| | | **1,573.27** | **9,041.69** |
| | Less : Secured working Capital Facilities from banks (shown under current borrowings in Note 25) | - | (373.06) |
| | **Cash and cash equivalents for statement of cash flows** | **1,573.27** | **8,668.63** |

**Note:**

1. Cash and Cash Equivalents comprises of balances with bank in current accounts, cash on hand and Bank Deposits with maturity less than 3 months.
2. The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard (Ind AS 7) on Cash Flow Statement.

The accompanying notes are an integral part of the financial statements

As per our report of even date attached.

**For S R B C & CO LLP**
**Chartered Accountants**
ICAI Firm Registration Number:
324982E/E300003

sd/-
**per Amyn Jassani**
Partner
Membership No.: 046447

**For & on behalf of the Board of Directors**

| sd/- | sd/- | sd/- | sd/- |
|---|---|---|---|
| **(A.M. Katariya)** | **(S.D. Parakh)** | **(P.C. Mehta)** | **(M.A. Kulkarni)** |
| Chairman | Managing Director | Chief Financial Officer | Company Secretary |
| DIN : 00112240 | DIN : 00112324 | | |

Place: Mumbai
Date: May 22, 2019

Place: Mumbai
Date: May 22, 2019

# Statement of Changes in Equity as at March 31, 2019

**a) Equity Share Capital:**

(₹ In Lakhs)

| Equity Share | As at 31-Mar-19 | As at 31-Mar-18 |
|---|---|---|
| Balance at the beginning of the year | 9,357.44 | 9,357.44 |
| Issued during the year (Refer Note 1) | 4,678.72 | - |
| Reductions during the year | - | - |
| **Balance at the close of the period** | **14,036.16** | **9,357.44** |

| Equity shares of INR 5 each issued. subscribed and fully paid | Nos. | (₹ In Lakhs) |
|---|---|---|
| At March 31, 2018 | 187,148,811 | 9,357.44 |
| Addition during the year (Refer Note 1) | 93,574,406 | 4,678.72 |
| At March 31, 2019 | 280,723,217 | 14,036.16 |

**b) Other Equity:**

(₹ In Lakhs)

| Particulars | Reserves & Surplus | | | | Total |
|---|---|---|---|---|---|
| | Securities Premium | General Reserve | Debenture Redemption Reserve | Retained earnings | |
| **Balance as at April 1, 2017** | **79,578.57** | **7,769.11** | **-** | **75,570.97** | **162,918.65** |
| Addition during the year | | | | 23,700.58 | **23,700.58** |
| Other Comprehensive income for the year | | | | (44.12) | **(44.12)** |
| Transfer to General reserve | | | | | **-** |
| Deduction during the year | | | | | **-** |
| Interim Dividend Paid | | | | (1,497.19) | **(1,497.19)** |
| Final Dividend Paid | | | | (1,497.41) | **(1,497.41)** |
| Tax on Dividend | | | | (309.87) | (309.87) |
| **Balance as at March 31, 2018** | **79,578.57** | **7,769.11** | **-** | **95,922.96** | **183,270.64** |
| **Balance as at April 1, 2018** | **79,578.57** | **7,769.11** | **-** | **95,922.96** | **183,270.64** |
| Addition during the year | - | - | - | 28,616.29 | 28,616.29 |
| Other Comprehensive income for the year | - | - | - | (44.69) | (41.69) |
| Creation of Debenture Redemption Reserve (Refer Note 2) | - | (3,750.00) | 3,750.00 | - | - |
| Utilised for issue of Bonus shares | (4,678.72) | | | | (4,678.72) |
| Deduction during the year | - | - | - | - | - |
| Interim Dividend Paid | - | - | - | | - |
| Final dividend Paid | - | - | - | | - |
| Tax on Dividend | - | - | - | | - |
| **Balance as at March 31, 2019** | **74,899.85** | **4,019.11** | **3,750.00** | **124,497.56** | **207,166.52** |

Note :

1 The Board of Directors at its meeting held on May 29, 2018, proposed a bonus issue of equity shares, in the ratio of one equity share of ₹ 5 each for every two equity shares of the Company, held by the shareholders as on a record date. Subsequently the shareholders approved the same and the Company has issued the bonus shares on record date i.e. July 13, 2018.

2 The Non Convertible Debentures amounting to ₹ 15,000 lakhs are due for redemption in FY 2021-22 and the Company is required to create Debenture Redemption Reserve (DRR) amounting to ₹ 3,750 lakhs. Accordingly DRR of ₹ 3,750 lakhs has been created during the year. The NCDs are due for redemption on April 30, 2021.

Significant Accounting Policies (Note 1)

The accompanying notes are an integral part of the financial statements

As per our report of even date attached.
**For S R B C & CO LLP**
**Chartered Accountants**
ICAI Firm Registration Number:
324982E/E300003

**For & on behalf of the Board of Directors**

sd/-
**per Amyn Jassani**
Partner
Membership No.: 046447

sd/-
**(A.M. Katariya)**
Chairman
DIN : 00112240

sd/-
**(S.D. Parakh)**
Managing Director
DIN : 00112324

sd/-
**(P.C. Mehta)**
Chief Financial Officer

sd/-
**(M.A. Kulkarni)**
Company Secretary

Place: Mumbai
Date: May 22, 2019

Place: Mumbai
Date: May 22, 2019

## *NOTE 01: SIGNIFICANT ACCOUNTING POLICIES*

### A. General Information

Ashoka Buildcon Limited ("the Company") is a public limited company domiciled in India and incorporated on May 13, 1993 under the provision of Companies Act, 1956. The registered office of Company is located at S.No. 861, Ashoka House, Ashoka Marg, Vadala, Nashik, Maharashtra 422011.Shares of the Company are listed on Bombay Stock Exchange (BSE) and National Stock Exchange (NSE).

Company is presently engaged in the businessof construction of infrastructure facilities on Engineering, Procurement and Construction Basis (EPC) and Built, Operate and Transfer (BOT) Basis and Sale of Ready Mix Concrete. The Company has promoted Special Purpose Vehicles (SPVs) for some of its projects, wherein 'Toll Collection Rights' are received in exchange of the Construction Cost. For this, the SPVs significantly engage the services of the Company for contract related activities due to inherent execution capabilities / expertise and experience of the Company.

The financial statements were approved for issue by The Board of Directors on May 22, 2019.

### B. Summary of Significant Accounting Policies

**1. Basis of preparation**

The Company's financial statements have been prepared in accordance with the provisions of the Companies Act, 2013 and the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 read with Section 133 of the Companies Act, 2013 (as amended from time to time).

These financial statements include Balance sheet, Statement of Profit and Loss, Statement of Changes in Equity and Statement of Cash flows and notes, comprising a summary of significant accounting policies and other explanatory information and comparative information in respect of the preceding period.

The financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value or revalued amount:

- Derivative financial instruments,
- Certain other financial assets and liabilities which have been measured at fair value (refer accounting policy regarding financial instruments).

**2. Presentation of financial statements**

The financial statements (except for Statement of Cash Flow) are prepared and presented in the format prescribed in Division II – Ind AS Schedule III ("Schedule III") to the Companies Act, 2013.

The Statement of Cash Flow has been prepared and presented as per the requirements of Ind AS 7 "Statement of Cash flows".

Amounts in the financial statements are presented in Indian Rupees in Lakhs in as per the requirements of Schedule III. "Per share" data is presented in Indian Rupees upto two decimals places.

**Current versus Non-current classification**

The Company presents assets and liabilities in the balance sheet based on current/non-current classification.

**An asset is treated as current when it is:**

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

**A liability is current when:**

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

3. **Fair Value measurement**

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

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

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

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

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

Fair value measurements are categorized into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices in active markets for identical assets or liabilities that entity can access at measurement date;
- Level 2 inputs are inputs, other than quoted prices included in Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

4. **Foreign Currency**

a. <u>Functional and presentation currency</u>

The financial statements of the Company are presented using Indian Rupee **(₹),** which is also our functional currency i.e. currency of the primary economic environment in which the company operates.

b. <u>Transactions and balances</u>

Foreign currency transactions are translated into the respective functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are recognised in profit or loss.

5. **Property, Plant and Equipment (PPE)**

PPE is recognized when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can measured reliably. All items of PPE are stated at cost net of tax/duty credits availed, if any, less accumulated depreciation and cumulative impairment. Cost includes expenditure that is directly attributable to the acquisition and installation of such assets,if any. Subsequent expenditure relating to Property, Plant and Equipment is capitalised 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. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repairs and maintenance costs are charged to the Statement of Profit and Loss as incurred.

Items such as spare parts and servicing equipment are recognised as PPEif they meet the definition of property, plant and equipment and are expected to be used during more than one year. All other items of spares and servicing equipments are classified as item of Inventories.

PPE not ready for the intended use on the date of the Balance Sheet is disclosed as "Capital Work-In-Progress" and carried at cost, comprising of directly attributable costs and related incidental expenses.

Decommissioning cost, if any, on Property Plant and Equipment are estimated at their present value and capitalized as part of such assets.

**Depreciation methods, estimated useful lives and residual value**

Depreciation has been provided on the written down value method, as per the useful lives specified in schedule II to the Companies Act, 2013, or in the case of assets where the useful life was determined by technical evaluation carried out by the management's expert, in order to reflect the actual usage of the assets. The asset's useful lives are reviewed and adjusted, if appropriate, at the end of each reporting period. The useful lives of PPE are as under:

**Type of Asset with Useful Life**

| Sr. No. | Category of assets | Sub-category of assets | Useful life as per schedule II | Useful life adopted by the company |
|---|---|---|---|---|
| 1 | Plant and equipment | Concreting, Crushing, Pilling Equipment & Road Making Equipment | 12 | 10 |
| | | Cranes with capacity of Less than 100 Tonne | 15 | 15 |
| | | Cranes with capacity of Less than 60 Tonne | 9 | 9 |
| | | Material Handling/Pipeline/Welding | 12 | 9 |
| | | Earth Moving equipment | 9 | 9 |
| 2 | Office and equipment | Office and equipment | 5 | 5 |
| 3 | Computers and data processing equipment | End user devices | 3 | 3 |
| | | Server | 6 | 3 |
| 4 | Furniture and Fixture | Furniture and Fixture | 10 | 10 |
| 5 | Vehicle | Motor buses, motor lorries and motor cars other than those used in a business of running them on hire | 8 | 8 |
| | | Motor cycles, scooter and other mopeds | 10 | 10 |
| 6 | Buildings | Buildings other than factory building | 60 | 60 |
| | | Temporary/Portable structure | 3 | 3 |
| 7 | General Laboratory Equipment | | 10 | 3 |
| 8 | Plant & Equipment | Centering materials are depreciated on a Straight Line Basis over Useful life which has been defined as Four Years | | |
| 9 | Leasehold Land | Amortised over the period of lease | | |

6. **Intangible assets**

a. Intangible Assets Under Service concession Arrangements (Appendix Cto Ind AS 115 – Revenue from Contracts with Customers)

In respect of Public to Private Arrangements(PPA), on a Built-Operate-Transfer (BOT) basis, Intangible Assets i.e. Right to collect toll/tariff are recognised when the Company has been granted rights to charge a toll/tariff from the users of such public services and such rights do not confer an unconditional right on the Company to receive cash or another Financial Asset and when it is probable that future economic benefits associated with the rights will flow to the Company and the cost of the asset can be measured reliably.

The Company constructs or upgrades infrastructure (construction or upgrade services) used to provide a public service and operates and maintains that infrastructure (operation services) for a specified period of time. These arrangements may include infrastructure used in a public-to-private service concession arrangement for its entire useful life.

Under the Concession Agreements, where the Company has received the right to charge users of the public service, such rights are recognised and classified as “Intangible Assets” in accordance with Appendix C to Ind AS 115 – Service Concession Arrangements. Such right is not an unconditional right to receive consideration because the amounts are contingent to the extent that the public uses the service and thus are recognised and classified as intangible assets. Such an intangible asset is recognised by the Company at cost (which is the fair value of the consideration received or receivable for the construction services delivered) and is capitalized when the project is complete in all respects and when the subsidiary companies receives the completion certificate from the authority as specified in the Concession Agreement.

An asset carried under concession arrangements is derecognised on disposal or when no future economic benefits are expected from its future use or disposal.

Service Concession Arrangements that meet the definition of an Intangible Asset are recognised at cumulative construction cost, including related margins. Till completion of construction of the project, such arrangements are recognised as “Intangible Assets Under Development” and are recognised at cumulative construction cost, including related margins.

b. Other Intangible assets

Intangible assets are recognized when it is probable that future economic benefits attributable to the assets will flow to the Company and the cost of the asset can be measured reliably. Such Intangible Assets acquired by the Company are measured at cost less accumulated amortisation and any accumulated impairment losses. Cost includes expenditure that is directly attributable to the acquisition and installation of such assets.

**Amortisation**

The intangible rights which are recognised in the form of right to charge users of the infrastructure asset are amortized by taking proportionate of actual revenue received for the year over Total Projected Revenue from project to Cost of Intangible assets i.e. proportionate of actual revenue earned for the year over Total Projected Revenue from the Intangible assets expected to be earned over the balance concession period as estimated by the management.

As required, total Projected Revenue reviewed by the management at the end of the each financial year and accordingly, the total projected revenue is adjusted to reflect any changes in the estimates which lead to the actual collection at the end of the concession period.

Right to collect tariff on Hydro project is amortised on a Straight Line basis over the concession period.

7. **Impairment of Non-Financial Assets**

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

8. **Non-current assets held for sale**

The Company classifies non-current assets and disposal groups as ‘Held For Sale’ if their carrying amounts will be recovered principally through a sale rather than through continuing use and sale is highly probable i.e.actions required to complete the sale indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn.

Non-current assets held for sale and disposal groups are measured at the lower of their carrying amount and the fair value less costs to sell. Assets and liabilities classified as held for sale are presented separately in the balance sheet.

Property, plant and equipment and intangible assets once classified as held for sale are not depreciated or amortised.

9. **Financial instruments**

**Initial Recognition**

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

**Financial Assets**

**Subsequent Measurement**

All recognised financial assets are subsequently measured at amortized cost using effective interest method except for financial assets carried at fair value through Profit and Loss (FVTPL) or fair value through other comprehensive income (FVOCI).

a Equity investments in Subsidiaries, Associates and Joint Venture

The Company accounts for its investment in subsidiaries, joint ventures and associates and other equity investments in subsidiary companies at cost in accordance with Ind AS 27 - 'Separate Financial Statements'. .

Investment in Compulsory Convertible Debentures of subsidiary company is treated as equity investments, since they are convertible into fixed number of equity shares of subsidiary.

Investment made by way of Financial Guarantee contracts in subsidiary, associate and joint venture companies are initially recognised at fair value of the Guarantee.

b. Equity investments (other than investments in subsidiaries, associates and joint venture)

All equity investments falling within the scope of Ind-AS 109 are mandatorily measured at Fair Value through Profit and Loss (FVTPL) with all fair value changes recognized in the Statement of Profit and Loss.

The Company has an irrevocable option of designating certain equity instruments as FVOCI. Option of designating instruments as FVOCI is done on an instrument-by-instrument basis. The classification made on initial recognition is irrevocable.

If the Company decides to classify an equity instrument as FVOCI, then all fair value changes on the instrument are recognized in Statement of Other Comprehensive Income (SOCI). Amounts from SOCI are not subsequently transferred to profit and loss, even on sale of investment.

c. Investment in preference shares

Investment in preference shares are classified as debt instruments and carried at Amortised cost if they are not convertible into equity instruments and are not held to collect contractual cash flows. Other Investment in preference shares which are classified as Debt instruments are carried at FVTPL.

Investment in convertible preference shares of subsidiary, Associate and Joint Venture companies are treated as equity instruments and carried at cost. Other Investment in convertible preference shares which are classified as equity instruments are mandatorily carried at FVTPL.

d. De-recognition

A financial asset is primarily derecognized when the rights to receive cash flows from the asset have expired, or 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 with that 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.

e. Impairment of financial assets

The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The Company recognises lifetime expected losses for all contract assets and/or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

**Financial Liabilities**

**<u>Classification</u>**

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

**<u>Subsequent measurement</u>**

Loans and borrowings are subsequently measured at amortised cost using Effective Interest Rate (EIR), except for financial liabilities at fair value through profit or loss. 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. Amortisation arising on unwinding of the financial liabilities as per EIR is included as a part of Finance Costs in the Statement of Profit and Loss.

Financial liabilities recognised at FVTPL, including derivatives, are subsequently measured at fair value.

a. Compound financial instruments

Compound financial instruments issued by the company is an instrument which creates a financial liability on the issuer and which can be converted into fixed number of equity shares at the option of the holders.

Such instruments are initially recognised by separately accounting the liability and the equity components. The liability component is initially recognised at the fair value of a comparable liability that does not have an equity conversion option. The equity component is initially recognised as the difference between the fair value of the compound financial instrument as a whole and the fair value of the liability component.The directly attributable transaction costs are allocated to the liability and the equity components in proportion to their initial carrying amounts.

Subsequent to initial recognition, the liability component of the compound financial instrument is measured at amortised cost using the effective interest method. The equity component of a compound financial instrument is not re-measured subsequently.

b. Financial guarantee contracts

Financial guarantee contracts are initially recognised as a liability at fair value. The liability is subsequently measured at carrying amount less amortization or amount of loss allowance determined as per impairment requirements of Ind AS 109, whichever is higher. Amortisation is recognised as finance income in the Statement of Profit and Loss.

c. De-recognition

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

**Offsetting financial instruments**

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

**Re-classification of financial instruments**

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets, such as equity instruments designated at FVTPL or FVOCI and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets.

10. **Cash dividend and non-cash distribution to equity holders**

The Company recognises a liability to make cash or non-cash distributions to its equity holders when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

Non-cash distributions are measured at the fair value of the assets to be distributed with fair value re-measurement recognised directly in equity.

Upon distribution of non-cash assets, any difference between the carrying amount of the liability and the carrying amount of the assets distributed is recognised in the statement of profit and loss.

Dividends paid/payable are recognised in the year in which the related dividends are approved by the Shareholders or Board of Directors as appropriate.

11. **Earnings per share**

The Company's Earnings per Share ('EPS') is determined based on the net profit attributable to the shareholders' of the Company.

Basic earnings per share is calculated by dividing the profit from continuing operations and total profit, both attributable to equity shareholders of the company by the weighted average number of equity shares outstanding during the period.

Diluted earnings per share is computed using the weighted average number of common and dilutive shares outstanding during the year including share based payments, except where the result would be anti-dilutive.

12. **Revenue recognition**

**A) REVENUE**

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has generally concluded that it is the principal in its revenue arrangements, because it typically controls the goods or services before transferring them to the customer.

**Sale of goods**

Revenue from sale of goods is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the goods. The normal credit term is 30 to 90 days upon delivery.

**Revenue from construction contracts**

Performance obligation in case of long - term construction contracts satisfied over a period of time, since the Company creates an asset that the customer controls as the asset is created and the Company has an enforceable right to payment for performance completed to date if it meets the agreed specifications.

Revenue from long term construction contracts, where the outcome can be estimated reliably and 5% of the project cost is incurred, is recognized under the percentage of completion method by reference to the stage of completion of the contract activity.

The stage of completion is measured by input method i.e. the proportion that costs incurred to date bear to the estimated total costs of a contract. The percentage-of-completion method (an input method) is the most faithful depiction of the company's performance because it directly measures the value of the services transferred to the customer.

The total costs of contracts are estimated based on technical and other estimates. In the event that a loss is anticipated on a particular contract, provision is made for the estimated loss. Contract revenue earned in excess of billing is reflected under as "contract asset" and billing in excess of contract revenue is reflected under "contract liabilities".

Retention money receivable from project customers does not contain any significant financing element, these are retained for satisfactory performance of contract.

In case of long - term construction contracts payment is generally due upon completion of milestone as per terms of contract. In certain contracts, short-term advances are received before the performance obligation is satisfied.

The major component of contract estimate is "budgeted cost to complete the contract" and on assumption that contract price will not reduce vis-à-vis agreement values. While estimating the various assumptions are considered by management such as:

- Work will be executed in the manner expected so that the project is completed timely;
- Consumption norms will remain same;
- Cost escalation comprising of increase in cost to compete the project are considered as a part of budgeted cost to complete the project etc.

Due to technical complexities involved in the budgeting process, contract estimates are highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

**Service Contracts**

For service contracts (including maintenance contracts) in which the company has the right to consideration from the customer in an amount that corresponds directly with the value to the customer of the company's performance completed to date, revenue is recognized when services are performed and contractually billable.

**Revenue recognition under Service Concession Arrangements**

In case of entities involved in construction and maintenance of roads, revenue are recognised in line with the Appendix C to Ind AS 115 – Service Concession Arrangements. The revenue is recognized in the period of collection which generally coincide as and when the traffic passes through toll plazas.

**Dividend and Interest Income**

Dividend income is recognised when the right to receive payment is established. Interest income is recognised using the effective interest method.

**Income from profit from partnership firms and AOPs**

Income from share of profit/loss in partnership firm/ Limited Liability Partnership is recognised only when the profit is ascertained and there is certainty as to amount of income.

**Warranty Obligation**

The Company provides for contractual obligations to periodically service, repair or rectify any defective work during the defect liability period as well as towards contractual obligations to restore the infrastructure at periodic intervals. Provisions are measured based on management's estimate required to settle the obligation at the balance sheet date and are discounted using a rate that reflects the time value of money. When discounting is used, the increase in the provision due to the passage of time is recognized as finance cost. The same is reviewed at each balance sheet date and adjustments if any to the carrying amount is provided for accordingly.

In case of service concession arrangement classified as financial assets, expenses recognized in the period in which such costs are actually incurred.

**Variable Consideration**

The nature of the company's contracts gives rise to several types of variable consideration, including claims, unpriced change orders, award and incentive fees, change in law, liquidated damages and penalties. The company recognizes revenue for variable consideration when it is probable that a significant reversal in the amount of cumulative revenue recognized will not occur. The company estimates the amount of revenue to be recognized on variable consideration using the expected value (i.e., the sum of a probability-weighted amount) or the most likely amount method, whichever is expected to better predict the amount.

The Company's claim for extra work, incentives and escalation in rates relating to execution of contracts are recognized as revenue in the year in which said claims are finally accepted by the clients. Claims under arbitration/disputes are accounted as income based on final award. Expenses on arbitration are accounted as incurred.

Before including any amount of variable consideration in the transaction price, the Company considers whether the amount of variable consideration is constrained. The Company determined that the estimates of variable consideration are not constrained based on its historical experience, business forecast and the current economic conditions. In addition, the uncertainty on the variable consideration will be resolved within a short time frame.

**B) CONTRACT BALANCES**

**Contract Assets**

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

Contract assets represent revenue recognized in excess of amounts billed and include unbilled receivables. Unbilled receivables, which represent an unconditional right to payment subject only to the passage of time, are reclassified to accounts receivable when they are billed under the terms of the contract.

**Trade Receivables**

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in point 9 of Accounting Policies – Financial Instruments.

**Contract Liabilities**

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made, or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

Contract liabilities represent amounts billed to clients in excess of revenue recognized to date and other Advances received from customers.

13. **Inventories**

Inventory of Raw Materials, Stores and spares and land are valued at cost or net realizable value whichever is lower. Cost includes all non-refundable taxes and expenses incurred to bring the inventory to present location. Cost is determined using FIFO (first-in-first-out) method of valuation.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completionand the estimated costs necessary to make the sale.

14. **Borrowing costs**

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.

a. Borrowing cost under Service Concession Arrangements

Borrowing costs attributable to the construction of qualifying assets under service concession arrangement classified as intangible asset, are capitalised to the date of its intended use.

Borrowing costs attributable to concession arrangement classified as financial assets are charged to Statement of Profit and Loss in the period in which such costs are incurred.

b. Other borrowing costs are charged to Statement of Profit and Loss in the period in which they are incurred.

15. **Provisions & Contingencies**

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events for which it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated as at the balance sheet date. Provisions are measured based on management's estimate required to settle the obligation at the balance sheet date and are discounted using a rate that reflects the time value of money. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

**Other Litigation claims**

Provision for litigation related obligation represents liabilities that are expected to materialise in respect of matters in appeal.

**Onerous contracts**

A provision for onerous contracts is measured at the present value of the lower expected costs of terminating the contract and the expected cost of continuing with the contract. Before a provision is established, the Company recognises impairment on the assets with the contract.

**Contingencies**

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but will probably not, require an outflow of resources. Information on contingent liabilities is disclosed in the notes to financial statements unless the possibility of an outflow of resources embodying economic benefit is remote.

A contingent asset is not recognised but disclosed in the financial statements where an inflow of economic benefit is probable.

16. **Provision for Defect liability period/Resurfacing obligations**

The Company provides for contractual obligations to periodically service, repair or rectify any defective work during the defect liability period as well as towards contractual obligations to restore the infrastructure at periodic intervals. Provisions are measured based on management's estimate required to settle the obligation at the balance sheet date and are discounted using a rate that reflects the time value of money. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost. The same is reviewed at each balance sheet date and adjustments if any to the carrying amount is provided for accordingly.

In case of service concession arrangements classified as financial assets, expenses recognised in the period in which such costs are actually incurred.

17. **Leases**

(i) Finance leases:

Assets taken on lease are classified as Finance lease if the company has substantially all the risks and rewards of ownership of the related assets. Assets under finance leases are capitalised at the commencement of the lease at the lower of the fair value or the present value of minimum lease payments and a liability is created for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost, so as to obtain a constant periodic rate of interest on the outstanding liability for each period.

(ii) Operating leases:

Assets taken on lease which are not classified as finance lease are operating leases.

Lease payments for assets taken on operating lease are recognised as an expense in the Profit and Loss Account on a straight-line basis over the lease term except where the lease payments are structured to increase in line with expected general inflation.

Assets leased out under operating leases are presented separately under the respective class of assets. Rental income is recognised on a straight line basis over the term of the relevant lease.

18. **Taxes**

Income tax expense for the period is the tax payable on the current period's taxable income based on the applicable income tax rate and changes in deferred tax assets and liabilities attributable to temporary differences. The current income tax charge is calculated in accordance with the provisions of the Income Tax Act 1961.

Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted at 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 liabilities are recognised for all taxable temporary differences and deferred tax assets are recognised for all deductible temporary differences and brought forward losses only if it is probable that future taxable profit will be available to realise the temporary differences.

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.

Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax for the year. The deferred tax asset is recognised for MAT credit available only to the extent that it is probable that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the Company recognizes MAT credit as an asset, it is created by way of credit to the statement of profit and loss and shown as part of deferred tax asset. The Company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent that it is no longer probable that it will pay normal tax during the specified period.

19. **Employee benefits**

a. Short-term obligations

All employee benefits falling due wholly within twelve months of rendering the service are classified as short term employee benefits. These are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

b. Post-employment obligations i.e.

- Defined benefit plans and
- Defined contribution plans.

<u>Defined benefit plans:</u>

The employees' gratuity fund scheme, managed by Life Insurance Corporation (LIC) is a defined benefit plan. The present value of obligation is determined based on actuarial valuation carried out as at the end of each financial year using the Projected Unit Credit Method.

The obligation is measured at the present value of the estimated future cash flows. The discount rate used for determining the present value of the obligation under defined benefit plans, is based on the market yield on government securities, of a maturity period equivalent to the weighted average maturity profile of the related obligations at the Balance Sheet date.

Re-measurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Re-measurement recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss. Past service cost is recognised in the statement of profit or loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset

<u>Defined contribution plans:</u>

The Company's contribution to provident fund, employee state insurance scheme, superannuation fund and National Pension Scheme (NPS) are considered as defined contribution plans and are charged as an expense as they fall due based on the amount of contribution required to be made and when services are rendered by the employee.

20 **Interest in Joint Arrangements**

As per Ind AS 111 - Joint Arrangements, investment in Joint Arrangement is classified as either Joint Operation or Joint Venture. The classification depends on the contractual rights and obligations of each investor rather than legal structure of the Joint Arrangement.

<u>In case of Joint Operation</u>

The Company recognises its direct right to assets, liabilities, revenue and expenses of Joint Operations and its share of any jointly held or incurred assets, liabilities, revenues and expenses. These have been incorporated in the financial statements under the appropriate headings and are included in the segments to which they relate.

21. **Cash and cash equivalents**

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

22. **Segment Reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker, who regularly monitors and reviews the operating result for following operating segments of the Company:

i. "Construction & Contract Related Activity", includes Engineering, Procurement and Construction activity of infra projects;

ii. "Built, Operate and Transfer (BOT)" includes Annuity to develop infra developer under BOT & Annuity

i. "Sale of Goods" consist mainly Sale of construction material which includes RMC and Real estate

23. **Significant accounting judgments, estimates & assumptions**

The preparation of the Company's financial statements requires management to make estimates and assumptions that affect the reported values of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods Estimates and assumptions

The key assumptions concerning future and other key sources of estimating uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

**<u>Significant Judgement in Application of Ind AS 115</u>**

The Company applied the following judgements that significantly affect the determination of the amount and timing of revenue from contracts with customers:

**Project revenue and costs**

The percentage-of-completion method places considerable importance on accurate estimates of the extent of progress towards completion and may involve estimates on the scope of deliveries and services required for fulfilling the contractually defined obligations. These significant estimates include total contract costs, total contract revenue, contract risks, including technical, political and regulatory risks, and other judgement. The Company re-assesses these estimates on periodic basis and makes appropriate revisions accordingly.

**Identifying performance obligation in a bundled service**

Service contracts that include multiple performance obligations are segmented between types of services. For contracts with multiple performance obligations, the company allocates the transaction price to each performance obligation using an estimate of the stand-alone selling price of each distinct service in the contract.

**Determining method to estimate variable consideration and assessing the constraint**

Before including any amount of variable consideration in the transaction price, the Company considers whether the amount of variable consideration is constrained. The Company determined that the estimates of variable consideration are not constrained based on its historical experience, business forecast and the current economic conditions. In addition, the uncertainty on the variable consideration will be resolved within a short time frame.

**<u>Other Significant Accounting Judgements, estimates and assumptions</u>**

**Taxes**

Uncertainties exist with respect to the interpretation of complex tax regulations, changes in tax laws, and the amount and timing of future taxable income. Given the wide range of business relationships and the long-term nature and complexity of existing contractual agreements, differences arising between the actual results and the assumptions made, or future changes to such assumptions, could necessitate future adjustments to tax income and expense already recorded. The Company establishes provisions, based on reasonable estimates. The amount of such provisions is based on various factors, such as experience of previous tax audits and differing interpretations of tax regulations by the taxable entity and the responsible tax authority. Such differences of interpretation may arise on a wide variety of issues depending on the conditions prevailing in the respective domicile of the companies.

Significant management judgement is required to determine the amount of deferred tax assets (including MAT credit) that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

**Employee benefit plans**

The cost of defined benefit gratuity plan and other post-employment benefits are determined using actuarial valuations.

An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

The mortality rate is based on publicly available mortality tables for India. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates for the respective countries.

Further details about gratuity obligations are given in Note 43.

**Fair value measurement of financial instruments**

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flows (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

**Impairment of financial assets**

The impairment provision for financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

**Allowance for uncollectible trade receivables**

Trade receivables do not carry interest and are stated at their nominal values as reduced by appropriate allowances for estimated irrecoverable amounts. Estimated irrecoverable amounts are based on the aging of the receivable balances and historical experiences. Individual trade receivables are written off when management deems them not be collectible.

24. **Standards issued but yet not effective**

The amendment to standards that are issued, but not yet effective, upto the date of issuance of the company's financial statements are disclosed below. The Company intends to adopt these standards, if applicable, when they become effective.

The Ministry of Corporate Affairs (MCA) has issued the Companies (Indian Accounting Standards) Amendment Rules, 2017 and Companies (India Accounting Standards) Amendment Rules, 2018 amending the following Standard:

**Ind AS 116**

The Accounting Standard Board of Institute of Chartered Accountants of India has issued Ind AS 116 Leases which is proposed to be effective from April 1, 2019.

Ind AS 116 Leases was notified by MCA on March 30, 2019 and it replaces Ind AS 17 Leases, including appendices thereto. Ind AS 116 is effective for annual period beginning on or after April 1, 2019. It sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model similar to the accounting for finance leases under Ind AS 17. Lessor accounting under Ind AS 116 is substantially unchanged from today's accounting under Ind AS 17. Ind AS 116 requires lessees and lessors to make more extensive disclosures than under Ind AS 17. The Company is in the process of evaluating the requirements of the standard and its impact on its financial statements.

**Ind AS 12** – Income taxes (amendments relating to income tax consequences of dividend and uncertainty over income tax treatments)

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

The amendment to Appendix C of Ind AS 12 specifies that the amendment is to be applied to the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. It outlines the following:

(1) the entity has to use judgement, to determine whether each tax treatment should be considered separately or whether some can be considered together. The decision should be based on the approach which provides better predictions of the resolution of the uncertainty

(2) the entity is to assume that the taxation authority will have full knowledge of all relevant information while examining any amount

(3) entity has to consider the probability of the relevant taxation authority accepting the tax treatment and the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates would depend upon the probability. The Company does not expect any significant impact of the amendment on its financial statements.

**Ind AS 109** – Prepayment Features with Negative Compensation

The amendments relate to the existing requirements in Ind AS 109 regarding termination rights in order to allow measurement at amortised cost (or, depending on the business model, at fair value through other comprehensive income) even in the case of negative compensation payments. The Company does not expect this amendment to have any impact on its financial statements.

**Ind AS 19** – Plan Amendment, Curtailment or Settlement

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

**Ind AS 23** – Borrowing Costs

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

# Notes to Standalone Financial Statements for the year ended March 31, 2019

**Note 2**

**Property, Plant and Equipment**

**(₹ In Lakhs)**

| Particulars | Freehold Land | Leasehold Land | Building | Plant and Machinery | Vehicles | Office Equipments | Data Processing Equipments | Furnitures and Fixtures | Total |
|---|---|---|---|---|---|---|---|---|---|
| | | | | | | | | | |
| **Cost or valuation** | | | | | | | | | |
| At April 01, 2017 | 725.10 | 97.53 | 3,005.50 | 18,564.28 | 1,802.36 | 176.29 | 403.29 | 222.58 | 24,996.93 |
| Additions | - | - | 1,034.99 | 8,516.33 | 528.80 | 70.64 | 257.64 | - | 10,408.40 |
| Disposals | - | - | - | (417.52) | (35.65) | - | - | - | (453.17) |
| **At March 31, 2018** | **725.10** | **97.53** | **4,040.49** | **26,663.09** | **2,295.51** | **246.93** | **660.93** | **222.58** | **34,952.16** |
| Additions | - | - | 331.73 | 21,383.02 | 1,348.83 | 126.12 | 264.18 | 27.35 | 23,481.23 |
| Disposals | - | - | - | (421.46) | (15.10) | (13.54) | (17.90) | (4.45) | (472.45) |
| **At March 31, 2019** | **725.10** | **97.53** | **4,372.22** | **47,624.65** | **3,629.24** | **359.51** | **907.21** | **245.48** | **57,960.94** |
| | | | | | | | | | |
| **Depreciation and Impairment** | | | | | | | | | |
| At April 01, 2017 | - | 2.38 | 289.70 | 7,874.08 | 656.95 | 99.05 | 226.90 | 102.91 | 9,251.97 |
| Depreciation Charge for the year | - | 1.49 | 371.50 | 4,183.34 | 462.02 | 61.08 | 173.39 | 31.39 | 5,284.21 |
| Disposals | - | - | - | (201.02) | (22.23) | - | - | - | (223.25) |
| **At March 31, 2018** | **-** | **3.87** | **661.20** | **11,856.40** | **1,096.74** | **160.13** | **400.29** | **134.30** | **14,312.93** |
| Depreciation Charge for the year (Refer Note C) | - | 1.19 | 346.44 | 6,180.18 | 547.73 | 73.44 | 201.19 | 26.52 | 7,376.69 |
| Disposals | - | - | - | (276.84) | (17.53) | (6.32) | (6.72) | (2.89) | (310.30) |
| **At March 31, 2019** | **-** | **5.06** | **1,007.64** | **17,759.74** | **1,626.94** | **227.25** | **594.76** | **157.93** | **21,379.32** |
| | | | | | | | | | |
| **Net Book Value** | | | | | | | | | |
| At March 31, 2019 | 725.10 | 92.47 | 3,364.58 | 29,864.91 | 2,002.30 | 132.26 | 312.45 | 87.55 | **36,581.62** |
| At March 31, 2018 | 725.10 | 93.66 | 3,379.29 | 14,806.69 | 1,198.77 | 86.80 | 260.64 | 88.28 | **20,639.24** |

**A. Of the above assets, following are the assets given on operating lease.** **(₹ In Lakhs)**

| Particulars | As at March 31, 2019 | | As at March 31, 2018 | |
|---|---|---|---|---|
| | Gross Block | Net Block | Gross Block | Net Block |
| Plant & Machineries | 146.55 | 136.26 | 36.28 | 12.44 |
| **Total** | **146.55** | **136.26** | **36.28** | **12.44** |

B. Buildings includes Gross Block of ₹ 151.64 Lakhs (Previous year ₹ 151.64 Lakhs) as at March 31, 2019, for which title deeds are yet to be executed in the name of the Company.

C. Depreciation charged in the statement of profit & loss for the year ended March 31, 2019, Rs. 7,270.86 Lakhs (previous year Rs. 5,284.88 Lakhs) is after adjusting against provision for DLP Rs. 105.82 Lakhs (previous year nil)

## Notes Forming Part of the Financial Statements

**Note 3**

**Intangible Assets**

**(₹ In Lakhs)**

| Particulars | Softwares | Right to collect Toll / Tariff | Total |
|---|---|---|---|
| **Cost or valuation** | | | |
| At April 01, 2017 | 8.21 | 13,423.96 | 13,432.17 |
| Additions | - | - | - |
| Disposals | - | - | - |
| **At March 31, 2018** | **8.21** | **13,423.96** | **13,432.17** |
| Additions | 666.28 | - | 666.28 |
| Disposals | - | - | - |
| **At March 31, 2019** | **674.49** | **13,423.96** | **14,098.45** |
| | | | |
| **Amortisation and Impairment** | | | |
| At April 01, 2017 | 2.31 | 12,292.84 | 12,295.15 |
| Amortisation | 0.67 | 37.39 | 38.06 |
| Disposals | - | - | - |
| **At March 31, 2018** | **2.98** | **12,330.23** | **12,333.21** |
| Amortisation | 318.88 | 37.39 | 356.27 |
| Disposals | - | - | - |
| **At March 31, 2019** | **321.86** | **12,367.62** | **12,689.48** |
| | | | |
| **Net Book Value** | | | |
| At March 31, 2019 | 352.63 | 1,056.34 | 1,408.97 |
| At March 31, 2018 | 5.23 | 1,093.73 | 1,098.96 |

# Notes Forming Part of the Financial Statements

4 **NON-CURRENT INVESTMENTS (UNQUOTED)** **(₹ In Lakhs)**

| Particulars | As at 31-Mar-19 | As at 31-Mar-18 |
|---|---|---|
| **(A) Investments measured at cost:** | | |
| **(I) Investment in Equity Instruments (Unquoted):** | | |
| **(a) In Equity Shares of Subsidiary Companies of ₹ 10/- each, fully paid-up:** | | |
| 197,50,000 (197,50,000) Equity Shares of Ashoka Infrastructure Ltd.(Refer Note i ) | 2,205.99 | 2,205.99 |
| 98,08,205 (98,08,205) Equity Shares of Viva Highways Ltd. | 4,697.60 | 4,697.60 |
| 10,00,000 (10,00,000) Equity Shares of Ashoka Infraways Ltd. | 496.00 | 496.00 |
| 10,000 (10,000) Ashoka Aerospace Pvt Ltd-Equity Share | 1.00 | 1.00 |
| 29,96,700 (29,96,700) Equity Shares of Ashoka DSC Katni ByPass Road Ltd. | 299.67 | 299.67 |
| 9 (9) Equity Shares of Ashoka Highways (Bhandara) Ltd. | 0.00 | 0.00 |
| 9 (9) Equity Shares of Ashoka Highways (Durg) Ltd. | 0.00 | 0.00 |
| 2,82,50,000 (2,82,50,000 ) Equity Shares of Ashoka Bagewadi Saundatti Road Ltd. | 2,825.00 | 2,825.00 |
| 2,25,00,000 (2,25,00,000 ) Equity Shares of Ashoka Hungund Talikot Road Ltd. | 2,250.00 | 2,250.00 |
| 3,92,13,300 (3,92,13,300 ) Equity Shares of Ashoka GVR Mudhol Nipani Roads Ltd. | 4,783.75 | 5,613.63 |
| 6,60,000 (6,60,000) Equity Shares of Ashoka Concessions Ltd. | 1,377.71 | 1,377.71 |
| 1,00,000 (1,00,000) Equity Shares of Viva Infrastructure Ltd. | 1,045.20 | 1,045.20 |
| 10,000 (10,000) Equity Shares of Ashoka Technologies Pvt Ltd. | 1.00 | 1.00 |
| 10,000 (10,000) Equity Shares of Ashoka Highway Research Center Pvt Ltd. | 1.00 | 1.00 |
| 3,64,28,586(10,000) Equity Shares of Unison Enviro Pvt Ltd. | 3,642.86 | 1.00 |
| 10,000 (10,000) Equity Shares of Ashoka Path Nirman (Nasik) Pvt Ltd. | 0.44 | 0.44 |
| 75,700 (75,700) Equity Shares of Ashoka Cuttuk Angul Tollway Ltd. (refer note no iii below) | - | - |
| 26,45,827 (26,45,827) Equity Shares of Ashoka Pre-Con Pvt Ltd. | 393.65 | 393.65 |
| 10,000 (Nil) Equity Shares of Ratnagiri Natural Gas Pvt Ltd | 1.00 | - |
| **(b) In Equity Shares of Joint Venture companies of ₹ 10/- each, fully paid-up:** | | |
| 40,00,000 (40,00,000) Equity Shares of Abhijeet Ashoka Infrastructure Pvt. Ltd. | 1,559.50 | 1,559.50 |
| 9,45,00,000 (9,45,00,000) Equity Shares of GVR Ashoka Chennai ORR Ltd.(refer note no v below) | 9,482.79 | 9,482.79 |
| **(c) In Preference Shares of Subsidary Companies** | | |
| 1 (1) 1% Non-cumulative Convertible preference shares of ₹100/- each of Ashoka Belgaum Dharwad Tollway Ltd. | 0.04 | 0.04 |
| 1 (1) 1% Non-cumulative Convertible preference shares of ₹100/- each of Ashoka Sambhalpur Baragarh Tollway Ltd. | 0.08 | 0.08 |
| **(d) Other Equity Investments:** | | |
| **(i) In Debentures of Subsidiary company of ₹ 10/- each, fully paid-up:** | | |
| 2,64,32,745 (2,64,32,745) "Class C" Compulsory Convertible Debentures of Ashoka Concessions Ltd. | 87,814.87 | 87,814.87 |
| **(ii) Loan Granted to Subsidiary companies:** | **8,100.99** | **6,610.00** |
| **(II) Other Investments (Unquoted):** | | |
| **(a) In Equity Shares of Co-Operatives / Societies, fully paid-up:** | | |
| River View Co.Op. Housing Society Ltd. | 0.00 | 0.00 |
| Jalgaon Janta Sahakari Bank Ltd. | 0.02 | 0.02 |
| Rupee Co Op Bank Ltd. | 6.63 | 6.63 |
| **(b) Others:** | | |
| 500 (Nil) Equity Shares of Vishavari Tollway Pvt ltd | 0.05 | - |
| National Savings Certificates | 0.30 | 0.30 |
| **Total of Investments measured at cost:::** | **130,987.14** | **126,683.10** |
| **(B) Investments measured at equity:** | | |
| **(I) Investments In Partnership Firms:** | | |
| **In Subsidiary :** | | |

# Notes Forming Part of the Financial Statements

**4 NON-CURRENT INVESTMENTS (UNQUOTED)** **(₹ In Lakhs)**

| Particulars | As at 31-Mar-19 | As at 31-Mar-18 |
|---|---|---|
| Ashoka High-Way Ad | 62.18 | 79.98 |
| **In Joint Ventures:** | | |
| Cube Ashoka Joint Venture | 0.31 | 0.31 |
| Ashoka Bridgeways | 174.08 | 55.43 |
| **(II) Other Investments (Unquoted):** | | |
| **Investments in Limited Liability Partnership:** | | |
| Mohan Mutha Ashoka Buildcon LLP | - | 2,023.78 |
| **Total of Investments measured at equity:::** | **236.57** | **2,159.50** |
| **(C) Investments Mandatorily Measured at Fair Value Through Profit & Loss (Unquoted) :** | | |
| **(I) In Preference Shares of Subsidiary companies, fully paid-up:** | | |
| 43,51,400 (43,51,400) 0% non-cumulative, non-convertible preference shares of ₹10/- each of Ashoka Infrastructure Ltd. | 3,866.16 | 4,313.10 |
| 2,11,750 (2,11,750) 0% non-cumulative, non-convertible preference shares of ₹100/- each of Viva Infrastructure Ltd. | 1,316.96 | 1,464.96 |
| **Total of Investments measured at Fair Value Through Profit & Loss:::** | **5,183.12** | **5,778.06** |
| **Total:::::** | **136,406.83** | **134,620.66** |
| | | |
| Aggregate Amount of Unquoted Investments | **136,406.83** | **134,620.66** |
| Aggregate Market Value of Quoted Investments | - | - |
| Aggregate Amount of Impairment in Value of Investments | - | - |

Note: Number of units in brackets denotes number of units for the year ended March 31, 2018.

(i) In one of the subsidiary companies, viz. Ashoka Infrastructure Limited toll collection has been discontinued at the directive of the Employer, The subsidiary Company has initiated arbitration proceeding towards such discontinuance. The subsidiary is confident of receiving additional compensation from the employer. Further, The subsidiary has started venturing into real estate business, Consequently the value of investment of the Company in the subsidiary continues to be at its full value.

(ii) The Company has entered into various Joint arrangements for execution of various projects. Which are classified as Joint operations or Joint ventures, as under :

# Notes Forming Part of the Financial Statements

**(a) Joint Operations**

| Name of the Joint Operation | Name of Partner | Proportion of the economic interest | | Principal place of Business |
|---|---|---|---|---|
| | | **As at 31-Mar-19** | As at 31-Mar-18 | |
| Ashoka Valecha JV | M/s. Valecha Engineering Ltd. | 51.00% | 51.00% | India |
| ABL - BIPL JV | M/s. Bhartiya Infrastructure Private Limited | 51.00% | 51.00% | India |
| Ashoka Infrastrure | M/s. Ashoka Buildwell & Devlopers Private Limited | 99.99% | 99.99% | India |
| BIPL - ABL JV | M/s. Bhartiya Infrastructure Private Limited | 49.00% | 49.00% | India |

**(b) Joint Ventures**

| Name of the Joint Ventures | Proportion of the economic interest | | Principal place of Business |
|---|---|---|---|
| | **As at 31-Mar-19** | As at 31-Mar-18 | |
| Abhijeet Ashoka Infrastructure Pvt. Ltd. | 50.00% | 50.00% | India |
| GVR Ashoka Chennai ORR Ltd. | 50.00% | 50.00% | India |
| Mohan Mutha Ashoka Buildcon LLP | 50.00% | 50.00% | Maldives/India |
| Cube Ashoka Joint Venture | 40.00% | 40.00% | India |
| Ashoka Bridgeways | 5.00% | 5.00% | India |
| PNG Tollway Limited (Joint Venture of Subsidiary) | 17.16% | 17.16% | India |

**(iii)** The Subsidiary (Ashoka Cuttuk Angul Tollway Ltd.) has submitted application to MCA for winding up and striking off the name is under process.

**(iv) Details of Investments in Partnership Firms** **(₹ In Lakhs)**

| Name of Partnership & Partners | Share in Profit / (Loss) | Capital Contribution | |
|---|---|---|---|
| | | **As at 31-Mar-19** | As at 31-Mar-18 |
| **(a) Ashoka High-Way Ad.** | | | |
| (i) Ashoka Buildcon Ltd. | 99.99% | **62.18** | 79.97 |
| (ii) Ashoka Builders (Nashik) Pvt. Ltd. | 0.01% | **1.90** | 1.90 |
| **(b) Ashoka Bridgeways @** | | | |
| (i) Ashoka Buildcon Ltd. | 5.00% | **174.08** | 55.43 |
| (ii) Ashoka Builders (Nashik) Pvt. Ltd. | 95.00% | **4,026.38** | 1,365.04 |
| **(c) Cube Ashoka Joint Venture** | | | |
| (i) Cube Constrcution Engineering Ltd | 60.00% | **4.16** | 4.16 |
| (ii) Ashoka Buildcon Ltd. | 40.00% | **0.66** | 0.66 |

(v) The company has initiated a transaction of sale of Equity shares in GVR Ashoka Chennai ORR Ltd. to one of its subsidiary company. The Company has received an advance of ₹ 11,701.25 Lakhs against such sale. The lead banker of GVR Ashoka Chennai ORR Ltd. has currently declined to give consent for transfer of such shares. Consequently, since the said transaction does not seem a 'Highly Probable' sale transaction, the aforesaid Investment in GVR Ashoka Chennai ORR Ltd. has not been disclosed as 'Non Current Asset Held for Sale'.

# Notes Forming Part of the Financial Statements

**(vi) Information as required under paragraph 17 (b) of Ind AS 27 for investments in subsidiaries, joint ventures and associates :**

| Name of the Investees | Proportion of the economic interest | | Principal place of business/ Country of Incorporation |
|---|---|---|---|
| | As at 31-Mar-19 | As at 31-Mar-18 | |
| **(a) Wholly Owned Subsidiary** | | | |
| Ashoka Infrastructure Ltd. | 100.00% | 100.00% | India |
| Ashoka Infraways Ltd. | 100.00% | 100.00% | India |
| Viva Highways Ltd. | 100.00% | 100.00% | India |
| Ashoka Technologies Pvt Ltd. | 100.00% | 100.00% | India |
| Ashoka Cuttack Angul Tollway Ltd. | 100.00% | 100.00% | India |
| Viva Infrastructure Ltd. | 100.00% | 100.00% | India |
| Ashoka Highway Research Center Pvt Ltd. | 100.00% | 100.00% | India |
| Ashoka Bagewadi Saundatti Road Ltd. | 100.00% | 100.00% | India |
| Ashoka Hungund Talikot Road Ltd. | 100.00% | 100.00% | India |
| Ashoka Path Nirman (Nashik) Pvt. Ltd. | 100.00% | 100.00% | India |
| Ashoka Aerospace Pvt. Ltd. | 100.00% | 100.00% | India |
| Ratnagiri Natural Gas Pvt. Ltd. | 100.00% | 100.00% | India |
| **(b) Subsidiary** | | | |
| Ashoka-DSC Katni Bypass Road Ltd. | 99.89% | 99.89% | India |
| Ashoka Pre-Con Pvt. Ltd. | 51.00% | 51.00% | India |
| Ashoka Concessions Ltd. | 66.00% | 66.00% | India |
| Jaora-Nayagaon Toll Road Company Pvt. Ltd. | 35.18% | 35.18% | India |
| Ashoka GVR Mudhol Nipani Roads Ltd. | 71.00% | 71.00% | India |
| Unison Enviro Pvt. Ltd. | 51.00% | 100.00% | India |
| **(c) Stepdown Subsidiary** | | | |
| Ashoka Highways (Bhandara) Ltd. | 33.66% | 33.66% | India |
| Ashoka Highways (Durg) Ltd. | 33.66% | 33.66% | India |
| Ashoka Sambalpur Baragarh Tollway Ltd. | 66.00% | 66.00% | India |
| Ashoka Belgaum Dharwad Tollway Ltd. | 66.00% | 66.00% | India |
| Ashoka Dhankuni Kharagpur Tollway Ltd. | 66.00% | 66.00% | India |
| Ashoka Kharar Ludhiana Road Ltd. | 66.00% | 66.00% | India |
| Ashoka Khairatunda Barwa Adda Road Lid. | 66.00% | N.A. | India |
| Ashoka Karadi Banwara Road Pvt. Ltd. | 66.00% | N.A. | India |
| Ashoka Mallasandra Karadi Road Pvt. Ltd. | 66.00% | N.A. | India |
| Ashoka Belgaum Khanapur Road Pvt. Ltd. | 66.00% | N.A. | India |
| Ashoka Ankleshwar Manubar Expressway Pvt. Ltd. | 66.00% | N.A. | India |
| Blue Feather Infotech Pvt. Ltd. | 100.00% | 100.00% | India |
| Endurance Road Developers Pvt. Ltd. | 100.00% | 100.00% | India |
| **(d) Joint Venture companies** | | | |
| Abhijeet Ashoka Infrastructure Pvt. Ltd. | 50.00% | 50.00% | India |
| GVR Ashoka Chennai ORR Ltd. | 50.00% | 50.00% | India |
| Mohan Mutha Ashoka Builddon LLP | 50.00% | 50.00% | Maldives/India |
| PNG Tollway Limited | 17.16% | 17.16% | India |
| Cube Ashoka Joint Venture | 40.00% | 40.00% | India |
| Ashoka Bridgeways | 95.00% | 95.00% | India |

# Notes Forming Part of the Financial Statements

**5 Trade receivables - Non Current**

(₹ In Lakhs)

| Particulars | As at 31-Mar-19 | As at 31-Mar-18 |
|---|---|---|
| **Unsecured:** | | |
| Considered good | 27,218.59 | 15,170.85 |
| Considered doubtful | 1,067.55 | 1,057.33 |
| Less: Impairment allowance (allowance for bad and doubtful debts -refer note no 43) | (1,067.55) | (1,057.33) |
| **Total :::::** | **27,218.59** | **15,170.85** |

(₹ In Lakhs)

| Particulars | As at 31-Mar-19 | As at 31-Mar-18 |
|---|---|---|
| Dues from Firm / Private Limited Companies where Directors are interested | 708.70 | 326.06 |
| Dues from subsidiaries and other group companies (Refer Note No. 47 On Related Party Disclosure) | 410.02 | 2,957.65 |
| **Total :::::** | **1,118.72** | **3,283.71** |

**6 Loans - Non Current**

(₹ In Lakhs)

| Particulars | As at 31-Mar-19 | As at 31-Mar-18 |
|---|---|---|
| **(A) Security Deposits** | | |
| Unsecured: Considered good | 47.11 | 47.11 |
| **(B) Loans to related parties (Refer Note No. 47 On Related Party Disclosure)** | | |
| **Unsecured, Considered good:** | | |
| Subsidaries | 55,673.56 | 4,354.44 |
| Joint Ventures | 9,973.30 | 6,900.97 |
| **Total :::::** | **65,693.97** | **11,302.52** |

**7 Other Financial Asset - Non Current**

(₹ In Lakhs)

| Particulars | As at 31-Mar-19 | As at 31-Mar-18 |
|---|---|---|
| Bank Deposits with maturity for more than 12 months | 509.60 | 1,359.10 |
| Advance given for Shares Purchase (GVR Infra Projects Ltd) *# | 2,112.27 | 2,112.27 |
| **Total :::::** | **2,621.87** | **3,471.37** |

*# The Company has paid advances for purchase of additional stake in its subsidiary, Ashoka GVR Mudhol Nipani Road Ltd.

(₹ In Lakhs)

$

| Particulars | As at 31-Mar-19 | As at 31-Mar-18 |
|---|---|---|
| **Bank Deposits with maturity for more than 12 months held as:** | | |
| Margin Money for Working Capital | 337.44 | 1,180.37 |
| Lodged with Government Authorities | 172.16 | 177.74 |
| Lodged with Commercial Tax Authorities | - | 1.00 |
| **Total :::::** | **509.60** | **1,359.11** |

**8 Deferred Tax Assets (Net)**

(₹ In Lakhs)

| Particulars | As at 31-Mar-19 | As at 31-Mar-18 |
|---|---|---|
| **Deferred Tax Assets on account of Deductible Temporary differences** | | |
| Difference between book and tax depreciation | 2,334.09 | 1,913.08 |
| Provision for impairment allowance on receivable and advances | 2,474.41 | 1,608.16 |
| Provision for compensated absences/Bonus/Others | 371.68 | (26.26) |
| **Total ::::** | **5,180.18** | **3,494.98** |

# Notes Forming Part of the Financial Statements

**9 Other Non Current Asset** **(₹ In Lakhs)**

| Particulars | As at 31-Mar-19 | As at 31-Mar-18 |
|---|---|---|
| **(A) Capital Advance** | 1,163.05 | 1,345.97 |
| **(B) Advances Recoverable other than in Cash:** | | |
| Unsecured, Considered Good | 995.44 | 536.16 |
| Unsecured, Considered Doubtful | 11.07 | 11.07 |
| Less: Impairment allowance (refer note no 43) | (11.07) | (11.07) |
| **(C) Other Advances :** | | |
| Unsecured, Considered Good | 993.26 | 927.88 |
| Unsecured, Considered Doubtful ## | 885.48 | 885.49 |
| Less: Impairment allowance (refer note no 43) | (885.48) | (885.49) |
| **(D) Others :** | | |
| Income Tax Assets (net) | 3,183.03 | 4,389.43 |
| Duties & Taxes Recoverable | 14,644.21 | 13,122.72 |
| **Total :::::** | **20,978.99** | **20,322.16** |

## Other advance includes ₹ 1,433 Lakhs against a contract awarded by Kalyan Dombivili Municipal Corporation (KDMC) for Commercial Development on a PPP basis. The cost includes upfront fees paid to KDMC. The management have initiated arbitration proceedings with KDMC. Considering the merits of the arbitration, the management believes that provision amounting to ₹ 716.50 Lakhs is adequate.

**10 Inventories (as valued and certified by management)** **(₹ In Lakhs)**

| Particulars | As at 31-Mar-19 | As at 31-Mar-18 |
|---|---|---|
| **(A) Inventories (valued at lower of cost and net realisable value)** | | |
| Raw Materials | 14,880.47 | 11,794.35 |
| Land | 184.21 | 184.21 |
| **(B) Material -in-transit (valued at cost)** | | |
| Raw Materials | 200.88 | 2,612.34 |
| **Total :::::** | **15,265.56** | **14,590.90** |

**11 Contract Assets - Current** **(₹ In Lakhs)**

| Particulars | As at 31-Mar-19 | As at 31-Mar-18 |
|---|---|---|
| **Unbilled Revenue (Refer Note 15 & 57)** | | |
| Considered good | 60,959.97 | - |
| Considered doubtful | 152.78 | - |
| | **61,112.75** | **-** |
| Less: Impairment allowance | (152.78) | - |
| **Total :::::** | **60,959.97** | **-** |

1) Contract assets are initially recognized for revenue earned from conctruction projects contracts, as receipt of consideration is conditional on successful completion of project milestones/certification. Upon completion of milestone and acceptance/ certification by the customer, the amounts recognised as contract assets are reclassified to trade receivables.
2) As the Company has adopted modified reterospective approach, no reclassification have been made for contract assets as at March 31, 2018 and the corresponding balances as at March 31, 2018 are shown under "Other Financial Assets - Current" as "Unbilled Revenue". At March 31, 2019, unbilled revenue has increased on account of increase in operations from business as compared to March 31, 2018.

**12 Trade Receivables-Current** **(₹ In Lakhs)**

| Particulars | As at 31-Mar-19 | As at 31-Mar-18 |
|---|---|---|
| **Unsecured:** | | |
| Considered good | 127,914.81 | 86,003.41 |
| Considered doubtful | 4,763.53 | 2,736.34 |
| | **132,678.34** | **88,739.75** |
| Less: Impairment allowance (allowance for bad and doubtful debts -refer note no 43) | (4,763.53) | (2,736.34) |
| **Total :::::** | **127,914.81** | **86,003.41** |

# Notes Forming Part of the Financial Statements

(₹ In Lakhs)

| Particulars | As at 31-Mar-19 | As at 31-Mar-18 |
|---|---|---|
| Dues from Firm / Private Limited Companies where Directors are interested | 12,136.02 | 10,068.49 |
| Dues from subsidiaries and other group companies (Refer Note No. 47 On Related Party Disclosure) | 37,943.85 | 21,269.80 |
| **Total :::::** | **50,079.87** | **31,338.29** |

1) As March 31, 2019, trade receivables has increased on account of increase in operations from business as compared to March 31, 2018

2) Trade receivables are non interest bearing and are generally on terms of 30 to 90 days in case if sale of products and in case of long term construction contracts, payment is generally due upon completion of milestone as per terms on contract. In certain contracts, advances are received before the performance obligation is satisfied

3) The Company applies the expected credit loss (ECL) model for measurement and recognition of impairment losses on trade receivables and contract assets. The Company follows the simplified approach for recognition of impairment allowance on trade receivables and contract assets. The application of the simplified approach does not require the Company to track changes in credit risk. Rather, it recognizes impairment allowance based on lifetime ECLs at each reporting date. ECL impairment loss allowance (or reversal) recognized during the period is recognized in the Statement of Profit and Loss. The amount is reflected under the head "Other expenses" in the Statement of Profit and Loss.

**4) Movement in impairment allowances on trade receivables (non current and current) and contract assets**

(₹ In Lakhs)

| Particulars | As at 31-Mar-19 | As at 31-Mar-18 |
|---|---|---|
| Balance as the beginning of the year | 3,793.67 | 2,799.63 |
| Allowances / (write back) during the year | 2,190.19 | 994.04 |
| Write off against past provision | - | - |
| Balance as at the end of the year | **5,983.86** | **3,793.67** |

**5) For receivable from related party, refer note 47**

**13 Cash and cash equivalents**

(₹ In Lakhs)

| Particulars | As at 31-Mar-19 | As at 31-Mar-18 |
|---|---|---|
| **(A) Cash & Cash Equivalents** | | |
| (I) Cash on hand | 111.96 | 52.57 |
| (II) Balances with Banks | | |
| (i) On Current account | 217.23 | 7,336.39 |
| (ii) Deposits with Original maturity less than 3 months | 1,239.36 | 151.46 |
| (iii) Unpaid Dividend Account | 4.72 | 1,501.27 |
| **Sub Total :::::** | **1,573.27** | **9,041.69** |
| **(B) Other Bank Balances** | | |
| Deposits with Remaining maturity more than 3 months and less than 12 months | 3,926.00 | 3,304.26 |
| **Sub Total :::::** | **3,926.00** | **3,304.26** |
| **Total :::::** | **5,499.27** | **12,345.95** |

(₹ In Lakhs)

| Particulars | As at 31-Mar-19 | As at 31-Mar-18 |
|---|---|---|
| **Deposits with banks held as:** | | |
| Margin Money for Working Capital | 5,106.93 | 3,394.27 |
| Lodged with Government Authorities | 55.37 | 59.60 |
| Lodged with Commercial Tax Authorities | 3.05 | 1.86 |
| **Total :::::** | **5,165.35** | **3,455.72** |

# Notes Forming Part of the Financial Statements

Changes in liabilities arising from financing activities

(₹ In Lakhs)

| Particulars | As at 1st April 2018 | Cash Flow | Non Cash Transactions | As at 31-Mar-19 |
|---|---|---|---|---|
| Non -Current Borrowings (including Current Maturities of Long-Term Debt) | 15,620.42 | 20,154.15 | 5,916.92 | 41,691.49 |

(₹ In Lakhs)

| Particulars | As at 1st April 2017 | Cash Flow | Non Cash Transactions | As at 31-Mar-18 |
|---|---|---|---|---|
| Non -Current Borrowings (including Current Maturities of Long-Term Debt) | 11,228.15 | 3,864.17 | 528.10 | 15,620.42 |

## 13 Loans - Current

(₹ In Lakhs)

| Particulars | As at 31-Mar-19 | As at 31-Mar-18 |
|---|---|---|
| **(A) Loans to related parties (Refer Note No. 38 & 47 On Related Party Disclosure)** | | |
| Unsecured: Considered good: | | |
| Subsidaries | 14,229.63 | 23,745.18 |
| **(B) Other Loans** | | |
| Considered good | 1,248.95 | 2,500.44 |
| Credit impaired | 1,251.49 | |
| | **2,500.44** | **2,500.44** |
| Less: Impairment allowance (allowance for bad and doubtful debts -refer note 56 ) | (1,251.49) | - |
| **Total :::::** | **15,478.58** | **26,245.62** |

## 15 Other Financial Asset - Current

(₹ In Lakhs)

| Particulars | As at 31-Mar-19 | As at 31-Mar-18 |
|---|---|---|
| **(A) Advances Recoverable in Cash or other Financial Assets:** | | |
| Unsecured, Considered Good | 288.77 | 179.93 |
| Unsecured, Considered Doubtful | 12.70 | 12.70 |
| Less: Provision for Impairment allowance | (12.70) | (12.70) |
| **(B) Loans & Advances to Staff** | 47.70 | 31.44 |
| **(C) Advances Recoverable in Cash or other Financial Assets from related parties** | | |
| Subsidaries | 538.17 | 1,024.64 |
| (Refer Note No. 47 On Related Party Disclosure) | | |
| **(D) Unbilled Revenue (Refer Note 11 & 57)** | - | 35,715.44 |
| Less: Impairment allowance | - | - |
| **Total :::::** | **874.64** | **36,951.45** |

## 16 Other Current Asset

(₹ In Lakhs)

| Particulars | As at 31-Mar-19 | As at 31-Mar-18 |
|---|---|---|
| **(A) Advances other than Capital Advances :** | | |
| Advances Recoverable other than in Cash | 7,709.36 | 4,716.78 |
| Less: Impairment allowance | (110.92) | (113.77) |
| **(B) Others** | | |
| Prepaid Expenses | 593.32 | 328.50 |
| Others | 29.04 | - |
| **Total :::::** | **8,220.80** | **4,931.51** |

# Notes Forming Part of the Financial Statements

**17 Equity Share Capital**

**(I) Authorised Capital:**

| Class of Shares | Par Value (₹) | **As at 31-Mar-19** | | As at 31-Mar-18 | |
|---|---|---|---|---|---|
| | | No. of Shares | Amount (₹ In Lakhs) | No. of Shares | Amount (₹ In Lakhs) |
| Equity Shares | 5 | 282,000,000 | 14,100.00 | 248,000,000 | 12,400.00 |
| **Total :::::** | | | **14,100.00** | | **12,400.00** |

**(II) Issued, Subscribed and Paid-up Capital (Fully Paid-up):**

| Class of Shares | Par Value (₹) | **As at 31-Mar-19** | | As at 31-Mar-18 | |
|---|---|---|---|---|---|
| | | No. of Shares | Amount (₹ In Lakhs) | No. of Shares | Amount (₹ In Lakhs) |
| Equity Shares | 5 | 280,723,217 | 14,036.16 | 187,148,811 | 9,357.44 |
| **Total :::::** | | | **14,036.16** | | **9,357.44** |

**(III) Terms/rights attached to equity shares:**

The Company has only one class of share capital, i.e., equity shares having face value of ₹ 5 per share. Each holder of equity share 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 preferential amounts. The distribution will be proportion to the number of Equity Shares held by the shareholders.

**(IV) Reconciliation of Number of Shares Outstanding:**

| **Class of Shares** | **As at March 31, 2019** | **As at March 31, 2018** |
|---|---|---|
| | **Equity Shares** | **Equity Shares** |
| Outstanding as at beginning of the period | 187,148,811 | 187,148,811 |
| Addition during the period | 93,574,406 | - |
| **Outstanding as at end of the period** | **280,723,217** | **187,148,811** |

**(V) Details of shares in the Company held by each shareholder holding more than 5% shares:**

| **Class of Shares** | **As at 31-Mar-19** | **As at 31-Mar-18** |
|---|---|---|
| | **Equity Shares** | **Equity Shares** |
| Shobha S. Parakh | 38,045,512 | 25,363,675 |
| Asha A. Katariya | 19,968,826 | 13,312,551 |
| Ashok M. Katairya | 15,236,036 | 9,633,775 |
| Ashok M. Katairya - HUF | 14,554,471 | 9,702,981 |

**(VI)** The aggregate number of equity shares issued by way of bonus shares in immediately preceding five financial years ended March 31, 2019 - 9,35,74,406 (previous period of five years ended March 31, 2018 - 5,26,51,030)

The Board of Directors at its meeting held on May 29, 2018, proposed a bonus issue of equity shares, in the ratio of one equity share of Rs 5 each for every two equity shares of the Company, held by the shareholders as on a record date. Subsequently the shareholders approved the same and the Company has issued the bonus shares on record date i.e. July 13, 2018.

**18 Other Equity** **(₹ In Lakhs)**

| **Particulars** | **As at 31-Mar-19** | As at 31-Mar-18 |
|---|---|---|
| **Securities Premium** | | |
| Balance as per Last balance Sheet | **79,578.57** | **79,578.57** |
| Addition During the Year | - | - |
| Deduction During the year | 4,678.72 | - |
| **As at end of year** | **74,899.85** | **79,578.57** |
| **General Reserve** | | |
| Balance as per Last balance Sheet | **7,769.11** | **7,769.11** |

# Notes Forming Part of the Financial Statements

**18 Other Equity** **(₹ In Lakhs)**

| Particulars | As at 31-Mar-19 | As at 31-Mar-18 |
|---|---|---|
| Addition During the Year | - | - |
| Transfer to Debenture Redemption Reserve | (3,750.00) | - |
| Deduction During the year | - | - |
| **As at end of year** | **4,019.11** | **7,769.11** |
| **Debenture Redemption Reserve** | | |
| Balance as per Last Balance Sheet | - | - |
| Addition During the Year | 3,750.00 | - |
| Deduction During the year | - | - |
| Transfer to General Reserve | - | - |
| **As at end of year** | **3,750.00** | **-** |
| **Surplus / Retained Earnings** | | |
| Balance as per Last balance Sheet | **95,922.96** | **75,570.97** |
| Addition During the Year | 28,616.29 | 23,700.57 |
| Deduction During the year | - | - |
| Other Comprehensive income for the year | (41.69) | (44.12) |
| **Amount available for appropriations** | **124,497.56** | **99,227.43** |
| **Appropriation :** | | |
| Transfer to General Reserve | - | - |
| Interim Dividend Paid | - | 1,497.19 |
| Final Dividend Paid | - | 1,497.41 |
| **Total Dividend** | **-** | **2,994.60** |
| Tax on Dividend | - | 309.87 |
| **As at end of year** | **124,497.56** | **95,922.96** |
| **Gross Total ::::** | **207,166.52** | **183,270.64** |

**Nature and purpose of Reserves**

**Securities Premium :**

Securities Premium is used to record the premium on issue of shares and utilised in accordance with the provisions of the Companies Act, 2013.

**General Reserve :**

General Reserve is used from time to time to transfer profits from Retained Earnings for appropriation purposes. As the General Reserve is created by a transfer from one component of equity to another and is not an item of other compressive income, Items included in General Reserve will not be reclassified subsequently to statement of profit and loss.

**Debenture Redemption Reserve :**

The Company is required to create a Debenture Redemption Reserve out of the profits which are available for payment of Dividend and for the purpose of Redemption of Debenture.

The Non Convertible Debentures amounting to ₹ 15,000 lakhs are due for redemption in FY 2021-22 and the Company is required to create Debenture Redemption Reserve (DRR) amounting to ₹ 3,750 lakhs. Accordingly DRR of ₹ 3,750 lakhs has been created during the year. The NCDs are due for redemption on April 30, 2021.

**Retained Earning :**

Retained Earning are the profit of the Company earned till date net of appropriation.

**19 Contract Liability - Non Current (Refer Note 57)**

| Particulars | As at 31-Mar-19 | As at 31-Mar-18 |
|---|---|---|
| Advance from Customers | 19,535.88 | - |
| Advance from Customers under the same Management | 16,075.15 | - |
| **Total :::::** | **35,611.03** | **-** |

# Notes Forming Part of the Financial Statements

**20 Borrowings - Non Current**

| Particulars | As at 31-Mar-19 | As at 31-Mar-18 |
|---|---|---|
| **(A)Secured - at amortized cost** | | |
| Term loans | | |
| - from banks | 10,137.77 | 5,361.89 |
| - from other parties | 8,540.67 | 1,564.23 |
| **Sub Total ::::** | **18,678.44** | **6,926.12** |
| **(B)Unsecured - at amortized cost** | | |
| (I) Non Convertible Debentures | | |
| - from others | 15,000.00 | - |
| (II) Loans from related parties (Refer Note No. 47 On Related Party Disclosure) | | |
| Subsidaries | - | 2,846.72 |
| Joint Ventures | 2,242.03 | 2,368.01 |
| **Sub Total ::::** | **17,242.03** | **5,214.73** |
| **Gross Total ::::** | **35,920.47** | **12,140.85** |

**(a) Terms of Repayments:**

| Sr. No. | Lender | Nature of Loan | Outstanding Amount (In ₹ Lakhs) | EMI Amount (In ₹ Lakhs) | Mode of Repayment | Rate of Interest | Maturity Date | Nature of Security |
|---|---|---|---|---|---|---|---|---|
| | **Term loans - From Banks (Including current maturities of Long Term Borrowings)** | | | | | | | |
| 1 | Axis Bank Ltd | Equipment & Vehicle | 4,902.58 | 125.64 | EMI | 8.00% - 9.00% (Fixed) | Various dates from 1-Aug-2022 to 5-Mar-2023 | Respective Equipments or Vehicles for which loan has been obtained |
| 2 | HDFC Bank Ltd | Equipment & Vehicle | 4,135.37 | 163.55 | EMI | 7.8% - 11.25% (Fixed) | Various dates from 5-Apr-2019 to 7-Feb-2023 | |
| 3 | HDFC Bank Ltd | Equipment & Vehicle | 3,385.04 | 173.00 | EMI | Rate equivalent to 1 year MCLR (Variable) | Various dates from 7-Oct-2020 to 7-Jan-2022 | |
| 4 | ICICI Bank Ltd | Equipment & Vehicle | 533.23 | 25.74 | EMI | 8.21% - 9.75% (Fixed) | Various dates from 1-Dec-2019 to 5-Jun-2022 | |
| 5 | Yes Bank Limited | Equipment & Vehicle | 1,986.12 | 59.98 | EMI | 9.11% - 9.88% (Fixed) | Various dates from 8-Mar-2022 to 8-Jul-2022 | |
| **Subtotal :** | | | **14,942.34** | | | | | |
| | **Term loans - From Others (Including current maturities of Long Term Borrowings)** | | | | | | | |
| 6 | Srei Equipment Finance Limited | Equipment | 6,034.31 | 211.05 | EMI | 3.60% (Fixed) | Various dates from 15-Aug-2023 to 15-Sept-2023 | Respective Equipments or Vehicles for which loan has been obtained |
| 7 | Srei Equipment Finance Limited | Equipment & Vehicle | 3,472.80 | 100.22 | EMI | 6.83% - 8.20% (Fixed) | Various dates from 5-Jun-2021 to 5-Sep-2023 | |
| **Subtotal :** | | | **9,507.11** | | | | | |
| | **Loans from related parties** | | | | | | | |
| 8 | Abhijeet Ashoka Infrastructure Pvt. Ltd. | Term Loan | 2,242.03 | 2,242.03 | On Demand | Interest Free | Bullet Repayment on Demand after April 01,2020 | Unsecured |
| **Subtotal :** | | | **2,242.03** | | | | | |

# Notes Forming Part of the Financial Statements

(a) **Terms of Repayments:**

| Sr. No. | Lender | Nature of Loan | Outstanding Amount (In ₹ Lakhs) | EMI Amount (In ₹ Lakhs) | Mode of Repayment | Rate of Interest | Maturity Date | Nature of Security |
|---|---|---|---|---|---|---|---|---|
| | **Non Convertible Debentures** | | | | | | | |
| 9 | ICICI Prudential Asset Management Co Ltd. | NCD | 15,000.00 | 15,000.00 | On Maturity | 9.80% (Fixed) | April 30,2021 | Unsecured |
| **Subtotal :** | | | **15,000.00** | | | | | |
| **Total :** | | | **41,691.49** | | | | | |

(b) Due to companies under the same management / subsidiaries : **(₹ In Lakhs)**

| **Particulars** | **As at 31-Mar-19** | As at 31-Mar-18 |
|---|---|---|
| Abhijeet Ashoka Infrastructure Pvt Ltd. | 2,242.03 | 2,368.01 |
| Jaora Nayagaon Toll Road Co Pvt Ltd. | - | 2,846.72 |
| **Total :::::** | **2,242.03** | **5,214.73** |

**21 Other financial liabilities- Non Current** **(₹ In Lakhs)**

| **Particulars** | **As at 31-Mar-19** | As at 31-Mar-18 |
|---|---|---|
| Derivaties | 575.15 | - |
| **Total :::::** | **575.15** | **-** |

**22 Long Term Provisions** **(₹ In Lakhs)**

| **Particulars** | **As at 31-Mar-19** | As at 31-Mar-18 |
|---|---|---|
| Provision for Scheduled Maintenance | 678.18 | 426.96 |
| Provision for DLP / Warranties | 4,531.91 | 2,037.69 |
| **Provision for Employee's Benefits:** | | |
| Provision for compensated Absences | 241.34 | 192.15 |
| Provision for Gratuity | 146.37 | - |
| **Total ::::** | **5,597.80** | **2,656.80** |

**23 Other Non Current liabilities (Refer Note 24 & 57)** **(₹ In Lakhs)**

| **Particulars** | **As at 31-Mar-19** | As at 31-Mar-18 |
|---|---|---|
| Advance from Customers | - | 17,270.83 |
| **Total ::::** | **-** | **17,270.83** |

**24 Contract Liability - Current (Refer Note 23, 28 & 57)** **(₹ In Lakhs)**

| **Particulars** | **As at 31-Mar-19** | As at 31-Mar-18 |
|---|---|---|
| Advance from Customers | 25,115.03 | - |
| Advance from Customers under the same Management | 5,767.26 | - |
| Others : Unearned Revenue | 29,836.26 | - |
| **Total ::::** | **60,718.55** | **-** |

1) Contract liability is recognized when the payment is made or payment is due (whichever is earlier), if a customer pays consideration before the Company transfers goods or services to the customer. Contract liabilities are recognized as revenue when the Company performs under the Contract.
2) As the Company has adopted modified retrospective approach, no reclassification have been made for contract liabilities as at March 31, 2018 and the corresponding balances as at March 31, 2018 are shown under "Other Non Current Liabilities" and "Other Current Liabilities" as "Unearned Revenue", "Advances from Customers" and "Advances from Customers under same management". At March 31, 2019, unearned revenue has increased on account of increase in operations from business as compared to March 31, 2018.

# Notes Forming Part of the Financial Statements

**25 Borrowings - Current** **(₹ In Lakhs)**

| **Particulars** | **As at 31-Mar-19** | As at 31-Mar-18 |
|---|---|---|
| **(A) Secured - at amortized cost** | | |
| (I) Loans repayable on demand from bank | | |
| Cash Credits | 13,106.03 | - |
| Working Capital Demand Loan | 2,999.98 | - |
| Supply chain finance | 11,439.65 | 373.06 |
| **Sub Total ::::** | **27,545.66** | **373.06** |
| **(B) Unsecured - at amortized cost** | | |
| Commercials Papers | 5,000.00 | - |
| Loans from related parties (refer note no 47) | 4,593.82 | - |
| **Total ::::** | **37,139.48** | **373.06** |

**Terms of Repayments:**

| **Sr. No.** | **Particulars of Lender** | **Nature of Loan** | **Terms of Repayment** | **Outstanding Amount (In ₹ Lakhs)** | **Interest Type** | **Rate of Interest** | **Nature of Security** |
|---|---|---|---|---|---|---|---|
| | **From Banks** | | | | | | |
| 1 | Axis Bank Ltd. | Cash Credits / Working Capital Demand Loan | Sanctioned for a period of one year and renewal on yearly basis. | 4,383.45 | Variable | 3 Month MCLR + Spread | **Primary**<br>Hypothecation charge on Pari passu basis on entire Current Assets of the company except current assets under BOT Projects<br>**Collatoral**<br>First Pari passu charge on following<br>1. Fixed Assets of the company, exculding<br>a. Those Plant, Machinery and equipments that are already charged to other banks / FI's.<br>b. Discrete properties located at project sites. However negative lien on these properties will be given to the consortium banks.<br>2. Negative lien on Movable and Immovable fixed assets of the company<br>3. Charge on Ashoka House, Nashik.<br>4.Mortage of Land at Village-Talegaon Budruk, Tal - Igatpuri, Dist., Nashik.<br>5. Residual charge on "Right to Collect Toll".<br>6.Undertaking From ABL for non -disposal of investments in SPV's through Ashoka Concessions Ltd. |
| 2 | Bank of India | | | 3,333.15 | | 3 Month MCLR + Spread | |
| 3 | Bank of Maharashtra | | | 2,276.70 | | 1 Year MCLR + Spread | |
| 4 | Canara Bank | | | - | | 1 Year MCLR + Spread | |
| 5 | Corporation Bank | | | 2,210.47 | | 1 Year MCLR + Spread | |
| 6 | Exim Bank | | | | | To be advised at the time of project specific approval. | |
| 7 | Federal Bank Ltd. | | | - | | 1 Year MCLR + Spread | |
| 8 | IDFC Bank Ltd | | | 765.14 | | 1 Year MCLR + Spread | |
| 9 | State Bank of India | | | 105.63 | | 3 Month MCLR + Spread | |
| 10 | State Bank of India - WCDL | | | 2,999.98 | Fixed | 8.45% for 90 days | |
| 11 | RBL Bank Ltd | | | 31.49 | Variable | 3 Month MCLR + Spread | |
| 12 | Yes Bank Ltd | | | - | | 3 Month MCLR + Spread | |
| | **Sub Total ::::** | | | **16,106.01** | | | |

**Note :** Ashoka WC Consortium consists of above Twelve banks with Axis Bank as Lead Lender and Axis Trustee Services Ltd as a Security Trustee

## Notes Forming Part of the Financial Statements

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| 1 | ICICI Prudential Liquid Fund | Commercial Paper | On May 24, 2019 | 5,000.00 | Fixed | 8.65% | Unsecured |
| | **Sub Total ::::** | | | **5,000.00** | | | |
| | **From Banks** | | | | | | |
| 1 | IDFC Bank Ltd | Supply Chain Finance | 90 days | 725.69 | Variable | IDFC Bank applicable MCLR | Secured |
| 2 | State Bank of India | | | 10,713.97 | | 3 Month MCLR + Spread | |
| | **Sub Total ::::** | | | **11,439.66** | | | |
| **Loans from related parties** | | | | | | | |
| 1 | Jaora Nayagaon Toll Road Co Pvt Ltd | Term Loan | Bullet Repayment on Demand after April 01,2019 | 3,097.28 | Variable | Cost of funding of the Company + 1% (Variable) | Unsecured |
| 2 | Ashoka GVR Mudhol Nipani Roads Ltd. | | Within 30 days from Receipt of Demand Notice | 1,496.54 | | | |
| **Sub Total ::::** | | | | **4,593.82** | | | |

(b) Due to companies under the same management / subsidiaries: **(₹ In Lakhs)**

| **Particulars** | **As at 31-Mar-19** | As at 31-Mar-18 |
|---|---|---|
| Jaora Nayagaon Toll Road Co Pvt Ltd. | 3,097.28 | - |
| Ashoka GVR Mudhol Nipani Roads Ltd. | 1,496.54 | - |

**26 Trade Payables - Current** **(₹ In Lakhs)**

| **Particulars** | **As at 31-Mar-19** | As at 31-Mar-18 |
|---|---|---|
| **(A) Trade Payables:** | | |
| Total outstanding dues of micro enterprises and small enterprises | 4,820.74 | 1,750.31 |
| Total outstanding dues of creditors other than micro enterprises and small enterprises. | 79,657.90 | 56,453.09 |
| **(B) Acceptances** | 4,190.12 | 1,068.16 |
| **Total ::::** | **88,668.76** | **59,271.56** |
| | | |

(Refer Note no 53 for disclosuers under section 22 of Micro, Small and Medium Enterprises Development Act, 2006)

**27 Other Financial liabilities - Current** **(₹ In Lakhs)**

| **Particulars** | **As at 31-Mar-19** | As at 31-Mar-18 |
|---|---|---|
| Current Maturities of Long-Term Debt (Refer Note No 20) | 5,771.01 | 3,479.55 |
| Capital Creditors | 801.24 | 667.46 |
| Dividend Payable | 4.72 | 1,501.27 |
| Advances towards Sale of Investment | 11,701.25 | 11,701.25 |
| Due to Employees | 1,396.60 | 354.75 |
| Other Payables (Refer Note No 4 (iv) ) | 1,494.49 | 1,694.30 |
| **Total ::::** | **21,169.31** | **19,398.58** |

**28 Other current liabilities** **(₹ In Lakhs)**

| **Particulars** | **As at 31-Mar-19** | As at 31-Mar-18 |
|---|---|---|
| Advance from Customers (Refer Note 24 & 57) | - | 33,746.50 |
| Advance from Customers under the same Management (Refer Note 24 & 57) | - | 16,247.86 |
| Unearned Revenue (Refer Note 24 & 57) | - | 10,761.66 |
| Duties & Taxes | 1,515.57 | 5,793.93 |
| **Total ::::** | **1,515.57** | **66,549.95** |

# Notes Forming Part of the Financial Statements

**29 Provisions - Current** **(₹ In Lakhs)**

| Particulars | As at 31-Mar-19 | As at 31-Mar-18 |
|---|---|---|
| Provision for Compensated Absences | 174.06 | 146.34 |
| Provision for Gratuity | 82.26 | 59.91 |
| Provision for Onerous Contract (refer note 50) | 40.55 | 40.55 |
| Provision for Defect Liability Period (refer note 50) | 1,102.60 | 3,132.39 |
| **Total ::::** | **1,399.47** | **3,379.19** |

**30 Current Tax Liabilities** **(₹ In Lakhs)**

| Particulars | As at 31-Mar-19 | As at 31-Mar-18 |
|---|---|---|
| Income tax Liabilities (net of advance taxes) | 1,775.91 | 4.35 |
| **Total ::::** | **1,775.91** | **4.35** |

**31 Revenue From Operations** **(₹ In Lakhs)**

| Particulars | For the Year ended 31-Mar-19 | For the Year ended 31-Mar-18 |
|---|---|---|
| **I) Revenue from contracts with customers** | | |
| **(A) Contract Revenue:** | **358,901.91** | 226,361.02 |
| **(B) Sales:** | | |
| Ready Mix Concrete | 15,749.64 | 13,766.36 |
| Machinery , Equipments & Others | 1,717.47 | 647.86 |
| **(B) Sales of Goods:** | **17,467.11** | **14,414.22** |
| **(C) Toll Collection** | 3,168.16 | 3,114.84 |
| | **379,537.18** | 243,890.08 |
| **II) Other Operating Revenue** | **2,527.18** | 936.19 |
| **Total :::::** | **382,064.36** | **244,826.27** |

**A) Disaggregated revenue information**

Disaggregation of the Company's revenue from contract with customers are as follows:

**(₹ In Lakhs)**

| Particulars | For the Year ended 31-Mar-19 | For the Year ended 31-Mar-18 |
|---|---|---|
| **Segment - A (Construction & Contract)** | | |
| (a) Revenue from construction contract | 358,901.91 | 226,361.02 |
| (b) Sale of machinery and equipment | 1,717.47 | 647.86 |
| **Segment - B (Sale of goods)** | | |
| Sale of Ready Mix Concrete | 15,749.64 | 13,766.36 |
| **Segment - C (BOT)** | | |
| Revenue from toll operation | 3,168.16 | 3,114.84 |
| **Total revenue from contract with customers** | **379,537.18** | **243,890.08** |

**B) Set out below is the amount of revenue recognized from:** **(₹ In Lakhs)**

| Particulars | For the Year ended 31-Mar-19 |
|---|---|
| (a) Amounts included in contract liabilities at the beginning of the year | 10,520.96 |
| (b) Performance obligation satisfied in previous years | (8,365.74) |

# Notes Forming Part of the Financial Statements

**C) Reconciling the amount of revenue recognised in the statement of profit and loss with the contracted price** **(₹ In Lakhs)**

| **Particulars** | **For the Year ended 31-Mar-19** |
|---|---|
| Revenue as per contracted price | 348,413.47 |
| Adjustments | |
| Add: Unbilled on account of work under certification | 60,959.97 |
| Less: Billing in excess of contract revenue | (29,836.26) |
| **Revenue from contract with customers** | **379,537.18** |

**D) Performance obligation**

The transaction price allocated to the remaining performance obligation (unsatisfied or partially unsatisfied) as at March 31, 2019 is ₹ 8,01,826.74 lakhs, out of which, majority is expected to be recognized as revenue within a period of one year.

**32 Other Income** **(₹ In Lakhs)**

| **Particulars** | **For the Year ended 31-Mar-19** | For the Year ended 31-Mar-18 |
|---|---|---|
| **(A) Interest Income on financials assets carried at Cost/Amortised Cost:** | | |
| Interest on Bank Deposits | 368.37 | 320.91 |
| Interest from Subsidiaries and Joint Ventures | 7,517.79 | 3,620.91 |
| Interest on Others | 55.12 | 374.30 |
| Profit on sale of Investments | 102.86 | - |
| Unwinding of discount on financials assets carried at amortised cost | 57.89 | 52.39 |
| **(B) Income from Dividend:** | | |
| (From Non Current Investments) | | |
| From Subsidiaries | - | 1,471.23 |
| From Joint Ventures | 540.00 | - |
| **(C) Other Non Operating Income:** | | |
| Amortisation of Financial Guarantee | 211.95 | 206.67 |
| Profit / (Loss) on sale of Assets (net) | 68.40 | 66.79 |
| Profit from Partnership Firms and AOPs | 984.53 | 2,179.10 |
| Miscellaneous Income | 1,662.78 | 1,271.03 |
| Net gain on Investments carried through Fair Value through Profit and loss | - | 215.82 |
| **Total :::::** | **11,569.69** | **9,779.15** |

**33 Cost of Materials Consumed** **(₹ In Lakhs)**

| **Particulars** | | **For the Year ended 31-Mar-19** | For the Year ended 31-Mar-18 |
|---|---|---|---|
| **(A) Construction Material** | | | |
| Consumption of Construction Materials | | 140,189.34 | 76,967.21 |
| Changes in Inventories of Stock in Trade | | (2,761.55) | (3,018.72) |
| | (a) | **137,427.79** | **73,948.49** |
| **(B) Sale of Goods:** | | | |
| Purchase of Raw Material | | 10,810.53 | 8,035.88 |
| Changes in Inventories of Stock in Trade | | (72.94) | (200.52) |
| | (b) | **10,737.59** | **7,835.36** |
| **Total :::::** | (a+b) | **148,165.38** | **81,783.85** |

# Notes Forming Part of the Financial Statements

**34 Construction Expenses** **(₹ In Lakhs)**

| Particulars | For the Year ended 31-Mar-19 | For the Year ended 31-Mar-18 |
|---|---|---|
| Sub-contracting Charges | 119,227.91 | 88,133.00 |
| Transport and Material Handling Charges | 5,955.91 | 4,505.70 |
| Repair to Machineries | 3,063.70 | 2,540.23 |
| Equipment / Machinery Hire Charges | 4,238.71 | 3,807.32 |
| Oil, Lubricant & Fuel | 14,960.04 | 9,722.91 |
| Other Construction Expenses | 101.42 | 61.98 |
| Power & Water Charges | 703.90 | 522.52 |
| Technical Consultancy Charges | 2,626.98 | 1,715.14 |
| Rates & Taxes | 549.36 | 742.42 |
| Security / Service Charges | 738.04 | 543.81 |
| Contract Price Variations | 97.39 | 155.06 |
| Resurfacing Obligation Cost | 191.83 | 383.66 |
| Maintenance Cost for Defect liability period | 2,377.13 | 625.75 |
| **Total :::::** | **154,832.32** | **113,459.50** |

**35 Employee Benefits Expenses** **(₹ In Lakhs)**

| Particulars | For the Year ended 31-Mar-19 | For the Year ended 31-Mar-18 |
|---|---|---|
| Salaries, Wages and Allowances | 13,302.41 | 9,927.98 |
| Contribution to Provident and Other Funds | 552.79 | 391.46 |
| Contribution to Defined Benefit Plan | 509.00 | 178.93 |
| Staff Welfare Expenses | 538.75 | 170.04 |
| **Total :::::** | **14,902.95** | **10,668.41** |

Refer note no. 46 for details of Defined contribution scheme and defined benefit plan

**36 Finance Cost** **(₹ In Lakhs)**

| Particulars | For the Year ended 31-Mar-19 | For the Year ended 31-Mar-18 |
|---|---|---|
| Interest on Loans | 6,344.61 | 3,139.82 |
| MTM Loss | 30.48 | - |
| Bank Charges | 1,268.01 | 1,030.54 |
| Unwinding of provision for Defect Liability Period | 556.69 | 437.43 |
| Unwinding of discount on financials liabilities carried at amortised cost | 868.97 | 245.60 |
| **Total :::::** | **9,068.76** | **4,853.39** |

# Notes Forming Part of the Financial Statements

**37 Other Expenses** **(₹ In Lakhs)**

| **Particulars** | **For the Year ended 31-Mar-19** | For the Year ended 31-Mar-18 |
|---|---|---|
| Rent | 1,480.63 | 1,770.96 |
| Insurance | 780.65 | 627.90 |
| Printing and Stationery | 368.56 | 122.80 |
| Travelling & Conveyance | 769.02 | 503.36 |
| Communication | 222.46 | 204.38 |
| Vehicle Running Charges | 992.42 | 756.50 |
| Legal & Professional Fees | 889.67 | 679.60 |
| Corporate Social Responsibility | 1,390.86 | 96.93 |
| Provision for obligation towards Investor in Subsidiary (Refer note 55) | 1,590.00 | 2,000.00 |
| Impairment allowances – Trade and other receivables | 2,037.40 | 994.04 |
| Impairment allowances – doubtful advances | 149.93 | 699.79 |
| Director's Sitting Fee | 38.40 | 29.40 |
| Auditor's Remuneration | 97.76 | 84.61 |
| Tender Fee | 34.10 | 76.24 |
| Repairs & Maintainace | 257.48 | 49.25 |
| Miscellaneous Expenses | 1,546.37 | 679.29 |
| **Total :::::** | **12,645.70** | **9,375.04** |

**38 : Particulars in respect of loans and advances in the nature of loans to related parties as required by the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:**

**(₹ In Lakhs)**

| **Sr. No.** | **Particulars** | **Type of Related Party** | **Balance as at** | | **Maximum Outstanding as at** | |
|---|---|---|---|---|---|---|
| | | | **31-Mar-19** | **31-Mar-18** | **31-Mar-19** | **31-Mar-18** |
| 1 | Viva Highways Ltd. | Wholly Owned Subsidiaries | 8,106.24 | 7,420.62 | 8,106.24 | 7,420.62 |
| 2 | Ashoka Infrastrcture Ltd. | Wholly Owned Subsidiaries | 302.73 | 216.67 | 302.73 | 216.67 |
| 3 | Ashoka Infraways Ltd. | Wholly Owned Subsidiaries | - | 507.19 | 507.19 | 507.19 |
| 4 | Ashoka Path Nirman (Nasik) Pvt Ltd. | Wholly Owned Subsidiaries | 2.00 | 1.00 | 2.00 | 1.00 |
| 5 | Viva Infrastructures Ltd. | Wholly Owned Subsidiaries | 3,808.72 | 2,799.82 | 3,808.72 | 2,799.82 |
| 6 | Ashoka Bagewadi Saundatti Road Ltd. | Wholly Owned Subsidiaries | 2,871.00 | 1,675.00 | 3,053.00 | 1,675.00 |
| 7 | Ashoka Hungund Talikot Road Ltd. | Wholly Owned Subsidiaries | 1,420.00 | 1,125.00 | 1,420.00 | 2,275.00 |
| 8 | Ashoka Aerospace Pvt Ltd. | Wholly Owned Subsidiaries | 3.54 | 3.22 | 3.54 | 3.22 |
| 9 | Ashoka Highway Research Centre Pvt Ltd. | Wholly Owned Subsidiaries | 9.72 | 8.87 | 9.72 | 8.87 |

# Notes Forming Part of the Financial Statements

(₹ In Lakhs)

| Sr. No. | Particulars | Type of Related Party | Balance as at | | Maximum Outstanding as at | |
|---|---|---|---|---|---|---|
| | | | 31-Mar-19 | 31-Mar-18 | 31-Mar-19 | 31-Mar-18 |
| 10 | Ratnagiri Natural Gas Pvt. Ltd. | Wholly Owned Subsidiaries | 1.33 | - | 1.33 | - |
| 11 | Ashoka Concessions Ltd. | Subsidiary | 52,916.57 | 11,524.74 | 52,916.57 | 11,724.74 |
| 12 | Ashoka DSC Katni Bypass Road Ltd. | Subsidiary | - | 154.52 | 258.01 | 154.52 |
| 13 | Ashoka GVR Mudhol Nipani Roads Ltd. | Subsidiary | - | - | 7.10 | 5,027.75 |
| 14 | Unison Enviro Pvt Ltd. | Subsidiary | 31.07 | 720.30 | 3,672.93 | 720.30 |
| 15 | Ashoka Highways (Bhandara) Ltd. | Stepdown Subsidiaries | 4,750.32 | 3,040.55 | 4,750.32 | 3,040.55 |
| 16 | Ashoka Highways (Durg) Ltd. | Stepdown Subsidiaries | 3,822.49 | 1,711.05 | 3,850.18 | 2,599.81 |
| 17 | Ashoka Khairatunda Barwa Adda Road Ltd. | Stepdown Subsidiaries | 2.40 | - | 54.01 | - |
| 18 | Ashoka Karadi Banwara Road Pvt. Ltd. | Stepdown Subsidiaries | 3.50 | - | 70.25 | - |
| 19 | Ashoka Mallasandra Karadi Road Pvt. Ltd. | Stepdown Subsidiaries | 22.40 | - | 50.18 | - |
| 20 | Ashoka Belgaum Khanapur Road Pvt. Ltd. | Stepdown Subsidiaries | 21.67 | - | 52.86 | - |
| 21 | Ashoka Ankleshwar Manubar Expressway Pvt.Ltd. | Stepdown Subsidiaries | 52.43 | - | 99.03 | - |
| 22 | Ashoka Dhankuni Kharagpur Tollway Ltd. | Stepdown Subsidiaries | 5.50 | - | 24.94 | - |
| 23 | Ashoka Belgaum Dharwad Tollway Ltd. | Stepdown Subsidiaries | 1.75 | - | 8.88 | - |
| 24 | Ashoka Sambalpur Baragarh Tollway Ltd. | Stepdown Subsidiaries | 4.40 | - | 22.50 | - |
| 25 | Ashoka Kharar Ludhiana Road Ltd. | Stepdown Subsidiaries | 17.38 | - | 672.06 | - |
| 26 | Ashoka Ranastalam Anandpuram Road Ltd. | Stepdown Subsidiaries | 12.56 | - | 80.49 | - |
| 27 | GVR Ashoka Chennai ORR Ltd. | Joint Ventures | 10,325.92 | 6,900.97 | 10,325.92 | 8,956.97 |
| | **Total** | | **88,515.64** | **37,809.52** | | |

**Note 39 : Corporate Social Responsibility**

(₹ In Lakhs)

| | | Particulars | As at March 31, 2019 | As at March 31, 2018 |
|---|---|---|---|---|
| (a) | Gross amount required to be spent by the company during the period | | 445.53 | 366.16 |
| (b) | Amount Spent during the period | | | |
| | (i) | Construction / Acquition of any assets | - | - |
| | (ii) | On the purpose other than above (b) (i) in Cash | 1,390.86 | 96.93 |
| | (iii) | In Purpose other than above (b) (ii) yet to be paid in Cash | - | - |
| **Amount unspent during the period** | | | **-** | **269.23** |

# Notes Forming Part of the Financial Statements

**Note 40 : Capital management**

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

Debt is defined as long-term borrowings, current maturities of long-term borrowings, short-term borrowings and interest accrued thereon (excluding financial guarantee contracts).

Capital includes equity attributable to the equity holders to ensure that it maintains an efficient capital structure and healthy capital ratios in order to support its business and maximise shareholder value. The Company manages its capital structure and makes adjustments to it, in light of changes in economic conditions or its business requirements. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes during the year ended March 31, 2019 and March 31, 2018.

**Gearing ratio** **(₹ In Lakhs)**

| Particulars | As at March 31, 2019 | As at March 31, 2018 |
|---|---|---|
| Borrowings | 78,830.96 | 15,993.46 |
| Less: cash and cash equivalents (Note 13) | (1,573.27) | (9,041.69) |
| **Net debt** | **77,257.69** | **6,951.77** |
| Equity | 221,202.68 | 192,628.08 |
| **Total sponsor capital** | **221,202.68** | **192,628.08** |
| **Capital and net debt** | **298,460.37** | **199,579.85** |
| Gearing ratio (%) | **25.89%** | **3.48 %** |

In order to achieve its overall objective, the Company's management amongst other things, aims to ensure that it meets the financial covenants attached to the borrowings. Breaches in meeting the financial covenants would permit the bank to seek action as per terms of the agreement.

**Note 41 : Financial Instruments – Fair Values And Risk Management**

The carrying values and fair value of financials instruments of the Company are as follows:

| Particulars | Carrying amount | | Fair Value | |
|---|---|---|---|---|
| | As at March 31, 2019 | As at March 31, 2018 | As at March 31, 2019 | As at March 31, 2018 |
| **Financial Assets** | | | | |
| Financial assets measured at amortised cost | | | | |
| Loans (Note 6 & 14) | 81,172.55 | 37,548.14 | 81,172.55 | 37,548.14 |
| Trade receivable (Note 5 & 12) | 155,133.40 | 101,174.26 | 155,133.40 | 101,174.26 |
| Cash and cash equivalents (Note 13) | 1,573.27 | 9,041.69 | 1,573.27 | 9,041.69 |
| Bank balances other than Cash & Cash equivalents (Note 13) | 3,926.00 | 3,304.26 | 3,926.00 | 3,304.26 |
| Other Financial Assets (Note 7 & 15) | 3,496.51 | 40,422.82 | 3,496.51 | 40,422.82 |
| Financial assets mandatory measured at Fair Value Through Profit and Loss (FVTPL) | | | | |
| Investments @# (Note 4) | 5,183.12 | 5,778.06 | 5,183.12 | 5,778.06 |
| **Financial Liabilities measured at mortised cost** | | | | |
| Borrowings - Fixed (Note 20, 25 & 27) | 44,064.40 | 8,372.36 | 44,064.40 | 8,372.36 |
| Borrowings - Floating (Note 20, 25 & 27 ) | 34,766.56 | 7,621.09 | 34,766.56 | 7,621.09 |
| Trade payable (Note 26) | 88,668.76 | 59,271.56 | 88,668.76 | 59,271.56 |
| Financial Guarantee liabilities | 572.54 | 1,614.37 | 572.54 | 1,614.37 |
| Obligation towards Investor in Subsidiary (Note 55) | 18,990.00 | 17,400.00 | 18,990.00 | 17,400.00 |
| Others financial liabilities (Note 27) | 15,398.30 | 15,919.03 | 15,398.30 | 15,919.03 |
| Financial liabilities measured at Fair Value through Profit and Loss (FVTPL) others Financial liabilities (Note 21) | 575.15 | | 575.15 | |

@# Other Investment in subsidiaries, Joint Ventures are accounted at cost in accordance with Ind AS 27.

**NOTE:**

1. The management assessed that carrying amount of all other financial instruments are reasonable approximation of the fair value.
2. Fair value of Investments carried at amortised cost has been determined using approved valuation technique of net assets value method.

# Notes Forming Part of the Financial Statements

**Note 42 : Fair Value Hierarchy**

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as of March 31, 2019:

**(₹ In Lakhs)**

| Particulars | Fair value measurement as at March 31, 2019 | | |
|---|---|---|---|
| | Level 1 | Level 2 | Level 3 |
| **Financial Assets** | | | |
| Financial assets measured at Fair Value Through Profit and Loss (FVTPL) | | | |
| Investments | - | - | 5,183.12 |
| **Financial Liabilities** | | | |
| Financial liabilities measured at Amortised Cost | | | |
| Obligation towards Investor in Subsidiary | - | - | 18,990.00 |

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as of March 31, 2018:

**(₹ In Lakhs)**

| Particulars | Fair value measurement as at March 31, 2018 | | |
|---|---|---|---|
| | Level 1 | Level 2 | Level 3 |
| **Financial Assets** | | | |
| Financial assets measured at Fair Value Through Profit and Loss (FVTPL) | | | |
| Investments | - | - | 5,778.06 |
| **Financial Liabilities** | | | |
| Financial liabilities measured at Amortised Cost | | | |
| Obligation towards Investor in Subsidiary | - | - | 17,400.00 |

**Valuation technique used to determine fair value:**

- Inputs included in Level 1 of Fair Value Hierarchy are based on prices quoted in stock exchange and/or NAV declared by the Funds.
- Inputs included in Level 2 of Fair Value Hierarchy have been valued based on inputs from banks and other recognised institutions such as FIMMDA/FEDAI.
- Inputs included in Level 3 of Fair Value Hierarchy have been valued using acceptable valuation techniques such as Net Asset Value and/or Discounted Cash Flow Method.

**Note:** All financial instruments for which fair value is recognised or disclosed are categorised within the fair value hierarchy described as above, based on the lowest level input that is significant to the fair value measurement as a whole.

**Note 43 : Financial risk management objectives and policies**

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework.

The Company has exposure to the following risks arising from financial instruments:

(A) Credit risk:

(B) Liquidity risk: and

(C) Market risk:

# Notes Forming Part of the Financial Statements

### (A) 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 loans and advances.

The Company's customer profile include public sector enterprises, state owned companies, group entities, individual and corporates customer. General payment terms include mobilisation advance, monthly progress payments with a credit period ranging from 45 to 90 days and certain retention money to be released at the end of the project. In some cases retentions are substituted with bank/ corporate guarantees. The Company has a detailed review mechanism of overdue customer receivables at various levels within organisation to ensure proper attention and focus for realisation.

Credit risk on trade receivables and unbilled work-in-progress is limited. as the customers of the Company mainly consists of the government promoted entities having a strong credit worthiness. The provision matrix takes into account available external and internal credit risk factors such as companies historical experience for customers.

**The exposure to credit risk for trade and other receivables by type of counterparty was as follows :**

**Financial assets** **(₹ In Lakhs)**

| Particulars | As at March 31, 2019 | As at March 31, 2018 |
|---|---|---|
| Loans (Note 6 & 14) | 81,172.55 | 37,548.14 |
| Trade receivable (Note 5 & 12) | 155,133.40 | 101,174.26 |
| Other Financial Assets (Note 7 & 15) | 3,496.51 | 40,422.82 |
| **Total financial assets carried at amortised cost** | **239,802.46** | **179,145.22** |

**Concentration of credit risk**

The following table gives details in respect of percentage of dues from Major category of receivables and loans i.e. government promoted agencies and others.

**(₹ In Lakhs)**

| Particulars | As at March 31, 2019 | As at March 31, 2018 |
|---|---|---|
| From Government Promoted Agencies | 80,938.18 | 85,688.71 |
| From Group entities | | |
| Trade Receivable | 51,757.47 | 36,825.40 |
| Loan | 81,172.55 | 37,548.14 |
| Unbilled | - | 5,443.88 |
| From RMC Debtors | 4,456.71 | 3,644.59 |
| From others | 21,477.56 | 9,994.51 |
| **Total** | **239,802.47** | 179,145.23 |

The following table gives concentration of credit risk in terms of Top 10 amounts receivable from customers **(₹ In Lakhs)**

| Particulars | As at March 31, 2019 | As at March 31, 2018 |
|---|---|---|
| Trade Receivable | 79,082.15 | 74,877.68 |
| % of Gross Trade Receivable | 50.98% | 52.88% |

**Credit Risk Exposure**

The exposure to credit risk for trade and other receivables by type of counterparty was as follows: **(₹ In Lakhs)**

| Particulars | As at March 31, 2019 | As at March 31, 2018 |
|---|---|---|
| Opening Balance | 3,793.67 | 2,799.63 |
| Add: Impairment allowance made/(Reversed) | 3,186.19 | 994.04 |
| Less: Written off | (1,148.79) | - |
| Closing Balance (Refer Note 5 & 12) | **5,831.07** | **3,793.67** |

# Notes Forming Part of the Financial Statements

(₹ In Lakhs)

| Particulars | As at March 31, 2019 | As at March 31, 2018 |
|---|---|---|
| Opening Balance | 896.56 | 1,744.22 |
| Add: Impairment allowance for doubftful advance | 152.78 | 699.79 |
| Less: Written off | - | 1,547.45 |
| Closing Balance (Refer Note 9 & 11) | **1,049.34** | **896.56** |

Impairment allowance on Doubftful debts / Doubftul advances : The provisions are made against Trade receivable/Advances based on "expected credit loss" model as per Ind AS 109.

Management believes that the unimpaired amounts which are past due are collectible in full.

**Cash and cash equivalents**

Cash and cash equivalents (excluding cash on hand) of ₹ 1461.31 lakhs at March 31, 2019 (March 31, 2018: ₹ 8989.12 lakhs. The cash and cash equivalents (excluding cash on hand) are held with bank and financial institution counterparties with good credit rating.

**Bank Balances other than Cash & cash equivalents**

Bank Balances other than Cash and cash equivalents of ₹ 3926.00 lakhs at March 31, 2019 (March 31, 2018: ₹ 3304.26 lakhs). The Bank Balances other than cash and cash equivalents are held with bank and financial institution counterparties with good credit rating.

**Investments & Loan**

Investments & Loan are with only group company in relation to the project execution hence the credit risk is very limited.

**(B) Liquidity Risk**

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company manages liquidity risk by maintaining sufficient cash and marketable securities and by having access to funding through an adequate amount of committed credit lines. Management regularly monitors the position of cash and cash equivalents vis-à-vis projections. Assessment of maturity profiles of financial assets and financial liabilities including debt financing plans and maintenance of Balance Sheet liquidity ratios are considered while reviewing the liquidity position.

The Company's maximum exposure relating to financial guarantees and financial instruments is noted in note no. 18, 22 , 23 & 24 and the liquidity table below:

(₹ In Lakhs)

| Particulars | Less than 1 year | 1 to 5 years | >5 years | Total |
|---|---|---|---|---|
| **As at March 31, 2019** | | | | |
| **Financial Liabilities** | | | | |
| Borrowings | 50,270.44 | 39,995.84 | - | 90,266.28 |
| Trade Payables | 88,668.76 | - | - | 88,668.76 |
| Others | 15,398.30 | - | - | 15,398.30 |
| **Contingent Financial Liabilities** | | | | |
| Bank Guarantees | 174,075.57 | 50,303.29 | - | 224,378.86 |
| Corporate Guarantees | 35,040.10 | - | - | 35,040.10 |
| **Total** | **3,63,453.17** | **90,299.13** | **-** | **4,53,752.31** |
| **As at March 31, 2018** | | | | |
| **Financial Liabilities** | | | | |
| Borrowings | 4,616.15 | 13,282.38 | - | 17,898.53 |
| Trade Payables | 59,271.56 | - | - | 59,271.56 |
| Others | 15,919.03 | - | - | 15,919.03 |
| **Total** | **79,806.74** | **13,282.38** | **-** | **93,089.12** |

# Notes Forming Part of the Financial Statements

**(C) Market Risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk:

i. Currency risk

ii. Interest rate risk

iii. Other price risk such as Commodity risk and Equity price risk.

The following table summaries the carrying amount of financial assets and liabilities recorded at the end of the year by categories:

**Carrying amount of Financial Assets and Liabilities:** **(₹ In Lakhs)**

| Particulars | As at March 31, 2019 | As at March 31, 2018 |
|---|---|---|
| **Financial assets** | | |
| Investments | 1,36,406.83 | 1,34,620.66 |
| Loans | 81,172.55 | 37,548.14 |
| Trade receivable | 1,55,133.40 | 1,01,174.26 |
| Cash and cash equivalents | 1,573.27 | 9,041.69 |
| Bank balances other than Cash & Cash equivalents | 3,926.00 | 3,304.26 |
| Other Financial Assets | 3,496.51 | 40,422.82 |
| **Total financial assets** | **3,81,708.56** | **3,26,111.84** |

**(₹ In Lakhs)**

| Particulars | As at March 31, 2019 | As at March 31, 2018 |
|---|---|---|
| **Financial liabilities** | | |
| Borrowings - Fixed | 44,064.40 | 8,372.36 |
| Borrowings - Floating | 34,766.56 | 7,621.09 |
| Trade payables | 88,668.76 | 59,271.56 |
| Financial Guarantee liabilities | 572.54 | 1,614.37 |
| Obligation towards Investor in Subsidiary | 18,990.00 | 17,400.00 |
| Other financial liabilities | 15,398.30 | 15,919.03 |
| **Total financial liabilities** | **2,02,460.56** | **1,10,198.41** |

**i. Currency risk**

The Company has several balances in foreign currency and consequently the Company is exposed to foreign exchange risk. The exchange rate between the rupee and foreign currencies has changed substantially in recent years, which has affected the results of the Company, and may fluctuate substantially in the future. The Company evaluates exchange rate exposure arising from foreign currency transactions and follows established risk management policies.

The following table analysis foreign currency risk from financial instruments:

**Unhedged foregin currency exposure:**

| Particulars | As at March 31, 2019 | | As at March 31, 2018 | |
|---|---|---|---|---|
| | Foreign Currency (In Lakhs) | INR (In Lakhs) | Foreign Currency (In Lakhs) | INR (In Lakhs) |
| **Financial assets** | | | | |
| Trade receivable | $0.00 | - | $0.00 | - |
| Cash and cash equivalents | $0.00 | 0.00 | $0.02 | 1.29 |
| **Total financial assets carried at amortised cost** | | **0.00** | | **1.29** |

# Notes Forming Part of the Financial Statements

| Particulars | As at March 31, 2019 | | As at March 31, 2018 | |
|---|---|---|---|---|
| | Foreign Currency (In Lakhs) | INR (In Lakhs) | Foreign Currency (In Lakhs) | INR (In Lakhs) |
| **Financial liabilities** | | | | |
| Other financial liabilities | € 76.20 | 6,137.41 | - | - |
| **Total financial liabilities carried at amortised cost** | | **6,137.41** | | **-** |
| **Contingent liabilities** | | | | |
| Letter of Credit | **€ 5.00** | **402.72** | | - |
| Bank Guarantees liabilities | $17.16 | 1,185.22 | $65.04 | 3,500.49 |
| **Total financial liabilities carried at amortised cost** | | **1,587.94** | | **3,500.49** |

The following significant exchange rates have been applied during the year.

| Particulars | As at March 31, 2019 | As at March 31, 2018 |
|---|---|---|
| USD 1 | 69.0530 | 65.0441 |
| EURO 1 | 80.5434 | 80.6222 |

The sensitivity analysis in the following sections relate to the position as at March 31, 2019, and March 31, 2018.

The following table details the Company's sensitivity to a ₹ 1/- increase and decrease in the ₹ against the relevant foreign currencies. Sensitivity indicates Management's assessment of the reasonable possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the year end for a ₹ 1 change in foreign currency rates.

**(₹ In Lakhs)**

| Particulars | As at Mar 31, 2019 | As at Mar 31, 2019 | As at March 31, 2018 | As at March 31, 2018 |
|---|---|---|---|---|
| | Increase | Decrease | Increase | Decrease |
| **Assets** | | | | |
| USD | 0.00 | (0.00) | 0.02 | (0.02) |
| | | | | |
| **Liabilities** | | | | |
| EURO | (76.20) | 76.20 | - | - |

**Interest Rate Risk**

As infrastructure development and construction business is capital intensive, the company is exposed to interest rate risks. The company's infrastructure development and construction projects are funded to a large extent by debt and any increase in interest expense may have an adverse effect on our results of operations and financial condition. The Company current debt facilities carry interest at variable rates with the provision for periodic reset of interest rates. As of March 31, 2019, the majority of the company indebtedness was subject to variable/fixed interest rates.

The interest rate risk exposure is mainly from changes in floating interest rates. The interest rate are disclosed in the respective notes to the financial statement of the Company. The following table analysis the breakdown of the financial assets and liabilities by type of interest rate:

**(₹ In Lakhs)**

| Particulars | As at March 31, 2019 | As at March 31, 2018 |
|---|---|---|
| **Financial assets** | | |
| **Fixed Interest bearing** | | |
| - Loans | 8,721.81 | 9,401.41 |
| - Deposits with Bank | 5,674.96 | 4,814.83 |

# Notes Forming Part of the Financial Statements

(₹ In Lakhs)

| Particulars | As at March 31, 2019 | As at March 31, 2018 |
|---|---|---|
| **Variable Interest bearing** | | |
| - Loans | 69,902.70 | 28,196.04 |
| **Financial Liabilities** | | |
| **Fixed Interest bearing** | | |
| - Borrowings | 44,064.40 | 8,372.36 |
| **Variable Interest bearing** | | |
| - Borrowings | 34,766.56 | 7,621.09 |

**Interest rate sensitivity**

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

(₹ In Lakhs)

| Particulars | For the year ended 31-Mar-2019 | For the year ended 31-Mar-2018 |
|---|---|---|
| **Increase in basis points** | 50 bps | 50 bps |
| Effect on profit before tax | | |
| Financial Assets | 349.51 | 140.98 |
| Financial Liabilities | (173.83) | (38.11) |
| **Decrease in basis points** | 50 bps | 50 bps |
| Effect on profit before tax | | |
| Financial Assets | (349.51) | (140.98) |
| Financial Liabilities | 173.83 | 38.11 |

**Commodity Price Risk**

The Company is effected by the price volatility of certain commodities such as Bitumen, Cement, Steel (Iron & Steel), Crushed Stone, Transformer and Cable & Conductor etc. The risk of price fluctuations in commodities is mitigated to certain extend based on the price escalation clause included in the contracts with the customers.

(₹ In Lakhs)

| Commodity | For the year ended 31-Mar-2019 | For the year ended 31-Mar-2018 |
|---|---|---|
| Crushed Stone | 11,104.88 | 21,466.74 |
| Bitumen | 9,049.16 | 7,153.64 |
| Cement | 15,511.31 | 10,744.05 |
| Steel & Iron | 30,533.03 | 12,342.08 |
| Transformer | 11,150.92 | 4,017.52 |
| Cables & Conductors | 15,446.65 | 9,359.91 |
| **Total** | **92,795.95** | **65,083.94** |

The sensitivity analysis below have been determine based on reasonably possible changes in price of the respective commodity occuring at the end of reporting period, while holding all other assumption constant.

## Notes Forming Part of the Financial Statements

(₹ In Lakhs)

| Particulars | Price Variation | For the year ended 31-Mar-2019 | | For the year ended 31-Mar-2018 | |
|---|---|---|---|---|---|
| | | Increase | Decrease | Increase | Decrease |
| Crushed Stone | 3% | 333.15 | (333.15) | 644.00 | (644.00) |
| Bitumen | 3% | 271.47 | (271.47) | 214.61 | (214.61) |
| Cement | 3% | 465.34 | (465.34) | 322.32 | (322.32) |
| Steel & Iron | 3% | 915.99 | (915.99) | 370.26 | (370.26) |
| Transformer | 3% | 334.53 | (334.53) | 120.53 | (120.53) |
| Cables & Conductors | 3% | 463.40 | (463.40) | 280.80 | (280.80) |
| **Total** | | **2,783.88** | **(2,783.88)** | **1,952.52** | **(1,952.52)** |

| Particulars | Price Variation | For the year ended 31-Mar-2019 | | For the year ended 31-Mar-2018 | |
|---|---|---|---|---|---|
| | | Increase | Decrease | Increase | Decrease |
| Crushed Stone | 5% | 555.24 | (555.24) | 1,073.34 | (1,073.34) |
| Bitumen | 5% | 452.46 | (452.46) | 357.68 | (357.68) |
| Cement | 5% | 775.57 | (775.57) | 537.20 | (537.20) |
| Steel & Iron | 5% | 1,526.65 | (1,526.65) | 617.10 | (617.10) |
| Transformer | 5% | 557.55 | (557.55) | 200.88 | (200.88) |
| Cables & Conductors | 5% | 772.33 | (772.33) | 468.00 | (468.00) |
| **Total** | | **4,639.80** | **(4,639.80)** | **3,254.20** | **(3,254.20)** |

**Note 44 : Tax Expense**

**(a) Major component of Income Tax and Deferred Tax**

(₹ In Lakhs)

| Particulars | For the year ended 31-Mar-2019 | For the year ended 31-Mar-2018 |
|---|---|---|
| **Current tax:** | | |
| Tax on profit for the year | 14,758.39 | 5,699.38 |
| Tax on Other Comprehensive Income | (22.06) | (23.35) |
| **Current tax on total Comprehensive Income for the year** | **14,736.33** | **5,676.03** |
| **Total Current tax** | **14,736.33** | **5,676.03** |
| **Deferred Tax:** | | |
| Origination and reversal of temporary differences | (1,685.21) | (455.14) |
| **Total Deferred Tax** | **(1,685.21)** | **(455.14)** |
| **Net Tax expense** | **13,051.12** | **5,220.90** |
| **Effective Income tax rate** | **31.31%** | **18.04%** |

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

(₹ In Lakhs)

| Particulars | For the year ended 31-Mar-2019 | For the year ended 31-Mar-2018 |
|---|---|---|
| **Accounting profit/(loss) before tax** | **41,689.47** | **28,944.82** |
| Statutory income tax rate | 34.94% | 34.61% |
| Tax at statutory income tax rate | 14,567.97 | 10,017.22 |
| Tax on Disallowable expenses | 1,041.00 | 783.72 |
| Tax on Non-taxable income | (3,442.16) | (5,370.18) |
| Tax Reversal of earlier period | 717.55 | (195.22) |
| Tax on Other Comprehensive Income | (22.06) | (23.35) |
| Other's | 188.82 | 8.71 |
| **Total** | **13,051.12** | **5,220.90** |

# Notes Forming Part of the Financial Statements

**(c) The details of income tax assets and liabilities as of March 31, 2019, and March 31,2018 are as follows:**

(₹ In Lakhs)

| Particulars | As at Mar 31, 2019 | As at March 31, 2018 |
|---|---|---|
| Income Tax Assets | 3,183.03 | 4,389.43 |
| Income Tax Liability | (1,775.91) | (4.35) |
| **Net Current Income tax assets/(liability) at the end** | **1,407.12** | **4,385.08** |

**(d) The gross movement in the current income tax asset/ (liability) for the years ended March 31, 2019 and March 31, 2018 is as follows :**

(₹ In Lakhs)

| Particulars | For the year ended 31-Mar-2019 | For the year ended 31-Mar-2018 |
|---|---|---|
| Net Income tax asset / (liability) as at the beginning | 4,385.08 | 2,175.53 |
| Income Tax Paid | 11,758.37 | 7,885.58 |
| Current Income Tax Expenses | (14,758.39) | (5,699.38) |
| Income tax on Other Comprehensive Income | 22.06 | 23.35 |
| **Net Income tax asset / (liability) as at the end** | **1,407.12** | **4,385.08** |

**(e) Deferred tax assets/liabilities:**

(₹ In Lakhs)

| Particulars | For the year ended 31-Mar-2019 | For the year ended 31-Mar-2018 |
|---|---|---|
| **Net Deferred Tax Asset as at the beginning** | **3,494.98** | **3,039.84** |
| **Credits / (Charges) to Statement of Profit and Loss** | | |
| Difference between book and tax depreciation | 421.01 | (447.68) |
| Provision for impairment allowance on receivable and advances | 866.25 | 1,056.88 |
| Provision for compensated absences/Bonus/others | 397.95 | (154.06) |
| **Net Deferred Tax Asset as at the end** | **5,180.19** | **3,494.98** |

# Notes Forming Part of the Financial Statements

**Note 45 : Leases**
**Disclosures pursuant to Ind AS 17 "Leases"**

(a) The Company has taken various commercial premises and plant and equipment under cancellable operating leases.

(b) Details of the future minimum lease payments in respect of machineries acquired on non-cancellable operating leases during the year, are as follows:

**(₹ In Lakhs)**

| **Future lease rentals** | **As at Mar 31, 2019** | As at Mar 31,2018 |
|---|---|---|
| Within one year | 491.25 | 832.54 |
| Over one year but less than 5 years | 120.75 | 479.87 |
| More than 5 years | - | - |
| **Amount charge to the statement of profit & loss in respect of lease rental expense for operating leases** | **4,238.71** | **4,426.39** |

**Note 46 : Employee benefit plans**

**(a) Defined contribution plan**

The following amount recognized as an expense in Statement of profit and loss on account of provident fund and other funds. There are no other obligations other than the contribution payable to the respective authorities.

**(₹ In Lakhs)**

| **Particulars** | **Mar 31, 2019** | **March 31, 2018** |
|---|---|---|
| Contribution in Defined Contribution Plans & Provident Fund & ESIC, Super Annuation and NPS | 552.79 | 391.46 |

Contribution to Provident Fund is charged to accounts on accrual basis. The Company operates a defined contribution scheme with recognized provident fund. For this Scheme, contributions are made by the company, based on current salaries, to recognized Fund maintained by the company. In case of Provident Fund scheme, contributions are also made by the employees. An amount of ₹ 511.11 Lakhs (Previous Period ₹ 362.85 Lakhs) has been charged to the Profit & Loss Account on account of this defined contribution scheme.

**(b) Defined benefit plan**

The following amount recognized as an expense in Statement of profit and loss on account of Defined Benefit plans.

**(₹ In Lakhs)**

| **Particulars** | **Mar 31, 2019** | **March 31, 2018** |
|---|---|---|
| Defined Benefit Plan - Gratuity & Leave Encashment | 509.00 | 178.93 |

**(i) Gratuity**

The company operates one defined plan of gratuity for its employees. Under the gratuity plan, every employee who has completed atleast five years of service gets a gratuity on departure @ 15 days of last drawn salary for each completed year of service. The Gratuity benefit is funded through a defined benefit plan. For this purpose the Company has obtained a qualifying insurance policy from Life Insurance Corporation of India.

The following tables summaries the components of net benefit expense recognised in the Statement of profit and loss and the funded status and amounts recognised in the balance sheet for the gratuity plan:

## Notes Forming Part of the Financial Statements

(₹ In Lakhs)

| Particulars | Mar 31, 2019 | March 31, 2018 |
|---|---|---|
| **Amounts Recognised in Statement of profit and loss** | | |
| **Service Cost** | | |
| Current service cost | 144.87 | 107.44 |
| Interest cost on defined benefit obligation | 61.37 | 48.36 |
| Interest Income on plan assets | (58.71) | (47.60) |
| **Components of Defined benefits cost recognised in profit & loss** | **147.53** | **108.20** |
| Remeasurment (gain)/loss - due to financials assumptions | (20.22) | - |
| Remeasurment (gain)/loss - due to experience adjustment | 42.28 | 49.31 |
| Return on plan assets excluding interest income | 1.24 | 5.98 |
| **Components of Defined benefits cost recognised in Other Comprehensive Income** | **23.30** | **55.29** |
| **Total Defined Benefits Cost recognised in Profit & Loss and Other Comprehensive Income** | **170.83** | **163.49** |
| **Amounts recognised in the Balance Sheet** | | |
| Defined benefit obligation | 1,032.63 | 832.27 |
| Fair value of plan assets | 804.01 | 772.35 |
| **Funded Status** | **(228.62)** | **(59.92)** |
| **Changes in the present value of the defined benefit obligation are as follows:** | | |
| Opening defined benefit obligation | 832.27 | 662.50 |
| Current service cost | 144.87 | 107.44 |
| Interest cost | 61.37 | 48.36 |
| Actuarial losses/(gain) on obligation | 22.06 | 49.31 |
| Benefits paid | (23.31) | (35.34) |
| Others | (4.63) | - |
| **Closing defined benefit obligation** | **1,032.63** | **832.27** |
| **Changes in the fair value of the plan assets are as follows:** | | |
| Opening fair value of plan assets | 772.35 | 604.91 |
| Interest Income | 58.71 | 47.60 |
| Remeasurment gain/(loss): | | |
| Contrubution from employer | - | 161.16 |
| Return on plan assets excluding interest income | 0.89 | (5.98) |
| Benefits paid | (23.31) | (35.34) |
| Others | (4.63) | - |
| **Closing fair value of plan assets** | **804.01** | **772.35** |
| **Net assets/(liability) is bifurcated as follows :** | | |
| Current | (82.26) | (59.92) |
| Non-current | (146.37) | - |
| **Net liability** | **(228.63)** | **(59.92)** |
| **Add:** | | |
| Provision made over and above actuarial valuation (considered current liability) | - | - |
| **Net total liability** | **(228.63)** | **(59.92)** |

# Notes Forming Part of the Financial Statements

**The principal assumptions used in determining gratuity benefit obligation for the company's plans are shown below:**

| Particulars | Mar 31, 2019 | March 31, 2018 |
|---|---|---|
| Discount rate | 7.72% | 7.50% |
| Mortality rate | Indian assured lives mortality (2006 -08) ultimate mortality table | Indian assured lives mortality (2006 -08) ultimate mortality table |
| Salary escalation rate (p.a.) | 7.00% | 7.00% |
| Disability Rate (as % of above mortality rate) | 5.00% | 5.00% |
| Withdrawal Rate | 2% to 10% | 2% to 10% |
| Normal Retirement Age | 58 Years | 58 Years |
| Average Future Service | 20 | 20 |

**The sensitivity analysis below have been determine based on reasonably possible change of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.**

| Particulars | Mar 31, 2019 | | Mar 31, 2018 | |
|---|---|---|---|---|
| | Increase | Decrease | Increase | Decrease |
| Salary escalation (100 basis point movement) | 1,125.19 | 949.39 | 908.36 | 765.32 |
| Discount rate (100 basis point movement) | 1,037.74 | 1,026.61 | 763.05 | 913.07 |
| Attrition rate (100 basis point movement) | 947.97 | 1,131.40 | 835.61 | 828.32 |

The estimates of future salary increases, considered in actuarial valuation, is based on inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

| | Maturity Profie of Defined Benefit Obligations | |
|---|---|---|
| | Mar 31, 2019 | Mar 31, 2018 |
| Year 1 | 146.37 | 124.13 |
| Year 2 | 68.49 | 32.60 |
| Year 3 | 50.33 | 61.23 |
| Year 4 | 85.55 | 44.36 |
| Year 5 | 68.83 | 73.49 |
| Year 6 | 68.21 | 52.65 |
| Year 7 | 102.66 | 56.14 |
| Year 8 | 65.15 | 88.50 |
| Year 9 | 83.43 | 57.10 |
| Year 10 | 95.46 | 60.19 |

The weighted average duration of the definded benefit obligation is 14.50 years (March 31,2018 - 14.42 years).
The contrubution expected to be made by the company during the next financial year would be ₹ 114.31 Lakhs.

# Notes Forming Part of the Financial Statements

**Note 47 : Related Party Disclosures**

| **1. Name of the Related Parties and Description of Relationship:** | |
|---|---|
| | |
| **Nature of Relationship** | **Name of Entity** |
| **Wholly Owned Subsidiaries** | 1) Ashoka Infrastructure Ltd |
| | 2) Ashoka Infraways Ltd |
| | 3) Viva Highways Ltd |
| | 4) Ashoka Technologies Pvt. Ltd. |
| | 5) Ashoka Cuttak Angul Tollway Ltd |
| | 6) Viva Infrastructure Ltd. |
| | 7) Ashoka Highways Reseach Centre Pvt Ltd |
| | 8) Ashoka Bagewadi Saundatti Road Ltd |
| | 9) Ashoka Hungund Talikot Road Ltd |
| | 10) Ashoka Path Nirman (Nasik) Pvt.Ltd |
| | 11) Ashoka Aerospace Pvt Ltd. |
| | 12) Ratnagiri Natural Gas Pvt. Ltd. |
| | |
| **Subsidiaries** | 1) Ashoka-DSC Katni Bypass Road Ltd |
| | 2) Ashoka Pre-Con Pvt Ltd. |
| | 3) Ashoka Concessions Ltd |
| | 4) Ashoka GVR Mudhol Nipani Roads Ltd |
| | 5) Jaora Nayagaon Toll Road Co. Pvt.Ltd |
| | 6) Unison Enviro Pvt Ltd |
| | |
| **Stepdown Subsidiaries** | 1) Ashoka Highways (Bhandara) Ltd |
| | 2) Ashoka Highways (Durg) Ltd |
| | 3) Ashoka Sambalpur Baragarh Tollway Ltd |
| | 4) Ashoka Belgaum Dharwad Tollway Ltd |
| | 5) Ashoka Dhankuni Kharagpur Tollway Ltd |
| | 6) Ashoka Kharar Ludhiana Road Ltd |
| | 7) Ashoka Ranastalam Anandpuram Road Ltd. |
| | 8) Ashoka Khairatunda Barwa Adda Road Limited |
| | 9) Ashoka Karadi Banwara Road Pvt. Ltd. |
| | 10) Ashoka Mallasandra Karadi Road Pvt. Ltd. |
| | 11) Ashoka Belgaum Khanapur Road Pvt. Ltd. |
| | 12) Ashoka Ankleshwar Manubar Expressway Pvt. Ltd. |
| | |
| **Associates** | 1) PNG Tollway Ltd |
| | |
| **Joint Ventures** | 1) Ashoka Bridgeways |
| | 2) Ashoka Highway Ad |
| | 3) Abhijeet Ashoka Infrastructure Pvt Ltd |
| | 4) GVR Ashoka Chennai ORR Ltd |
| | 5) Cube Ashoka JV |
| | 6) Mohan Mutha Ashoka Buildcon LLP |

# Notes Forming Part of the Financial Statements

| | |
|---|---|
| **Joint Operations** | 1) Ashoka Valecha JV |
| | 2) ABL BIPL JV |
| | 3) BIPL ABL JV |
| | 4) Ashoka Infrastructures |
| **Key Managerial Personnel** | 1) Ashok M Katariya (Chairman) |
| | 2) Satish D Parakh (Managing Director) |
| | 3) Sanjay P Londhe (Whole Time Director) |
| | 4) Milap Raj Bhansali (Whole Time Director) |
| | 5) Gyan Chand Daga (Non Executive Director) |
| | 6) Michael Pinto (Non Executive Director) |
| | 7) Sharadchandra Abhyankar (Non Executive Director) |
| | 8) Albert Tauro (Non Executive Director) |
| | 9) Sunanda Dandekar (Non Executive Director) |
| | 10) Paresh C Mehta (Chief Financial Officer) |
| | 11) Manoj A. Kulkarni ( Company Secretary) |
| | |
| **Relatives of Key Managerial Personnel** | 1) Asha A. Katariya (Wife of Ashok M Katariya) |
| | 2) Ashish A. Katariya (Son of Ashok M Katariya) |
| | 3) Astha A. Katariya (Daughter In Law of Ashok M Katariya) |
| | 4) Shewta K. Modi (Daughter of Ashoka M Katariya) |
| | 5) Satish D Parakh (HUF) (HUF of Satish D Parakh) |
| | 6) Shobha Satish Parakh (Wife of Satish D Parakh) |
| | 7) Aditya S. Parakh (Son of Satish D Parakh) |
| | 8) Snehal Manjit Khatri (Daughter of Satish D Parakh) |
| | 9) Rohan S. Londhe (Son of Sanjay P Londhe) |
| | |
| **Promoter Group** | 1) Ashoka Township |
| | 2) Hotel Evening Inn Pvt Ltd |
| | 3) Ashoka Education Foundation |
| | 4) Ashoka Institute of Medical Sciences & Research |
| | 5) Ashoka Builders (Nasik) Pvt Ltd |
| | 6) Ashoka Biogreen Pvt Ltd |
| | 7) Ashoka Buildwell & Developer Pvt Ltd |
| | 8) Ashoka Construwell Pvt Ltd |
| | 9) Ashoka Industrial Park Pvt Ltd |
| | 10) Precrete Technologies Pvt Ltd |
| | 11) Ashoka Universal Academy Pvt Ltd |
| | 12) Shweta Agro Farm |

## Notes Forming Part of the Financial Statements

**2. Transactions During the Year:**

(₹ In Lakhs)

| Details of Transactions | | Wholly Owned Subsidiaries | Subsidiaries | Stepdown Subsidiaries | Associates | Joint Ventures | Joint Operations | Key Managerial Personnel | Relatives of Key Managerial Personnel | Promoter Group |
|---|---|---|---|---|---|---|---|---|---|---|
| Contract Receipts | 2019 | 15,133.90 | 5,092.06 | 1,22,330.38 | - | 2,131.62 | 7,868.86 | - | - | 271.86 |
| | 2018 | 26,970.42 | 6,891.47 | 69,087.85 | - | 3,251.48 | 4,260.73 | - | - | 571.83 |
| Sales of Goods / Rendering of services: | 2019 | - | - | - | - | - | - | - | - | - |
| | 2018 | 0.12 | - | - | - | - | - | - | - | - |
| Purchase of Goods/ availing of services: | 2019 | - | - | - | - | - | - | - | - | - |
| | 2018 | 1.00 | 4.98 | 33.36 | - | - | - | - | - | - |
| Dividend Income/Share of Profit in Partnership firm | 2019 | - | - | - | - | 1,525.12 | - | - | - | - |
| | 2018 | 1,471.23 | - | - | - | 2,179.42 | - | - | - | - |
| Interest Received | 2019 | 1,125.27 | 3,723.68 | 485.72 | - | 2,183.14 | - | - | - | - |
| | 2018 | 632.23 | 1,014.96 | 547.22 | - | 745.85 | 2.97 | - | - | - |
| Interest Paid | 2019 | - | 282.82 | - | - | - | - | - | - | - |
| | 2018 | - | 259.66 | - | - | - | - | - | - | - |
| Rent Received | 2019 | 1.40 | 15.20 | - | - | - | - | - | - | 49.69 |
| | 2018 | 2.16 | 15.27 | - | - | - | - | - | - | 44.08 |
| Rent Paid | 2019 | 71.61 | - | - | - | - | - | 6.30 | 6.30 | - |
| | 2018 | 56.91 | - | - | - | - | - | 5.00 | 13.60 | - |
| Salary Paid | 2019 | - | - | - | - | - | - | 1,525.94 | 85.09 | - |
| | 2018 | - | - | - | - | - | - | 1,285.57 | 61.11 | - |
| Director Sitting Fees | 2019 | - | - | - | - | - | - | 38.40 | - | - |
| | 2018 | - | - | - | - | - | - | 29.40 | - | - |

## Notes Forming Part of the Financial Statements

**(₹ In Lakhs)**

| Details of Transactions | | Wholly Owned Subsidiaries | Subsidiaries | Stepdown Subsidiaries | Associates | Joint Ventures | Joint Operations | Key Managerial Personnel | Relatives of Key Managerial Personnel | Promoter Group |
|---|---|---|---|---|---|---|---|---|---|---|
| Investments | 2019 | 1.00 | 3,641.86 | - | - | - | - | - | - | - |
| | 2018 | 1.00 | - | - | - | 1,142.67 | - | - | - | - |
| | | | | | | | | | | |
| Loans Given | 2019 | 6,815.30 | 41,409.30 | 268.69 | - | 1,109.50 | - | - | - | - |
| | 2018 | 15,534.25 | 13,987.10 | - | - | 4,586.12 | - | - | - | - |
| | | | | | | | | | | |
| Loan Taken | 2019 | - | 1,500.00 | - | - | - | - | - | - | - |
| | 2018 | - | - | - | - | - | - | - | - | - |
| | | | | | | | | | | |
| Advance received against Contract | 2019 | - | 173.21 | 16,215.00 | - | - | - | - | - | - |
| | 2018 | - | - | 20,182.80 | - | - | 374.10 | - | - | - |
| | | | | | | | | | | |
| Purchase of Property,Plant & Equipment | 2019 | - | - | - | - | - | - | - | - | - |
| | 2018 | 27.50 | - | - | - | - | - | 273.25 | 671.09 | - |
| | | | | | | | | | | |
| Finance Cost | 2019 | 650.53 | - | - | - | 274.02 | - | - | - | - |
| | 2018 | - | - | - | - | 245.60 | - | - | - | - |

# Notes Forming Part of the Financial Statements

**3. Outstanding Receivable against** (₹ In Lakhs)

| Details of Transactions | | Wholly Owned Subsidiaries | Subsidiaries | Stepdown Subsidiaries | Associates | Joint Ventures | Joint Operations | Key Managerial Personnel | Relatives of Key Managerial Personnel | Promoter Group |
|---|---|---|---|---|---|---|---|---|---|---|
| Loans | 2019 | 16,514.23 | 52,910.75 | 8,579.23 | - | 9,973.29 | - | - | - | - |
| | 2018 | 13,757.40 | 12,399.56 | 4,751.60 | - | 6,936.52 | - | - | - | - |
| Trade Receivables | 2019 | 3,528.93 | 695.99 | 34,128.90 | - | 7,354.45 | 5,298.33 | - | - | 191.99 |
| | 2018 | 5,735.15 | 227.15 | 20,794.41 | - | 5,096.99 | 2,361.03 | - | - | 407.28 |
| Advances Recoverable in Cash or other Financial Assets | 2019 | 11.05 | 36.88 | 137.62 | - | 352.62 | - | - | - | - |
| | 2018 | 0.52 | 23.07 | 643.76 | - | 348.56 | - | - | - | - |

**4. Outstanding Payable against** (₹ In Lakhs)

| Details of Transactions | | Wholly Owned Subsidiaries | Subsidiaries | Stepdown Subsidiaries | Associates | Joint Ventures | Joint Operations | Key Managerial Personnel | Relatives of Key Managerial Personnel | Promoter Group |
|---|---|---|---|---|---|---|---|---|---|---|
| Borrowings | 2019 | - | 4,593.82 | - | 2,242.03 | - | - | - | - | - |
| | 2018 | - | 2,846.72 | - | 2,368.01 | - | - | - | - | - |
| Advance from Customers | 2019 | 50.00 | 617.40 | 21,175.02 | - | - | - | - | - | - |
| | 2018 | 875.54 | 26.16 | 18,871.27 | - | 449.97 | - | - | - | - |
| Salary Payable | 2019 | - | - | - | - | - | - | 356.85 | 10.52 | - |
| | 2018 | - | - | - | - | - | - | 260.00 | 2.93 | - |
| Other Payable | 2019 | - | 42.55 | - | - | 535.24 | 88.60 | - | - | - |
| | 2018 | 0.07 | 76.36 | 3.61 | - | - | - | - | - | - |
| Advances received towards Sale of Investment | 2019 | - | 11,701.25 | - | - | - | - | - | - | - |
| | 2018 | - | 11,701.25 | - | - | - | - | - | - | - |
| Corporate Guarantees given and outstanding at the end of the year | 2019 | - | - | 27,860.00 | - | - | - | - | - | - |
| | 2018 | - | 24,125.99 | 30,294.00 | - | - | - | - | - | - |

# Notes Forming Part of the Financial Statements

**Note 48 : Segment Reporting**

As permitted by paragaraph 4 of Ind AS 108, "Operating Segments", notified under section 133 of the Companies Act, 2013, read together with the relevant rules issued thereunder, if a single financial report contains both consolidated financial statements and the Separate financial statements of the parents, segment information need to be presented only on the basis of the consolidated financial statements. Thus disclosures regarding Operating segment is not presented in Standalone Financial Statements.

**Note 49 : Earnings per share (EPS)**

Basic EPS amounts are calculated by dividing the profit for year attributable to equity holders by the weighted average number of Equity shares outstanding during the year.

The following reflects the income and share data used in the basic and diluted EPS computations:

**(₹ In Lakhs)**

| Particulars | For the Year ended March 31, 2019 | For the Year ended March 31, 2018 |
|---|---|---|
| Profit/(Loss) attributable to equity shareholders of the Compnay | **28,616.29** | **23,700.58** |
| | **Nos.** | **Nos.** |
| Weighted average number of Equity shares (Basic) | 28,07,23,217 | 28,07,23,217 |
| Weighted average number of Equity shares (Diluted) | 28,07,23,217 | 28,07,23,217 |
| Nominal Value of Equity Shares (in ₹) | **5** | 5 |
| **Earnings Per Share** | | |
| Basic earning per share (in ₹) | 10.19 | 8.44 |
| Diluted earning per share (in ₹) | 10.19 | 8.44 |

The Board of Directors at its meeting held on May 29, 2018, proposed a bonus issue of equity shares, in the ratio of one equity share of Rs 5 each for every two equity shares of the Company, held by the shareholders as on a record date. Subsequently the shareholders approved the same and the Company has issued the bonus shares on record date i.e. July 13, 2018. Consequently, as required by Ind AS, Earnings per share for the reported period has been computed considering such bonus issue. Further, Earnings per share of comparative previous periods have been restated for such bonus shares issued.

**Note 50 : Disclosure pursuant to Ind AS 37 - "Provisions, Contingent Liabilities and Contingent Assets"**

**(₹ In Lakhs)**

| Particulars | Provisions | | | |
|---|---|---|---|---|
| | Provision for DLP/ Warranties | Provision for Schedule Maintance | Provision for Onerous contract | Total |
| Balance as at April 01, 2018 | 5,170.07 | 426.96 | 40.55 | 5,637.59 |
| Additional provisions made during the year | 2,764.88 | 251.22 | - | 3,016.11 |
| Provision used/reversed during the year | (2,300.44) | - | - | (2,300.44) |
| **Balance as at March 31, 2019** | **5,634.51** | **678.18** | **40.55** | **6,353.26** |

**(₹ In Lakhs)**

| Particulars | Provisions | | | |
|---|---|---|---|---|
| | Provision for Defect Liability Period | Provision for Schedule Maintance | Provision for Onerous contract | Total |
| Balance as at April 01, 2017 | 5,655.65 | 164.48 | 40.55 | 5,860.68 |
| Additional provisions made during the year | 1,161.79 | 383.66 | - | 1,545.46 |
| Provision used/reversed during the year | (1,647.37) | (121.18) | - | (1,768.55) |
| **Balance as at March 31, 2018** | **5,170.07** | **426.96** | **40.55** | **5,637.59** |

# Notes Forming Part of the Financial Statements

**Nature of Provisions**

i. **Provision for DLP :** The Company gives warranties on certain products and services, undertaking to repair the defect or replace the items that fail to perform satisfactorily during the warranty period. Provision made as at March 31, 2019 represents the amount of the expected estimated cost of meeting such obligations of rectification/replacement.

ii. **Provision for Schedule Maintenance :** Contractual resurfacing cost represents the estimated cost that the Company is likely to incur during concession period as per the contract obligations in respect of completed construction contracts accounted under Ind AS 115 “Revenue from Contracts with Customers”.

iii. **Provision for Onerous Contract:** The provision for onerous contract represents the value of expected losses recoganised in accordance with Ind AS 37 on few onerous project.

**Note 51 : Contingent liabilities and Commitments (to the extent not provided for)**

**(₹ In Lakhs)**

| Sr. No. | Particulars | March 31, 2019 | March 31, 2018 |
|---|---|---|---|
| **(i)** | **Contingent liabilities** | | |
| a | Bank Guarantees Issued: | | |
| | i) on behalf of Group entities | 94,273.82 | 84,943.78 |
| | ii) to third party | 1,30,105.04 | 61,526.69 |
| b | Corporate Guarantee issued by the Company in favour of Banks/ Financial Institutions for finance raised by Companies under the same management and against mobilisation advance. | 35,040.10 | 54,419.99 |
| c | Claims against the Company not acknowledged as debts | 4,208.34 | 3,986.77 |
| d | Liability of Duty against Export Obligations | 39.18 | 39.18 |
| e | Disputed Duties: | | |
| | i) Income Tax (Refer Note c below) | 7,464.58 | 4,313.59 |
| | ii) Sales Tax | 9,039.89 | 7,442.74 |
| | iii) Customs | 93.34 | 93.34 |
| | iv) Service Tax | 71.06 | 71.06 |
| | v) Others | 1,035.68 | 1,035.68 |
| | | | |
| **(ii)** | **Commitments:** | | |
| | i) Capital Commitment | 3,976.08 | 167.44 |
| | ii) Funding Commitment towards SPV Project | 20,656.33 | 20,089.50 |
| | **Total** | **3,06,003.44** | **2,38,129.76** |

Note a : The Company does not expect any outflow of economic resources in respect of the above and therefore no provision is made in respect thereof.

Note b : There are numerous issues relating to the Supreme Court (SC) judgement dated February 28, 2019 on Provident Fund (PF) on the inclusion of allowances for the purpose of PF contribution as well as its applicability of effective date. The Company is consulting Legal counsel for further clarity and evaluating its impact on its financial statement.

Note c: During the current year , pursuant to the search proceedings carried out in April 2016, the Company has received income tax assessment orders under section 153A for the financial year 2010-11 to 2016-17. Income tax authorities have disallowed certain sub-contractors payments by treating them as not genuine. The Company has the underlying documents to substantiate the genuineness of the work performed by these sub-contractors and no incriminating documents were found during the search proceedings. Accordingly, the Company has filed appeals against these assessment orders and is confident of defending its case on further examination and litigation. Accordingly, additional tax payable for these years amounting to Rs.5,385 Lakhs (including interest) is treated as contingent liability.

# Notes Forming Part of the Financial Statements

**Note 52 : Auditors' remuneration (excluding GST)**

(₹ In Lakhs)

| Sr. No. | Particulars | For the year ended 31-Mar-2019 | For the Year Ended March 31, 2018 |
|---|---|---|---|
| 1 | Audit Fees | 82.74 | 70.58 |
| 2 | Other Services | 13.05 | 12.25 |
| 3 | Out of Pocket Expenses | 1.97 | 0.78 |
| | **Total** | **97.76** | **83.61** |

**Note 53 : Details of dues to micro, small and medium enterprises as per MSMED Act, 2006**

Disclosers under the Micro, Small and Medium enterprises Development Act,2006 are provided as under for the year 2018-2019, to the extent the Company has received intimation from the "Suppliers" regarding their status under the Act.

(₹ In Lakhs)

| Particulars | As at Mar 31, 2019 | As at 31-Mar-18 |
|---|---|---|
| (a) Principal amount remaining unpaid (but within due date as per the MSMED Act) | 4,820.74 | 1,750.31 |
| (b) Interest due thereon remaining unpaid | - | - |
| (c) Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along-with the amount of the payment made to the supplier beyond the appointed day during the period | - | - |
| (d) Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprises Act, 2006 | - | - |
| (e) Interest accrued and remaining unpaid | - | - |
| (f) Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises | - | - |
| | 4,820.74 | 1,750.31 |

**Note 54 : Distribution made and proposed**

(₹ In Lakhs)

| | As at 31-Mar-19 | As at 31-Mar-18 |
|---|---|---|
| **Cash dividends on equity shares declared and paid:** | | |
| Final dividend for the year ended on 31 March 2019: Nil per share (31 March 2018 80 paise per share) | - | 1,497.41 |
| DDT on final dividend | - | 304.59 |
| Interim dividend for the year ended on 31 March 2019: Nil per share (31 March 2018: 80 paise per share) | - | 1,497.19 |
| DDT on interim dividend | - | 5.28 |
| | **-** | **3,304.47** |
| **Proposed dividends on Equity shares:** | | |
| Final cash dividend for the year ended on 31 March 2019 NIL per share (31 March 2018: Nil paise per share) | - | - |
| DDT on proposed dividend | - | - |

**Note 55 :** Ashoka Concessions Limited (ACL), a subsidiary company, had issued Compulsorily Convertible Debentures (CCD) to its investors and to the Company (Parent) which has been classified as equity instrument in the separate financial statements of ACL. The Company has agreed additional terms with the investors and assumed obligations towards investors which would be settled through the some portion of equity shares to be received from ACL on conversion of CCDs held by parent Company. Accordingly the said obligations has been recognised at its fair value as at March 31, 2018 and March 31, 2019 amounting to ₹ 17,400 Lakhs, and ₹ 18,990 Lakhs respectively.

**Note 56 :** GVR Infra Project Limited (GVR), one of the customers and joint venture partner for certain road annuity project, has been admitted for insolvency petition by National Company Law Tribunal (NCLT) under Insolvency and Bankruptcy Code, 2016 (IBC). The Company's receivable from GVR include Trade debtors (net) – ₹ 3,448 Lakhs, Loans receivable – ₹ 2,503 Lakhs and advance paid for purchase of shares in SPV - ₹ 2,112 Lakhs. The Company holds security against the loans and trade receivable in the form of pledge of shares owned by GVR in a joint venture and management believes that the value of this security would

# Notes Forming Part of the Financial Statements

be sufficient to realise the value of total receivables and the Company has also filed its claim with Interim Resolution Professional (IRP). The insolvency proceedings are ongoing and the outcome would be determined on completion of the proceedings. The Company has charged to Statement of Profit & Loss Statement ₹ 4,702.34 Lakhs and disclosed it as an exceptional item.

**Note 57 : Transition to Ind AS 115 :-**

Ind AS 115 Revenue from Contracts with Customers, mandatory for reporting period beginning on or after April 1, 2018 replaces existing revenue recognition requirements. Under the modified retrospective approach, application of Ind AS 115 does not have any significant impact on the retained earnings as at April 1, 2018 and financial results of the Company. As the Company has adopted modified retrospective approach, contract assets and contract liabilities as at March 31, 2018 have not been reclassified.

**Note 58 :Standards issued but not yet effective**

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

Ind AS 109 – Prepayment Features with Negative Compensation

The amendments relate to the existing requirements in Ind AS 109 regarding termination rights in order to allow measurement at amortised cost (or, depending on the business model, at fair value through other comprehensive income) even in the case of negative compensation payments. The Company does not expect this amendment to have any impact on its financial statements.

Ind AS 19 – Plan Amendment, Curtailment or Settlement

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

Ind AS 23 – Borrowing Costs

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

**Note 59 : Events after reporting period**

No subsequent event has been observed which may require an adjustment to the balance sheet.

**Note 60 : Previous year comparatives**

Previous year's figures have been regrouped/reclassified, wherever necessary, to conform to current year classification.

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As per our report of even date attached.

| | | | | |
|---|---|---|---|---|
| **For S R B C & CO LLP** | **For & on behalf of the Board of Directors** | | | |
| **Chartered Accountants** | | | | |
| ICAI Firm Registration Number: 324982E/E300003 | | | | |
| sd/- | sd/- | sd/- | sd/- | sd/- |
| **per Amyn Jassani** | **(A.M. Katariya)** | **(S.D. Parakh)** | **(P.C. Mehta)** | **(M.A. Kulkarni)** |
| Partner | Chairman | Managing Director | Chief Financial Officer | Company Secretary |
| Membership No.: 046447 | DIN : 00112240 | DIN : 00112324 | | |

Place: Mumbai
Date: May 22, 2019

Place: Mumbai
Date: May 22, 2019

# Independent Auditor's Report to The Members of Ashoka Buildcon Limited

**INDEPENDENT AUDITOR'S REPORT**

To the Members of Ashoka Buildcon Limited

**Report on the Audit of the Consolidated Ind AS Financial Statements**

**Opinion**

We have audited the accompanying consolidated Ind AS financial statements of Ashoka Buildcon Limited (hereinafter referred to as "the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") its associates and joint ventures comprising of the consolidated Balance sheet as at March 31 2019, the consolidated Statement of Profit and Loss, including other comprehensive income, the consolidated Cash Flow Statement and the consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated Ind AS financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries, associates and joint ventures, the aforesaid consolidated Ind AS financial statements give the information required by the Companies Act, 2013, as amended ("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 consolidated state of affairs of the Group, its associates and joint ventures as at March 31, 2019, their consolidated loss including other comprehensive income,their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

**Basis for Opinion**

We conducted our audit of the consolidated Ind AS financial statements in accordance with the Standards on Auditing (SAs),as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements' section of our report. We are independent of the Group 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 Act 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 audit opinion on the consolidated Ind AS financial statements.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated Ind AS financial statements for the financial year ended March 31, 2019. These matters were addressed in the context of our audit of the consolidated Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated Ind AS financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated Ind AS financial statements. The results of audit procedures performed by us and by other auditors of components not audited by us, as reported by them in their audit reports furnished to us by the management, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated Ind AS financial statements.

| Key audit matters | How our audit addressed the key audit matter |
|---|---|
| <u>Revenue recognition for long term construction contracts</u> (as described in note 35(A) of the consolidated Ind AS financial statements) | |
| The Group's significant portion of business is undertaken through long term construction contracts. Revenue from these contracts is recognized over a period of time in accordance with the requirements of Ind AS 115, Revenue from Contracts with Customers.<br><br>Due to the nature of the contracts, revenue recognition involves usage of percentage of completion method which is determined based on proportion of contract costs incurred to date compared to estimated total contract costs, which involves significant judgments, identification of contractual obligations and the Group's rights to receive payments for performance completed till date, changes in scope and consequential revised contract price and recognition of the liability for loss making contracts. | Our audit procedures included the following:<br>• Reading the Group's revenue recognition accounting policies and assessing compliance with the policies in terms of Ind AS 115.<br>• We performed test of controls over revenue recognition with specific focus on determination of progress of completion, recording of costs incurred and estimation of costs to complete the remaining contract obligations through inspection of evidence of performance of these controls. |

# Independent Auditor's Report to the Members of Ashoka Buildcon Limited

| Key audit matters | How our audit addressed the key audit matter |
|---|---|
| | • We performed tests of details, on a sample basis, and read the underlying customer contracts for terms and conditions, performed review of costs incurred with estimated costs to identify significant variations and assess whether those variations have been considered in estimating the remaining costs to complete and consequential determination of stage of completion, which formed the basis of revenue recognition under the input method.<br>• We reviewed the management's evaluation process to recognize revenue over a period of time, status of completion for projects and total cost estimates.<br>• We tested contracts with exceptions including contracts with low or negative margins, contracts with significant changes in planned cost estimates, contacts with significant contract assets and contract liabilities, and significant overdue net receivable positions for contracts and tested these exceptions with its correlation with the underlying contracts, documents for the triggers during the period.<br>• We tested that the contractual positions and revenue for the year are presented and disclosed in compliance of Ind AS 115 in the consolidated Ind AS financial statements. |
| <u>Revenue from Toll Collection</u> (refer note no 35(C) of the consolidated Ind AS financial statements) | |

| Key audit matters | How our audit addressed the key audit matter |
|---|---|
| The Company's Licenses to collect toll under the concession agreement with relevant Government authorities falls within thvice Concession Arrangements.<br>Each toll road records and recognises revenue through the use of technology, specifically, road side equipment supported by tolling and billing systems.<br>Tolling equipment and systems are highly customized complex system installed at the toll plaza for correctly identifying vehicle type, calculating fare and for appropriate billing and collection.<br>This is a key audit matter considering the nature and the large volume of transaction; and reliance on information technology systems for the related automated and IT dependent controls. | Our audit procedures included the following:<br>• Obtained an understanding of the processes and control placed for toll collection and tested those controls for the operating effectiveness.<br>• Testing a selection of Information Technology General Controls (ITGCs) supporting the integrity of the tolling systems' operation, including access, operations and change management controls.<br>• Obtained and tested reconciliation of toll collected as per transaction report (generated from toll system) with cash deposited in bank and revenue recorded in the books.<br>• Tested on sample basis the rationalisation done by management by multiplying that toll rate charged for each category of vehicle as per relevant government authority's notification with the number of vehicles (as per transaction report) and its reconciliation with the revenue recorded in accounts.<br>• On test check basis, traced the daily collection from bank statement to daily cash toll collected and the revenue recorded.<br>• Performed data analytics procedures on transactions to detect unusual transactions for further examination.<br>• On test check basis, traced the classification of vehicle independently from stored images recorded by the Company. |
| Impairment of Licenses to collect toll (intangible assets)*(as described in note 03and 59 of the consolidated Ind AS financial statements)* | |

# Independent Auditor's Report to the Members of Ashoka Buildcon Limited

| Key audit matters | How our audit addressed the key audit matter |
|---|---|
| As of March 31, 2019, the Group had recognized ₹ 7,43,761 lakhs of Licenses to Collect toll of road infrastructure projects, relating to those made by infrastructure concession operators within the scope of Appendix C of Ind AS 115, Service Concession Arrangements.<br>Management reviews regularly whether there are any indicators of impairment and where impairment indicators exist, the management estimates the recoverable amounts of these assets, basis value in use. The value in use of the underlying assets is determined based on the discounted cash flow projections.<br>Significant judgements are required to determine the key assumptions used in the discounted cash flow models, such as discount rate, change in traffic and toll rates.<br>Accordingly, the impairment of the "Licenses to Collect Toll" was determined to be a key audit matter in our audit of the Consolidated Ind AS financial statements. | Our audit procedures included the following:<br>• We performed test of control over the management assessment of impairment indicators of Licenses to collect toll and where impairment indicators exists, the control over the management estimates for the recoverability of these assets.<br>• We assessed the assumptions around the key drivers of the cash flow forecasts including traffic growth, toll rates, discount rates and expected revenue growth rates.<br>• We assessed the sensitivity analyses of the key assumptions, which are those with the greatest effect on the determination of the recoverable amount of the assets.We discussed potential changes in key drivers as compared to previous year / actual performance with management in order to evaluate whether the inputs and assumptions used in the cash flow forecasts were suitable.<br>• With the support of our valuation specialist, we assessed the appropriateness of the valuation methodology and the reasonableness of the key assumptions adopted in the cash flow forecasts for select projects;<br>• We tested the arithmetical accuracy of the models and<br>• We assessed the disclosures made by the Group in relation to this matter as mentioned in Note 03 of the Consolidated Ind AS financial statements. |

| Key audit matters | How our audit addressed the key audit matter |
|---|---|
| <u>Disputed Tax Matters</u>*(as described in note 52(d) of the consolidated Ind AS financial statements)* | |
| The Group has disclosed disputed tax matters in Note *52(d)* of Rs. 17,884 lakhs, including income tax demand of Rs. 5,385 lakhs made during the current year pursuant to the search proceedings carried in April 2016.<br>Tax litigation exposures have been identified as a key audit matter due to:<br>• Significance of these amounts<br>• Significant judgement and assumptions required by management in assessing the exposure of each case to evaluate whether there is a need to set up a provision and measurement of exposures as well as the disclosure of contingent liabilities.<br>• Assessment orders were received for the financial years 2010-11, pursuant to the search proceedings by treating certain sub-contractors payments as non -genuine.<br>We focused on this matter because of the potential financial impact on the financial statements. Additionally, the treatment of tax litigation require significant judgement due to the complexity of the cases and, timescales for resolution. | Our audit procedures include the following:<br>• Obtained Understanding and assessed the internal control environment relating to the identification, recognition and measurement of provisions for disputed tax matters.<br>• Obtained the summary of disputed tax matters from management and assessed management's position through discussions on both the probability of success in significant cases, and the magnitude of any potential loss.<br>• Read evidence to corroborate management's assessment of the risk profile in respect of tax disputed matters.<br>• We read and assessed underlying documents submitted by the Company to the tax authorities including the response to the income tax assessment orders under section 153A for the financial year 2010-11 to 2016-17.<br>• We involved tax specialists to assist us in evaluating tax positions taken by management.<br>• We read the orders received by the Company relating to the disallowance of certain sub-contractors payments.<br>• We assessed the disclosures relating to the disputed tax matters as mentioned in Note *52(d)* of the consolidated Ind AS financial statements |

# Independent Auditor's Report to the Members of Ashoka Buildcon Limited

**Other Information**

The Holding 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 consolidated Ind AS financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such 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.

**Responsibilities of Management for the Consolidated Ind AS Financial Statements**

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated Ind AS financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group including its associates and joint ventures in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group and of its associates and joint ventures are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and of its associates and joint ventures 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 the 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 consolidated Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associates and joint ventures are responsible for assessing the ability of the Group and of its associates and joint ventures 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 Group or to cease operations, or has no realistic alternative but to do so.

Those respective Board of Directors of the companies included in the Group and of its associates and joint ventures are also responsible for overseeing the financial reporting process of the Group and of its associates and joint ventures.

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

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

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

- Identify and assess the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding 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 ability of the Group and its associates and joint ventures to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw

# Independent Auditor's Report to the Members of Ashoka Buildcon Limited

attention in our auditor's report to the related disclosures in the consolidated Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associates and joint ventures to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated Ind AS financial statements, including the disclosures, and whether the consolidated Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associates and joint ventures of which we are the independent auditors and whose financial information we have audited, to express an opinion on the consolidated Ind AS financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated Ind AS financial statements of which we are the independent auditors 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 consolidated Ind AS financial statements for the financial year ended March 31, 2019 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.

**Other Matter**

**(a)** We did not audit the financial statements and other financial information, in respect of 26 subsidiaries, whose Ind AS financial statements include total assets of Rs 2,99,682.49 lakhs as at March 31, 2019, and total revenues of Rs 90,933.04 lakhs and net cash (inflows)of Rs 5,595.36lakhs for the year ended on that date. These Ind AS financial statement and other financial information have been audited by other auditors, which financial statements, other financial information and auditor's reports have been furnished to us by the management. The consolidated Ind AS financial statements also include the Group's share of net loss of Rs.1,221.41 for the year ended March 31, 2019, as considered in the consolidated Ind AS financial statements, in respect of one associate and five joint ventures, whose financial statements, other financial information have been audited by other auditors and whose reports have been furnished to us by the Management. Our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, joint ventures and associates, and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, joint ventures and associates, is based solely on the reports of such other auditors.

**(b)** The accompanying consolidated Ind AS financial statements include the Group's share of net profit of Rs.1,116.45 lakhs for the year ended March 31, 2019, as considered in the consolidated Ind AS financial statements, in respect of one joint venture, whose financial statements, other financial information have not been audited and whose unaudited financial statements, other unaudited financial information have been furnished to us by the Management. Our opinion, in so far as it relates amounts and disclosures included in respect of these joint venture, and our report in terms of sub-sections (3) of Section 143 of the Act in so far as it relates to the aforesaid joint venture, is based solely on such unaudited financial statement and other unaudited financial information. In our opinion and according to the information and explanations given to us by the Management, these financial statements and other financial information are not material to the Group.

Our opinion above on the consolidated Ind AS financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements and other financial information certified by the Management.

**Report on Other Legal and Regulatory Requirements**

As required by Section 143(3) of the Act, [based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiaries, associates and joint ventures, as noted in the 'other matter' paragraph we report, to the extent applicable, that:

# Independent Auditor's Report to the Members of Ashoka Buildcon Limited

**(a)** The other auditors whose report we have relied upon 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 of the aforesaid consolidated Ind AS financial statements;

**(b)** In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors;

**(c)** The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements;

**(d)** In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

**(e)** On the basis of the written representations received from the directors of the Holding Company as on March 31, 2019 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors who are appointed under Section 139 of the Act, of its subsidiary companies, associate companies and joint ventures, none of the directors of the Group's companies, its associates and joint ventures incorporated in India is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act;

**(f)** With respect to the adequacy and the operating effectiveness of the internal financial controls over financial reporting with reference to these consolidated Ind AS financial statements of the Holding Company and its subsidiary companies, associate companies and joint ventures incorporated in India, refer to our separate Report in "Annexure 1" to this report;

**(g)** In our opinion and based on the consideration of reports of other statutory auditors of the subsidiaries, associates and joint ventures incorporated in India, the managerial remuneration for the year ended March 31, 2019 has been paid / provided by the Holding Company, its subsidiaries, associates and joint ventures incorporated in India to their directors in accordance with the provisions of section 197 read with Schedule V to the Act;

**(h)** With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiaries, associates and joint ventures, as noted in the 'Other matter' paragraph:

**i.** The consolidated Ind AS financial statements disclose the impact of pending litigations on its consolidated financial position of the Group, its associates and joint ventures in its consolidated Ind AS financial statements – Refer Note 3, 11, 24, 52to the consolidated Ind AS financial statements;

**ii.** Provision has been made in the consolidated Ind AS financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts – Refer (a) Note 51 to the consolidated Ind AS financial statements in respect of such items as it relates to the Group, its associates and joint ventures and (b) the Group's share of net profit/ loss in respect of its associates;

**iii.** There were no amountswhich were required to be transferred to the Investor Education and Protection Fund by the Holding Company, its subsidiaries, associates and joint ventures incorporated in India during the year ended March 31, 2019.

For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

sd/-
per Amyn Jassani
Partner
Membership Number: 046447

Place of Signature: Mumbai
Date: May 22, 2019

# ANNEXURE I TO THE INDEPEDENT AUDITORS' REPORT

**ANNEXURE I TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF ASHOKA BUILDCON LIMITED**

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

In conjunction with our audit of the consolidated financial statements of Ashoka Buildcon Limited as of and for the year ended March 31, 2019, we have audited the internal financial controls over financial reporting of Ashoka Buildcon Limited (hereinafter referred to as the "Holding Company") and its subsidiary companies, its associate companies and joint ventures, which are companies incorporated in India, as of that date.

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

The respective Board of Directors of the Holding Company, its subsidiary companies, its associate companies and joint ventures, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on, "the internal financial 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 the respective 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.

**Auditor's Responsibility**

Our responsibility is to express an opinion on the company's internal financial controls over financial reporting with reference to these consolidated financial statements 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, both, issued by Institute of Chartered Accountants of India, and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. 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 with reference to these consolidated financial statements 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 over financial reporting with reference to these consolidated financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these consolidated financial statements, 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 and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls over financial reporting with reference to these consolidated financial statements.

**Meaning of Internal Financial Controls Over Financial Reporting With Reference to these Consolidated Financial Statements**

A company's internal financial control over financial reporting with reference to these consolidated financial statements 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 with reference to these consolidated financial statements 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 With Reference to these Consolidated Financial Statements**

Because of the inherent limitations of internal financial controls over financial reporting with reference to these consolidated financial statements, 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 with reference to these consolidated financial statements to future periods are subject to

# ANNEXURE I TO THE INDEPEDENT AUDITORS' REPORT

the risk that the internal financial control over financial reporting with reference to these consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Qualified Opinion**

According to the information and explanations given to us and based on the report issued by other auditors on internal financial controls over financial reporting with reference to these consolidated financial statements in case of its subsidiary companies, its associate companies and joint ventures, which are companies incorporated in India, the following material weakness have been identified as at March 31, 2019:

**a)** The Holding Company did not have an appropriate internal financial control over subcontractors' selection and approval of work-orders and invoices for contract labour were not operating effectively which could have potentially resulted in excess payments to subcontractors;

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the holding company's annual or interim consolidated financial statements will not be prevented or detected on a timely basis.

In our opinion, except for the effects/possible effects of the material weakness described above on the achievement of the objectives of the control criteria in respect of the Holding Company, its subsidiary companies, its associate companies and joint ventures, which are companies incorporated in India, have, maintained in all material respects, adequate internal financial controls over financial reporting with reference to these consolidated financial statements and such internal financial controls over financial reporting with reference to these consolidated financial statements were operating effectively as at March 31, 2019, based on "the internal control over financial reporting criteria established by the Holding 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".

**Other Matters**

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting with reference to these consolidated financial statements insofar as it relates to these 26 subsidiary companies, 1 associate companies and 5 joint ventures, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

We also have audited, in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India as specified under section 143(10) of the Act, the consolidated financial statements of the Holding Company, which comprise the Consolidated Balance Sheet as at March 31, 2019, and the Consolidated Statement of Profit and Loss and Consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information, and our report dated May 22, 2019 expressed an unqualified opinion on those financial statements.

For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

sd/-
per Amyn Jassani
Partner
Membership Number: 046447

Place of Signature: Mumbai
Date: May 22, 2019

# Consolidated Balance Sheet as at March 31, 2019

(₹ In Lakhs)

| Particulars | | | Note No. | As at 31-Mar-19 | As at 31- Mar-18 |
|---|---|---|---|---|---|
| **I** | **ASSETS** | | | | |
| **1** | **NON-CURRENT ASSETS** | | | | |
| | (a) | Property, plant and equipment | **2** | 43,245.40 | 26,081.54 |
| | (b) | Capital work-in-progress | | 4,185.50 | 2,488.68 |
| | (c) | Intangible assets | **3** | 744,129.09 | 761,398.78 |
| | (d) | Intangible assets Under Development | **3** | 1,626.66 | 2,150.48 |
| | (e) | Contract Assets | **4** | 80,020.10 | - |
| | (e) | Financial assets | | | |
| | | (i) Investments accounted for using equity method | **5** | 16,637.92 | 19,574.15 |
| | | (ii) Investments Others | **5** | 62.55 | 62.20 |
| | | (iii) Trade receivables | **6** | 26,808.57 | 12,654.68 |
| | | (iv) Loans | **7** | 10,788.66 | 7,145.29 |
| | | (v) Other financial assets | **8** | 5,485.86 | 55,350.77 |
| | (g) | Deferred Tax Asset (net) | **9** | 5,616.16 | 4,011.18 |
| | (h) | Non Current Tax Asset (net) | **10** | 7,059.27 | 6,497.34 |
| | (i) | Other non-current assets | **11** | 22,828.42 | 19,447.42 |
| | **TOTAL NON-CURRENT ASSETS** | | | **968,494.16** | **916,862.51** |
| **2** | **CURRENT ASSETS** | | | | |
| | (a) | Inventories | **12** | 42,645.07 | 41,942.50 |
| | (b) | Contract Assets | **13** | 136,421.74 | - |
| | (c) | Financial assets | | | |
| | | (i) Investments | **14** | 11,650.06 | 5,078.75 |
| | | (ii) Trade receivables | **15** | 104,828.27 | 68,898.25 |
| | | (iii) Cash and cash equivalents | **16** | 8,244.02 | 17,224.54 |
| | | (iv) Bank balances other than (iii) above | **16** | 15,179.66 | 8,098.22 |
| | | (v) Loans | **17** | 1,452.79 | 2,767.15 |
| | | (vi) Other financial assets | **18** | 2,721.04 | 87,896.08 |
| | (d) | Other current assets | **19** | 18,499.96 | 6,261.29 |
| | **TOTAL CURRENT ASSETS** | | | **341,642.61** | **238,166.78** |
| | **TOTAL ASSETS** | | | **1,310,136.77** | **1,155,029.29** |
| **II** | **EQUITY & LIABILITIES** | | | | |
| **1** | **EQUITY** | | | | |
| | (a) | Equity Share Capital | **20** | 14,036.16 | 9,357.44 |
| | (b) | Other Equity | **21** | 14,653.21 | 22,233.92 |
| | **Equity Attributable to Owners** | | | **28,689.37** | **31,591.36** |
| | Non Controlling Interest | | | 11,894.62 | 9,367.95 |
| | **TOTAL EQUITY** | | | **40,583.99** | **40,959.31** |

# Consolidated Balance Sheet as at March 31, 2019

(₹ In Lakhs)

| Particulars | Note No. | As at 31-Mar-19 | As at 31- Mar-18 |
|---|---|---|---|
| **2 NON-CURRENT LIABILITIES** | | | |
| (a) Contract Liability | **22** | 23,833.09 | - |
| (b) Financial Liabilities | | | |
| (i) Borrowings | **23** | 540,989.72 | 487,036.17 |
| (ii) Other financial liabilities | **24** | 255,827.74 | 249,185.16 |
| (c) Provisions | **25** | 13,844.76 | 23,723.35 |
| (d) Deferred tax liabilities (Net) | **26** | 69.06 | 71.24 |
| (e) Other non-current liabilities | **27** | 1,725.83 | 27,865.66 |
| **TOTAL NON-CURRENT LIABILITIES** | | **836,290.20** | **787,881.58** |
| **3 CURRENT LIABILITIES** | | | |
| (a) Contract Liability | **28** | 56,374.64 | - |
| (b) Financial liabilities | | | |
| (i) Borrowings | **29** | 32,593.23 | 6,318.67 |
| (ii) Trade payables | **30** | | |
| (A) Total outstanding dues of micro enterprises and small enterprises | | 4,820.74 | 1,750.31 |
| (B) Total outstanding dues of creditors other than micro enterprises and small enterprises. | | 97,677.22 | 63,178.02 |
| (iii) Other financial liabilities | **31** | 60,047.10 | 45,119.78 |
| (iv) Obligation to the investor in Subsidiary | **64** | 148,162.83 | 135,918.97 |
| (c) Other current liabilities | **32** | 3,540.40 | 66,750.11 |
| (d) Provisions | **33** | 27,921.02 | 6,065.45 |
| (e) Current tax liabilities | **34** | 2,125.40 | 1,087.09 |
| **TOTAL CURRENT LIABILITIES** | | **433,262.58** | **326,188.40** |
| **TOTAL LIABILITIES** | | **1,269,552.78** | **1,114,069.98** |
| **TOTAL EQUITY AND LIABILITIES** | | **1,310,136.77** | **1,155,029.29** |
| Significant Accounting Policies | **1** | | |

The accompanying notes are an integral part of the Consolidated financial statements

As per our report of even date attached.

**For S R B C & CO LLP**
**Chartered Accountants**
ICAI Firm Registration Number: 324982E/E300003
sd/-
**per Amyn Jassani**
Partner
Membership No.: 046447

**For & on behalf of the Board of Directors**

| sd/- | sd/- | sd/- | sd/- |
|---|---|---|---|
| **(A.M. Katariya)** | **(S.D. Parakh)** | **(P.C. Mehta)** | **(M.A. Kulkarni)** |
| Chairman | Managing Director | Chief Financial Officer | Company Secretary |
| DIN : 00112240 | DIN : 00112324 | | |

Place: Mumbai
Date: May 22, 2019

Place: Mumbai
Date: May 22, 2019

CIN: L45200MH1993PLC071970

# Consolidated Statement of Profit And Loss for the year ended March 31, 2019

(₹ In Lakhs)

| | Particulars | Note No. | For the year ended 31-Mar-19 | For the year ended 31- Mar-18 |
|---|---|---|---|---|
| **I** | **INCOME** | | | |
| | Revenue from Operations | **35** | 493,012.06 | 360,300.30 |
| | Other Income | **36** | 7,710.48 | 5,157.65 |
| | **Total Income** | | **500,722.54** | **365,457.95** |
| **II** | **EXPENSES:** | | | |
| | Cost of Material Consumed | **37** | 150,832.05 | 83,244.87 |
| | Construction Expenses | **38** | 168,326.15 | 139,204.01 |
| | Excise Duty on Sales | | - | 198.14 |
| | Employee Benefits Expenses | **39** | 18,839.45 | 14,109.47 |
| | Finance Cost | **40** | 102,133.84 | 99,381.38 |
| | Depreciation and Amortisation | **2,3** | 25,823.28 | 29,143.19 |
| | Other Expenses | **41** | 15,587.26 | 9,592.12 |
| | **Total Expenses** | | **481,542.03** | **374,873.18** |
| **III** | **Profits / (Loss) before tax and share of profit / (loss) of associate and joint ventures (I-II)** | | **19,180.51** | **(9,415.23)** |
| **IV** | Profit / (loss) from associate and joint ventures accounted for using the Equity Method | | **(104.96)** | **5,920.44** |
| **V** | **Profit / (Loss) before Exceptional Items and Tax (III+IV)** | | **19,075.55** | **(3,494.79)** |
| **VI** | **Exceptional Items** | **65** | 6,013.34 | - |
| **VII** | **Profit / (Loss) before Tax (V-VI)** | | 13,062.21 | (3,494.79) |
| **VIII** | **Tax Expense:** | **46** | | |
| | Current Tax | | 18,696.21 | 9,042.47 |
| | Deferred Tax | | (1,605.53) | (671.82) |
| | | | **17,090.68** | **8,370.65** |
| **IX** | **(Loss) after tax for the year (VII-VIII)** | | **(4,028.47)** | **(11,865.44)** |
| **X** | **Other Comprehensive Income (OCI) :** | | | |
| | Items not to be reclassified subsequent to profit or loss | | | |
| | Re-measurement gains/(losses)on defined benefit plans | | (83.51) | (131.34) |
| | Income tax effect on above | | 20.88 | 31.70 |
| | Other Comprehensive Income | | **(62.63)** | **(99.64)** |
| **XI** | Total Comprehensive Income for the year (IX+X) | | **(4,091.10)** | **(11,965.08)** |
| | (Loss) for the year attributable to : | | | |
| | Owners of the Company | | **(3,346.02)** | **(11,114.34)** |
| | Non-Controlling Interest | | **(682.45)** | **(751.12)** |
| | Other Comprehensive Income for the year attributable to : | | | |
| | Owners of the Company | | **(61.57)** | **(97.61)** |
| | Non-Controlling Interest | | **(1.06)** | **(2.03)** |
| | Total Comprehensive Income for the year attributable to : | | | |
| | Owners of the Company | | **(3,407.59)** | **(11,211.95)** |
| | Non-Controlling Interest | | **(683.51)** | **(753.15)** |
| **X** | Earnings per Equity Share of Nominal Value ₹ 5 each: | **51** | | |
| | Basic (₹) | | **(1.19)** | **(3.96)** |
| | Diluted (₹) | | **(1.19)** | **(3.96)** |
| | Significant Accounting Policies | **1** | | |
| | The accompanying notes are an integral part of the financial statements | | | |

As per our report of even date attached.

**For S R B C & CO LLP**
**Chartered Accountants**
ICAI Firm Registration Number:
324982E/E300003

sd/-
**per Amyn Jassani**
Partner
Membership No.: 046447

**For & on behalf of the Board of Directors**

| sd/- | sd/- | sd/- | sd/- |
|---|---|---|---|
| **(A.M. Katariya)** | **(S.D. Parakh)** | **(P.C. Mehta)** | **(M.A. Kulkarni)** |
| Chairman | Managing Director | Chief Financial Officer | Company Secretary |
| DIN : 00112240 | DIN : 00112324 | | |

Place: Mumbai
Date: May 22, 2019

Place: Mumbai
Date: May 22, 2019

# Consolidated Cash Flow Statement for the year ended March 31, 2019

(₹ In Lakhs)

| | Particulars | For the year ended 31-Mar-2019 | For the year ended 31-Mar-2018 |
|---|---|---|---|
| **A** | **CASH FLOW FROM OPERATING ACTIVITIES :** | | |
| | Net Profit/ (Loss) Before Taxation | **13,062.21** | (3,494.79) |
| | **Non-cash adjustment to reconcile profit / (loss) before tax to net cash flows** | | |
| | Depreciation & Amortisation | 25,823.28 | 29,143.19 |
| | Impairment Allowance(Allowance for Bad and Doubtful Debts and Advances) | 2,371.44 | 1,205.31 |
| | Assets Written off | 67.28 | - |
| | Finance Cost | 102,133.84 | 99,381.38 |
| | Dividend Income | (540.00) | - |
| | Exceptional Items | 6,013.34 | - |
| | (Gain) on sale of Investments | (138.36) | (56.09) |
| | Profit / (loss) from associates and joint ventures | (104.96) | 5,920.44 |
| | Interest & Finance Income | (3,686.15) | (2,365.96) |
| | (Gain) on disposal of Property, Plant and Equipment | (68.93) | (82.29) |
| | **Operating Profit Before Changes in Working Capital** | **144,932.99** | **129,651.19** |
| | **Adjustments for changes in Operating Assets & Liabilities:** | | |
| | (Increase) / Decrease in Inventories | (198.18) | (5,987.79) |
| | (Increase) / Decrease in Trade receivables and other Current assets | (152,254.67) | (53,111.46) |
| | (Increase) / Decrease in Other Bank Balances | (7,081.43) | (4,130.74) |
| | Increase / (Decrease) in Trade and Operating Payables | 37,569.64 | 7,493.04 |
| | Increase / (Decrease) in Current & Non Current Provisions | 8,447.40 | 2,018.57 |
| | Increase / (Decrease) in Other Current Liabilities and Contract liability | (29,304.01) | (1,856.68) |
| | **Cash Generated from Operations** | **2,111.74** | **74,076.12** |
| | Income Tax Paid (net of refunds) | (18,219.83) | (11,964.90) |
| | **NET CASH FLOW (USED IN) / FROM OPERATING ACTIVITIES (A)** | **(16,108.09)** | **62,111.22** |
| **B** | **CASH FLOW FROM INVESTING ACTIVITIES :** | | |
| | Purchase of Property Plant and Equipment including CWIP and Capital Advances | (21,087.96) | (16,254.99) |
| | Sale / (Purchase) of Non-Current Investment (Net) | 3,118.82 | (10,941.08) |
| | Loan Given to Joint Venture | (1,109.50) | (6,547.57) |
| | Loan Given to Others | (701.30) | (2,500.44) |
| | Loan Repaid by Joint Venture | - | 2,056.00 |
| | Loan Repaid by Others | 34.40 | - |
| | Dividend Income | 540.00 | - |
| | Finance Income | 1,711.63 | 2,365.96 |
| | Proceeds from sale of Property Plant and Equipment | 139.34 | 342.92 |
| | **NET CASH FLOW USED IN INVESTING ACTIVITIES (B)** | **(17,354.57)** | **(31,479.20)** |

# Consolidated Cash Flow Statement for the year ended March 31, 2019

(₹ In Lakhs)

| | Particulars | For the year ended 31-Mar-2019 | For the year ended 31-Mar-2018 |
|---|---|---|---|
| C | CASH FLOW FROM FINANCING ACTIVITIES | | |
| | Payment towards Dividend | (1,495.94) | (1,496.26) |
| | Tax on Dividend | - | (609.59) |
| | Proceeds from Shares issued by subsidiary company | 3,500.00 | - |
| | Proceeds from Borrowings | 111,533.45 | 54,336.63 |
| | Repayment of Borrowings | (22,871.87) | (11,100.61) |
| | Finance Cost paid | (59,612.20) | (50,971.95) |
| | **NET CASH FLOW FROM / (USED IN) FINANCING ACTIVITIES (C)** | **31,053.45** | **(9,841.78)** |
| | **Net (decrease) / Increase In Cash & Cash Equivalents (A+B+C)** | (2,409.21) | 20,790.25 |
| | **Cash and Cash Equivalents at the beginning of the year** | **22,303.29** | **1,513.04** |
| | **Cash and Cash Equivalents at the end of the year** | **19,894.08** | **22,303.29** |
| | **COMPONENTS OF CASH AND CASH EQUIVALENTS** | | |
| | Balances with Banks | | |
| | On current accounts | 6,364.40 | 16,715.56 |
| | On deposit accounts | 1,264.08 | 181.56 |
| | Cash on hand | 615.54 | 327.42 |
| | | **8,244.02** | **17,224.54** |
| | Add: Investment in Liquid Mutual Fund | 11,650.06 | 5,078.75 |
| | **Cash and cash equivalents for statement of cash flows** | **19,894.08** | **22,303.29** |

**Note:**

1. Cash and Cash Equivalents comprises of balances with bank in current accounts, cash on hand and Bank Deposits with maturity of less than 3 months.
2. The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard (Ind AS 7) on Cash Flow Statement.

As per our report of even date attached.

**For S R B C & CO LLP**
**Chartered Accountants**
ICAI Firm Registration Number:
324982E/E300003
sd/-
**per Amyn Jassani**
Partner
Membership No.: 046447

Place: Mumbai
Date: May 22, 2019

**For & on behalf of the Board of Directors**

| sd/- | sd/- | sd/- | sd/- |
|---|---|---|---|
| **(A.M. Katariya)** | **(S.D. Parakh)** | **(P.C. Mehta)** | **(M.A. Kulkarni)** |
| Chairman | Managing Director | Chief Financial Officer | Company Secretary |
| DIN : 00112240 | DIN : 00112324 | | |

Place: Mumbai
Date: May 22, 2019

# Consolidated Statement of Changes in Equity as at March 31, 2019

**a) Equity Share Capital:**

(₹ In Lakhs)

| Particulars | As at 31-Mar-19 | As at 31-Mar-18 |
|---|---|---|
| Balance at the beginning of the year | 9,357.44 | 9,357.44 |
| Issued during the year (Refer Note 1) | 4,678.72 | - |
| **Balance at the close of the period** | **14,036.16** | **9,357.44** |

| Equity shares of ₹ 5 each issued, subscribed and fully paid | Nos. | (₹ In Lakhs) |
|---|---|---|
| At March 31, 2018 | 187,148,811 | 9,357.44 |
| Addition during the year (Refer Note 1) | 93,574,406 | 4,678.72 |
| At March 31, 2019 | 280,723,217 | 14,036.16 |

**b) Other Equity:**

| Particulars | Attributable to the equity holders of the Parent | | | | | Total | Non-Controlling Interests (NCI) | Total Equity |
|---|---|---|---|---|---|---|---|---|
| | Securities Premium | Retained Earnings | General Reserve | Debenture Redemption Reserve | Other Reserve - NCI Reserve | | | |
| **Balance as of April 01, 2017** | **79,578.57** | **(55,448.32)** | **7,769.09** | **-** | **5,691.08** | **37,590.42** | **11,690.62** | **49,281.04** |
| Addition during the year | - | (11,114.34) | - | - | (540.36) | **(11,654.70)** | - | **(11,654.70)** |
| Other Comprehensive income for the year | - | (97.61) | - | - | - | **(97.61)** | - | **(97.61)** |
| Deduction during the year | - | - | - | - | - | - | **(2,322.67)** | **(2,322.67)** |
| Transferred to General Reserve | - | - | - | - | - | - | - | - |
| Interim Dividend Paid | - | (1,497.19) | - | - | - | **(1,497.19)** | - | **(1,497.19)** |
| Final dividend Paid | - | (1,497.41) | - | - | - | **(1,497.41)** | - | **(1,497.41)** |
| Tax on Dividend | - | (609.59) | - | - | - | (609.59) | - | (609.59) |
| **Balance as of March 31, 2018** | **79,578.57** | **(70,264.46)** | **7,769.09** | **-** | **5,150.72** | **22,233.92** | **9,367.95** | **31,601.87** |
| Addition during the year | - | (3,346.02) | - | - | 288.87 | (3,057.15) | 2,526.67 | (530.48) |
| Other Comprehensive income for the year | - | (62.63) | - | - | - | (62.63) | - | (62.63) |
| Utilised for issue of Bonus shares (Note 1) | (4,678.73) | - | - | - | - | (4,678.73) | - | (4,678.73) |
| Creation of Debenture Redemption Reserve (Refer Note 2) | - | - | (3,750.00) | 3,750.00 | - | - | - | - |
| Deduction during the year | - | - | - | - | - | - | - | - |
| Others | - | (186.03) | - | - | - | (186.03) | - | (186.03) |
| Impact on account of adoption of Ind AS 115 (Refer note 63) | - | 403.83 | - | - | - | 403.83 | - | 403.83 |
| **Balance as of March 31, 2019** | **74,899.84** | **(73,455.31)** | **4,019.09** | **3,750.00** | **5,439.59** | **14,653.21** | **11,894.62** | **26,547.83** |

Note :

1 The Board of Directors at its meeting held on May 29, 2018, proposed a bonus issue of equity shares, in the ratio of one equity share of ₹ 5 each for every two equity shares of the Company, held by the shareholders as on a record date. Subsequently the shareholders approved the same and the Company has issued the bonus shares on record date i.e. July 13, 2018.

2 The Non Convertible Debentures amounting to ₹ 15,000 lakhs are due for redemption in FY 2021-22 and the Company is required to create Debenture Redemption Reserve (DRR) amounting to ₹ 3,750 lakhs. Accordingly DRR of ₹ 3,750 lakhs has been created during the year. The NCDs are due for redemption on April 30, 2021.

Summary of Significant Accounting Policies

The accompanying notes are an integral part of the financial statements

As per our report of even date attached.
**For S R B C & CO LLP**
**Chartered Accountants**
ICAI Firm Registration Number:
324982E/E300003

sd/-
**per Amyn Jassani**
Partner
Membership No.: 046447

**For & on behalf of the Board of Directors**

sd/-
**(A.M. Katariya)**
Chairman
DIN : 00112240

sd/-
**(S.D. Parakh)**
Managing Director
DIN : 00112324

sd/-
**(P.C. Mehta)**
Chief Financial Officer

sd/-
**(M.A. Kulkarni)**
Company Secretary

Place: Mumbai
Date: May 22, 2019

Place: Mumbai
Date: May 22, 2019

## 01: SIGNIFICANT ACCOUNTING POLICIES

A. **Corporate Information**

The consolidated financial statements comprise financial statements of Ashoka Buildcon Limited (the company) and its subsidiaries (collectively, the Group) for the year ended March 31, 2019.

The list of subsidiaries considered for the preparation of the consolidated financial statements are mentioned in Note 55 to the Consolidated Financial Statements.

Ashoka Buildcon Limited ("the Company") is a public limited company domiciled in India and incorporated on May 13, 1993 under the provision of Companies Act, 1956. The registered office of Company is located at Ashoka House, Ashoka Marg, Wadala road, Nashik, Maharashtra 422011.Shares of the Company are listed on Bombay Stock Exchange (BSE) and National Stock Exchange (NSE).

The Company is presently engaged in the business of construction of infrastructure facilities on Engineering, Procurement and Construction Basis (EPC) and Built, Operate and Transfer (BOT) Basis and Sale of Ready Mix Concrete. The Company has promoted Special Purpose Vehicles (SPVs) for some of its projects, wherein 'Toll Collection Rights' are received in exchange of the Construction Cost. For this, the SPVs significantly engage the services of the Company for contract related activities due to inherent execution capabilities / expertise and experience of the Company.

The financial statements were approved for issue by The Board of Directors on May 22, 2019.

B. **Significant Accounting Policies**

a) **Basis of preparation**

The consolidated financial statements of the group have been prepared in accordance with the provisions of the Companies Act, 2013 and the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 read with Section 133 of the Companies Act, 2013 (as amended from time to time).

These financial statements include Balance sheet, Statement of Profit and Loss, Statement of Changes in Equity and Statement of Cash flows and notes, comprising a summary of significant accounting policies and other explanatory information and comparative information in respect of the preceding period.

The financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value or revalued amount:

- Derivative financial instruments,
- Certain other financial assets and liabilities which have been measured at fair value (refer accounting policy regarding financial instruments).

b) **Basis of Consolidation**

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at March 31, 2019. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns.

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The Group’s voting rights and potential voting rights
- The size of the group’s holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that group member's financial statements in preparing the consolidated financial statements to ensure conformity with the group's accounting policies.

In certain subsidiaries, the company shareholders have entered into an agreement to subscribe to the equity shares of those subsidiaries in a predetermined ratio. As a result, the Company's share of Net Worth in these subsidiaries which was in excess of its investment is added to "NCI Reserve" under Reserves and Surplus.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent company, i.e., year ended on March 31, 2019.

Consolidation Procedure:

- Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date.
- Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.
- Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.
- The Build, Operate and Transfer (BOT) contracts are governed by service concession agreements with government authorities (grantors). These contracts are executed through special purpose vehicles (SPV) incorporated for this purpose. Under these agreements, the SPV's (operator) does not own the road, but gets "Toll Collection Rights" or "Receivable under service concession arrangements" against Construction Services rendered. As per the principals of Appendix C – "Service Concession Arrangements" to Ind AS 115, such rights have been recognized as either intangible assets or financial assets in the financial statements of the SPV basis type of rights gets. Since the construction revenue earned by the operator is considered as exchanged with the grantor against toll collection rights, profit from such contracts is considered as realised. Accordingly, where work are sub-contracted to the Parent and/or fellow subsidiaries/ associates the intra group transactions pertaining to the BOT contracts and the profits thereon are taken as realized and not eliminated.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- Derecognises the assets (including goodwill) and liabilities of the subsidiary
- Derecognises the carrying amount of any non-controlling interests
- Derecognises the cumulative translation differences recorded in equity

- Recognises the fair value of the consideration received
- Recognises the fair value of any investment retained
- Recognises any surplus or deficit in profit or loss
- Reclassifies the parent's share of components previously recognised in OCI to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities.

c) **Summary of Significant Accounting Policies**

**1. Business Combinations and Goodwill**

In accordance with Ind AS 101 provisions related to first time adoption, the Group has elected to apply Ind AS accounting for business combinations prospectively from April 01, 2015. As such, previous GAAP balances relating to business combinations entered into before that date, including goodwill, have been carried forward. The same first time adoption exemption is also used for associates and joint ventures.

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. However, the following assets and liabilities acquired in a business combination are measured at the basis indicated below:

- Deferred tax assets or liabilities, and the assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with Ind AS 12 Income Tax and Ind AS 19 Employee Benefits respectively.
- Liabilities or equity instruments related to share based payment arrangements of the acquiree or share – based payments arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with Ind AS 102 Share-based Payments at the acquisition date.
- Assets (or disposal groups) that are classified as held for sale in accordance with Ind AS 105 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that standard.
- Reacquired rights are measured at a value determined on the basis of the remaining contractual term of the related contract. Such valuation does not consider potential renewal of the reacquired right.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

Business combinations arising from transfers of interests in entities that are under the common control are accounted at pooling of interest method. The difference between any consideration given and the aggregate historical carrying amounts of assets and liabilities of the acquired entity are recorded in shareholders' equity.

Goodwill on consolidation as on the date of transition represents the excess of cost of acquisition at each point of time of making the investment in the subsidiary over the Group's share in the net worth of a subsidiary. For this purpose, the Group's share of net worth is determined on the basis of the latest financial statements, prior to the acquisition, after making necessary adjustments for material events between the date of such financial statements and the date of respective acquisition. Capital reserve on consolidation represents excess of the Group's share in the net worth of a subsidiary over the cost of acquisition at each point of time of making the investment in the subsidiary. Goodwill arising on consolidation is not amortised, however, it is tested for impairment annually. In the event of cessation of operations of a subsidiary, the unimpaired goodwill is written off fully.

**2. Investment in Joint Ventures**

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The considerations made in determining whether significant influence or joint control are similar to those necessary to determine control over the subsidiaries. The Group's investments in its joint venture is accounted for using the equity method. Under the equity method, the investment in a joint venture is initially recognised at cost. The carrying amount of the investment is adjusted to recognise changes in the Group's share of net assets of the joint venture since the acquisition date. Goodwill relating to the joint venture is included in the carrying amount of the investment and is not tested for impairment individually. The statement of profit and loss reflects the Group's share of the results of operations of the joint venture. Any change in OCI of those investees is presented as part of the Group's OCI. In addition, when there has been a change recognised directly in the equity of the joint venture, the Group recognises its share of any changes, when applicable, in the statement of changes in equity. If an entity's share of losses of the joint venture equals or exceeds its interest in the joint venture, the entity discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the joint venture. If the joint venture subsequently reports profits, the entity resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised. The aggregate of the Group's share of profit or loss of a joint venture is shown on the face of the statement of profit and loss. The financial statements of the joint venture are prepared for the same reporting period as the Group. When necessary, adjustments are made to bring the accounting policies in line with those of the Group. After application of the equity method, the Group determines whether it is necessary to recognise an impairment loss on its investment in the joint venture. At each reporting date, the Group determines whether there is objective evidence that the investment in the joint venture is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the joint venture and its carrying value, and then recognises the loss as 'Share of profit of joint venture' in the statement of profit or loss.

**3. Presentation of consolidated financial statements**

The consolidated financial statements of the Group (except for Statement of Cash Flow) are prepared and presented in the format prescribed in Division II – Ind AS Schedule III ("Schedule III") to the Companies Act, 2013.

The Statement of Cash Flow has been prepared and presented as per the requirements of Ind AS 7 "Statement of Cash flows".

Amounts in the financial statements are presented in ₹ (Indian National Rupees) in Lakhs in as per the requirements of Schedule III. "Per share" data is presented in ₹ upto two decimals places.

**4. Current versus Non-current classification**

The Group presents assets and liabilities in the balance sheet based on current/non-current classification.

**An asset is treated as current when it is:**

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

**A liability is current when:**

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

**Deferred Tax**

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

**Operating Cycle**

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Group has identified twelve months as its operating cycle.

5. **Fair Value measurement**

The Group measures financial instruments, such as, derivatives at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

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

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

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

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

Fair value measurements are categorized into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices in active markets for identical assets or liabilities that entity can access at measurement date;
- Level 2 inputs are inputs, other than quoted prices included in Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

6. **Foreign Currency**

- **Functional and presentation currency**

  The financial statements of the Group are presented using Indian National Rupee **(₹),** which is also our functional currency i.e. currency of the primary economic environment in which the Group operates.

- **Transactions and balances**

  Foreign currency transactions are translated into the respective functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are recognised in profit or loss.

7. **Property, Plant and Equipment (PPE)**

PPE is recognized when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can measured reliably. All items of PPE are stated at cost net of tax/duty credits availed, if any, less accumulated depreciation and cumulative impairment. Cost includes expenditure that is directly attributable to the acquisition and installation of such assets if any. Subsequent expenditure relating to Property, Plant and Equipment is capitalised only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. When significant parts of plant and equipment are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repairs and maintenance costs are charged to the Statement of Profit and Loss as incurred.

Items such as spare parts and servicing equipment are recognised as PPE if they meet the definition of property, plant and equipment and are expected to be used during more than one year. All other items of spares and servicing equipments are classified as item of Inventories.

PPE not ready for the intended use on the date of the Balance Sheet is disclosed as "Capital Work-In-Progress" and carried at cost, comprising of directly attributable costs and related incidental expenses.

Decommissioning cost, if any, on Property Plant and Equipment are estimated at their present value and capitalized as part of such assets.

**Depreciation methods, estimated useful lives and residual value**

Depreciation has been provided on the written down value method, as per the useful lives specified in schedule II to the Companies Act, 2013, or in the case of assets where the useful life was determined by technical evaluation carried out by the management's expert, in order to reflect the actual usage of the assets. The asset's useful lives are reviewed and adjusted, if appropriate, at the end of each reporting period. The useful lives of PPE are as under:

**Type of Asset with Useful Life**

| Sr. No. | Category of assets | Sub-category of assets | Useful life as per schedule II | Useful life adopted by the Group |
|---|---|---|---|---|
| 1 | Plant and equipment | Concreting, Crushing, Pilling Equipment & Road Making Equipment | 12 | 10 |
| | | Cranes with capacity of Less than 100 Tonne | 15 | 15 |
| | | Cranes with capacity of Less than 60 Tonne | 9 | 9 |
| | | Material Handling/Pipeline/Welding | 12 | 9 |
| | | Earth Moving equipment | 9 | 9 |
| | | Mother Compressor, Online & booster compressor | 10 | 10 |
| | | Plant & Machinery other than Compressors and Pipeline (CGS, Dispensers, Skids, Firefighting equipment) | 15 | 15 |
| | | Cascades | 20 | 20 |
| | | Pipeline (MDPE and Steel) | 25 | 25 |
| 2 | Office and equipment | Office and equipment | 5 | 5 |
| 3 | Computers and data processing equipment | End user devices | 3 | 3 |
| | | Server | 6 | 3 |
| 4 | Furniture and Fixture / Signages | Furniture and Fixture / Signages | 10 | 10 |
| 5 | Vehicle | Motor buses, motor lorries and motor cars other than those used in a business of running them on hire | 8 | 8 |
| | | Motor cycles, scooter and other mopeds | 10 | 10 |
| 6 | Buildings | Buildings other than factory building | 60 | 60 |
| | | Temporary/Portable structure | 3 | 3 |
| 7 | General Laboratory Equipment | | 10 | 3 |
| 8 | Plant & Equipment | Centering materials are depreciated on a Straight Line Basis over Useful life which has been defined as Four Years | | |
| 9 | Leasehold Land | Amortised over the period of lease | | |

**8. Intangible assets**

- Intangible Assets Under Service concession Arrangements (Appendix A of "Ind AS 115 – Revenue from Contracts with Customers)

  In respect of Public to Private Arrangements(PPA), on a Built-Operate-Transfer (BOT) basis, Intangible Assets i.e. Right to collect toll/tariff are recognised when the Company has been granted rights to charge a toll/tariff from the users of such public services and such rights do not confer an unconditional right on the Company to receive cash or another Financial Asset and when it is probable that future economic benefits associated with the rights will flow to the Company and the cost of the asset can be measured reliably.

The Group constructs or upgrades infrastructure (construction or upgrade services) used to provide a public service and operates and maintains that infrastructure (operation services) for a specified period of time. These arrangements may include infrastructure used in a public-to-private service concession arrangement for its entire useful life.

Under the Concession Agreements, where the Group has received the right to charge users of the public service, such rights are recognised and classified as "Intangible Assets" in accordance with Appendix C-'Service Concession Arrangements' of Ind AS 115- 'Revenue from Contracts with Customers'. Such right is not an unconditional right to receive consideration because the amounts are contingent to the extent that the public uses the service. The asset is recognised by the Group at cost (which is the fair value of the consideration received or receivable for the construction services delivered) and is capitalized when the project is complete in all respects and when the subsidiary companies receives the completion certificate from the authority as specified in the Concession Agreement.

An asset carried under concession arrangements is derecognised on disposal or when no future economic benefits are expected from its future use or disposal.

Service Concession Arrangements that meet the definition of an Intangible Asset are recognised at cumulative construction cost, including related margins. Till completion of construction of the project, such arrangements are recognised as "Intangible Assets Under Development" and are recognised at cumulative construction cost, including related margins.

- Premium Capitalization

  Under some of the concession agreements, the Group has contractual obligation to pay premium (concession fees) to National Highway Authority of India ("NHAI"), Grantor, over the concession period. Such obligation has been recognised on a discounted basis as 'Intangible assets – License to Toll Collection' and corresponding obligation for committed premium is recognised as liabilities.

- Other Intangible assets

  Intangible assets are recognized when it is probable that future economic benefits attributable to the assets will flow to the Group and the cost of the asset can be measured reliably. Such Intangible Assets acquired by the Group are measured at cost less accumulated amortisation and any accumulated impairment losses. Cost includes expenditure that is directly attributable to the acquisition and installation of such assets.

**Amortisation**

The intangible rights which are recognised in the form of right to charge users of the infrastructure asset are amortized by taking proportionate of actual revenue received for the year over Total Projected Revenue from project to Cost of Intangible assets i.e. proportionate of actual revenue earned for the year over Total Projected Revenue from the Intangible assets expected to be earned over the balance concession period as estimated by the management.

As required, total Projected Revenue reviewed by the management at the end of the each financial year and accordingly, the total projected revenue is adjusted to reflect any changes in the estimates which lead to the actual collection at the end of the concession period.

Right to collect tariff on Hydro project is amortised on a Straight Line basis over the concession period.

**9. Impairment of Non-Financial Assets**

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

**10. Non-current assets held for sale**

The Group classifies non-current assets and disposal groups as 'Held For Sale' if their carrying amounts will be recovered principally through a sale rather than through continuing use and sale is highly probable i.e. actions required to complete the sale indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn.

Non-current assets held for sale and disposal groups are measured at the lower of their carrying amount and the fair value less costs to sell. Assets and liabilities classified as held for sale are presented separately in the balance sheet.

Property, plant and equipment and intangible assets once classified as held for sale are not depreciated or amortised.

**11. Financial instruments**

**Initial Recognition**

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

**Financial Assets**

**Subsequent Measurement**

All recognised financial assets are subsequently measured at amortized cost using effective interest method except for financial assets carried at fair value through Profit and Loss (FVTPL) or fair value through other comprehensive income (FVOCI).

- Equity investments in Subsidiaries and Joint Venture

  The Group accounts for the investment in subsidiaries and joint ventures and other equity investments in subsidiary companies at cost in accordance with Ind AS 27 - 'Separate Financial Statements'.

  Investment in Compulsory Convertible Debentures of subsidiary company is treated as equity investments, since they are convertible into equity shares of subsidiary.

  Investments in debt instruments issued by subsidiary company are classified as "Other Equity Investments" if they meet the definition of equity.

  Investment made by way of Financial Guarantee contracts in subsidiary, associate and joint venture companies are initially recognised at fair value of the Guarantee. They are not re-measured subsequently.

- Equity investments (other than investments in subsidiaries and joint venture)

  All equity investments falling within the scope of Ind-AS 109 are mandatorily measured at Fair Value through Profit and Loss (FVTPL) with all fair value changes recognized in the Statement of Profit and Loss.

  The Group has an irrevocable option of designating certain equity instruments as FVOCI. Option of designating instruments as FVOCI is done on an instrument-by-instrument basis. The classification made on initial recognition is irrevocable.

  If the Group decides to classify an equity instrument as FVOCI, then all fair value changes on the instrument are recognized in Statement of Other Comprehensive Income (SOCI). Amounts from SOCI are not subsequently transferred to profit and loss, even on sale of investment.

- Investment in preference shares

  Investment in preference shares are classified as debt instruments and carried at Amortised cost if they are not convertible into equity instruments and are not held to collect contractual cash flows. Other Investment in preference shares which are classified as Debt instruments are carried at FVTPL.

  Investment in convertible preference shares of subsidiaries and Joint Venture companies are treated as equity instruments and carried at cost. Other Investment in convertible preference shares which are classified as equity instruments are mandatorily carried at FVTPL.

- Financial Assets Under Service concession Arrangements (Appendix C of "Ind AS 115 – Revenue from Contracts with Customers)

  The Group constructs or upgrades infrastructure (construction or upgrade services) used to provide a public service and operates and maintains that infrastructure (operation services) for a specified period of time. These arrangements may include infrastructure used in a public-to-private service concession arrangement for its entire useful life.

  The Group recognises the considerations given by the grantor i.e. National Highway Authority of India ('NHAI') in accordance with Appendix C-'Service Concession Arrangements' of Ind AS 115- 'Revenue from Contracts with Customers'. The Group recognises a financial asset to the extent that it has an unconditional contractual right to receive cash or another financial asset from or at the direction of the grantor of the contract for the construction services; the grantor has little, if any, discretion to avoid payment, usually because the agreement is enforceable by law.

- De-recognition

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

- Impairment of financial assets

  The Group assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The Group recognises lifetime expected losses for all contract assets and/or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

**Financial Liabilities**

**Classification**

Financial liabilities and equity instruments issued by the Group are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

**Subsequent measurement**

Loans and borrowings are subsequently measured at amortised cost using Effective Interest Rate (EIR), except for financial liabilities at fair value through profit or loss. 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. Amortisation arising on unwinding of the financial liabilities as per EIR is included as a part of Finance Costs in the Statement of Profit and Loss.

Financial liabilities recognised at FVTPL, including derivatives, are subsequently measured at fair value.

- Compound financial instruments

  Compound financial instruments issued by the Group is an instrument which creates a financial liability on the issuer and which can be converted into fixed number of equity shares at the option of the holders.

  Such instruments are initially recognised by separately accounting the liability and the equity components. The liability component is initially recognised at the fair value of a comparable liability that does not have an equity conversion option. The equity component is initially recognised as the difference between the fair value of the compound financial instrument as a whole and the fair value of the liability component. The directly attributable transaction costs are allocated to the liability and the equity components in proportion to their initial carrying amounts.

  Subsequent to initial recognition, the liability component of the compound financial instrument is measured at amortised cost using the effective interest method. The equity component of a compound financial instrument is not re-measured subsequently.

- Financial guarantee contracts

  Financial guarantee contracts are initially recognised as a liability at fair value. The liability is subsequently measured at carrying amount less amortization or amount of loss allowance determined as per impairment requirements of Ind AS 109, whichever is higher.Amortisation is recognised as finance income in the Statement of Profit and Loss.

- De-recognition

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

**Offsetting financial instruments**

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

**Re-classification of financial instruments**

The Group determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets, such as equity instruments designated at FVTPL or FVOCI and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets.

**12. Cash dividend and non-cash distribution to equity holders**

The Group recognises a liability to make cash or non-cash distributions to its equity holders when the distribution is authorised and the distribution is no longer at the discretion of the Group. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

Non-cash distributions are measured at the fair value of the assets to be distributed with fair value re-measurement recognised directly in equity.

Upon distribution of non-cash assets, any difference between the carrying amount of the liability and the carrying amount of the assets distributed is recognised in the statement of profit and loss.

Dividends paid/payable are recognised in the year in which the related dividends are approved by the Shareholders or Board of Directors as appropriate.

**13. Earnings per share**

The Group's Earnings per Share ('EPS') is determined based on the net profit attributable to the shareholders' of the Group.

Basic earnings per share is calculated by dividing the profit from continuing operations and total profit, both attributable to equity shareholders of the Group by the weighted average number of equity shares outstanding during the period.

Diluted earnings per share is computed using the weighted average number of common and dilutive shares outstanding during the year including share based payments, except where the result would be anti-dilutive.

**14. Revenue recognition**

**A) Revenue**

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has generally concluded that it is the principal in its revenue arrangements, except for the agency services below, because it typically controls the goods or services before transferring them to the customer.

- **Revenue Recognition under Service Concession Arrangements**

  In case of entities involved in construction and maintenance of Roads, revenue are recognised in line with the Appendix C to Ind AS 115 – Revenue from Contracts with Customers. The revenue is recognized in the period of collection which generally coincide as and when the traffic passes through toll plazas.

- **Revenue from construction contracts.**

  Performance obligation in case of long - term construction contracts satisfied over a period of time, since the Group creates an asset that the customer controls as the asset is created and the Group has an enforceable right to payment for performance completed to date if it meets the agreed specifications.

  Revenue from long term construction contracts, where the outcome can be estimated reliably and 5% of the project cost is incurred, is recognized under the percentage of completion method by reference to the stage of completion of the contract activity.

  The stage of completion is measured by input method i.e. the proportion that costs incurred to date bear to the estimated total costs of a contract. The percentage-of-completion method (an input method) is the most faithful depiction of the Group's performance because it directly measures the value of the services transferred to the customer.

  The total costs of contracts are estimated based on technical and other estimates. In the event that a loss is anticipated on a particular contract, provision is made for the estimated loss. Contract revenue earned in excess of billing is reflected under as "contract asset" and billing in excess of contract revenue is reflected under "contract liabilities".

  Retention money receivable from project customers does not contain any significant financing element, these are retained for satisfactory performance of contract.

  In case of long - term construction contracts payment is generally due upon completion of milestone as per terms of contract. In certain contracts, short-term advances are received before the performance obligation is satisfied.

  The major component of contract estimate is "budgeted cost to complete the contract" and on assumption that contract price will not reduce vis-à-vis agreement values. While estimating the various assumptions are considered by management such as:

- Work will be executed in the manner expected so that the project is completed timely;
- Consumption norms will remain same;
- Cost escalation comprising of increase in cost to compete the project are considered as a part of budgeted cost to complete the project etc.

Due to technical complexities involved in the budgeting process, contract estimates are highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

- **Service contracts.**

  For service contracts (including maintenance contracts) in which the Group has the right to consideration from the customer in an amount that corresponds directly with the value to the customer of the Group's performance completed to date, revenue is recognized when services are performed and contractually billable. For all other service contracts, the Group recognizes revenue over time using the cost-to-cost percentage-of-completion method. Service contracts that include multiple performance obligations are segmented between types of services. For contracts with multiple performance obligations, the Group allocates the transaction price to each performance obligation using an estimate of the stand-alone selling price of each distinct service in the contract.

  When it is probable that total contract costs will exceed total contract revenue, expected loss, if any, on a contract is recognised as expense in the period in which it is foreseen, irrespective of the stage of completion of the contract.

- **Variable consideration.**

  The nature of the Group's contracts gives rise to several types of variable consideration, including claims and unpriced change orders; award and incentive fees; change in law; and liquidated damages and penalties. The Group recognizes revenue for variable consideration when it is probable that a significant reversal in the amount of cumulative revenue recognized will not occur. The Group estimates the amount of revenue to be recognized on variable consideration using the expected value (i.e., the sum of a probability-weighted amount) or the most likely amount method, whichever is expected to better predict the amount.

  The Group's claim for extra work, incentives and escalation in rates relating to execution of contracts are recognized as revenue in the year in which said claims are finally accepted by the clients. Claims under arbitration/disputes are accounted as income based on final award. Expenses on arbitration are accounted as incurred.

  Before including any amount of variable consideration in the transaction price, the Group considers whether the amount of variable consideration is constrained. The Group determined that the estimates of variable consideration are not constrained based on its historical experience, business forecast and the current economic conditions. In addition, the uncertainty on the variable consideration will be resolved within a short time frame.

- **Warranties Obligation.**

  The Company provides for contractual obligations to periodically service, repair or rectify any defective work during the defect liability period as well as towards contractual obligations to restore the infrastructure at periodic intervals. Provisions are measured based on management's estimate required to settle the obligation at the balance sheet date and are discounted using a rate that reflects the time value of money. When discounting is used, the increase in the provision due to the passage of time is recognized as finance cost. The same is reviewed at each balance sheet date and adjustments if any to the carrying amount is provided for accordingly.

  In case of service concession arrangement classified as financial assets, expenses recognized in the period in which such costs are actually incurred.

- **Annuity Income under Service Concession Arrangements**

  Revenue from annuity based projects is recognised in the Statement of Profit and Loss over the concession period of the respective projects based on the implicit rate of return embedded in the projected cash flows. Such income is duly adjusted for any variation in the amount and timing of the cash flows in the period in which such variation occurs.

- **Sale of Goods**

  Revenue from sale of goods is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the goods.

  Sale of Natural Gas is recognized on supply of gas to customers by metered/assessed measurements as no significant uncertainty exists regarding the measurability or collectability of the sale consideration. Revenue on sale of Compressed Natural Gas (CNG) is recognized on sale of gas to consumers from retail outlets.

- Income from share of profit/loss in partnership firm / Limited liability partnerships is recognised only when the profit/income is ascertained and there is certainty as to amount of income.

- Interest income is recognized on a time proportion basis, by reference to the principal outstanding and the applicable EIR.

- Dividend is recognised when the Group's right to receive the payment is established.

**B) Contract Balances**

**Contract Assets**

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

Contract assets represent revenue recognized in excess of amounts billed and include unbilled receivables. Unbilled receivables, which represent an unconditional right to payment subject only to the passage of time, are reclassified to accounts receivable when they are billed under the terms of the contract.

**Trade Receivables**

A receivable represents the Group's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in point 11 of Accounting Policies – Financial Instruments.

**Contract Liabilities**

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made, or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract.

Contract liabilities represent amounts billed to clients in excess of revenue recognized to date and other Advances received from customers.

**15. Inventories**

Inventory of Raw Materials, Stores and spares and land are valued at cost or net realizable value whichever is lower. Cost includes all non-refundable taxes and expenses incurred to bring the inventory to present location. Cost is determined using FIFO (first-in-first-out) method of valuation.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

**16. Borrowing costs**

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.

- **Borrowing cost under Service Concession Arrangements**

  Borrowing costs attributable to the construction of qualifying assets under service concession arrangement classified as intangible asset, are capitalised to the date of its intended use.

  Borrowing costs attributable to concession arrangement classified as financial assets are charged to Statement of Profit and Loss in the period in which such costs are incurred.

- Other borrowing costs are charged to Statement of Profit and Loss in the period in which they are incurred.

**17. Provisions & Contingencies**

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events for which it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated as at the balance sheet date. Provisions are measured based on management's estimate required to settle the obligation at the balance sheet date and are discounted using a rate that reflects the time value of money. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

**Other Litigation claims**

Provision for litigation related obligation represents liabilities that are expected to materialise in respect of matters in appeal.

**Onerous contracts**

A provision for onerous contracts is measured at the present value of the lower expected costs of terminating the contract and the expected cost of continuing with the contract. Before a provision is established, the Group recognises impairment on the assets with the contract.

**Contingencies**

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but will probably not, require an outflow of resources. Information on contingent liabilities is disclosed in the notes to financial statements unless the possibility of an outflow of resources embodying economic benefit is remote.

A contingent asset is not recognised but disclosed in the financial statements where an inflow of economic benefit is probable.

**18. Provision for Defect Liability Period (DLP) / Resurfacing obligations**

The Group provides for contractual obligations to periodically service, repair or rectify any defective work during the defect liability period as well as towards contractual obligations to restore the infrastructure at periodic intervals. Provisions are measured based on management's estimate required to settle the obligation at the balance sheet date and are discounted using a rate that reflects the time value of money. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost. The same is reviewed at each balance sheet date and adjustments if any to the carrying amount is provided for accordingly.

In case of service concession arrangements classified as financial assets, expenses recognised in the period in which such costs are actually incurred.

**19. Leases**

**Finance leases**

Assets taken on lease are classified as Finance lease if the Group has substantially all the risks and rewards of ownership of the related assets. Assets under finance leases are capitalised at the commencement of the lease at the lower of the fair value or the present value of minimum lease payments and a liability is created for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost, so as to obtain a constant periodic rate of interest on the outstanding liability for each period.

**Operating leases**

Assets taken on lease which are not classified as finance lease are operating leases.

Lease payments for assets taken on operating lease are recognised as an expense in the Profit and Loss Account on a straight-line basis over the lease term except where the lease payments are structured to increase in line with expected general inflation.

Assets leased out under operating leases are presented separately under the respective class of assets. Rental income is recognised on a straight line basis over the term of the relevant lease.

**20. Taxes**

Income tax expense for the period is the tax payable on the current period's taxable income based on the applicable income tax rate and changes in deferred tax assets and liabilities attributable to temporary differences. The current income tax charge is calculated in accordance with the provisions of the Income Tax Act 1961.

Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted at 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 liabilities are recognised for all taxable temporary differences and deferred tax assets are recognised for all deductible temporary differences and brought forward losses only if it is probable that future taxable profit will be available to realise the temporary differences.

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.

Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax for the year. The deferred tax asset is recognised for MAT credit available only to the extent that it is probable that the Group will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the Group recognizes MAT credit as an asset, it is created by way of credit to the statement of profit and loss and shown as part of deferred tax asset. The Group reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent that it is no longer probable that it will pay normal tax during the specified period.

**21. Employee benefits**

**Short-term obligations**

All employee benefits falling due wholly within twelve months of rendering the service are classified as short term employee benefits. These are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

**Post-employment obligations** i.e.

- Defined benefit plans and
- Defined contribution plans.

**Defined benefit plans:**

The employees' gratuity fund scheme, managed by Life Insurance Corporation (LIC) is a defined benefit plan. The present value of obligation is determined based on actuarial valuation carried out as at the end of each financial year using the Projected Unit Credit Method.

The obligation is measured at the present value of the estimated future cash flows. The discount rate used for determining the present value of the obligation under defined benefit plans, is based on the market yield on government securities, of a maturity period equivalent to the weighted average maturity profile of the related obligations at the Balance Sheet date.

Re-measurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Re-measurement recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss. Past service cost is recognised in the statement of profit or loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset.

**Defined contribution plans:**

The Group's contribution to provident fund, employee state insurance scheme, superannuation fund and National Pension Scheme (NPS) are considered as defined contribution plans and are charged as an expense as they fall due based on the amount of contribution required to be made and when services are rendered by the employee.

**22. Cash and cash equivalents**

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Group's cash management.

**23. Segment Reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker, who regularly monitors and reviews the operating result for following operating segments of the Group:

i. Construction & Contract Related Activity

ii. BOT

iii. Sale of Goods

# Notes to Consolidated Financial Statements for the year ended March 31, 2019

**2 : Property, Plant and Equipment**

(₹ In Lakhs)

| Particulars | Land and Buildings | Land (Leased) | Plant and Machinery | Vehicles | Office Equipments | Data Processing Equipments | Furnitures and Fixtures | Total |
|---|---|---|---|---|---|---|---|---|
| | | | | | | | | |
| **Cost or valuation** | | | | | | | | |
| As At April 01, 2017 | 6,937.67 | 97.53 | 19,635.58 | 2,222.41 | 922.97 | 641.15 | 513.49 | 30,970.80 |
| Additions | 2,175.46 | - | 8,917.08 | 547.34 | 198.59 | 267.97 | 6.80 | 12,113.24 |
| Disposals | - | - | (450.43) | (45.56) | (0.56) | (0.70) | - | (497.25) |
| As **At March 31, 2018** | **9,113.13** | **97.53** | **28,102.23** | **2,724.19** | **1,121.00** | **908.42** | **520.29** | **42,586.79** |
| Additions | 516.04 | - | 22,699.25 | 1,422.28 | 513.31 | 283.51 | 194.87 | 25,629.26 |
| Disposals | - | - | (433.08) | (15.10) | (14.98) | (17.90) | (4.45) | (485.51) |
| As **At March 31, 2019** | **9,629.17** | **97.53** | **50,368.40** | **4,131.37** | **1,619.33** | **1,174.03** | **710.71** | **67,730.54** |
| | | | | | | | | |
| **Depreciation** | | | | | | | | |
| As At April 01, 2017 | 612.12 | 2.38 | 8,244.88 | 806.13 | 482.80 | 383.57 | 185.70 | 10,717.58 |
| Charge for the year | 509.94 | 1.49 | 4,412.18 | 545.69 | 241.00 | 231.11 | 82.88 | 6,024.29 |
| Disposals | - | - | (208.13) | (28.49) | - | - | - | (236.62) |
| As **At March 31, 2018** | **1,122.06** | **3.87** | **12,448.93** | **1,323.33** | **723.80** | **614.68** | **268.58** | **16,505.25** |
| Charge for the year | 510.91 | 1.19 | 6,379.54 | 631.05 | 466.39 | 236.58 | 73.57 | 8,299.23 |
| Disposals | - | - | (284.61) | (17.53) | (7.59) | (6.72) | (2.89) | (319.34) |
| As **At March 31, 2019** | **1,632.97** | **5.06** | **18,543.86** | **1,936.85** | **1,182.60** | **844.54** | **339.26** | **24,485.14** |
| | | | | | | | | |
| **Net Book Value** | | | | | | | | |
| As At March 31, 2019 | 7,996.20 | 92.47 | 31,824.54 | 2,194.52 | 436.73 | 329.50 | 371.44 | 43,245.40 |
| As At March 31, 2018 | 7,991.07 | 93.66 | 15,653.30 | 1,400.86 | 397.20 | 293.74 | 251.71 | 26,081.54 |

**A. Of the above assets, following are the assets given on operating lease.** (₹ In Lakhs)

| Particulars | As at March 31, 2019 | | As at March 31, 2018 | |
|---|---|---|---|---|
| | Gross Block | Net Block | Gross Block | Net Block |
| Land and Buildings | 2,369.68 | 2,253.02 | 2,309.36 | 2,069.41 |
| Plant & Machineries | 365.10 | 252.23 | 210.79 | 152.76 |
| Office equipments | 387.85 | 132.22 | 381.09 | 166.67 |
| Data processing equipments | 187.62 | 148.53 | 187.33 | 34.23 |
| Furniture and fixtures | 358.12 | 133.08 | 191.12 | 111.50 |
| **Total** | **3,668.37** | **2,919.08** | **3,279.69** | **2,534.57** |

B. Buildings includes Gross Block of ₹ 151.64 Lakhs (Previous Period ₹ 151.64 Lakhs) as at March 31, 2019, for which title deeds are yet to be executed in the name of the Company.

C. Depreciation during the year ended March 31, 2019 adjusted against Provision for DLP ₹105.82 lakhs (Previous year Nil).

# Notes to Consolidated Financial Statements for the year ended March 31, 2019

**3 : Intangible Assets**

(₹ In Lakhs)

| Particulars | Softwares | Licences to Collect Toll | Advertisement Licences | Goodwill on Consolidation | Total |
|---|---|---|---|---|---|
| **Cost or valuation** | | | | | |
| At April 01, 2017 | 20.43 | 891,994.07 | 44.56 | 2,974.59 | 895,033.65 |
| Additions | - | 3,158.66 | - | - | 3,158.66 |
| Disposals | - | (5,813.68) | - | - | (5,813.68) |
| **At March 31, 2018** | **20.43** | **889,339.05** | **44.56** | **2,974.59** | **892,378.63** |
| Additions | 666.28 | 6.44 | - | - | 672.72 |
| Disposals | - | (312.54) | - | - | (312.54) |
| **At March 31, 2019** | **686.71** | **889,032.95** | **44.56** | **2,974.59** | **892,738.81** |
| | | | | | |
| **Accumulated amortisation** | | | | | |
| At April 01, 2017 | 14.34 | 110,656.01 | 29.70 | 2,974.58 | 113,674.63 |
| Charge for the year | 0.67 | 23,118.23 | - | - | 23,118.90 |
| Disposals / Adjustments | - | (5,813.68) | - | - | (5,813.68) |
| **At March 31, 2018** | **15.01** | **127,960.56** | **29.70** | **2,974.58** | **130,979.85** |
| Charge for the year | 318.88 | 17,310.99 | - | - | 17,629.87 |
| Disposals / Adjustments | - | - | - | - | - |
| **At March 31, 2019** | **333.89** | **145,271.55** | **29.70** | **2,974.58** | **148,609.72** |
| | | | | | |
| **Net Book Value** | | | | | |
| At March 31, 2019 | 352.82 | 743,761.40 | 14.86 | 0.01 | 744,129.09 |
| At March 31, 2018 | 5.42 | 761,378.49 | 14.86 | 0.01 | 761,398.78 |

A. Arbitration related to intangible asset under development

As per the Service Concession Agreement entered by one of the Subsidiary Company, it has assumed an obligation to construct the road amidst 7.944 km of Forest Area. The Subsidiary has incurred costs amounting to ₹ 1,626.66 Lakhs towards the same. However, statutory clearance for the same is still awaited and construction is not completed as at the reporting date. The amount spent till date has been recognised under Intangible Assets under Development.

The Subsidiary has claimed certain amounts from NHAI which are under arbitration. As all the hearings of the Arbitration proceedings are completed and the management is awaiting final order from the Arbitrator, the management believes that, in view of the claims receivable by the subsidiary and the probability of claims being crystallized, the value of the intangible assets, including those included in the Intangible assets Under Development would be realised and no impairment provision is required.

**4 Non Current Contract Assets**

(₹ In Lakhs)

| Particulars | As at March 31, 2019 | As at March 31, 2018 |
|---|---|---|
| Contract assets under Service Concession Arrangements (Refer Note 8,18 and 63) | 80,020.10 | - |
| Total | 80,020.10 | - |

1) Contract assets are initially recognized for revenue earned from construction projects contracts, as receipt of consideration is conditional on successful completion of project milestones/certification. Upon completion of milestone and acceptance/certification by the customer, the amounts recognised as contract assets are reclassified to trade receivables.

2) As the Group has adopted modified reterospective approach, no reclassification have been made for contract assets as at March 31, 2018 and the corresponding balances as at March 31, 2018 are shown under "Other Financial Assets - Non Current" as "Receivables under Service Concession Arrangements".

3) At March 31, 2019, receivables under service concession arrangements has increased on account of increase in operations from business as compared to March 31, 2018.

# Notes to Consolidated Financial Statements for the year ended March 31, 2019

5 **Non-Current Investments (Unquoted)** **(₹ In Lakhs)**

| Particulars | As at March 31, 2019 | As at March 31, 2018 |
|---|---|---|
| **(A) Investment accounted for using Equity Method** | | |
| **(I) Investment in Equity Instruments (Unquoted):** | | |
| 40,00,000 (40,00,000) Equity Shares of Abhijeet Ashoka Infrastructure Pvt. Ltd. | 2,628.68 | 4,776.23 |
| 9,45,00,000 (9,45,00,000) Equity Shares of GVR Ashoka Chennai ORR Ltd. | 13,834.85 | 12,718.40 |
| 4,39,66,000 (4,39,66,000) PNG Tollway Ltd. | 4,396.60 | 4,396.60 |
| Less : Impairment in value of investment. | (4,396.60) | (4,396.60) |
| | | |
| **(II) Investments In Joint Ventures (Unquoted):** | | |
| Cube Ashoka Joint Venture | 0.31 | 0.31 |
| Ashoka Bridgeways | 174.08 | 55.43 |
| | | |
| **(III) Investments in Limited Liability Partnership :** | | |
| Mohan Mutha Ashoka Buildcon LLP | - | 2,023.78 |
| **Subtotal (a) :** | **16,637.92** | **19,574.15** |
| | | |
| **(B) Other Investments (Unquoted) carried at Fair Value through Profit or Loss:** | | |
| **(a) Co-Operatives / Societies :** | | |
| Jalgaon Janta Sahakari Bank Ltd. | 0.02 | 0.02 |
| Janta Sahakari Bank Ltd. Pune | 0.01 | 0.01 |
| Rupee Co Op Bank Ltd. | 6.63 | 6.63 |
| | | |
| **(b) Others:** | | |
| 500 (Nil) Equity Shares of Vishavari Tollway Pvt ltd | 0.05 | - |
| National Savings Certificates | 0.30 | - |
| | | |
| **(c) Other Equity Investments :** | | |
| 5,55,370 ( 5,55,370) Indian Highways Management Co. Ltd. | 55.54 | 55.54 |
| **Subtotal (b) :** | **62.55** | **62.20** |
| **Total of Investments (a) + (b) :** | **16,700.47** | **19,636.35** |
| Aggregate Amount of Unquoted Investments | **16,700.47** | **19,636.35** |
| Aggregate Market Value of Quoted Investments | **-** | **-** |
| Aggregate Amount of Impairment in Value of Investments | **-** | **-** |

Note: Number of units in brackets in the particulars column above denotes number of units for the year ended March 31, 2018.

# Notes to Consolidated Financial Statements for the year ended March 31, 2019

**5.1 : The Group has entered into various Joint arrangements for execution of various projects, which are classified as Joint ventures, as under :**

**5.1 : A. Joint Ventures**

| Name of the Joint Ventures | Name of Partner | Nature of the Project | Proportion of the economic interest | | Principal Place of Business |
|---|---|---|---|---|---|
| | | | As at March 31, 2019 | As at March 31, 2018 | |
| Abhijeet Ashoka Infrastructure Pvt. Ltd. | MSK Associates | Execution and construction of Wainganga Bridge at Bhandara | 50.00% | 50.00% | India |
| GVR Ashoka Chennai ORR Ltd. | GVR Infra Project Pvt. Ltd | Development of Outer Ring Road of Chennai Phase II | 50.00% | 50.00% | India |
| Mohan Mutha Ashoka Buildcon LLP | Mohan Mutha Exports Pvt Ltd | Execution of colony road at Maldives | 50.00% | 50.00% | Maldives |
| Cube Ashoka Joint Venture | Cube Construction Engineering Ltd | Development of Surat BRTS | 40.00% | 40.00% | India |
| Ashoka Valecha JV | M/s. Valecha Engineering Ltd. | Execution and construction of Chittorgarh By-pass | 51.00% | 51.00% | India |
| PNG Tollway Limited | Larsen & Tourbo Ltd. | Execution and Development of road at Pimpalgaon - Nashik - Gonde | 17.16% | 17.16% | India |

**5.1 : B Details of Investments in Partnership Firms** **((₹ In Lakhs)**

| Name of Partnership & Partners | Share in Profit / (Loss) | Capital Contribution | |
|---|---|---|---|
| | | As at March 31, 2019 | As at March 31, 2018 |
| **(a) Ashoka Bridgeways** | | | |
| (i) Ashoka Buildcon Limited | 5.00% | 174.08 | 55.43 |
| (ii) Ashoka Builders (Nasik) Pvt. Ltd. | 95.00% | 4,026.38 | 1,365.04 |
| **(b) Cube Ashoka Joint Venture** | | | |
| (i) Ashoka Buildcon Limited | 60.00% | 4.16 | 4.16 |
| (ii) Cube Construction Engineering Limited | 40.00% | 0.66 | 0.66 |

**6 Trade receivables - Non Current** **(₹ In Lakhs)**

| Particulars | As at 31-Mar-19 | As at 31-Mar-18 |
|---|---|---|
| **Unsecured Considered Good** | | |
| Considered good | 26,808.57 | 12,654.68 |
| Considered doubtful | 1,067.55 | 1,057.33 |
| Less: Impairment allowance (allowance for bad and doubtful debts) | (1,067.55) | (1,057.33) |
| **Total :::::** | **26,808.57** | **12,654.68** |

**(₹ In Lakhs)**

| Particulars | As at 31-Mar-19 | As at 31-Mar-18 |
|---|---|---|
| Dues from Related Parties (Note No. 56) | 373.72 | - |
| **Total :::::** | **373.72** | **-** |

# Notes to Consolidated Financial Statements for the year ended March 31, 2019

**7 Loans - Non Current** (₹ In Lakhs)

| Particulars | As at March 31, 2019 | As at March 31, 2018 |
|---|---|---|
| **(A) Security Deposits** | | |
| Secured: Considered good: | 53.47 | 1.82 |
| Unsecured: Considered good: | 117.60 | 61.67 |
| **(B) Loans to related parties** (Refer Note No. 56 On Related Party Disclosure) | | |
| Unsecured, Considered good: | | |
| Joint Ventures and Other Related Parties | 10,019.48 | 6,936.52 |
| **(C) Loans to others** | | |
| Unsecured: Considered good: | 538.77 | 36.75 |
| Unsecured: Considered doubtful | 4,796.60 | 4,796.60 |
| Less: Impairment allowances | (4,796.60) | (4,796.60) |
| **(D) Balance with Statutory / Government Authorities** | 59.34 | 108.53 |
| **Total** | **10,788.66** | **7,145.29** |

**8 Other Financial Asset - Non Current** (₹ In Lakhs)

| Particulars | As at March 31, 2019 | As at March 31, 2018 |
|---|---|---|
| Bank Deposits with maturity for more than 12 months. | 5,485.86 | 6,254.48 |
| Receivables against Service Concession Arrangements (Refer Note 4,13,63) | - | 49,096.29 |
| **Total** | **5,485.86** | **55,350.77** |

| Particulars | As at March 31, 2019 | As at March 31, 2018 |
|---|---|---|
| **Bank Deposits with maturity for more than 12 months held as:** | | |
| Margin Money for Working Capital | 4,572.16 | 6,072.89 |
| Lodged with Government Authorities | 912.39 | 178.37 |
| Lodged with Commercial Tax Authorities | 0.92 | 1.10 |
| Others | 0.39 | 2.12 |
| **Total** | **5,485.86** | **6,254.48** |

**9 Deferred Tax Assets** (₹ In Lakhs)

| Particulars | As at March 31, 2019 | As at March 31, 2018 |
|---|---|---|
| **Deferred Tax Assets on account of Deductible Temporary differences** | | |
| Difference between book and tax depreciation | 3,060.64 | 2,093.64 |
| Expected Credit Loss allowance on receivable and advances | 2,554.70 | 1,393.86 |
| Provision for compensated absences/Bonus/Others | 0.82 | (25.52) |
| MAT Credit Entitlement | - | 549.20 |
| **Total** | **5,616.16** | **4,011.18** |

# Notes to Consolidated Financial Statements for the year ended March 31, 2019

**10 Non Current Tax Assets (Net)** **(₹ In Lakhs)**

| Particulars | As at March 31, 2019 | As at March 31, 2018 |
|---|---|---|
| Income Tax Assets ( Net of Provision ) | 7,059.27 | 6,497.34 |
| **Total** | **7,059.27** | **6,497.34** |

**11 Other Non Current Asset** **(INR In Lakhs)**

| Particulars | As at March 31, 2019 | As at March 31, 2018 |
|---|---|---|
| **(A) Capital Advance** | 1,897.78 | 1,352.85 |
| **(B) Advances Recoverable other than in Cash:** | | |
| Unsecured, Considered Good | 1,159.97 | 654.81 |
| Unsecured, Considered Doubtful | 58.44 | 29.94 |
| Less: Impairment Allowance | (58.44) | (29.94) |
| **(C) Other Advances :** | | |
| Unsecured, Considered Good | 1,014.06 | 948.68 |
| Unsecured, Considered Doubtful # | 885.48 | 885.49 |
| Less: Impairment Allowance | (885.48) | (885.49) |
| **(D) Others :** | | |
| Duties & Taxes Recoverable | 16,770.36 | 15,014.85 |
| Prepaid Processing fees paid | 874.49 | 372.29 |
| Prepaid Gratuity | 16.70 | 9.88 |
| Advances to suppliers | 1,095.06 | 1,094.06 |
| **Total** | **22,828.42** | **19,447.42** |

# Other advance includes Rs 1,433 Lakhs against a contract awarded by Kalyan Dombivili Municipal Corporation (KDMC) for Commercial Development on a PPP basis. The cost includes upfront fees paid to KDMC. The management have initiated arbitration proceedings with KDMC. Considering the merits of arbitration the management believes that provision amounting to Rs 716.5 lakhs is adequate.

**12 Inventories (as valued and certified by management)** **(₹ In Lakhs)**

| Particulars | As at March 31, 2019 | As at March 31, 2018 |
|---|---|---|
| **(A) Inventories (valued at lower of cost and net realisable value)** | | |
| Raw Materials | 14,913.40 | 11,885.01 |
| Work in Progress | 4,283.39 | 5,475.27 |
| Land / Building | 23,247.40 | 21,969.88 |
| **(B) Material -in-transit (valued at lower of cost and net realisable value)** | | |
| Raw Materials | 200.88 | 2,612.34 |
| **Total** | **42,645.07** | **41,942.50** |

**13 Contract Assets (Refer Note 8,18 and 63)** **(₹ In Lakhs)**

| Particulars | As at March 31, 2019 | As at March 31, 2018 |
|---|---|---|
| **Unbilled Revenue** | | |
| Considered good | 136,421.74 | - |
| Considered doubtful | 152.78 | - |
| Less: Impairment Allowance | (152.78) | - |
| **Total** | **136,421.74** | **-** |

1) As March 31, 2019, trade receivables has increased on account of increase in operations from business as compared to March 31, 2018

# Notes to Consolidated Financial Statements for the year ended March 31, 2019

2) Contract assets are initially recognized for revenue earned from construction projects contracts, as receipt of consideration is conditional on successful completion of project milestones/certification. Upon completion of milestone and acceptance/certification by the customer, the amounts recognised as contract assets are reclassified to trade receivables.

3) As the Group has adopted modified retrospective approach, no reclassification have been made for contract assets as at March 31, 2018 and the corresponding balances as at March 31, 2018 are shown under "Other Financial Assets - Current" as "Unbilled Revenue".

4) As at March 31, 2019, unbilled revenue has increased on account of increase in operations from business as compared to March 31, 2018.

**14 Investments (Current)** **(₹ In Lakhs)**

| Particulars | Details of Units | | Amount | |
|---|---|---|---|---|
| | As at March 31, 2019 | As at March 31, 2018 | As at March 31, 2019 | As at March 31, 2018 |
| **(A) Investments Measured at Fair Value Through** | | | | |
| **Profit & Loss (Unquoted) :** | | | | |
| **Investment in Mutual Funds** | | | | |
| ICICI Prudential Liquid Plan Growth | 57,197.77 | 57,197.77 | 158.10 | 147.08 |
| Axis Liquid Fund - Growth | - | 6,880.28 | - | 77.83 |
| SBI-Magnum Insta Cash Fund Liquid Floater Growth Plan | 323,929.22 | 177,634.89 | 9,446.78 | 4,853.84 |
| Reliance Liquid Fund-Direct Plan-GR | 7,526.66 | - | 343.35 | - |
| Edelweiss Liquid Fund - Reg - Gr | 70,808.94 | - | 1,701.83 | - |
| **Total** | | | **11,650.06** | **5,078.75** |

**15 Trade Receivables-Current** **(₹ In Lakhs)**

| Particulars | As at March 31, 2019 | As at March 31, 2018 |
|---|---|---|
| **Unsecured:** | | |
| Considered good - Others | 104,828.27 | 68,898.25 |
| Considered doubtful * | 4,557.16 | 2,113.64 |
| | **109,385.43** | **71,011.89** |
| Less: Impairment allowance (allowance for bad and doubtful debts) | (4,557.16) | (2,113.64) |
| **Total** | **104,828.27** | **68,898.25** |

| Particulars | As at March 31, 2019 | As at March 31, 2018 |
|---|---|---|
| Dues from Related Parties (Refer Note 56) | 12,485.82 | 7,865.30 |
| **Total** | **12,485.82** | **7,865.30** |

A. *Trade receivable includes dues from NHAI for utility shifting & ancillary work.

B. As March 31, 2019, trade receivables has increased on account of increase in operations from business as compared to March 31, 2018

C. Trade receivables are non interest bearing and are generally on terms of 30 to 90 days in case if sale of products and in case of long term construction contracts, payment is generally due upon completion of milestone as per terms on contract. In certain contracts, advances are received before the performance obligation is satisfied

D. The Group applies the expected credit loss (ECL) model for measurement and recognition of impairment losses on trade receivables and contract assets. The Group follows the simplified approach for recognition of impairment allowance on trade receivables and contract assets. The application of the simplified approach does not require the Group to track changes in credit risk. Rather, it recognizes impairment allowance based on lifetime ECLs at each reporting date. ECL impairment loss allowance (or reversal) recognized during the period is recognized in the Statement of Profit and Loss. The amount is reflected under the head "Other expenses" in the Statement of Profit and Loss.

## Notes to Consolidated Financial Statements for the year ended March 31, 2019

E) Movement in expected credit loss allowances on trade receivables (non current and current) and contract assets

(₹ In Lakhs)

| Particulars | As at March 31, 2019 | As at March 31, 2018 |
|---|---|---|
| Balance as the beginning of the year | 3,793.67 | 2,799.63 |
| Impairment Allowances / (write back) during the year | 2,190.19 | 994.04 |
| **Balance as at the end of the year** | **5,983.86** | **3,793.67** |

**16 Cash and cash equivalents**

(₹ In Lakhs)

| Particulars | As at March 31, 2019 | As at March 31, 2018 |
|---|---|---|
| **(A) Cash & Cash Equivalents** | | |
| (I) Cash on hand | 615.54 | 327.42 |
| (II) Balances with Banks | | |
| On Current account | 6,359.02 | 15,213.63 |
| Unpaid Dividend Account* | 5.38 | 1,501.93 |
| Deposits with Original maturity less than 3 months | 1,264.08 | 181.56 |
| **Sub Total** | **8,244.02** | **17,224.54** |
| | | |
| **(B) Other Bank Balances** | | |
| Deposits with Remaining maturity more than 3 months and less than 12 months | 15,179.66 | 8,098.22 |
| **Sub Total** | **15,179.66** | **8,098.22** |
| **Total** | **23,423.68** | **25,322.76** |

| Particulars | As at March 31, 2019 | As at March 31, 2018 |
|---|---|---|
| **Balances with banks held as:** | | |
| Margin Money for Working Capital | 15,826.80 | 7,693.20 |
| Lodged with Government Authorities | 55.37 | 59.60 |
| Lodged with Commercial Tax Authorities | 3.84 | 2.61 |
| Deposit Against Land | 557.73 | 524.38 |
| **Total** | **16,443.74** | **8,279.79** |

* Included Balances with bank maintained towards Unclaimed Dividend of ₹ 0.66 lakhs (Previous Year ₹ 0.66 lakhs)

Included Balances with bank maintained towards Dividend Payable of ₹ 4.72 lakhs (Previous Year ₹ 1501.27 lakhs)

Changes in liabilities arising from financing activities

(₹ In Lakhs)

| Particulars | As at March 31, 2018 | Cash Flows | | Non Cash | As at March 31, 2019 |
|---|---|---|---|---|---|
| | | Proceeds | Repayment | | |
| Non-current borrowings (including current maturity of non-current borrowings) | 503,834.98 | 78,987.79 | (16,798.81) | 5,810.48 | 571,834.44 |
| Other Current borrowings | 6,318.68 | 32,545.66 | (6,073.06) | (198.05) | 32,593.23 |
| **Total** | **510,153.66** | **111,533.45** | **(22,871.87)** | **5,612.43** | **604,427.67** |

(₹ In Lakhs)

| Particulars | As at March 31, 2017 | Cash Flows | | Non Cash | As at March 31, 2018 |
|---|---|---|---|---|---|
| | | Proceeds | Repayment | | |
| Non-current borrowings (including current maturity of non-current borrowings) | 466,613.39 | 48,263.57 | (11,041.98) | - | 503,834.98 |
| Other Current borrowings | 58.63 | 6,073.06 | (58.63) | 245.61 | 6,318.67 |
| **Total** | **466,672.02** | **54,336.63** | **(11,100.61)** | **245.61** | **510,153.65** |

# Notes to Consolidated Financial Statements for the year ended March 31, 2019

**17 Loans - Current**

(₹ In Lakhs)

| Particulars | As at March 31, 2019 | As at March 31, 2018 |
|---|---|---|
| **(A) Loans to related parties (Refer Note No 56)** | - | 34.40 |
| **(B) Other Loans** | | |
| Unsecured Considered Good | 1,452.79 | 2,504.00 |
| Unsecured Considered Doubtful | 1,251.49 | - |
| Less: Impairment Allowance (Refer Note 65) | (1,251.49) | - |
| **(C) Security & Other Deposits** | - | 228.75 |
| **Total** | **1,452.79** | **2,767.15** |

**18 Other Financial Asset - Current**

(₹ In Lakhs)

| Particulars | As at March 31, 2019 | As at March 31, 2018 |
|---|---|---|
| **(A) Advances Recoverable in Cash or other Financial Assets:** | | |
| Unsecured, Considered Good | 1,966.89 | 255.94 |
| Unsecured, Considered Doubtful | 12.70 | 12.70 |
| Less: Impairment allowance (allowance for bad and doubtful debts) | (12.70) | (12.70) |
| **(B) Loans & Advances to Staff** | | |
| Loans to employees | 48.78 | 32.84 |
| **(C) Interest Receivable** | | |
| From Others | 262.64 | 18.82 |
| **(D)Advances Recoverable in Cash or other Financial Assets from related parties** | | |
| Joint Ventures | 352.62 | 348.42 |
| (Refer Note No. 56 On Related Party Disclosure) | | |
| **(E) Advances Recoverable other than in Cash** | 11.58 | 0.45 |
| **(F) Trade Deposit** | 30.11 | 24.48 |
| **(G) Receivable under service concession arrangements** | | |
| Receivable from NHAI on account of Suspension period | 48.42 | 48.42 |
| Recivable from Others (Refer Note 63) | - | 87,166.71 |
| **Total** | **2,721.04** | **87,896.08** |

**19 Other Current Asset**

(₹ In Lakhs)

| Particulars | As at March 31, 2019 | As at March 31, 2018 |
|---|---|---|
| **(A) Advances other than Capital Advances :** | | |
| Advances Recoverable other than in Cash | | |
| Unsecured Considered Good | 7,847.50 | 4,679.59 |
| Unsecured Considered Doubtful | 110.92 | 113.77 |
| Less: Impairment allowance (allowance for bad and doubtful debts) | (110.92) | (113.77) |
| **(B) Others** | | |
| Prepaid Expenses | 1,050.70 | 596.15 |
| Advance Gratuity | 47.97 | 31.63 |
| Others | 670.71 | - |
| Balance with Tax Authorities | 8,726.03 | 898.29 |
| Current portion of unamortised Guarantee and Upfront fees | 157.05 | 55.62 |
| **Total** | **18,499.96** | **6,261.29** |

# Notes to Consolidated Financial Statements for the year ended March 31, 2019

## 20 Equity Share Capital

**(I) Authorised Capital:**

| Class of Shares | Par Value (₹) | As at 31-Mar-19 | | As at 31-Mar-18 | |
|---|---|---|---|---|---|
| | | No. of Shares | Amount (₹ In Lakhs) | No. of Shares | Amount (₹ In Lakhs) |
| Equity Shares | 5 | 282,000,000 | 14,100.00 | 248,000,000 | 12,400.00 |
| **Total :::::** | | | **14,100.00** | | **12,400.00** |

**(II) Issued, Subscribed and Paid-up Capital (Fully Paid-up):**

| Class of Shares | Par Value (₹) | As at 31-Mar-19 | | As at 31-Mar-18 | |
|---|---|---|---|---|---|
| | | No. of Shares | Amount (₹ In Lakhs) | No. of Shares | Amount (₹ In Lakhs) |
| Equity Shares | 5 | 187,148,811 | 9,357.44 | 187,148,811 | 9,357.44 |
| Addition | 5 | 93,574,406 | 4,678.72 | - | - |
| **Total :::::** | | 280,723,217 | **14,036.16** | 187,148,811 | **9,357.44** |

**(III) Terms/rights attached to equity shares:**

The Group has only one class of share capital, i.e., equity shares having face value of ₹ 5 per share. Each holder of equity share is entitled to one vote per share., In the event of liquidation of the Group, the holders of Equity Shares will be entitled to receive remaining assets of the Group, after distribution of all preferential amounts. The distribution will be proportion to the number of Equity Shares held by the shareholders.

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 preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders

**(IV) Reconciliation of Number of Shares Outstanding:**

| **Class of Shares** | **As at March 31, 2019** | **As at March 31, 2018** |
|---|---|---|
| | **Equity Shares** | **Equity Shares** |
| Outstanding as at beginning of the period | 187,148,811 | 187,148,811 |
| Addition during the period | 93,574,406 | - |
| **Outstanding as at end of the period** | **280,723,217** | **187,148,811** |

**(V) Details of shares in the Company held by each shareholder holding more than 5% shares:**

| **Class of Shares** | **As at 31-Mar-19** | | **As at 31-Mar-18** | |
|---|---|---|---|---|
| | **Equity Shares** | **% Holding** | **Equity Shares** | **% Holding** |
| Ashok M. Katairya | 15,236,036 | 5.43% | 9,633,775 | 5.15% |
| Ashok M. Katairya - HUF | 14,554,471 | 5.18% | 9,702,981 | 5.18% |
| Asha A. Katariya | 19,968,826 | 7.11% | 13,312,551 | 7.11% |
| Shobha S. Parakh | 38,045,512 | 13.55% | 25,363,675 | 13.55% |

**(VI)** The aggregate number of equity shares issued by way of bonus shares in immediately preceding last five financial years ended on March 31, 2019, 9,35,74,406 shares (previous period of five years ended March 31, 2018 - 5,26,51,030 shares)

The Board of Directors at its meeting held on May 29, 2018, proposed a bonus issue of equity shares, in the ratio of one equity share of ₹ 5 each for every two equity shares of the Company, held by the shareholders as on a record date. Subsequently the shareholders approved the same and the Company has issued the bonus shares on record date i.e. July 13, 2018.

# Notes to Consolidated Financial Statements for the year ended March 31, 2019

## 21 Other Equity

(₹ In Lakhs)

| Particulars | As at March 31, 2019 | As at March 31, 2018 |
|---|---|---|
| **i) Securities Premium** | | |
| Balance as per Last balance Sheet | **79,578.57** | **79,578.57** |
| Deduction for issue of bonus shares | (4,678.73) | - |
| **As at end of year** | **74,899.84** | **79,578.57** |
| **ii) General Reserve** | | |
| Balance as per Last balance Sheet | 7,769.09 | **7,769.09** |
| Transfer to Debenture Redemption Reserve | (3,750.00) | - |
| **As at end of year** | **4,019.09** | **7,769.09** |
| **iii) Surplus / Retained Earnings** | | |
| Balance as per Last balance Sheet | **(70,264.46)** | **(55,448.32)** |
| Profit / (Loss) during the year | (3,346.02) | (11,114.34) |
| Others | (186.03) | - |
| Other Comprehensive Income for the year | (62.63) | (97.61) |
| Impacts on account of adoption of Ind AS 115 (Refer note 63) | 403.83 | - |
| **Amount available for appropriations** | **(73,455.32)** | **(66,660.27)** |
| **Appropriation :** | | |
| Interim Dividend Paid | - | (1,497.19) |
| Final Dividend Paid | - | (1,497.41) |
| **Total Dividend** | **-** | **(2,994.60)** |
| Tax on Dividend | - | (609.59) |
| **As at end of year** | **(73,455.32)** | **(70,264.46)** |
| **iv) Other Reserve - NCI Reserve** | | |
| Balance as per Last balance Sheet | 5,150.72 | 5,691.08 |
| Addition During the Year | 288.87 | (540.36) |
| **Total :** | **5,439.59** | **5,150.72** |
| **v) Debenture Redemption Reserve** | | |
| Balance as per Last balance Sheet | - | - |
| Addition During the Year | 3,750.00 | - |
| **Total :** | **3,750.00** | **-** |
| **Gross Total** | **14,653.21** | **22,233.92** |

## 21A. Distribution Made and Proposed

(₹ In Lakhs)

| Particulars | As at March 31, 2019 | As at March 31, 2018 |
|---|---|---|
| Cash dividends on equity shares declared and paid: | | |
| Final dividend for the year ended on March 31, 2018: ₹ Nil per share (31 March 2017: ₹ 80 paise per share) | - | 1,497.19 |
| Interim dividend for the year ended on March 31, 2019: Nil per share (31 March 2018: ₹ 80 paise per share) | - | 1,497.19 |
| DDT on dividend | - | 309.87 |
| DDT on dividend paid by subsidiary to the holding company | - | 299.72 |

**Nature and purpose of Reserves**

**Securities Premium:**

Securities Premium Reserve is used to record the premium on issue of shares and utilised in accordance with the provisions of the Companies Act, 2013.

# Notes to Consolidated Financial Statements for the year ended March 31, 2019

**General Reserve :**

General Reserve is used from time to time to transfer profits from Retained Earnings for appropriation purposes. As the General Reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, Items included in General Reserve will not be reclassified subsequently to statement of profit and loss.

**Debenture Redemption Reserve :**

The Group is required to create a Debenture Redemption Reserve out of the profits which are available for payment of Dividend and for the purpose of Redemption of Debenture.

The Non Convertible Debentures amounting to ₹ 15,000 lakhs are due for redemption in FY 2021-22 and the Group is required to create Debenture Redemption Reserve (DRR) amounting to ₹ 3,750 lakhs. Accordingly DRR of ₹ 3,750 lakhs has been created during the year. The NCDs are due for redemption on April 30, 2021.

**Retained Earning :**

Retained Earning are the profit of the Group earned till date net of appropriation.

**Other Reserve - NCI Reserves :**

The Group recognizes gain / loss on changes in the proportion held / attributable by / to non controlling interests in equity and classifies the same in other reserves as NCI Reserves.

**22 Contract Liability - Non Current (Refer Note 27,32 and 63)**

| **Particulars** | **As at 31-Mar-19** | As at 31-Mar-18 |
|---|---|---|
| Advance from Customers | 23,833.09 | - |
| **Total :::::** | **23,833.09** | **-** |

**23 Borrowings - Non Current** **(₹ In Lakhs)**

| **Particulars** | **As at March 31, 2019** | **As at March 31, 2018** |
|---|---|---|
| **(A)Secured - at amortized cost** | | |
| (i) Non Convertible Debentures | | |
| - from others | 44,457.97 | 32,597.80 |
| (ii)Term loans | | |
| - from banks | 370,164.07 | 336,611.20 |
| - from others | 87,707.12 | 82,270.82 |
| (iii) Liability component of Redeemable Preference Shares | 245.62 | 47.57 |
| **Sub Total** | **502,574.78** | **451,527.39** |
| **(B)Unsecured - at amortized cost** | | |
| (i) Other Loans | | |
| - Joint Ventures (Refer Note No. 56 On Related Party Disclosure) | 2,242.03 | 2,368.01 |
| (ii) NHAI Deffered Payment Liability | 36,172.91 | 33,140.77 |
| **Sub Total** | **38,414.94** | **35,508.78** |
| **Gross Total** | **540,989.72** | **487,036.17** |

The Terms and conditions relating to current and non current borrowings have been disclosed in Note 61 of this financial statements.

**24 Other Financial Liabilities - Non Current** **(₹ In Lakhs)**

| **Particulars** | **As at March 31, 2019** | **As at March 31, 2018** |
|---|---|---|
| Security Deposit from customer | 55.57 | 31.05 |
| Derivatives | 575.15 | - |
| NHAI / MPRDC Premium payable-due after 12 months | 253,234.91 | 249,154.11 |
| ** PWD / NHAI - Liabilities | 9,308.57 | 9,098.39 |
| ** Less: PWD / NHAI - Assets | (9,308.57) | (9,098.39) |
| Toll Collection under dispute | 1,962.11 | - |
| **Total** | **255,827.74** | **249,185.16** |

# Notes to Consolidated Financial Statements for the year ended March 31, 2019

** In case of one of the subsidiary company i.e. Ashoka-DSC Katni Bypass Road Ltd., the toll collection rights as per the concession agreement were expired on September 17, 2014. In earlier years, the subsidiary company initiated an arbitration for extension of rights to collect toll, which was awarded in favour of the Subsidiary Company. Subsequently, Ministry of Roads, Transport and Highways (MORTH) had filed an appeal against the arbitration award with Delhi High Court, which during the previous year was concluded in favour of the Subsidiary Company vide Delhi High Court order dated December 22, 2017 and extended the right to collect toll up to February 20, 2020. The subsidiary company expects Ministry of Roads, Transport and Highways (MORTH) to file an appeal against the said High Court order. Since the final outcome of the said matter is uncertain, the subsidiary company has disclosed the toll revenue collected from September 17, 2014 till balance sheet date in other non-current financial liability and invested the same fixed deposit and mutual funds. These investments are netted off against the said liability.

In Other similar case, i.e. Dewas Bypass Project, which is another subsidiary company of the Group, the subsidiary company has won arbitration award for various claims which has been disputed by the Public Works Department, Dewas before the District court of Dewas. Since the award is disputed, it is not recognised in books of accounts.

Further, in this matter, prior to the finalization of aforesaid award, the High Court of Madhya Pradesh had allowed the extension of 182 days to collect the toll to the subsidiary company. The said extension was expired in previous years, and is now merged with the aforesaid appeal of the Public Works Department, against the arbitration award before the District Court of Dewas. Since, the outcome of the said matter is still awaited, the amount comprising of Toll Revenue and interest on investment as at the balance sheet date is shown as liability and not recognised as an income and corresponding assets are reduced.

In another similar case i.e. Ashoka Infrastructure limited, which is another subsidiary of the group, the subsidiary company is pursuing various claims which are pending before arbitrations, tribunal & at district court. The two different arbitration awards are in favour of the subsidiary company but is disputed by public works department, Government of Maharashtra and amounts / toll collections period are not paid / granted. Since the award is disputed, it is not recognised in the books of accounts.

**25 Provisions - Non Current** **(₹ In Lakhs)**

| **Particulars** | **As at March 31, 2019** | **As at March 31, 2018** |
|---|---|---|
| Provision for Major Maintenance | 8,846.16 | 21,426.40 |
| Provision for Defect Liability Period ('DLP) / Warranties | 4,531.91 | 2,037.91 |
| **Provision for Employee's Benefits:** | | |
| Provision for compensated Absences | 302.24 | 244.81 |
| Provision for Gratuity | 164.45 | 14.23 |
| **Total** | **13,844.76** | **23,723.35** |

**26 Deferred tax liabilities (Net)** **(₹ In Lakhs)**

| **Particulars** | **As at March 31, 2019** | **As at March 31, 2018** |
|---|---|---|
| **Deferred Tax Liabilities on account of Taxable Temporary differences** | | |
| Difference between book and tax depreciation | 65.71 | 71.24 |
| Provision for compensated absences / Bonus / Foreign Exchange Loss | 3.35 | - |
| **Total** | **69.06** | **71.24** |

**27 Other Non Current liabilities** **(₹ In Lakhs)**

| **Particulars** | **As at March 31, 2019** | **As at March 31, 2018** |
|---|---|---|
| Advance from Customers (Refer Note 22,28 and 63) | - | 19,843.53 |
| Security Deposit from Customers | 1,125.00 | 7,375.00 |
| Deffered Payment Liability | 81.12 | 73.08 |
| Deffered Payment Grant | 519.71 | 574.05 |
| **Total** | **1,725.83** | **27,865.66** |

# Notes to Consolidated Financial Statements for the year ended March 31, 2019

**28 Contract Liability - Current (Refer Note 27,32 and 63)** **(₹ In Lakhs)**

| Particulars | As at March 31, 2019 | As at March 31, 2018 |
|---|---|---|
| Advance from Customers | 48,196.58 | - |
| Unearned Revenue | 8,178.06 | - |
| Total | **56,374.64** | **-** |

1) As the Group has adopted modified reterospective approach, no reclassification have been made for contract liabilities as at March 31, 2018 and the corresponding balances as at March 31, 2018 are shown under "Other Non Current Liabilities" and "Other Current Liabilities" as "Unearned Revenue", "Advances from Customers" and "Advances from Customers under same management".

2) Contract liability is recognized when the payment is made or payment is due (whichever is earlier), if a customer pays consideration before the Group transfers goods or services to the customer. Contract liabilities are recognized as revenue when the Group performs under the Contract.

**29 Borrowings - Current** **(₹ In Lakhs)**

| Particulars | As at March 31, 2019 | As at March 31, 2018 |
|---|---|---|
| **(A)Secured - at amortized cost** | | |
| (a) Cash Credits / Bill Discounting | 13,106.02 | 5,700.00 |
| (b) Working Capital Demand Loan | 2,999.99 | - |
| (c) Supply chain finance from banks | 11,439.65 | 373.06 |
| **Subtotal** | **27,545.66** | **6,073.06** |
| **(B)Unsecured - at amortized cost** | | |
| (a) Commercial Papers | 5,000.00 | - |
| (b) Liability component of Redeemable Preference Shares | 47.57 | 245.62 |
| **Subtotal** | **5,047.57** | **245.62** |
| **Total** | **32,593.23** | **6,318.68** |

The Terms and conditions relating to current and non current borrowings have been disclosed in Note 61 of this financial statements.

**30 Trade Payables - Current** **(₹ In Lakhs)**

| Particulars | As at March 31, 2019 | As at March 31, 2018 |
|---|---|---|
| **(A) Trade Payables :** | | |
| Micro, Small& Medium Enterprises | | |
| Total outstanding dues of micro enterprises and small enterprises | 4,820.74 | 1,750.31 |
| Total outstanding dues of creditors other than micro enterprises and small enterprises. | 93,487.10 | 62,109.86 |
| **(B) Acceptances** | 4,190.12 | 1,068.16 |
| **Total** | **102,497.96** | **64,928.33** |

(Refer Note no 54 for disclosures under section 22 of Micro, Small and Medium Enterprises Development Act, 2006)

# Notes to Consolidated Financial Statements for the year ended March 31, 2019

**31 Other Financial liabilities - Current** (₹ In Lakhs)

| Particulars | As at March 31, 2019 | As at March 31, 2018 |
|---|---|---|
| Current Maturities of Long-Term Debt | 30,844.72 | 16,798.81 |
| Interest Accrued but not due | 642.73 | 1,103.28 |
| Capital Creditors | 1,101.22 | 667.46 |
| Dividend Payable | 5.38 | 1,501.27 |
| Due to Employees | 1,543.92 | 368.94 |
| Other Payables | 1,710.54 | 2,384.34 |
| NHAI / MPRDC Premium Payable due within 12 Months | 22,887.59 | 22,174.47 |
| Obligations to the investors in associate (PNG Tollway Limited) (Refer Note 65) | 1,311.00 | - |
| Payable to Related Party | - | 121.19 |
| **Total** | **60,047.10** | **45,119.78** |

**32 Other current liabilities** (₹ In Lakhs)

| Particulars | As at March 31, 2019 | As at March 31, 2018 |
|---|---|---|
| Advance from Customers (Refer Note 22,28 and 63) | - | 48,806.39 |
| Advance from Related Parties | - | 449.97 |
| Unearned Revenue (Refer Note 63) | - | 10,761.66 |
| Duties & Taxes | 3,203.79 | 6,402.35 |
| Other Payables | 282.27 | 278.52 |
| Deffered Payment Grant | 54.34 | 51.22 |
| **Total** | **3,540.40** | **66,750.11** |

**33 Provisions - Current** (₹ In Lakhs)

| Particulars | As at March 31, 2019 | As at March 31, 2018 |
|---|---|---|
| Provision for Compensated Absences | 200.10 | 158.61 |
| Provision for Gratuity | 83.48 | 60.74 |
| Provision for Onerous Contract | 40.54 | 40.53 |
| Provision for Major Maintenance | 23,799.70 | - |
| Provision for DLP / Warranties* | 1,102.60 | 3,132.39 |
| Provision for Construction Obligation | 2,672.52 | 2,673.20 |
| Others | 22.08 | |
| **Total** | **27,921.02** | **6,065.45** |

* Defect Liability Period

**34 Current Tax Liabilities** (₹ In Lakhs)

| Particulars | As at March 31, 2019 | As at March 31, 2018 |
|---|---|---|
| Income tax Liabilities (net of advance taxes) | 2,125.40 | 1,087.09 |
| **Total** | **2,125.40** | **1,087.09** |

# Notes to Consolidated Financial Statements for the year ended March 31, 2019

**35 Revenue From Operations** **(₹ In Lakhs)**

| Particulars | For the Year ended March 31, 2019 | For the Year ended March 31, 2018 |
|---|---|---|
| **(A) Contract Revenue:** | **358,245.63** | **240,061.16** |
| **(B) Sales:** | | |
| Ready Mix Concrete | 15,749.64 | 13,766.36 |
| Sale of Gas | 54.34 | - |
| Sale of Machinery and Equipment | 1,767.20 | 721.99 |
| Building / Land / TDR | 4,392.69 | 3,387.73 |
| ***Subtotal*** | ***21,963.87*** | ***17,876.08*** |
| **(C) Toll Collection** | 92,527.33 | 92,016.37 |
| ***Subtotal*** | ***92,527.33*** | ***92,016.37*** |
| **(D) Other Operating Revenue** | | |
| Other Operating Revenue | 1,364.03 | 1,235.15 |
| Income From Advertisement Collection | 165.88 | 162.07 |
| Income from Claim | 2,244.90 | - |
| Income from Rent | 284.32 | 310.57 |
| Finance income on financial asset carried at amortised cost | 16,216.10 | 8,638.90 |
| ***Subtotal*** | **20,275.23** | **10,346.69** |
| **Total** | **493,012.06** | **360,300.30** |

**A) Disaggregated revenue information**

Disaggregation of the Group's revenue from contract with customers are as follows: **(₹ In Lakhs)**

| Particulars | For the Year ended March 31, 2019 | For the Year ended March 31, 2018 |
|---|---|---|
| **Segment - A (Construction & Contract)** | | |
| (a) Revenue from construction contract | 358,245.63 | 240,061.16 |
| **Segment - B (Sale of goods)** | 21,963.87 | 17,876.08 |
| **Segment - C (BOT)** | | |
| Revenue from toll operation | 92,527.33 | 92,016.37 |
| **Total revenue from contract with customers** | **472,736.83** | **349,953.61** |

**B) Set out below is the amount of revenue recognized from:** **(₹ In Lakhs)**

| Particulars | For the Year ended 31-Mar-19 |
|---|---|
| (a) Unearned Revenue included in contract liabilities as at April 01, 2018 | 10,520.96 |
| (b) Performance obligation satisfied in previous years | (8,365.74) |

**C) Reconciling the amount of revenue recognised in the statement of profit and loss with the contracted price** **(₹ In Lakhs)**

| Particulars | For the Year ended 31-Mar-19 |
|---|---|
| Revenue as per contracted price | 2,75,483.19 |
| Adjustments | |
| Add: Unbilled on account of work under certification | 80,178.85 |
| Less: Billing in excess of contract revenue | 2,583.59 |
| **Revenue from contract with customers** | **3,58,245.63** |

# Notes to Consolidated Financial Statements for the year ended March 31, 2019

**D) Performance obligation**

The transaction price allocated to the remaining performance obligation (unsatisfied or partially unsatisfied) as at March 31, 2019 is ₹ 8,06,454.72 lakhs, out of which, majority is expected to be recognized as revenue within a period of one year.

**36 Other Income** **(₹ In Lakhs)**

| Particulars | For the Year ended 31-Mar-19 | For the Year ended 31-Mar-18 |
|---|---|---|
| **(A) Interest Income on financials assets carried at Cost / Amortised Cost:** | | |
| Interest on Bank Deposits | 1,187.65 | 782.40 |
| Interest from Joint Ventures | 2,295.58 | 1,587.25 |
| Interest on Others | 202.92 | 390.41 |
| **(B) Income from Dividend:** | | |
| From Joint Ventures | 540.00 | - |
| **(C) Other Non Operating Income:** | | |
| Profit / (Loss) on sale of Assets (net) | 68.93 | 82.29 |
| Profit on sale of Investments | 1,309.86 | 721.19 |
| Grant Amortization | 51.22 | - |
| Miscellaneous Income* | 1,915.97 | 1,538.02 |
| Net gain on Investments carried through Fair Value through Profit and loss | 73.32 | - |
| Finance income on financial asset carried at amortised cost | 65.03 | 56.09 |
| **Total** | **7,710.48** | **5,157.65** |

* The Miscellaneous income includes Excess Provisions made earlier written back and other sundry Incomes.

**37 Cost of Materials Consumed** **(₹ In Lakhs)**

| Particulars | | For the Year ended 31-Mar-19 | For the Year ended 31-Mar-18 |
|---|---|---|---|
| **(A) Construction Material** | | | |
| Consumption of Construction Materials | | 144,427.15 | 77,816.48 |
| Changes in Inventories of Stock in Trade | | (4,332.69) | (2,389.33) |
| | (a) | **140,094.46** | **75,427.15** |
| **(B) Ready Mix Concrete:** | | | |
| Purchase of Raw Material | | 10,810.53 | 8,018.25 |
| Changes in Inventories of Stock in Trade | | (72.94) | (200.52) |
| | (b) | **10,737.59** | **7,817.72** |
| **Total** | (a+b) | **150,832.05** | **83,244.87** |

**38 Construction Expenses** **(₹ In Lakhs)**

| Particulars | For the Year ended 31-Mar-19 | For the Year ended 31-Mar-18 |
|---|---|---|
| Toll Operating Expenses | 290.91 | 364.89 |
| Sub-contracting Charges | 116,910.81 | 100,220.28 |
| NHAI Premium Paid for Toll Collections | 2,465.83 | - |
| Transport and Material Handling Charges | 5,958.72 | 4,511.29 |
| Repair to Machineries/Building | 3,131.88 | 2,613.61 |
| Equipment / Machinery/vehicle Hire Charges | 4,266.71 | 3,810.54 |
| Oil, Lubricant & Fuel | 14,972.03 | 9,731.38 |
| Other Construction Expenses | 140.73 | 88.51 |

## Notes to Consolidated Financial Statements for the year ended March 31, 2019

**38 Construction Expenses (Continued)** **(₹ In Lakhs)**

| **Particulars** | **For the Year ended 31-Mar-19** | **For the Year ended 31-Mar-18** |
|---|---|---|
| Power & Water Charges | 1,501.69 | 1,271.83 |
| Technical Consultancy Charges | 3,726.88 | 2,936.24 |
| Rates & Taxes | 553.81 | 752.52 |
| Security / Service Charges | 1,210.74 | 1,145.33 |
| Contract Price Variations | 97.39 | 155.06 |
| Project Supervision & Monitoring Charges | 419.96 | 71.83 |
| Resurfacing Obligation Cost | 10,300.93 | 9,400.27 |
| Maintenance Cost for Defect liability period | 2,377.13 | 625.75 |
| MPRDC Premium Paid Under Protest | - | 1,504.68 |
| **Total** | **168,326.15** | **139,204.01** |

**39 Employee Benefits Expenses** **(₹ In Lakhs)**

| **Particulars** | **For the Year ended 31-Mar-19** | **For the Year ended 31-Mar-18** |
|---|---|---|
| Salaries, Wages and Allowances | 16,962.50 | 13,143.74 |
| Contribution to Provident and Other Funds | 764.10 | 586.87 |
| Contribution to Defined Benefit Plan | 522.62 | 227.49 |
| Staff Welfare Expenses | 590.23 | 151.37 |
| **Total** | **18,839.45** | **14,109.47** |

Refer note no. 48 for details of Defined contribution scheme and defined benefit plan

(i) Contribution to Provident Fund is charged to accounts on accrual basis. The Group operates a defined contribution scheme with recognized provident fund. For this Scheme, contributions are made by the respective companies, based on current salaries, to recognized Fund maintained by the companies. In case of Provident Fund scheme, contributions are also made by the employees. An amount of Rs 764.10 Lakhs (Previous Period Rs 586.87 Lakhs) has been charged to the Profit & Loss Account on account of this defined contribution scheme.

(ii) The Gratuity benefit is funded through a defined benefit plan. For this purpose the Group has obtained a qualifying insurance policy from Life Insurance Corporation of India.

**40 Finance Expenses** **(₹ In Lakhs)**

| **Particulars** | **For the Year ended 31-Mar-19** | **For the Year ended 31-Mar-18** |
|---|---|---|
| Interest on Loans | 54,151.51 | 49,312.36 |
| Interest on Others | 3,549.41 | - |
| Financial Charges | 1,911.29 | 1,659.60 |
| MTM Derivative loss | 30.48 | - |
| Increase in carrying value of provisions | 3,451.53 | 2,303.70 |
| Amortisation of Guarantee Commission/Upfront Fees/Grant Amortisation | 100.36 | - |
| Unwinding of discount on financials liabilities carried at amortised cost | 26,695.40 | 28,667.55 |
| Obligation towards Investors in Subsidiary (Refer Note 64) | 12,243.86 | 17,438.17 |
| **Total** | **102,133.84** | **99,381.38** |

# Notes to Consolidated Financial Statements for the year ended March 31, 2019

**41 Other Expenses** (₹ In Lakhs)

| Particulars | For the Year ended 31-Mar-19 | For the Year ended 31-Mar-18 |
|---|---|---|
| Rent Rates & Taxes | 1,641.27 | 1,920.75 |
| Insurance | 1,114.13 | 954.65 |
| Repairs & Maintenance Others | 259.35 | - |
| Printing and Stationery | 404.02 | 160.02 |
| Travelling & Conveyance | 823.58 | 570.80 |
| Communication | 256.42 | 240.50 |
| Vehicle Running Charges | 1,127.44 | 897.39 |
| Legal & Professional Fees | 1,566.68 | 1,749.89 |
| Corporate Social Responsibility | 2,429.10 | 107.63 |
| Donation | 600.00 | - |
| Impairment Allowance - Doubtful Advances | 178.22 | - |
| Impairment Allowance - Trade and other receivables | 2,371.44 | 1,205.31 |
| Director's Sitting Fee | 50.30 | 44.00 |
| Auditor's Remuneration | 189.33 | 143.66 |
| Tender Fee | 393.85 | 106.55 |
| Marketing & Advertisement Expenses | 98.18 | 47.15 |
| Miscellaneous Expenses | 2,083.95 | 1,443.82 |
| **Total** | **15,587.26** | **9,592.12** |

**42 : Capital Management**

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

Debt is defined as long-term borrowings, current maturities of long-term borrowings, short-term borrowings and interest accrued thereon (excluding financial guarantee contracts).

Capital includes equity attributable to the equity holders to ensure that it maintains an efficient capital structure and healthy capital ratios in order to support its business and maximise shareholder value. The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions or its business requirements. To maintain or adjust the capital structure, the Parent may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes during the period ended March 31, 2019 and March 31, 2018.

**Gearing ratio** (₹ In Lakhs)

| Particulars | As at March 31, 2019 | As at March 31, 2018 |
|---|---|---|
| Borrowings (Note 23,29 and 31) | 605,070.39 | 511,256.94 |
| Less: cash and cash equivalents (Note 16) | 8,244.02 | 17,224.54 |
| ***Net debt*** | ***596,826.37*** | ***494,032.40*** |
| Equity | 28,689.37 | 31,591.36 |
| ***Total sponsor capital*** | ***28,689.37*** | ***31,591.36*** |
| ***Capital and net debt*** | ***625,515.75*** | ***525,623.76*** |
| Capital Gearing Ratio (%) | **95.41%** | **93.99 %** |

In order to achieve its overall objective, the Group’s management amongst other things, aims to ensure that it meets the financial covenants attached to the borrowings. In case of any breach in complying with the financial covenants, the bank shall take action as per terms of the agreement.

# Notes to Consolidated Financial Statements for the year ended March 31, 2019

### 43 : Financial Instruments – Fair Values And Risk Management

The carrying values and fair value of financials instruments of the Company are as follows: **(₹ In Lakhs)**

| Particulars | Carrying amount | | Fair Value | |
|---|---|---|---|---|
| | As at March 31, 2019 | As at March 31, 2018 | As at March 31, 2019 | As at March 31, 2018 |
| ***Financial Assets*** | | | | |
| Financial assets measured at cost | | | | |
| Investments (Note 5) | 16,637.92 | 19,574.15 | 16,637.92 | 19,574.15 |
| Financial assets measured at amortised cost | | | | |
| Loans (Note 7 & 17) | 12,241.46 | 9,912.44 | 12,241.46 | 9,912.44 |
| Trade receivable (Note 6 & 15) | 131,636.84 | 81,552.94 | 131,636.84 | 81,552.94 |
| Cash and cash equivalents (Note 16) | 8,244.02 | 17,224.54 | 8,244.02 | 17,224.54 |
| Bank balances other than Cash & Cash equivalents (Note 16) | 15,179.66 | 8,098.22 | 15,179.66 | 8,098.22 |
| Other Financial Assets (Note 8 & 18) | 8,206.90 | 143,246.86 | 8,206.90 | 143,246.86 |
| Financial assets mandatory measured at Fair Value Through Profit and Loss (FVTPL) | | | | |
| Investments (Note 5 & 14) | 11,712.61 | 5,140.95 | 11,712.61 | 5,140.95 |
| ***Financial Liabilities*** | | | | |
| Financial liabilities measured at amortised cost | | | | |
| **Borrowings** | | | | |
| Borrowings-Non Interest bearing (Note 23) | 2,242.03 | 2,368.01 | 2,242.03 | 2,368.01 |
| Borrowings-Fixed Rate (Note 23 & 29) | 73,522.37 | 42,241.65 | 73,800.94 | 42,968.38 |
| Borrowings-Variable Rate (Note 23, 29 & 31) | 528,663.26 | 465,543.99 | 528,663.26 | 465,543.99 |
| Trade payable (Note 30) | 102,497.96 | 64,928.33 | 102,497.96 | 64,928.33 |
| Others financial liabilities (Note 24 & 31) | 284,454.98 | 294,304.94 | 284,454.98 | 294,304.94 |
| *(excluding current maturities of Long Term Debt and Derivatives)* | | | | |
| Financial Liabilities mandatory measured at Fair Value Through Profit and Loss (FVTPL) | | | | |
| Derivatives (Note 24) | 575.15 | - | 575.15 | - |
| Obligations to Investor In Subsidiary | 148,162.83 | 135,918.97 | 148,162.83 | 135,918.97 |

**NOTE:**

1. The management assessed that carrying amount of all other financial instruments are reasonable approximation of the fair value.
2. Fair value of Investments carried at amortised cost has been determined using approved valuation technique of net assets value method.

### 44 : Fair Value Hierarchy

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as of March 31, 2019:

**(₹ In Lakhs)**

| Particulars | As at March 31, 2019 | Fair value measurement as at March 31, 2019 | | |
|---|---|---|---|---|
| | | Level 1 | Level 2 | Level 3 |
| **Financial Assets** | | | | |
| Financial assets measured at FVTPL | | | | |
| Investments mandatory measured at FVTPL | 11,712.61 | 11,650.06 | - | 62.55 |
| **Financial Liabilities** | | | | |
| Financial liabilities measured at FVTPL | | | | |
| Derivatives | 575.15 | | 575.15 | |
| Obligations to Investor In Subsidiary | 148,162.83 | - | - | 148,162.83 |

# Notes to Consolidated Financial Statements for the year ended March 31, 2019

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as of March 31, 2018:

(₹ In Lakhs)

| Particulars | As at March 31, 2018 | Fair value measurement as at March 31, 2018 | | |
|---|---|---|---|---|
| | | Level 1 | Level 2 | Level 3 |
| **Financial Assets** | | | | |
| Financial assets measured at FVTPL | | | | |
| Investments mandatory measured at FVTPL | 5,140.95 | 5,078.75 | - | 62.20 |
| **Financial Liabilities** | | | | |
| Financial liabilities measured at FVTPL | | | | |
| Obligations to Investor In Subsidiary | 135,918.97 | | - | 135,918.97 |

**Valuation technique used to determine fair value:**

- Investments included in Level 1 of Fair Value Hierarchy are based on prices quoted in stock exchange and/or NAV declared by the Funds.
- Investments included in Level 2 of Fair Value Hierarchy have been valued based on inputs from banks and other recognised institutions such as FIMMDA/FEDAI.
- Investments included in Level 3 of Fair Value Hierarchy have been valued using acceptable valuation techniques such as Net Asset Value and/or Discounted Cash Flow Method.

**Note:** All financial instruments for which fair value is recognised or disclosed are categorised within the fair value hierarchy described as above, based on the lowest level input that is significant to the fair value measurement as a whole.

**45 : Financial risk management objectives and policies**

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities.

The Board of Directors has overall responsibility for the establishment and oversight of the Group's risk management framework.

The Group has exposure to the following risks arising from financial instruments:

(A) Credit risk:

(B) Liquidity risk: and

(C) Market risk:

**(A) Credit risk**

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers and loans and advances.

The Group's customer profile include public sector enterprises, state owned companies, group entities, individual and corporates customer. General payment terms include mobilisation advance, monthly progress payments with a credit period ranging from 45 to 90 days and certain retention money to be released at the end of the project. In some cases retentions are substituted with bank/corporate guarantees. The Group has a detailed review mechanism of overdue customer receivables at various levels within organisation to ensure proper attention and focus for realisation.

Credit risk on trade receivables and unbilled work-in-progress is limited as the customers of the Group mainly consists of the government promoted entities having a strong credit worthiness. The provision matrix takes into account available external and internal credit risk factors such as companies historical experience for customers.

## Notes to Consolidated Financial Statements for the year ended March 31, 2019

**The exposure to credit risk is as follows :**

**Financial assets** **(₹ In Lakhs)**

| Particulars | As at March 31, 2019 | As at March 31, 2018 |
|---|---|---|
| Loans (Note 7 & 17) | 12,241.46 | 9,912.44 |
| Trade receivable (Note 6 & 15) | 131,636.84 | 81,552.94 |
| Other Financial Assets (Note 8 & 18) | 8,206.90 | 143,246.86 |
| Contract Assets (Note 4 & 13) | 216,441.84 | - |
| **Total financial assets carried at amortised cost** | **368,527.04** | **234,712.24** |

**Concentration of credit risk**

The following table gives details in respect of percentage of dues from Major category of receivables and loans i.e. government promoted agencies and others.

**(₹ In Lakhs)**

| Particulars | As at March 31, 2019 | As at March 31, 2018 |
|---|---|---|
| From Government Promoted Agencies | 95,094.74 | 66,651.63 |
| From Group entities | | |
| Loan | 10,019.48 | 6,936.52 |
| From RMC Debtors | 4,456.71 | 3,644.59 |
| From others | 42,514.27 | 22,488.40 |
| Unbilled Revenue | 216,441.84 | 134,991.10 |
| **Total dues receivable from Major category of receivables and loans i.e. government promoted agencies and others :** | **368,527.04** | 234,712.24 |

The following table gives concentration of credit risk in terms of Top 10 amounts receivable from customers **(₹ In Lakhs)**

| Particulars | As at March 31, 2019 | As at March 31, 2018 |
|---|---|---|
| Trade Receivable | 61,311.37 | 71,983.81 |
| % of Gross Trade Receivable | 46.58% | 88.27% |

**Credit Risk Exposure**

The exposure to credit risk for trade and other receivables by type of counterparty was as follows: **(₹ In Lakhs)**

| **Particulars** | As at March 31, 2019 | As at March 31, 2018 |
|---|---|---|
| Opening Balance | 3,170.97 | 3,170.08 |
| Add: Provision made / reverse for Impairment allowance of Trade Receivables | 2,453.74 | 0.89 |
| **Closing Balance (Refer Note 6 & 15)** | **5,624.71** | **3,170.97** |

**(₹ In Lakhs)**

| **Particulars** | As at March 31, 2019 | As at March 31, 2018 |
|---|---|---|
| Opening Balance | 915.42 | 1,157.44 |
| Add: Impairment allowance for doubtful advance | 184.13 | (242.02) |
| Less: Written off | (2.85) | - |
| **Closing Balance (Refer Note 11 & 13)** | **1,096.70** | **915.42** |

Impairment allowance on Doubftful debts / Doubtful advances : The provisions are made against Trade receivable/Advances based on "expected credit loss" model as per Ind AS 109.

Management believes that the unimpaired amounts which are past due are collectible in full.

# Notes to Consolidated Financial Statements for the year ended March 31, 2019

**Cash and cash equivalents**

Cash and cash equivalents (excluding cash on hand) of ₹ 7,628.47 Lakhs at March 31, 2019 (March 31, 2018 : ₹ 16,897.12 Lakhs).

The cash and cash equivalents (excluding cash on hand) are held with bank and financial institution counterparties with good credit rating.

**Bank Balances other than Cash & cash equivalents**

Bank Balances other than Cash and cash equivalents of ₹ 15,179.66 lakhs at March 31, 2019 ( March 31, 2018 : ₹ 8,098.22 lakhs).

The Bank Balances other than cash and cash equivalents are held with bank and financial institution counterparties with good credit rating.

**Investments & Loan**

Investments (other than investment in mutual funds) & Loan are with only group companies in relation to the project execution, hence the group believes exposure to credit risk to be minimal.

**(B) Liquidity Risk**

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities. The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The Group manages liquidity risk by maintaining sufficient cash and marketable securities and by having access to funding through an adequate amount of committed credit lines. Management regularly monitors the position of cash and cash equivalents vis-à-vis projections. Assessment of maturity profiles of financial assets and financial liabilities including debt financing plans and maintenance of Balance Sheet liquidity ratios are considered while reviewing the liquidity position.

The Group's maximum exposure relating to financial guarantees and financial instruments is noted in note no. 23, 24, 29, 30 & 31 and the liquidity table below:

**(₹ In Lakhs)**

| Particulars | Less than 1 year | 1 to 5 years | Greater than 5 years | Total |
|---|---|---|---|---|
| ***As at March 31, 2019*** | | | | |
| **Financial Liabilities** | | | | |
| Borrowings(including current maturities) | 62,750.03 | 250,125.62 | 291,552.02 | 604,427.67 |
| Future Interest on above Borrowings | 53,353.38 | 157,651.12 | 48,655.68 | 259,660.18 |
| Trade payables | 102,497.96 | - | - | 102,497.96 |
| Others | 29,749.58 | 83,830.53 | 171,450.01 | 285,030.12 |
| **Total** | **248,350.95** | **491,607.27** | **511,657.71** | **1,251,615.93** |
| ***As at March 31, 2018*** | | | | |
| **Financial Liabilities** | | | | |
| Borrowings(including current maturities) | 23,172.49 | 122,730.39 | 364,250.77 | 510,153.65 |
| Future Interest on above Borrowings | 39,364.88 | 141,237.49 | 76,911.64 | 257,514.01 |
| Trade payables | 64,928.33 | - | - | 64,928.33 |
| Others | 28,320.95 | 97,235.19 | 151,949.98 | 277,506.12 |
| **Total** | **155,786.65** | **361,203.07** | **593,112.39** | **1,110,102.11** |

**(C) Market Risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk:

i. Currency risk

ii. Interest rate risk

iii. Other price risk such as Commodity risk and Equity price risk.

# Notes to Consolidated Financial Statements for the year ended March 31, 2019

**i. Currency risk**

The Group has several balances in foreign currency and consequently the group is exposed to foreign exchange risk. The exchange rate between the rupee and foreign currencies has changed substantially in recent years, which has affected the results of the Group, and may fluctuate substantially in the future. The Group evaluates exchange rate exposure arising from foreign currency transactions and follows established risk management policies.

The following table analysis foreign currency risk from financial instruments:

| Particulars | As at March 31, 2019 | | As at March 31, 2018 | |
|---|---|---|---|---|
| | Foreign Currency (In Lakhs) | ₹ (In Lakhs) | Foreign Currency (In Lakhs) | ₹ (In Lakhs) |
| **Financial assets** | | | | |
| Trade receivable | $0.00 | - | $0.00 | - |
| Cash and cash equivalents | $0.00 | - | $0.02 | 1.29 |
| **Total financial assets carried at amortised cost** | | **-** | | **1.29** |
| **Financial liabilities** | | | | |
| Other financial liabilities | EUR 76.2 | 6,137.41 | | - |
| **Total financial liabilities carried at amortised cost** | | **6,137.41** | | |
| **Contingent Financial Liabilites** | | | | |
| Letter of Credit | **EUR 5** | **402.72** | | |
| Bank Gurantees | $17.16 | 1,185.22 | $65.04 | 3,500.49 |
| **Total Contingent Financial Liabilites** | | **1,587.94** | | **3,500.49** |

The following significant exchange rates have been applied during the year.

| Particulars | As at March 31, 2019 | As at March 31, 2018 |
|---|---|---|
| USD 1 | 69.05 | 65.04 |
| EURO 1 | 80.54 | 80.62 |

The sensitivity analyses in the following sections relate to the position as at March 31, 2019 and as at March 31, 2018.

The following table details the group's sensitivity to a ₹ 1/- increase and decrease in the ₹ against the relevant foreign currencies. Sensitivity indicates Management's assessment of the reasonable possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a ₹ 1 change in foreign currency rates.

(₹ In Lakhs)

| Particulars | As at Mar 31, 2019 | As at Mar 31, 2019 | As at March 31, 2018 | As at March 31, 2018 |
|---|---|---|---|---|
| | Increase | Decrease | Increase | Decrease |
| **Assets** | | | | |
| USD | 0.00 | (0.00) | 0.02 | (0.02) |
| **Liabilities** | | | | |
| EURO | (76.20) | 76.20 | - | - |

**ii. Interest Rate Risk**

As infrastructure development and construction business is capital intensive, the group is exposed to interest rate risks. The Group's infrastructure development and construction projects are funded to a large extent by debt and any increase in interest expense may have an adverse effect on our results of operations and financial condition. The group current debt facilities carry interest at variable rates with the provision for periodic reset of interest rates. As of March 31, 2019, the majority of the group indebtedness was subject to variable/fixed interest rates.

# Notes to Consolidated Financial Statements for the year ended March 31, 2019

The interest rate risk exposure is mainly from changes in floating interest rates. The interest rate are disclosed in the respective notes to the financial statement of the group. The following table analyse the breakdown of the financial assets and liabilities by type of interest rate:

(₹ In Lakhs)

| Particulars | As at March 31, 2019 | As at March 31, 2018 |
|---|---|---|
| **Financial assets** | | |
| **Fixed Interest bearing** | | |
| - Loans | 11,439.50 | - |
| - Deposits with Bank | 21,929.60 | 14,534.27 |
| **Variable Interest bearing** | | |
| - Loans | 742.61 | 9,912.44 |
| **Financial Liabilities** | | |
| **Non Interest Bearing** | | |
| - Borrowings | 2,242.03 | 2,368.01 |
| **Fixed Interest bearing** | | |
| - Borrowings | 73,522.37 | 42,241.65 |
| **Variable Interest bearing** | | |
| - Borrowings | 492,490.35 | 432,403.22 |
| - NHAI/ MPRDC | 36,172.91 | 33,140.77 |

**Interest rate sensitivity**

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Group's profit before tax is affected through the impact on floating rate borrowings, as follows:

The Financial statements of certain Group companies have not presented the position of interest rate risk on Financial Assets and Liabilities separately. Hence, they have been presented net.

(₹ In Lakhs)

| Particulars | For the year ended 31-Mar-2019 | For the year ended 31-Mar-2018 |
|---|---|---|
| **Increase in basis points** | 50 bps | 50 bps |
| Effect on profit before tax | | |
| Increase / (Decrease) Financial Assets | 3.71 | 49.56 |
| Increase / (Decrease) Financial Liabilities | 2,643.32 | 2,327.72 |
| **Decrease in basis points** | 50 bps | 50 bps |
| Increase / (Decrease) Financial Assets | (3.71) | (49.56) |
| Increase / (Decrease) Financial Liabilities | (2,643.32) | (2,327.72) |

**iii. Commodity Price Risk**

The Group is affected by the price volatility of certain commodities such as Bitumen, Cement, Steel (Iron & Steel), Crushed Stone, Transformer and Cable & Conductor etc. The risk of price fluctuations in commodities is mitigated to certain extend based on the price escalation clause included in the contract with customers.

# Notes to Consolidated Financial Statements for the year ended March 31, 2019

(₹ In Lakhs)

| Commodity | For the year ended 31-Mar-2019 | For the year ended 31-Mar-2018 |
|---|---|---|
| Crushed Stone | 11,108.52 | 21,469.61 |
| Bitumen | 9,049.16 | 7,153.64 |
| Cement | 15,524.11 | 10,767.71 |
| Steel & Iron | 30,538.19 | 12,363.14 |
| Transformer | 11,150.92 | 4,017.52 |
| Cables & Conductors | 15,446.65 | 9,359.91 |
| **Total** | **92,817.55** | **65,131.53** |

The sensitivity analysis below have been determine based on reasonably possible changes in price of the respective commodity occurring at the end of reporting period, while holding all other assumption constant.

(₹ In Lakhs)

| Particulars | Price Variation | For the year ended 31-Mar-2019 | | For the year ended 31-Mar-2018 | |
|---|---|---|---|---|---|
| | | Increase | Decrease | Increase | Decrease |
| Crushed Stone | 3% | 333.26 | (333.26) | 644.09 | (644.09) |
| Bitumen | 3% | 271.47 | (271.47) | 214.61 | (214.61) |
| Cement | 3% | 465.72 | (465.72) | 323.03 | (323.03) |
| Steel & Iron | 3% | 916.15 | (916.15) | 370.89 | (370.89) |
| Transformer | 3% | 334.53 | (334.53) | 120.53 | (120.53) |
| Cables & Conductors | 3% | 463.40 | (463.40) | 280.80 | (280.80) |
| **Total** | | **2,784.53** | **(2,784.53)** | **1,953.95** | **(1,953.95)** |

| Particulars | Price Variation | For the year ended 31-Mar-2019 | | For the year ended 31-Mar-2018 | |
|---|---|---|---|---|---|
| | | Increase | Decrease | Increase | Decrease |
| Crushed Stone | 5% | 555.43 | (555.43) | 1,073.48 | (1,073.48) |
| Bitumen | 5% | 452.46 | (452.46) | 357.68 | (357.68) |
| Cement | 5% | 776.21 | (776.21) | 538.39 | (538.39) |
| Steel & Iron | 5% | 1,526.91 | (1,526.91) | 618.16 | (618.16) |
| Transformer | 5% | 557.55 | (557.55) | 200.88 | (200.88) |
| Cables & Conductors | 5% | 772.33 | (772.33) | 468.00 | (468.00) |
| **Total** | | **4,640.89** | **(4,640.89)** | **3,256.59** | **(3,256.59)** |

**46 : Tax Expense**

**(a) Major component of Income Tax and Deferred Tax**

(₹ In Lakhs)

| Particulars | For the year ended 31-Mar-2019 | For the year ended 31-Mar-2018 |
|---|---|---|
| **Current tax:** | | |
| Tax on profit for the year | 18,696.21 | 9,042.47 |
| **Total Current tax** | **18,696.21** | **9,042.47** |
| **Deferred Tax:** | | |
| Origination and reversal of temporary differences | (1,605.53) | (671.82) |
| **Total Deferred Tax** | **(1,605.53)** | **(671.82)** |
| **Tax on Other Comprehensive Income** | **(20.88)** | **(31.70)** |
| **Net Tax expense** | **17,069.80** | **8,338.95** |

# Notes to Consolidated Financial Statements for the year ended March 31, 2019

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

**(₹ In Lakhs)**

| Particulars | For the year ended 31-Mar-2019 | For the year ended 31-Mar-2018 |
|---|---|---|
| **Profit/(loss) before tax** | **13,062.21** | **(3,494.79)** |
| Income Tax expenses calculated @ 34.944% | 4,564.46 | (1,209.48) |
| **Add/(Less): Tax effect on account of:** | | |
| Unrecognised deferred tax assets on losses / movement during tax holiday period | 13,216.54 | 7,139.34 |
| Obligation towards investor in subsidiary not deductible under tax laws | 3,722.88 | 6,035.00 |
| Share of results of associate and joint ventures | 36.68 | (2,048.95) |
| Other non deductible expenses (net) | (2,338.95) | 783.72 |
| Profits taxable at different rates for certain subsidiaries | (2,276.68) | (2,205.62) |
| Others items (including true up impact basis income tax returns) | 144.88 | (155.07) |
| **Total** | **17,069.80** | **8,338.95** |

**(c) The details of income tax assets and liabilities as at March 31, 2019 and as at March 31, 2018 are as follows:**

**(₹ In Lakhs)**

| Particulars | As at Mar 31, 2019 | As at March 31, 2018 |
|---|---|---|
| Income Tax Assets | 7,059.27 | 6,497.34 |
| Income Tax Liability | (2,125.40) | (1,087.09) |
| **Net Current Income tax assets/(liability) at the end** | **4,933.87** | **5,410.25** |

**(d) The gross movement in the current income tax asset/ (liability) for the years ended March 31, 2019 and March 31, 2018 is as follows:**

**(₹ In Lakhs)**

| Particulars | For the year ended 31-Mar-2019 | For the year ended 31-Mar-2018 |
|---|---|---|
| Net Income tax asset / (liability) as at the beginning | 5,410.25 | 2,683.29 |
| Income Tax Paid | 18,219.83 | 11,964.90 |
| Current Income Tax Expenses | (18,696.21) | (9,010.77) |
| Income tax on Other Comprehensive Income | - | (31.70) |
| Income tax for earlier years | - | (195.47) |
| **Net Income tax asset / (liability) as at the end** | **4,933.87** | **5,410.25** |

**(e) Deferred tax assets/liabilities:**

**(₹ In Lakhs)**

| Particulars | For the year ended 31-Mar-2019 | For the year ended 31-Mar-2018 |
|---|---|---|
| **Net Deferred Tax Asset as at the beginning** | **4,011.18** | **3,452.89** |
| **Credits / (Charges) to Statement of Profit and Loss** | | |
| Difference between book and tax depreciation & business loss | 967.00 | (423.41) |
| Provision for Expected Credit Loss allowance on receivable and advances | 1,160.84 | 842.59 |
| Provision for compensated absences/Bonus/others | 26.34 | (153.32) |
| MAT Credit Entitlement | (549.20) | 292.43 |
| **Net Deferred Tax Asset as at the end** | **5,616.16** | **4,011.18** |

# Notes to Consolidated Financial Statements for the year ended March 31, 2019

**(f) Unrecognised Deferred Tax Assets and Liabilities**

At 31 March 2019, there was no recognised deferred tax liability (31 March 2018: ₹ Nil) for taxes that would be payable on the unremitted earnings of certain of the Group's subsidiaries or joint ventures. The Group has determined that undistributed profits of its subsidiaries or joint ventures will not be distributed in the foreseeable future. The parent does not foresee giving such a consent being given at the reporting date. Furthermore, the Group's joint venture will not distribute its profits until it obtains the consent from all venture partners. Accordingly, The Group has not recognised any deferred tax liabilities for taxes amounting to ₹ 10,598.75 lakhs(March 31, 2018: ₹ 13,348.49 lakhs) that would be payable on the Group's share in unremitted earnings of its subsidiaries and its interest in joint ventures because the Group controls when the liability will be incurred and it is probable that the liability will not be incurred in the foreseeable future.

During the year ended 31 March 2019 and 31 March 2018, the parent company has paid dividend to its shareholders. This has resulted in payment of DDT to the taxation authorities. The Group believes that DDT represents additional payment to taxation authority on behalf of the shareholders. Hence DDT paid is charged to equity

Unused tax losses /unused tax credit for which no deferred tax assets is recognised amount to ₹. 5,59,785.65 lakhs and ₹. 5,05,817.87 lakhs as at 31st March, 2019 and 31st March, 2018 respectively

The unused tax losses expire as detailed below:

**(₹ In Lakhs)**

| As at 31st March, 2019 Unrecognised deferred tax asset | Within one year | Greater than one year, less than five years | Greater than five years | No expiry date | Total |
|---|---|---|---|---|---|
| Unutilised business losses | 1,397.23 | 33,967.35 | 75,176.93 | - | 110,541.51 |
| Unabsorbed depreciation | - | - | - | 432,624.43 | 432,624.43 |
| Unutilised MAT credit | - | 42.06 | 16,368.92 | | 16,410.98 |
| **Total** | **1,397.23** | **34,009.41** | **91,545.85** | **432,624.43** | **559,576.92** |

| As at 31st March, 2018 Unrecognised deferred tax assets | Within one year | Greater than one year, less than five years | Greater than five years | No expiry date | Total |
|---|---|---|---|---|---|
| Unutilised business losses | 144.57 | 13,774.36 | 75,475.08 | - | 89,394.01 |
| Unabsorbed depreciation | - | - | - | 405,151.61 | 405,151.61 |
| Unutilised MAT credit | - | 9.61 | 11,262.64 | | 11,272.25 |
| **Total** | **144.57** | **13,783.97** | **86,737.72** | **405,151.61** | **505,817.87** |

**47 : Leases**

**Disclosures pursuant to Ind AS 17 "Leases"**

(a) The Group has taken various commercial premises and plant and equipment under cancellable operating leases.

(b) Details of the future minimum lease payments in respect of machineries acquired on non-cancellable operating leases during the year, are as follows:

**(₹ In Lakhs)**

| Future lease rentals | As at Mar 31, 2019 | As at Mar 31,2018 |
|---|---|---|
| Within one year | 491.25 | 833.12 |
| Over one year but less than 5 years | 120.75 | 479.87 |
| **Total** | **612.00** | **1,312.99** |

(a) The Group has given various commercial premises and plant and equipment under cancellable operating leases.

(b) Details of the future minimum lease income in respect premises, equipments and machineries given on non-cancellable operating leases during the year, are as follows:

**(₹ In Lakhs)**

| Future lease rentals | As at Mar 31, 2019 | As at Mar 31,2018 |
|---|---|---|
| Within one year | 259.26 | 227.89 |
| Over one year but less than 5 years | 543.00 | 617.47 |
| More than 5 years | 159.78 | 133.22 |
| **Total** | **962.04** | **978.58** |
| **Amount charge to the statement of profit and loss in respect of lease rental expense for operating leases** | **4,244.71** | **4,439.48** |

# Notes to Consolidated Financial Statements for the year ended March 31, 2019

**Note 48 : Employee benefit plans**

**(a) Defined contribution plan**

The following amount recognized as an expense in Statement of profit and loss on account of provident fund and other funds. There are no other obligations other than the contribution payable to the respective authorities.

**(₹ In Lakhs)**

| **Particulars** | **Mar 31, 2019** | **March 31, 2018** |
|---|---|---|
| Contribution in Defined Contribution Plans & Provident Fund & ESIC | 702.49 | 544.02 |

Contribution to Provident Fund is charged to accounts on accrual basis. The Group operates a defined contribution scheme with recognized provident fund. For this Scheme, contributions are made by the Group, based on current salaries, to recognized Fund maintained by the group. In case of Provident Fund scheme, contributions are also made by the employees. An amount of ₹ 638.48 Lakhs (Previous Period ₹ 439.13 Lakhs) has been charged to the Statement of Profit and Loss Account on account of this defined contribution scheme.

**(b) Defined benefit plan**

The following amount recognized as an expense in Statement of profit and loss on account of Defined Benefit plans.

**(₹ In Lakhs)**

| **Particulars** | **Mar 31, 2019** | **March 31, 2018** |
|---|---|---|
| Defined Benefit Plan - Gratuity & Leave Encashment | 764.10 | 586.87 |

**(i) Gratuity**

The group operates one defined plan of gratuity for its employees. Under the gratuity plan, every employee who has completed at least five years of service gets a gratuity on departure @ 15 days of last drawn salary for each completed year of service. The Gratuity benefit is funded through a defined benefit plan. For this purpose the Group has obtained a qualifying insurance policy from Life Insurance Corporation of India.

The following tables summaries the components of net benefit expense recognised in the Statement of profit and loss and the funded status and amounts recognised in the balance sheet for the gratuity plan:

**(₹ In Lakhs)**

| **Particulars** | **March 31, 2019** | **March 31, 2018** |
|---|---|---|
| **Amounts Recognised in Statement of profit and loss** | | |
| **Service Cost** | | |
| Current service cost | 181.69 | 142.78 |
| Past service cost | - | - |
| Interest cost on defined benefit obligation | 74.15 | 55.92 |
| Interest Income on plan assets | (75.12) | (58.49) |
| **Components of Defined benefits cost recognised in profit & loss** | **180.72** | **140.21** |
| Remeasurment (gain)/loss - due to financials assumptions | (23.91) | (0.05) |
| Remeasurment (gain)/loss - due to experience adjustment | 41.93 | 80.99 |
| Return on plan assets excluding interest income | 0.84 | 8.00 |
| **Components of Defined benefits cost recognised in Other Comprehensive Income** | **18.86** | **88.94** |
| **Total Defined Benefits Cost recognised in P&L and OCI** | **199.58** | **229.15** |
| **Amounts recognised in the Balance Sheet** | | |
| Defined benefit obligation | 1,247.18 | 1,022.60 |
| Fair value of plan assets | 1,054.48 | 962.66 |
| **Funded Status** | **(192.70)** | **(59.94)** |
| **Changes in the present value of the defined benefit obligation are as follows:** | | |
| Opening defined benefit obligation | 1,010.36 | 789.41 |
| Current service cost | 181.69 | 148.78 |

# Notes to Consolidated Financial Statements for the year ended March 31, 2019

(₹ In Lakhs)

| Particulars | March 31, 2019 | March 31, 2018 |
|---|---|---|
| Interest cost | 69.00 | 57.02 |
| Actuarial losses/(gain) on obligation | 12.28 | 81.01 |
| Benefits paid | (26.15) | (54.25) |
| **Closing defined benefit obligation** | **1,247.18** | **1,021.97** |
| **Changes in the fair value of the plan assets are as follows:** | | |
| Opening fair value of plan assets | 973.06 | 742.31 |
| Interest Income | 75.69 | 58.79 |
| Remeasurment gain/(loss): | (7.21) | (0.88) |
| Contrubution from employer | 44.46 | 223.45 |
| Mortality Charges & Taxes | (6.35) | (0.15) |
| Return on plan assets excluding interest income | (0.40) | (7.87) |
| Benefits paid | (24.77) | (52.99) |
| **Closing fair value of plan assets** | **1,054.48** | **962.66** |
| **Net assets/(liability) is bifurcated as follows :** | | |
| Current | (33.32) | (72.01) |
| Non-current | (138.19) | (90.02) |
| **Net liability** | **(171.51)** | **(162.03)** |
| **Add:** | | |
| Provision made over and above actuarial valuation (considered current liability) | - | 132.31 |
| **Net total liability** | **(171.51)** | **(29.72)** |

**The principal assumptions used in determining gratuity benefit obligation for the Group's plans are shown below:**

| Particulars | March 31, 2019 | March 31, 2018 |
|---|---|---|
| Discount rate | 7.72% | 7.50% |
| Mortality rate | Indian assured lives mortality (2012 -14) ultimate mortality table | Indian assured lives mortality (2006 -08) ultimate mortality table |
| Salary escalation rate (p.a.) | 7.00% | 7.00% |
| Disability Rate (as % of above mortality rate) | 0.00% | 5.00% |
| Withdrawal Rate | 2% to 10% | 2% to 10% |
| Normal Retirement Age | 58 Years | 58 Years |
| Average Future Service | 24 | 23.89 |

**The sensitivity analysis below have been determine based on reasonably possible change of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.**

| Particulars | Mar 31, 2019 | | Mar 31, 2018 | |
|---|---|---|---|---|
| | Increase | Decrease | Increase | Decrease |
| Salary escalation (100 basis point movement) | 1,125.19 | 949.39 | 1,084.73 | 919.51 |
| Discount rate (100 basis point movement) | 1,037.74 | 1,026.61 | 917.60 | 1,089.26 |
| Attrition rate (100 basis point movement) | 947.97 | 1,131.40 | 999.86 | 989.51 |

The estimates of future salary increases, considered in actuarial valuation, is based on inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

The overall expected rate of return on assets is determined based on the market prices prevailing on that date, applicable to the period over which the obligation is to be settled. There has been significant change in expected rate of return on assets due to change in the market scenario.

# Notes to Consolidated Financial Statements for the year ended March 31, 2019

**Note 49 : Segment Reporting**

The Group had identified three reportable segments i.e. Construction and Contract Related Activities, BOT/Annuity projects and Sale (including Real Estate). Segments have been identified taking into account the nature of activities of the Company, different risks and returns and internal reporting systems.

**Year ended 31 March 2019** **(₹ In Lakhs)**

| **Particulars** | **Construction Contract** | **Sales** | **BOT / Annuity** | **Total** |
|---|---|---|---|---|
| Revenue | 214,914.87 | 21,639.79 | 256,508.61 | **493,063.27** |
| Segment Result | 62,381.34 | 2,588.77 | (27,430.49) | **37,539.62** |
| Less : Unallocable Interest Expense | | | | **(8,192.67)** |
| Add : Unallocable Other Income | | | | **7,554.32** |
| Less : Unallocable Expenditure | | | | **(17,825.72)** |
| Less : Exceptional Item | | | | **(6,013.34)** |
| Profit Before Tax | | | | **13,062.21** |
| Less : Provision for Tax | | | | **17,090.68** |
| Profit After Tax | | | | **(4,028.47)** |
| Segment Assets | 246,093.08 | 49,305.93 | 961,724.36 | **1,257,123.37** |
| Corporate and Other Unallocable Assets | | | | **53,013.40** |
| **Total (A)** | | | | **1,310,136.77** |
| Segment Liabilities | 148,834.46 | 16,060.00 | 1,025,591.07 | **1,190,485.53** |
| Corporate and Other Unallocable Liabilities | | | | **79,067.25** |
| **Total (B)** | | | | **1,269,552.78** |
| **Capital Employed (A-B)** | | | | **40,583.99** |

**Year ended 31 March 2018** **(₹ In Lakhs)**

| **Particulars** | **Construction Contract** | **Sales** | **BOT / Annuity** | **Total** |
|---|---|---|---|---|
| Revenue | 147,840.53 | 17,765.68 | 200,614.79 | **366,221.00** |
| Segment Result | 32,177.02 | 5,157.65 | (17,810.63) | **19,524.04** |
| Less : Unallocable Interest Expense | | | | **(4,853.39)** |
| Add : Unallocable Other Income | | | | **6,683.82** |
| Less : Unallocable Expenditure | | | | **(24,849.26)** |
| Profit Before Tax | | | | **(3,494.79)** |
| Less : Provision for Tax | | | | **8,370.65** |
| Profit After Tax | | | | **(11,865.44)** |
| Segment Assets | 131,654.80 | 43,055.13 | 919,075.34 | **1,093,785.27** |
| Corporate and Other Unallocable Assets | | | | **61,244.02** |
| **Total (A)** | | | | **1,155,029.29** |
| Segment Liabilities | 70,488.24 | 36,324.00 | 983,272.17 | **1,090,084.41** |
| Corporate and Other Unallocable Liabilities | | | | **23,985.59** |
| **Total (B)** | | | | **1,114,070.00** |
| **Capital Employed (A-B)** | | | | **40,959.29** |

**Note 50 : Earnings per share (EPS)**

Basic EPS amounts are calculated by dividing the profit for year attributable to equity holders by the weighted average number of Equity shares outstanding during the year.

# Notes to Consolidated Financial Statements for the year ended March 31, 2019

The following reflects the income and share data used in the basic and diluted EPS computations:

(₹ In Lakhs)

| Particulars | For the Year ended March 31, 2019 | For the Year ended March 31, 2018 |
|---|---|---|
| (Loss) attributable to equity shareholders of the Company | **(3,346.02)** | **(11,114.34)** |
| | **Nos.** | **Nos.** |
| Weighted average number of Equity shares (Basic) | 280,723,217 | 280,723,217 |
| Weighted average number of Equity shares (Diluted) | 280,723,217 | 280,723,217 |
| Nominal Value of Equity Shares (in ₹) | **5** | **5** |
| **Earnings Per Share** | | |
| Basic earning per share (in ₹) | (1.19) | (3.96) |
| Diluted earning per share (in ₹) | (1.19) | (3.96) |

The Board of Directors at its meeting held on May 29, 2018, proposed a bonus issue of equity shares, in the ratio of one equity share of ₹ 5 each for every two equity shares of the Company, held by the shareholders as on a record date. Subsequently the shareholders approved the same and the Company has issued the bonus shares on record date i.e. July 13, 2018. Consequently, as required by Ind AS, Earnings per share for the reported period has been computed considering such bonus issue. Further, Earnings per share of comparative previous year has been restated for such bonus shares issued.

**Note 51 : Disclosure pursuant to Ind AS 37 - "Provisions, Contingent Liabilities and Contingent Assets"**

(₹ In Lakhs)

| Particulars | Provisions | | | | |
|---|---|---|---|---|---|
| | Provision for DLP / Warranties | Provision for Resurfacing obligations | Provision for Onerous contract | Provision for EPC work | Total |
| Balance as at April 01, 2018 | 5,170.07 | 21,426.40 | 40.55 | 2,672.52 | 29,309.54 |
| Additional provisions made during the year | 3,016.10 | 12,904.01 | - | - | 15,920.11 |
| Provision used/reversed during the year | (2,551.66) | (1,684.57) | - | - | (4,236.23) |
| **Balance as at March 31, 2019** | **5,634.51** | **32,645.84** | **40.55** | **2,672.52** | **40,993.42** |

(₹ In Lakhs)

| Particulars | Provisions | | | | |
|---|---|---|---|---|---|
| | Provision for DLP / Warranties | Provision for Resurfacing obligations | Provision for Onerous contract | Provision for EPC work | Total |
| Balance as at April 01, 2017 | 5,655.65 | 14,249.27 | 40.55 | 7,186.71 | 27,132.18 |
| Additional provisions made during the year | 1,161.79 | 9,572.97 | - | - | 10,734.76 |
| Provision used/reversed during the year | (1,647.37) | (2,395.84) | - | (4,514.19) | (8,557.40) |
| **Balance as at March 31, 2018** | **5,170.07** | **21,426.40** | **40.55** | **2,672.52** | **29,309.54** |

**Nature of Provisions**

i. **Provision for DLP :** The Group gives warranties on certain products and services, undertaking to repair the defect or replace the items that fail to perform satisfactorily during the warranty period. Provision made as at March 31, 2019 represents the amount of the expected estimated cost of meeting such obligations of rectification/replacement.

ii. **Provision for Resurfacing Obligations :** Contractual resurfacing cost represents the estimated cost that the Group is likely to incur during concession period as per the contract obligations in respect of completed construction contracts accounted under Ind AS 115 "Revenue From Contract with Customers".

iii. **Provision for Onerous Contract:** The provision for onerous contract represents the value of expected losses recognised in accordance with Ind AS 37 on few onerous project.

iv. **Provision for EPC Contract:** The provision for EPC work is for BOT project contract represents the value of expected cost to be incurred for construction recognised in accordance with Ind AS 115 "Revenue From Contract with Customers".

# Notes to Consolidated Financial Statements for the year ended March 31, 2019

**Note 52 : Contingent liabilities and Commitments (to the extent not provided for)**

**(₹ In Lakhs)**

| Sr. No. | Particulars | March 31, 2019 | March 31, 2018 |
|---|---|---|---|
| **(i)** | **Contingent liabilities** | | |
| a | Guarantees issued: | | |
| | -behalf of Group Entities | 94,273.82 | 84,943.78 |
| | -third party | 130,105.37 | 61,526.69 |
| b | Claims against the Group not acknowledged as debts | 4,296.34 | 11,011.66 |
| c | Liability of Duty against Export Obligations | 39.18 | 39.18 |
| d | Disputed Duties: | | |
| | i) Income Tax | 7,464.58 | 4,313.59 |
| | ii) Sales Tax | 9,096.72 | 7,499.57 |
| | iii) Customs | 93.34 | 93.34 |
| | iv) Service Tax | 71.06 | 71.06 |
| | v) Others | 1,157.84 | 1,064.96 |
| e | Payable against the Royalty | - | 883.10 |
| f | Unconditional Bank Gurantee to MPRDC | 425.71 | 425.71 |
| g | Sub Debt Commitment | 20,656.33 | 20,089.50 |
| **Total** | | **267,680.29** | **191,962.14** |

The Group does not expect any outflow of economic resources in respect of the above and therefore no provision is made in respect thereof.

There are numerous issues relating to the Supreme Court (SC) judgement dated February 28, 2019 on Provident Fund (PF) on the inclusion of allowances for the purpose of PF contribution as well as its applicability of effective date. The Group is consulting Legal counsel for further clarity and evaluating its impact on its financial statement.

In consequent upon the search action dated 05.04.2016, the assessment were reopened/taken-up by the Income Tax Departments, in the cases of Ashoka Buildcon Ltd, Viva Highways Ltd & Ashoka Infrastructure Ltd for AY 2011-12 to AY 2017-18 & in the case of Ashoka Concession Ltd for AY 2012-13 to AY 2017-18. These assessments are completed on 31st December, 2018 except in the case of Ashoka Concession Ltd for AY 2014-15 & 2015-16.

A) During the current year , pursuant to the search proceedings carried out in April 2016, the Parent Company, Ashoka Buildcon Limited has received income tax assessment orders under section 153A for the financial year 2010-11 to 2016-17. Income tax authorities have disallowed certain sub-contractors payments by treating them as not genuine. The Parent Company has the underlying documents to substantiate the genuineness of the work performed by these sub-contractors and no incriminating documents were found during the search proceedings. Accordingly, the Parent Company has filed appeals against these assessment orders and is confident of defending its case on further examination and litigation. Accordingly, additional tax payable for these years amounting to ₹5,385 Lakhs (including interest) is treated as contingent liability.

B) In the case of Ashoka Concession Limited , a subsidiary company, was subject to search proceedings under Income Tax Act,1961 in the month April 2016, and consequently had filed revised return under protest for Financial Year (FY) 2011-12 to FY 2016-17. During current year, the subsidiary company has received assessment orders for these years except for FY 2013-14 and FY 2014-15 for which all the submissions are duly completed. There are no additions made during assessment proceedings and accordingly it has no impact.

C) In the case of Ashoka Infrastructure Ltd, , a subsidiary company, for AY 2011-12 & 2012-13, the income declared in the returns submitted is accepted in the completed assessments. However, for AY 2013-14 to AY 2017-18, income declared in the returns submitted is accepted except with reference to the legal issue of allowing depreciation on Intangible Asset i.e 'Right to collect toll'. AO has disallowed depreciation on intangible asset and allowed Amortisation of the cost incurred on construction of infrastructure facility spread over over the concession period. On this issue Pune Tribunal has already given favourable decisions in the assessee's own case and in the cases of various other group concerns, for earlier years. The issue for earlier years, is pending before the Hon'ble High Court at Mumbai. For AY 2013-14 to AY 2016-17, amortisation allowed by the AO is in excess of depreciation claimed by the company. Since the said adjustment to the returned income does not have any adverse effect on the tax liability of company & as the subsidiary company cannot be said as aggrieved by such assessment orders, the subsidiary company has not preferred appeals against the assessment orders for AY 2013-14 to 2016-17. However,

# Notes to Consolidated Financial Statements for the year ended March 31, 2019

for AY 2017-18, the subsidiary company had filed appeal against the assessment order of the AO, disputing the disallowance of depreciation on intangible asset, before the CIT(A). The same is pending.

D) In the case of Viva Highways Ltd, a subsidiary company, in the assessments additional demand of ₹ 509.85 Lakhs was raised on the subsidiary company and the same was adjusted against MAT Credit available. Against the additional demand, subsidiary company had filed appeal, before the CIT(A). The same is pending.

**Note 53 : Auditors' remuneration (excluding taxes)**

**(₹ In Lakhs)**

| Sr. No. | Particulars | For the year ended 31-Mar-2019 | For the Year Ended March 31, 2018 |
|---|---|---|---|
| 1 | Audit Fees | 174.32 | 139.42 |
| 2 | Other Services | 13.05 | 0.90 |
| 3 | Out of Pocket Expenses | 1.97 | 3.34 |
| | **Total** | **189.33** | **143.66** |

**Note 54 : Details of dues to micro, small and medium enterprises as per MSMED Act, 2006**

Disclosers under the Micro, Small and Medium enterprises Development Act,2006 are provided as under for the year 2018-19, to the extent the Group has received intimation from the "Suppliers" regarding their status under the Act.

**(₹ In Lakhs)**

| Particulars | As at 31-Mar-19 | As at 31-Mar-18 |
|---|---|---|
| (a) Principal amount remaining unpaid (but within due date as per the MSMED Act) | 4,820.74 | 1,750.31 |
| (b) Interest due thereon remaining unpaid | - | - |
| (c) Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along-with the amount of the payment made to the supplier beyond the appointed day during the period | - | - |
| (d) Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprises Act, 2006 | - | - |
| (e) Interest accrued and remaining unpaid | - | - |
| (f) Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises | - | - |
| **Total** | 4,820.74 | 1,750.31 |

**55 : Group Information**

**Information about subsidiaries**

The consolidated financial statements of the Group includes subsidiaries listed in the table below:

| Sr. No. | Name of the Entity | Principal activities | Country of incorporation/ Principal place of business | % equity interest As at 31-Mar-19 | % equity interest As at 31-Mar-18 |
|---|---|---|---|---|---|
| **1** | Ashoka Concessions Ltd. | Infrastructure | India | 66.00% | 66.00% |
| **2** | Ashoka Highways (Durg) Ltd. | Infrastructure | India | 33.66% | 33.66% |
| **3** | Ashoka Highways (Bhandara) Ltd. | Infrastructure | India | 33.66% | 33.66% |
| **4** | Ashoka Belgaum Dharwad Tollway Ltd. | Infrastructure | India | 66.00% | 66.00% |
| **5** | Ashoka Dhankuni Kharagpur Tollway Ltd. | Infrastructure | India | 66.00% | 66.00% |
| **6** | Ashoka Sambhalpur Baragarh Tollway Ltd. | Infrastructure | India | 66.00% | 66.00% |
| **7** | Jaora-Nayagaon Toll Road Company Pvt. Ltd. | Infrastructure | India | 61.17% | 61.17% |
| **8** | Ashoka-DSC Katni Bypass Road Ltd. | Infrastructure | India | 99.89% | 99.89% |
| **9** | Ashoka Infrastructures | Infrastructure | India | 99.99% | 99.99% |
| **10** | Ashoka Highway Ad | Infrastructure | India | 99.99% | 99.99% |

## Notes to Consolidated Financial Statements for the year ended March 31, 2019

| Sr. No. | Name of the Entity | Principal activities | Country of incorporation/ Principal place of business | % equity interest | |
|---|---|---|---|---|---|
| | | | | As at 31-Mar-19 | As at 31-Mar-18 |
| 11 | Ashoka GVR Mudhol Nipani Roads Ltd. | Infrastructure | India | 100.00% | 100.00% |
| 12 | Ashoka Bagewadi Saundatti Road Ltd. | Infrastructure | India | 100.00% | 100.00% |
| 13 | Ashoka Hungund Talikot Road Ltd. | Infrastructure | India | 100.00% | 100.00% |
| 14 | Ashoka Kharar Ludhiana Road Ltd. | Infrastructure | India | 66.00% | 66.00% |
| 15 | Ashoka Ranastalam Anandapuram Road Ltd. | Infrastructure | India | 66.00% | 66.00% |
| 16 | Ashoka Khairtunda Barwa Adda Road Limited | Infrastructure | India | 66.00% | N.A. |
| 17 | Ashoka Mallasandra Karadi Road Limited | Infrastructure | India | 66.00% | N.A. |
| 18 | Ashoka Karadi Banwara Road Private Limited | Infrastructure | India | 66.00% | N.A. |
| 19 | Ashoka Belgaum Khanapur Road limited | Infrastructure | India | 66.00% | N.A. |
| 20 | Ashoka Ankleshwar Manubar Road Limited | Infrastructure | India | 66.00% | N.A. |
| 21 | Viva Highways Ltd. | Infrastructure & Real Estate | India | 100.00% | 100.00% |
| 22 | Ashoka Infraways Ltd. | Infrastructure & Real Estate | India | 100.00% | 100.00% |
| 23 | Ashoka Infrastructure Ltd. | Infrastructure & Real Estate | India | 100.00% | 100.00% |
| 24 | Viva Infrastructure Ltd. | Infrastructure & Real Estate | India | 100.00% | 100.00% |
| 25 | Ashoka Precon Pvt.Ltd. | Manufacturing | India | 51.00% | 51.00% |
| 26 | Ashoka Technologies Pvt.Ltd. | Software Development | India | 100.00% | 100.00% |
| 27 | Unison Enviro Pvt.Ltd. | City Gas Distribution | India | 51.00% | 100.00% |
| 28 | Ashoka Highway Research Centre Pvt.Ltd. | R & D Related to Infrastructure | India | 100.00% | 100.00% |
| 29 | Ashoka Aerospace Pvt.Ltd. | Infrastructure | India | 100.00% | 100.00% |
| 30 | Ratnagiri Natural Gas Pvt.Ltd. | City Gas Distribution | India | 100.00% | 100.00% |
| 31 | Blue Feather Infotech Pvt.Ltd. | Real Estate Development | India | 100.00% | 100.00% |
| 32 | Endurance Road Developers Pvt. Ltd. | Infrastructure | India | 100.00% | 100.00% |
| 33 | Ashoka Path Nirman ( Nasik ) Pvt.Ltd. | Contractting | India | 100.00% | 100.00% |
| 34 | Tech Breater Pvt.Ltd. | Consultancy Services | India | 74.00% | 74.00% |
| 35 | Ashoka Cuttack Angul Tollway Limited | Infrastructure | India | N.A. | 100.00% |

**Associates**

The Group Has Equity interest in following entities

| Sr. No. | Name of the Entity | Principal activities | Country of incorporation/ Principal place of business | % equity interest | |
|---|---|---|---|---|---|
| | | | | As at 31-Mar-19 | As at 31-Mar-18 |
| 1 | PNG Tollway Limited | Infrastructure | India | 17.16% | 17.16% |

**Joint Venture Companies**

The Group Has Equity interest in following entities

| Sr. No. | Name of the Entity | Principal activities | Country of incorporation/ Principal place of business | % equity interest | |
|---|---|---|---|---|---|
| | | | | As at March 31, 2019 | As at March 31, 2018 |
| 1 | Mohan Muttha Ashoka Buildcon LLP | Overseas Contracting | Maldives | 50.00% | 50.00% |
| 2 | Cube Ashoka Joint Venture | Contracting | India | 40.00% | 40.00% |
| 3 | Abhijit Ashoka Infrastructure Pvt Ltd | Infrastructure | India | 50.00% | 50.00% |
| 4 | GVR Ashoka Chennai ORR Ltd | Infrastructure | India | 50.00% | 50.00% |

# Notes to Consolidated Financial Statements for the year ended March 31, 2019

**Note 56:- Related Party Disclosures**

**56.1 Name of the Related Parties and Description of Relationship:**

| Nature of Relationship | Name of Entity |
|---|---|
| Associates | PNG Tollway Ltd |
| | |
| Joint Ventures | GVR Ashoka Chennai ORR Ltd |
| | Abhijeet Ashoka Infrastructure Pvt Ltd |
| | Cube Ashoka JV Co. |
| | Ashoka Bridgeways |
| | Mohan Mutha Ashoka Buildcon LLP |
| | Ashoka Valecha JV |
| | |
| Key Management Personnel | Ashok M Katariya (Chairman) |
| | Satish D Parakh (Managing Director) |
| | Sanjay P Londhe (Whole Time Director) |
| | Milapraj Bhansali (Whole Time Director) |
| | Paresh C Mehta (Chief Financial Officer) |
| | Manoj A. Kulkarni (Company Secretary) |
| | Gyan Chand Daga (Independent Director) |
| | Michael Pinto (Independent Director) |
| | Sharadchandra Abhyankar (Independent Director) |
| | Albert Tauro (Independent Director) |
| | Sunanda Dandekar (Independent Director) |
| | |
| Relatives of Key Managerial Personnel | Asha A. Katariya (Wife of Ashok M Katariya) |
| | Ashish A. Katariya (Son of Ashok M Katariya) |
| | Astha A. Katariya (Daughter In Law of Ashok M Katariya) |
| | Shewta K. Modi (Daughter of Ashoka M Katariya) |
| | Satish D Parakh (HUF) (HUF of Satish D Parakh) |
| | Shobha Satish Parakh (Wife of Satish D Parakh) |
| | Aditya S. Parakh (Son of Satish D Parakh) |
| | Ankita Parakh (Daughter in Law of Satish D Parakh) |
| | Rohan S Londhe (Son of Sanjay P Londhe) |
| | Lilabai Hiran (Sister of Ashok M Katariya) |
| | Anjali Londhe (Wife of Sanjay P Londhe) |
| | |
| Promoter Group | Ashoka Buildwell & Developers Pvt Ltd |
| | Ashoka Biogreen Pvt Ltd |
| | Ashoka Construwell Pvt Ltd |
| | Ashoka Industrial Park Pvt Ltd |
| | Precrete Technologies Pvt Ltd |
| | Ashoka Universal Academy Pvt Ltd |
| | Shweta Agro Farm |
| | Hotel Evening Inn Pvt Ltd |
| | Ashoka Education Foundation |
| | Ashoka Global Academy (IGCSE) Chansi |
| | Ashoka Global Pre School |
| | Ashoka Township |
| | Ashoka Universal School |
| | Ashoka Builders (Nasik) Pvt. Ltd. |

# Notes to Consolidated Financial Statements for the year ended March 31, 2019

**56.2 Related Party Transactions** (₹ In Lakhs)

| Transactions during the year | Joint Ventures | Key Managerial Personnel | Relatives of Key Managerial Personnel | Promoter Group | Grand Total |
|---|---|---|---|---|---|
| 1. Advance received against Contract | - | - | - | - | - |
| | (374.00) | - | - | - | (374.00) |
| 2. Contract Receipts | 10,000.48 | - | - | 271.86 | 10,272.34 |
| | (7,512.21) | - | - | (571.83) | (8,084.04) |
| 3. Director Sitting Fees: | - | 43.20 | - | - | 43.20 |
| | - | (34.68) | - | - | (34.68) |
| 4. Dividend Income/Share of Profit in Partnership firm: | 1,468.96 | - | - | - | 1,468.96 |
| | (2,117.60) | - | - | - | (2,117.60) |
| 5. Finance Expenses | 274.02 | - | - | - | 274.02 |
| | (245.60) | - | - | - | (245.60) |
| 6. Interest Received | 2,183.14 | - | - | - | 2,183.14 |
| | (748.82) | - | - | - | (748.82) |
| 7. Investments in Joint Ventures | - | - | - | - | - |
| | (1,142.67) | - | - | - | (1,142.67) |
| 8. Loans Given | 1,109.50 | - | - | - | 1,109.50 |
| | (4,586.12) | - | - | - | (4,586.12) |
| 9. Other Income | 1,081.76 | - | - | - | 1,081.76 |
| | (298.96) | - | - | - | (298.96) |
| 10. Purchase of Property,Plant & Equipment | - | - | - | - | - |
| | - | - | (944.34) | - | (944.34) |
| 11. Rent Paid | - | 6.30 | 6.30 | - | 12.60 |
| | - | (5.00) | (13.27) | - | (18.27) |
| 12. Rent Received | - | - | - | 54.49 | 54.49 |
| | - | - | - | (48.83) | (48.83) |
| 13. Salary Paid | - | 1,525.80 | 190.16 | - | 1,715.96 |
| | - | (1,285.57) | (148.54) | - | (1,434.11) |
| 14. Sales of Goods / Rendering of services | 13.80 | - | 4.27 | 24.80 | 42.88 |
| | (8.72) | (0.11) | (3.89) | - | (12.72) |

Note : Amounts in brackets represent amounts paid in Previous Year.

**56.3 Related Party Balances** (₹ In Lakhs)

| Closing Balances | As at the year ended | Joint Ventures | Key Managerial Personnel | Relatives of Key Managerial Personnel | Promoter Group | Grand Total |
|---|---|---|---|---|---|---|
| 1. Trade Receivables | March 31, 2019 | 12,667.54 | - | - | 191.99 | 12,859.54 |
| | March 31, 2018 | 7,458.02 | - | - | 407.28 | 7,865.30 |
| 2. Advances Recoverable in Cash or other Financial Assets | March 31, 2019 | 352.62 | - | - | - | 352.62 |
| | March 31, 2018 | 348.56 | - | - | - | 348.56 |
| 3. Loans / Advances | March 31, 2019 | 10,019.51 | - | - | - | 10,019.51 |
| | March 31, 2018 | 6,977.26 | - | - | 34.40 | 7,011.65 |
| 4. Borrowings | March 31, 2019 | 2,242.03 | - | - | - | 2,242.03 |
| | March 31, 2018 | 2,368.01 | - | - | - | 2,368.01 |
| 5. Advance from Customers | March 31, 2019 | - | - | - | - | - |
| | March 31, 2018 | 449.97 | - | - | - | 449.97 |
| 6. Other Payable:Other Financial liabilities | March 31, 2019 | 535.24 | - | - | - | 535.24 |
| | March 31, 2018 | 121.19 | - | - | - | 121.19 |
| 7. Salary Payable | March 31, 2019 | - | 356.85 | 34.75 | - | 391.60 |
| | March 31, 2018 | - | 260.00 | 20.55 | - | 280.55 |

# Notes to Consolidated Financial Statements for the year ended March 31, 2019

**Note 57 : Material Partly Owned subsidiaries**
**Financial information of subsidiaries that have material non-controlling interests is provided below :**
**Proportion of equity interest held by non-controlling interests.**

| Name of Entity | As at March 31, 2019 | As at March 31, 2018 |
|---|---|---|
| Ashoka Highways (Durg) Ltd. | 66.34% | 66.34% |
| Ashoka Highways (Bhandara) Ltd. | 66.34% | 66.34% |
| Jaora-Nayagaon Toll Road Company Pvt. Ltd. | 38.83% | 38.83% |
| Unison Enviro Pvt. Ltd. | 49.00% | 0.00% |

**Net Worth of following subsidiaries attributable to Non Controlling Interests**

**(₹ In Lakhs)**

| Name of Entity | As at March 31, 2019 | As at March 31, 2018 |
|---|---|---|
| Ashoka Highways (Durg) Ltd. | 4,857.45 | 2,440.89 |
| Ashoka Highways (Bhandara) Ltd. | (5,535.09) | (3,951.30) |
| Jaora-Nayagaon Toll Road Company Pvt. Ltd. | 11,265.73 | 10,560.60 |
| Unison Enviro Pvt. Ltd. | 3,173.46 | - |

**Profit / (loss) attributable to Non Controlling Interest.**

**(₹ In Lakhs)**

| Name of Entity | As at March 31, 2019 | As at March 31, 2018 |
|---|---|---|
| Ashoka Highways (Durg) Ltd. | (1,586.74) | (1,058.84) |
| Ashoka Highways (Bhandara) Ltd. | (2,340.70) | (2,066.20) |
| Jaora-Nayagaon Toll Road Company Pvt. Ltd. | 2,231.43 | 2,306.75 |
| Unison Enviro Pvt. Ltd. | (273.07) | - |

**The Summarised Information of these Subsidiaries are provided below.**
**The information is based on amounts before inter company eliminations**

**Summarised Statement of Profit and Loss for the year ended 31 March 2019 :** **(₹ In Lakhs)**

| Particulars | Ashoka Highways (Durg) Ltd. | Ashoka Highways (Bhandara) Ltd. | Jaora-Nayagaon Toll Road Company Pvt. Ltd. | Unison Enviro Pvt. Ltd |
|---|---|---|---|---|
| Revenue | 8,020.27 | 6,837.76 | 21,468.84 | 83.68 |
| Operating Expenses | 1,994.21 | 1,883.32 | 2,147.86 | 204.97 |
| Employee Benefits Expenses | 300.86 | 264.32 | 467.49 | 23.27 |
| Finance Costs | 3,908.27 | 4,896.66 | 6,222.60 | 60.81 |
| Depreciation and Amortisation | 4,117.58 | 3,182.65 | 5,157.05 | 91.28 |
| Other Expenses | 91.38 | 138.08 | 158.18 | 457.64 |
| **Profit before Tax** | **(2,392.03)** | **(3,527.26)** | **7,315.67** | **(754.29)** |
| Income tax | - | - | 1,569.88 | (199.09) |
| **Profit before the year from Continuing operations** | **(2,392.03)** | **(3,527.26)** | **5,745.79** | **(555.21)** |
| Other comprehensive income | 0.19 | (1.08) | 0.87 | (2.08) |
| Total comprehensive income | (2,391.84) | (3,528.34) | 5,746.66 | (557.29) |
| Attributable to non-controlling interests | (1,586.74) | (2,340.70) | 2,231.43 | (273.07) |

# Notes to Consolidated Financial Statements for the year ended March 31, 2019

**Summarised Statement of Profit & Loss for the year ended 31 March 2018 :** (₹ In Lakhs)

| Particulars | Ashoka Highways (Durg) Ltd. | Ashoka Highways (Bhandara) Ltd. | Jaora-Nayagaon Toll Road Company Pvt. Ltd. | Unison Enviro Pvt. Ltd |
|---|---|---|---|---|
| Revenue | 11,487.25 | 6,568.05 | 21,235.67 | - |
| Operating Expenses | 5,329.20 | 1,711.97 | 3,058.60 | - |
| Employee Benefits Expenses | 273.51 | 220.09 | 437.69 | 2.33 |
| Finance Costs | 4,047.16 | 4,845.59 | 6,666.72 | 0.03 |
| Depreciation and Amortisation | 3,351.91 | 2,724.43 | 3,459.73 | - |
| Other Expenses | 80.63 | 177.94 | 503.08 | 2.35 |
| **Profit before Tax** | **(1,595.16)** | **(3,111.97)** | **7,109.85** | **(4.71)** |
| Income tax | - | - | 1,168.83 | - |
| **Profit before the year from Continuing operations** | **(1,595.16)** | **(3,111.97)** | **5,941.02** | **(4.71)** |
| Other comprehensive income | (0.92) | (2.59) | (0.38) | (0.23) |
| Total comprehensive income | (1,596.08) | (3,114.56) | 5,940.64 | (4.94) |
| Attributable to non-controlling interests | (1,058.84) | (2,066.20) | 2,306.75 | - |

**Summarised Statement of Balance Sheets for the year ended 31 March 2019 :** (₹ In Lakhs)

| Particulars | Ashoka Highways (Durg) Ltd. | Ashoka Highways (Bhandara) Ltd. | Jaora-Nayagaon Toll Road Company Pvt. Ltd. | Unison Enviro Pvt. Ltd |
|---|---|---|---|---|
| Current Assets | 1,559.56 | 1,244.06 | 16,232.99 | 1,881.42 |
| Non-Current Assets | 46,539.06 | 37,815.33 | 77,946.57 | 5,127.39 |
| Current Liabilities | 3,800.73 | 2,546.17 | 9,410.56 | 526.64 |
| Non-Current Liabilities | 36,975.84 | 44,856.73 | 55,756.06 | 5.72 |
| **Total Equity** | 7,322.06 | (8,343.52) | 29,012.96 | 6,476.44 |
| Attributable to | | | | |
| Equity holders of Parent | 2,464.60 | (2,808.43) | 17,747.23 | 3,302.99 |
| Non-Controlling Interest | 4,857.45 | (5,535.09) | 11,265.73 | 3,173.46 |

**Summarised Statement of Balance Sheets for the year ended 31 March 2018 :** (₹ In Lakhs)

| Particulars | Ashoka Highways (Durg) Ltd. | Ashoka Highways (Bhandara) Ltd. | Jaora-Nayagaon Toll Road Company Pvt. Ltd. | Unison Enviro Pvt. Ltd |
|---|---|---|---|---|
| Current Assets | 2,229.77 | 1,542.62 | 11,191.11 | 13.61 |
| Non-Current Assets | 51,329.27 | 41,145.39 | 100,222.84 | 689.40 |
| Current Liabilities | 3,066.97 | 2,009.75 | 8,149.26 | 733.73 |
| Non-Current Liabilities | 39,992.49 | 45,493.43 | 62,652.57 | 0.87 |
| **Total Equity** | 10,499.58 | (4,815.17) | 40,612.12 | (31.59) |
| Attributable to | | | | |
| Equity holders of Parent | 8,058.69 | (863.87) | 30,051.52 | (31.59) |
| Non-Controlling Interest | 2,440.89 | (3,951.30) | 10,560.60 | - |

# Notes to Consolidated Financial Statements for the year ended March 31, 2019

**58 Investment in Joint Venture**

The Group has 50% interest in Abhijeet Ashoka Infrastructure Private Limited (AAIPL) and GVR Ashoka Chennai ORR Limited, both the joint ventures involved in the business of Infrastructure. The Group's interest in both the Joint Ventures is accounted for using the Equity Method in the Consolidation Financial Statements. Summarised financial information of the Joint Venture, based on its Ind AS financial statements, and reconciliation with the carrying amount of the investment in Consolidated Financial Statements are set out below:

**Summarised balance sheet as at 31 March 2019:** **(₹ In Lakhs)**

| Particulars | March 31, 2019 | | March 31, 2018 | |
|---|---|---|---|---|
| | AAIPL | GVRCORR | AAIPL | GVRCORR |
| Current assets, including cash and cash equivalents | 7,703.49 | 30,592.01 | 5,458.61 | 29,568.54 |
| Non-current assets | 593.64 | 110,442.09 | 4,897.57 | 115,883.44 |
| Current liabilities, including tax payable | (66.72) | (29,503.77) | (221.79) | (27,533.28) |
| Non-current liabilities, including deferred tax liabilities and borrowing | (2,973.05) | (83,860.63) | (581.93) | (92,482.51) |
| **Equity** | **5,257.36** | **27,669.70** | **9,552.46** | **25,436.19** |
| Proportion of the Group's ownership | 50% | 50% | 50% | 50% |
| Carrying amount of the investment | **2,628.68** | **13,834.85** | **4,776.23** | **12,718.10** |

**Summarised statement of profit and loss of the following entities :** **(₹ In Lakhs)**

| **Particulars** | **March 31, 2019** | | **March 31, 2018** | |
|---|---|---|---|---|
| | **AAIPL** | **GVRCORR** | **AAIPL** | **GVRCORR** |
| Revenue | 293.66 | 21,435.95 | 3,305.30 | 29,565.01 |
| Cost of raw material and components consumed | - | 3,278.67 | - | 4,784.34 |
| Depreciation and Amortisation | 3.04 | - | 3.76 | - |
| Finance cost | - | 14,832.49 | 4.44 | 14,270.73 |
| Other expense | 3,268.71 | 15.24 | 3,197.17 | 12.50 |
| **Profit before tax** | **(2,978.09)** | **3,309.56** | **99.93** | **10,497.44** |
| Income tax expense | | 1,076.66 | 245.14 | 2,357.10 |
| **(Loss) / Profit for the year (continuing operations)** | **(2,978.09)** | **2,232.91** | **(145.21)** | **8,140.34** |
| **Group's share of profit for the year** | **50.00%** | **50.00%** | **50.00%** | **50.00%** |

**59 Significant accounting judgement, estimates and assumptions**

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities, and the grouping disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

**Estimates and assumptions**

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

**Significant Judgement in Application of Ind AS 115**

The Group applied the following judgements that significantly affect the determination of the amount and timing of revenue from contracts with customers:

# Notes to Consolidated Financial Statements for the year ended March 31, 2019

**Project Revenue and Costs**

The percentage-of-completion method places considerable importance on accurate estimates of the extent of progress towards completion and may involve estimates on the scope of deliveries and services required for fulfilling the contractually defined obligations. These significant estimates include total contract costs, total contract revenues, contract risks, including technical, political and regulatory risks, and other judgments. The Group re-assesses these estimates on periodic basis and makes appropriate revisions accordingly.

**Identifying performance obligation in a bundled service**

Service contracts that include multiple performance obligations are segmented between types of services. For contracts with multiple performance obligations, the Group allocates the transaction price to each performance obligation using an estimate of the stand-alone selling price of each distinct service in the contract.

**Determining method to estimate variable consideration and assessing the constraint**

Before including any amount of variable consideration in the transaction price, the Group considers whether the amount of variable consideration is constrained. The Group determined that the estimates of variable consideration are not constrained based on its historical experience, business forecast and the current economic conditions. In addition, the uncertainty on the variable consideration will be resolved within a short time frame.

**Taxes**

Uncertainties exist with respect to the interpretation of complex tax regulations, changes in tax laws, and the amount and timing of future taxable income. Given the wide range of business relationships and the long-term nature and complexity of existing contractual agreements, differences arising between the actual results and the assumptions made, or future changes to such assumptions, could necessitate future adjustments to tax income and expense already recorded. The Group establishes provisions, based on reasonable estimates. The amount of such provisions is based on various factors, such as experience of previous tax audits and differing interpretations of tax regulations by the taxable entity and the responsible tax authority. Such differences of interpretation may arise on a wide variety of issues depending on the conditions prevailing in the respective domicile of the companies.

Significant management judgement is required to determine the amount of deferred tax assets (including MAT credit) that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

**Service Concession Arrangement**

The Cash flow model indicates the cash flow to be generated over the project lifecycle. The key inputs of the model comprise of revenue inflows (Toll / annuity), expenses to incurred to earn the revenue, estimations on cost to build and maintain the asset, interest obligations based on financing pattern and other operational efficiencies. These inputs are based on circumstances existing and management judgement / assumption on the future expectations based on current situations. Judgements include management view on expected earnings in future years, changes in interest rates, cost inflation, government policy changes, etc. These input assumptions could affect the reported cash flow from the related assets and accordingly these assumptions are reviewed periodically.

**Property, plant and equipment and Intangible Assets**

Refer Note 1.B.c.7 for the estimated useful life of Property, plant and equipment. The carrying value of Property, plant and equipment and Intangible Assets has been disclosed in Note 2 and 3.

**Amortisation of Intangible assets**

The intangible assets which are recognized in the form of Right to collect toll are amortized by taking proportionate of actual revenue received for the year over Total Projected Revenue from project to Cost of Intangible assets. The estimation of total projection revenue requires significant assumption about expected growth rate and traffic projection for future. All assumptions are reviewed at each reporting date.

**Fair value measurement of financial instruments**

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on

# Notes to Consolidated Financial Statements for the year ended March 31, 2019

quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

**Impairment of financial assets**

The impairment provision for financial assets are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

**Employee Benefit Plans**

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

The mortality rate is based on publicly available mortality tables for India. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates for the respective countries.

Further details about gratuity obligations are given in Note 48

**Fair value measurement of financial instruments**

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flows (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

**Impairment of Toll assets**

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a DCF model. The cash flows are derived from the budget generally covering a period of the concession agreements using long terms growth rates and do not include restructuring activities that the Group is not yet committed to or significant future investments that will enhance the asset's performance being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes.

**Allowance for uncollectible trade receivables**

Trade receivables do not carry interest and are stated at their nominal values as reduced by appropriate allowances for estimated irrecoverable amounts. Estimated irrecoverable amounts are based on the aging of the receivable balances and historical experiences. Individual trade receivables are written off when management deems them not be collectible.

## Notes to Consolidated Financial Statements for the year ended March 31, 2019

**Note 60 : Statutory Group Information**

**Statement of Net Assets and Profit and Loss attributable to Owners and Non Controlling Interests as at March 31, 2019**

| S. No | Name of the Entity | Net Assets | | Share of Profit / (Loss) | | Share in Other Comprehensive Income | | Share in Total Comprehensive Income | |
|---|---|---|---|---|---|---|---|---|---|
| | | As % of consolidated net assets | Amount | As % of consolidated net profit | Amount | As % of consolidated other comprehensive income | Amount | As % of consolidated Total comprehensive income | Amount |
| A | **Parent Company** | % | | % | | % | | % | |
| | Ashoka Buildcon Limited | 45% | 221,202.68 | -5062% | 28,616.28 | 67% | (41.67) | -4551% | 28,574.61 |
| B | **Subsidiaries** | % | | % | | | | | |
| | Ashoka Concessions Ltd | 35% | 168,586.90 | 1307% | (7,387.38) | -4% | 2.74 | 1176% | (7,384.64) |
| | Ashoka Highways (Durg) Ltd | 2% | 7,322.05 | 423% | (2,392.03) | 0% | 0.19 | 381% | (2,391.84) |
| | Ashoka Highways (Bhandara) Ltd | -2% | (8,343.52) | 624% | (3,527.26) | 2% | (1.08) | 562% | (3,528.34) |
| | Ashoka Belgaum Dharwad Tollway Limited | -4% | (19,992.98) | 981% | (5,545.55) | 1% | (0.53) | 883% | (5,546.08) |
| | Ashoka Dhankuni Kharagpur Tollway Limited | -9% | (46,288.03) | 2963% | (16,746.65) | 25% | (15.43) | 2670% | (16,762.08) |
| | Ashoka Sambalpur Baragarh Tollway Limited | 5% | 24,945.15 | 1037% | (5,861.48) | 1% | (0.66) | 934% | (5,862.14) |
| | Jaora Nayagaon Toll Road Company Private Limited | 6% | 29,012.93 | -1016% | 5,745.79 | -1% | 0.87 | -915% | 5,746.66 |
| | Ashoka Dsc Katni Bypass Road Ltd. | -1% | (2,547.65) | 62% | (348.26) | 1% | (0.81) | 56% | (349.07) |
| | Ashoka Infrastructure | 0% | 4.71 | 0% | (0.59) | 0% | - | 0% | (0.59) |
| | Ashoka Highway Ad | 0% | 64.12 | -10% | 56.22 | 0% | - | -9% | 56.22 |
| | Ashoka Gvr Mudhol Nipani Roads Limited | 2% | 9,911.06 | -312% | 1,763.99 | 0% | - | -281% | 1,763.99 |
| | Ashoka Bagewadi Saundatti Road Limited | 2% | 8,468.96 | -295% | 1,665.79 | 0% | - | -265% | 1,665.79 |
| | Ashoka Hungund Talikot Road Limited | 1% | 5,986.71 | -273% | 1,544.96 | 0% | - | -246% | 1,544.96 |
| | Ashoka Kharar Ludhiana Road Limited | 3% | 13,475.28 | -156% | 882.34 | 0% | - | -141% | 882.34 |
| | Ashoka Khairtunda Barwa Adda Road Limited | 1% | 2,790.18 | 6% | (34.45) | 0% | - | 5% | (34.45) |
| | Ashoka Mallasandra Karadi Road Limited | 1% | 3,462.39 | 12% | (70.61) | 0% | - | 11% | (70.61) |
| | Ashoka Karadi Banwara Road Private Limited | 1% | 3,786.43 | 14% | (79.57) | 0% | - | 13% | (79.57) |
| | Ashoka Belgaum Khanapur Road limited | 1% | 3,029.53 | 7% | (39.62) | 0% | - | 6% | (39.62) |
| | Ashoka Ankleshwar Manubar Road Limited | 1% | 6,479.39 | -85% | 482.39 | 0% | - | -77% | 482.39 |
| | Viva Highways Ltd. | 9% | 43,462.22 | 27% | (150.73) | 0% | 0.05 | 24% | (150.68) |
| | Ashoka Infraways Limited | 1% | 4,357.24 | -49% | 277.18 | 7% | (4.38) | -43% | 272.80 |
| | Ashoka Infrastructure Ltd. | -1% | (5,712.38) | 15% | (84.37) | 0% | - | 13% | (84.37) |
| | Viva Infrastructure Ltd. | 0% | (2,233.60) | 43% | (241.87) | 0% | 0.06 | 39% | (241.80) |
| | Ashoka Pre-Con Pvt. Ltd. | 0% | 484.72 | -6% | 36.48 | 0% | 0.10 | -6% | 36.58 |
| | Ashoka Technologies Pvt Ltd | 0% | 32.05 | 0% | (1.90) | 0% | - | 0% | (1.90) |
| | Unison Enviro Pvt.Ltd. | 1% | 6,476.46 | 98% | (555.21) | 3% | (2.08) | 89% | (557.29) |
| | Ashoka Higway Research Company Pvt.Ltd. | 0% | (7.77) | 0% | (1.39) | 0% | - | 0% | (1.39) |
| | Ratnagiri Natural Gas Pvt.Ltd. | 0% | (0.97) | 0% | | 0% | - | 0% | (1.04) |
| | Blue Feather Infotech Pvt.Ltd. | 0% | (2.61) | 0% | (0.92) | 0% | - | 0% | (0.92) |
| | Ashoka Endurance Road Developers Pvt Ltd. | 0% | (0.40) | 0% | (0.74) | 0% | - | 0% | (0.74) |
| | Ashoka Path Nirman (Nashik) Pvt Ltd | 0% | (1.37) | 0% | (0.77) | 0% | - | 0% | (0.77) |
| | Ashoka Cuttack Angul Tollway Ltd. | 0% | - | 0% | - | 0% | | 0% | - |
| | Ashoka Ransatalam Anandpuram Road Limited | 2% | 9,197.27 | -253.45% | 1,432.65 | 0% | - | -228% | 1,432.65 |
| | Tech Breater Pvt.Ltd. | 0% | 17.59 | -1% | 3.98 | 0% | - | -1% | 3.98 |
| | Ashoka Aerospace Private Limited | 0% | (1.13) | 0% | (0.94) | 0% | - | 0% | (0.94) |
| | **Grand Total (A + B) :** | **100%** | **487,423.62** | **100%** | **(565.26)** | **100%** | **(62.63)** | **100%** | **(627.89)** |
| C | Eliminations | | (446,839.63) | | (3,463.21) | | - | | (3,463.21) |
| | **Grand Total (A + B + C) :** | | **40,583.99** | | **(4,028.47)** | | **(62.63)** | | **(4,091.10)** |

# Notes to Consolidated Financial Statements for the year ended March 31, 2019

**Statement of Net Assets and Profit and Loss attributable to Owners and Non Controlling Interests as at March 31, 2018**

| S. No | Name of the Entity | Net Assets | | Share in Profit / (Loss) | | Share in Other Comprehensive Income | | Share in Total Comprehensive Income | |
|---|---|---|---|---|---|---|---|---|---|
| | | As % of consolidated net assets | Amount | As % of consolidated net profit | Amount | As % of consolidated other comprehensive income | Amount | As % of consolidated Total comprehensive income | Amount |
| A | **Parent Company** | % | | % | | % | | % | |
| | Ashoka Buildcon Limited | 42% | 192,628.09 | -1631% | 23,700.58 | 44% | (44.12) | -1523% | 23,656.46 |
| B | **Subsidiaries** | % | | % | | % | | % | |
| | Ashoka Concessions Ltd | 39% | 175,980.82 | -79% | 1,155.14 | 6% | (5.74) | -74% | 1,149.40 |
| | Ashoka Highways (Durg)Ltd | 2% | 10,499.58 | 110% | (1,595.16) | 1% | (0.92) | 103% | (1,596.08) |
| | Ashoka Highways (Bhandara) Ltd | -1% | (4,815.17) | 214% | (3,111.95) | 3% | (2.59) | 201% | (3,114.54) |
| | Ashoka Belgaum Dharwad Tollway Limited | -3% | (14,646.86) | 453% | (6,579.12) | 8% | (8.12) | 424% | (6,587.24) |
| | Ashoka Dhankuni Kharagpur Tollway Limited | -8% | (36,550.97) | 1224% | (17,785.77) | 15% | (14.91) | 1146% | (17,800.68) |
| | Ashoka Sambalpur Baragarh Tollway Limited | 6% | 27,881.33 | 439% | (6,375.32) | 2% | (1.90) | 411% | (6,377.22) |
| | Jaora Nayagaon Toll Road Company Private Limited | 9% | 40,612.12 | -296% | 4,307.95 | 0% | (0.38) | -277% | 4,307.57 |
| | Ashoka Dsc Katni Bypass Road Ltd. | -1% | (2,324.58) | 33% | (484.56) | 0% | (0.16) | 31% | (484.72) |
| | Ashoka Infrastructure | 0% | 7.55 | 0% | (1.40) | 0% | - | 0% | (1.40) |
| | Ashoka Highway Ad | 0% | 81.87 | -6% | 82.93 | 0% | - | -5% | 82.93 |
| | Ashoka Gvr Mudhol Nipani Roads Limited | 2% | 8,560.97 | -172% | 2,501.22 | 0% | - | -161% | 2,501.22 |
| | Ashoka Bagewadi Saundatti Road Limited | 1% | 3,978.17 | -81% | 1,180.36 | 0% | - | -76% | 1,180.36 |
| | Ashoka Hungund Talikot Road Limited | 1% | 3,021.77 | -55% | 794.27 | 0% | - | -51% | 794.27 |
| | Ashoka Kharar Ludhiana Road Limited | 2% | 6,878.94 | -38% | 547.56 | 0% | - | -35% | 547.56 |
| | Ashoka Khairtunda Barwa Adda Road Limited | 0% | - | 0% | - | 0% | - | 0% | - |
| | Ashoka Mallasandra Karadi Road Limited | 0% | - | 0% | - | 0% | - | 0% | - |
| | Ashoka Karadi Banwara Road Private Limited | 0% | - | 0% | - | 0% | - | 0% | - |
| | Ashoka Belgaum Khanapur Road limited | 0% | - | 0% | - | 0% | - | 0% | - |
| | Ashoka Ankleshwar Manubar Road Limited | 0% | - | 0% | - | 0% | - | 0% | - |
| | Viva Highways Ltd. | 9% | 43,108.57 | -94% | 1,364.94 | 18% | (17.84) | -87% | 1,347.10 |
| | Ashoka Infraways Limited | 1% | 4,185.00 | -23% | 333.86 | 1% | (0.96) | -21% | 332.90 |
| | Ashoka Infrastructure Ltd. | -1% | (5,628.03) | 60% | (867.81) | 0% | - | 56% | (867.81) |
| | Viva Infrastructure Ltd. | 0% | (1,991.65) | 41% | (590.99) | 1% | (1.12) | 38% | (592.11) |
| | Ashoka Pre-Con Pvt. Ltd. | 0% | 448.10 | -1% | 18.09 | 0% | 0.07 | -1% | 18.16 |
| | Ashoka Technologies Pvt Ltd | 0% | 33.95 | 0% | 0.85 | 0% | - | 0% | 0.85 |
| | Unison Enviro Pvt.Ltd. | 0% | (31.60) | 0% | (4.71) | 0% | (0.15) | 0% | (4.86) |
| | Ashoka Higway Research Company Pvt.Ltd. | 0% | (6.38) | 0% | (4.14) | 0% | - | 0% | (4.14) |
| | Ratnagiri Natural Gas Pvt.Ltd. | 0% | 0.07 | 0% | (0.62) | 0% | - | 0% | (0.62) |
| | Blue Feather Infotech Pvt.Ltd. | 0% | (1.69) | 0% | (0.32) | 0% | - | 0% | (0.32) |
| | Ashoka Endurance Road Developers Pvt Ltd. | 0% | 0.34 | 0% | (0.29) | 0% | - | 0% | (0.29) |
| | Ashoka Path Nirman (Nashik) Pvt Ltd | 0% | (0.61) | 0% | (0.53) | 0% | - | 0% | (0.53) |
| | Ashoka Cuttack Angul Tollway Ltd. | 0% | (0.84) | 0% | (1.23) | 0% | - | 0% | (1.23) |
| | Ashoka Ransatalam Anandpuram Road Limited | 1% | 3,798.32 | 3% | (45.68) | 0% | - | 3% | (45.68) |
| | Tech Breater Pvt.Ltd. | 0% | 13.61 | -1% | 9.65 | 1% | (0.80) | -1% | 8.85 |
| | Ashoka Aerospace Private Limited | 0% | (0.18) | 0% | (1.18) | 0% | - | 0% | (1.18) |
| | **Grand Total (A + B) :** | **100%** | **455,720.61** | **100%** | **(1,453.38)** | **100%** | **(99.64)** | **100%** | **(1,553.02)** |
| C | Eliminations | | (414,761.32) | | (10,412.06) | | - | | (10,412.06) |
| | **Grand Total (A + B + C) :** | | **40,959.29** | | **(11,865.44)** | | **(99.64)** | | **(11,965.08)** |

# Notes to Consolidated Financial Statements for the year ended March 31, 2019

**61 Terms and Conditions of Long Term and Short Term Borrowings:**

**A) Terms and Conditions of Long Term Borrowings:**

| Sr. No. | Lender | Nature of Loan | EMI Amount (In ₹ Lakhs) | Mode of Repayment | Rate of Interest | Maturity Date | Nature of Security |
|---|---|---|---|---|---|---|---|
| | **Term loans - From Banks** | | | | | | |
| 1 | Axis Bank Ltd | Equipment & Vehicle | 125.64 | EMI | 8.00% - 9.00% (Fixed) | Various dates from 1-Aug-2022 to 5-Mar-2023 | Respective Machineries or Vehicles for which loan has been obtained |
| 2 | HDFC Bank Ltd | | 163.55 | EMI | 7.8% - 11.25% (Fixed) | Various dates from 5-Apr-2019 to 5-Feb-2023 | |
| 3 | HDFC Bank Ltd | | 173.00 | EMI | Rate equivalent to 1 year MCLR (Variable) | Various dates from 07-Oct-20 to 07-Jan-22 | |
| 4 | ICICI Bank Ltd | | 25.74 | EMI | 8.21% - 9.75% (Fixed) | Various dates from 1-Dec-2019 to 5-Jun-2022 | |
| 5 | Yes Bank Limited | | 59.98 | EMI | 9.11% - 9.88% (Fixed) | Various dates from 8-Mar-2022 to 8-Jul-2022 | |
| 6 | State Bank of India | Project Loan | 12.91 - 412.37 | Bi-Monthly Principal + Interest Actual | MCLR+Spread | August 15, 2028 | Project Term loans from Bank & others are secured by first charge on all bank account including Escrow account, movable and immovable assets, intangible asstes (Other than projects assets), receivables, plegde of 30% total paid up equity shares and other instrument convertible into equity and Corporate Guarantee given by Holding Company of Ashoka Belgaum Dharwad Tollway Limited |
| 7 | Axis Bank Ltd | Project Loan | 65.50 - 556.80 | Monthly Principal + Interest Actual | MCLR+Spread | March 31, 2028 | Project Term loans from Bank & others are secured by first charge on all bank account including Escrow account, movable and immovable assets, intangible asstes (Other than projects assets), receivables, plegde of 51% total paid up equity shares and other instrument convertible into equity of Ashoka Dhankuni Kharagpur Tollway Limited |
| 8 | Central Bank of India | | 16.67 - 141.67 | | | | |
| 9 | Corporation Bank | | 30.75 - 261.38 | | | | |
| 10 | Dena Bank | | 15.37 - 130.69 | | | | |
| 11 | Indian Overseas Bank | | 30.75 - 261.38 | | | | |
| 12 | Union Bank of India | | 30.75 - 261.36 | | | | |
| 13 | Oriental Bank of Commerce | | 16.67 - 141.67 | | | | |
| 14 | ICICI Bank Ltd | | 15.34 - 130.69 | | | | |
| 15 | HDFC Bank | Project Loan | 375.00 - 600.00 | Half Yearly - Principal + Monthly Interest Actual | MCLR+Spread | March 31, 2033 | Project Term loans from Bank & others are secured by first charge on all bank account including Escrow account, movable and immovable assets, intangible asstes (Other than projects assets), receivables, plegde of 51% total paid up equity shares and other instrument convertible into equity of Ashoka Kharar Ludhiyana Road Limited |
| 16 | Bank Of India | | 375.00 - 600.00 | | | | |
| 17 | Union Bank Of India | | 375.00 - 600.00 | | | | |
| 18 | United Bank Of India | | 375.00 - 600.00 | | | | |
| 19 | State Bank of India | Project Loan | 749.56 - 1051.13 | Quarterly Principal + Monthly Interest Actual | MCLR+Spread | July 1, 2022 | Secured against movable, immovable properties including Plant and Machinery, Receivables, Intangible Assets and Company's interest in insurance contract except project Assets, Pledge of 51% total paid up equity shares and other instruments convertible into equity Corporate Gurantee given by holding company of Jaora Nayagaon Tollroad Co. Pvt Ltd |
| 20 | State Bank of India | | 612.83 - 1381.07 | | | January 1, 2026 | |
| 21 | State Bank of India | | 200.31 - 325.26 | | | July 1, 2022 | |
| 22 | Axis Bank | Project Loan | 64.00-454.00 | Half Yearly - Principal + Monthly Interest Actual | MCLR+Spread | Apirl 30, 2026 | Project Term loans from Bank & others are secured by first charge on all bank account including Escrow account, movable and immovable assets, intangible asstes (Other than projects assets), receivables, plegde of 51% total paid up equity shares and other instrument convertible into equity of Ashoka Hungud Talikot Road Limited |
| 23 | Bank Of India | Project Loan | 60.00 - 426.00 | | | | |
| 24 | Corporation Bank | Project Loan | 75.00 - 532.50 | | | | |

# Notes to Consolidated Financial Statements for the year ended March 31, 2019

| Sr. No. | Lender | Nature of Loan | EMI Amount (In ₹ Lakhs) | Mode of Repayment | Rate of Interest | Maturity Date | Nature of Security |
|---|---|---|---|---|---|---|---|
| 25 | Corporation Bank | Project Loan | 189.00 - 630.00 | Half Yearly - Principal + Monthly Interest Actual | MCLR+Spread | January 1, 2026 | Project Term loans from Bank & others are secured by first charge on all bank account including Escrow account, movable and immovable assets, intangible asstes (Other than projects assets), receivables, plegde of 51% total paid up equity shares and other instrument convertible into equity of Ashoka Bagewadi Saundati Road Limited |
| 26 | Union Bank of India | Project Loan | 195.00 - 650.00 | Half Yearly - Principal + Monthly Interest Actual | MCLR+Spread | January 1, 2026 | Project Term loans from Bank & others are secured by first charge on all bank account including Escrow account, movable and immovable assets, intangible asstes (Other than projects assets), receivables, plegde of 51% total paid up equity shares and other instrument convertible into equity of Ashoka Bagewadi Saundati Road Limited |
| 27 | Punjab National bank | Project Loan | 34.38 - 226.19 | Monthly Principal + Interest Actual | MCLR+Spread | March 31, 2028 | Project Term loans from Bank & others are secured by first charge on all bank account including Escrow account, movable and immovable assets, intangible asstes (Other than projects assets), receivables, plegde of 51% total paid up equity shares and other instrument convertible into equity and Corporate Guarantee given by Holding Company of Ashoka Sambalpur Baragarh Tollway Limited |
| 28 | Axis Bank Ltd | Project Loan | 44.79 - 294.72 | Monthly Principal + Interest Actual | MCLR+Spread | March 31, 2028 | Project Term loans from Bank & others are secured by first charge on all bank account including Escrow account, movable and immovable assets, intangible asstes (Other than projects assets), receivables, plegde of 51% total paid up equity shares and other instrument convertible into equity and Corporate Guarantee given by Holding Company of Ashoka Sambalpur Baragarh Tollway Limited |
| 29 | Bank of India | Project Loan | 20.83 - 137.08 | Monthly Principal + Interest Actual | MCLR+Spread | March 31, 2028 | Project Term loans from Bank & others are secured by first charge on all bank account including Escrow account, movable and immovable assets, intangible asstes (Other than projects assets), receivables, plegde of 51% total paid up equity shares and other instrument convertible into equity and Corporate Guarantee given by Holding Company of Ashoka Sambalpur Baragarh Tollway Limited |
| 30 | ICICI Bank | Project Loan | 83.42-256.67 | Monthly Principal + Interest Actual | MCLR+Spread | March 15, 2026 | Secured against movable, immovable properties including Plant and Machinery, Receivables, Intangible Assets and Company's interest in insurance contract except project Assets, Pledge of 51% total paid up equity shares and other instruments convertible into equity Corporate Gurantee given by holding company of Ashoka Highway (Bhandara) Limited |
| 31 | IDFC Bank | Project Loan | 126.66-380.00 | Monthly Principal + Interest Actual | MCLR+Spread | June 15 , 2025 | Secured as a First charge by way of hypotication of entire movable asset of the Company , both present and future , including movable plant and machinery and all movable assets both present and future except project assets ( as defined under Concession Agreement) and except those acquired out of free cash flow of the Company and being informed from time to time to lenders. A first charge on all accounts of the Company including Escrow account and Sub account including but not limited to Major Maintenance reserve, debt Service reserve and any other reserve and Other bank account fo the Company. Pledge of 51% total paid up equity shares and other instruments convertible into equity Corporate Gurantee given by holding company of Ashoka Highway (Durg) Limited |
| 32 | HDFC Bank Ltd. | Project Loan | 532.00 - 916.75 | Half Yearly - Principal + Monthly Interest Actual | Base Rate+Spread | February 1, 2024 | Secured against movable, immovable properties including Plant and Machinery, Receivables, Intangible Assets and Company's interest in insurance contract except project Assets, Pledge of 51% total paid up equity shares and other instruments convertible into equity of Ashoka GVR Mudhol Nipani Road Limited |
| 33 | State bank of India | Project Loan | 392.00 - 675.50 | Half Yearly - Principal + Monthly Interest Actual | Base Rate+Spread | February 1, 2024 | Secured against movable, immovable properties including Plant and Machinery, Receivables, Intangible Assets and Company's interest in insurance contract except project Assets, Pledge of 51% total paid up equity shares and other instruments convertible into equity of Ashoka GVR Mudhol Nipani Road Limited |
| 34 | Axis Bank Ltd | Project Loan | 22.10-1,104.00 | Half Yearly - Principal + Monthly Interest Actual | MCLR+Spread | June 30, 2033 | Secured against movable, immovable properties including Plant and Machinery, Receivables, Intangible Assets and Company's interest in insurance contract except project Assets, Pledge of 51% total paid up equity shares and other instruments convertible into equity of Ashoka Ranastalam Anandpuram Road Limited |
| | **Term loans - From Others** | | | | | | |
| 1 | IIFCL | Project Loan | 23.86 - 156.97 | Monthly Principal + Interest Actual | Lead Lender MCLR+Spread | March 31, 2028 | Project Term loans from Bank & others are secured by first charge on all bank account including Escrow account, movable and immovable assets, intangible asstes (Other than projects assets), receivables, plegde of 51% total paid up equity shares and other instrument convertible into equity and Corporate Guarantee given by Holding Company of Ashoka Sambalpur Baragarh Tollway Limited |
| 2 | IIFCL-Takeout | Project Loan | 44.90 - 295.41 | Monthly Principal + Interest Actual | Base Rate+Spread | March 31, 2028 | Project Term loans from Bank & others are secured by first charge on all bank account including Escrow account, movable and immovable assets, intangible asstes (Other than projects assets), receivables, plegde of 51% total paid up equity shares and other instrument convertible into equity and Corporate Guarantee given by Holding Company of Ashoka Sambalpur Baragarh Tollway Limited |
| 3 | Aditya Birla Finance Limited | Project Loan | 560.00-965.00 | Half Yearly - Principal + Monthly Interest Actual | Base Rate+Spread | February 1, 2024 | Secured against movable, immovable properties including Plant and Machinery, Receivables, Intangible Assets and Company's interest in insurance contract except project Assets, Pledge of 51% total paid up equity shares and other instruments convertible into equity of Ashoka GVR Mudhol Nipani Road Limited |
| 4 | Aditya Birla Finance Limited | Project Loan | 210.00-700.00 | Half Yearly - Principal + Monthly Interest Actual | MCLR+Spread | January 1, 2026 | Secured against movable, immovable properties including Plant and Machinery, Receivables, Intangible Assets and Company's interest in insurance contract except project Assets, Pledge of 51% total paid up equity shares and other instruments convertible into equity of Ashoka Bagewadi Saundati Road Limited |

## Notes to Consolidated Financial Statements for the year ended March 31, 2019

| Sr. No. | Lender | Nature of Loan | EMI Amount (In ₹ Lakhs) | Mode of Repayment | Rate of Interest | Maturity Date | Nature of Security |
|---|---|---|---|---|---|---|---|
| 5 | India Infrastructure Finance Company Ltd | Project Loan | 19.40-1,358.00 | Half Yearly - Principal + Monthly Interest Actual | Lead Lender MCLR+Spread | June 30, 2033 | Secured against movable, immovable properties including Plant and Machinery, Receivables, Intangible Assets and Company's interest in insurance contract except project Assets, Pledge of 51% total paid up equity shares and other instruments convertible into equity of Ashoka Ranastalam Anandpuram Road Limited |
| 6 | India Infrastructure Finance Company Ltd | Project Loan | 53.33 - 453.33 | Monthly Principal + Interest Actual | Lead Lender MCLR+Spread | June 1, 2015 to March 31, 2028 | Project Term loans from Bank & others are secured by first charge on all bank account including Escrow account, movable and immovable assets, intangible asstes (Other than projects assets), receivables, plegde of 51% total paid up equity shares and other instrument convertible into equity of Ashoka Dhankuni Kharagpur Tollway Limited |
| 7 | Srei Equipment Finance Limited | Equipment & Vehicle | 100.22 | EMI | 6.83% - 8.20% (Fixed) | Various dates from 5-Jun-2021 to 5-Sep-2023 | Respective Equipments or Vehicles for which loan has been obtained |
| 8 | Srei Equipment Finance Limited | Equipment | 211.05 | EMI | 3.60% (Fixed) | Various dates from 15-Aug-2023 to 15-Sept-2023 | |
| | **Other Loans** | | | | | | |
| 1 | National Highway Authority of India (NHAI) | Deferment of NHAI Premium (Revenue Shortfall) | | Repayable based on Operational Cash Flows available upto 2030. | RBI Bank Rate+Spread | March 1, 2030 | Project Term loans from Bank & others are secured by first charge on all bank account including Escrow account, movable and immovable assets, intangible asstes (Other than projects assets), receivables, plegde of 51% total paid up equity shares and other instrument convertible into equity and Corporate Guarantee given by Holding Company of Ashoka Belgaum Dharwad Tollway Limited |
| 2 | National Highway Authority of India (NHAI) | Deferment of NHAI Premium (Revenue Shortfall) | | Repayable based on Operational Cash Flows available upto 2036. | RBI Bank Rate+Spread | March, 2036 | Project Term loans from Bank & others are secured by first charge on all bank account including Escrow account, movable and immovable assets, intangible asstes (Other than projects assets), receivables, plegde of 51% total paid up equity shares and other instrument convertible into equity of Ashoka Dhankuni Kharagpur Tollway Limited |
| | **Non Convertible Debentures and Commercial Papers** | | | | | | |
| 1 | India Infradebt Ltd | Non Convertible Debenture | 92.00-283.40 | Monthly Principal + Interest Actual | 10.58% (Fixed) | March 15, 2026 | Secured against movable, immovable properties including Plant and Machinery, Receivables, Intangible Assets and Company's interest in insurance contract except project Assets, Pledge of 51% total paid up equity shares and other instruments convertible into equity Corporate Gurantee given by holding company of Ashoka Higvhway (Bhandara) Limited |
| 2 | IDFC Infrastructure Finance Ltd. | Non Convertible Debenture | 139.98-454.94 | Monthly Principal + Interest Actual | Fixed | June 15, 2025 | Secured as a first charge by way of hypotication of entire movable asset of the Company , both present and future , including movable plant and machinery and all movable assets both present and future except project assets ( as defined under Concession Agreement) and except those acquired out of free cash flow of the Company and being informed from time to time to lenders. A first charge on all accounts of the Company including Escrow account and Sub account including but not limited to Major Maintenance reserve, debt Service reserve and any other reserve and Other bank account of the Company. plegde of 51% total paid up equity shares and other instrument convertible into equity of Ashoka Highway (Durg) Limited |
| 3 | ICICI Prudential Asset Management Co Ltd. | Non Convertible Debenture | 15,000.00 | Bullet Repayment on due date i.e April 30,2021 | 9.80% (Fixed) | Bullet Repayment on due date i.e April 30,2021 | Unsecured |
| | **Loans from related parties** | | | | | | |
| 1 | Abhijeet Ashoka Infrastructure Pvt. Ltd. | Term Loan | 2,242.03 | On Demand | Interest Free | Bullet Repayment on Demand after April 01,2020 | Unsecured |

## Notes to Consolidated Financial Statements for the year ended March 31, 2019

**B) Terms and Conditions of Short Term Borrowings:**

| Sr. No. | Particulars of Lender | Nature of Loan | Terms of Repayment | Outstanding Amount (In ₹ Lakhs) | Interest Type | Rate of Interest | Nature of Security |
|---|---|---|---|---|---|---|---|
| | **Term loans - From Banks** | | | | | | |
| 1 | Axis Bank Ltd. | Cash Credits / Working Capital Demand Loan | Sanctioned for a period of one year and renewal on yearly basis. | 4,383.45 | Variable | 3 Month MCLR + Spread | **Primary**<br>Hypothecation charge on Pari passu basis on entire Current Assets of the company except current assets under BOT Projects<br>**Collatoral**<br>**First Pari passu charge on following**<br>1. Fixed Assets of the company, exculding<br>a. Those Plant, Machinery and equipments that are already charged to other banks / FI's.<br>b. Discrete properties located at project sites. However negative lien on these properties will be given to the consortium banks.<br>2. Negative lien on Movable and Immovable fixed assets of the company<br>3. Charge on Ashoka House, Nashik.<br>4.Mortage of Land at Village-Talegaon Budruk, Tal - Igatpuri, Dist., Nashik.<br>5. Residual charge on "Right to Collect Toll".<br>6.Undertaking From ABL for non -disposal of investments in SPV's through Ashoka Concessions Ltd. |
| 2 | Bank of India | | | 3,333.15 | | 3 Month MCLR + Spread | |
| 3 | Bank of Maharashtra | | | 2,276.70 | | 1 Year MCLR + Spread | |
| 4 | Canara Bank | | | - | | 1 Year MCLR + Spread | |
| 5 | Corporation Bank | | | 2,210.47 | | 1 Year MCLR + Spread | |
| 6 | Exim Bank | | | - | | To be advised at the time of project specific approval. | |
| 7 | Federal Bank Ltd. | | | - | | 1 Year MCLR + Spread | |
| 8 | IDFC Bank Ltd | | | 765.14 | | 1 Year MCLR + Spread | |
| 9 | State Bank of India | | | 105.63 | | 3 Month MCLR + Spread | |
| 10 | State Bank of India - WCDL | | | 2,999.98 | | 8.45% for 90 days | |
| 11 | RBL Bank Ltd | | | 31.49 | | 3 Month MCLR + Spread | |
| 12 | Yes Bank Ltd | | | - | | 3 Month MCLR + Spread | |
| **Note :** Ashoka WC Consortium consists of above Twelve banks with Axis Bank as Lead Lender and Axis Trustee Services Ltd as a Security Trustee | | | | | | | |
| | **Others** | | | | | | |
| 1 | ICICI Prudential Liquid Fund | Commerical Papar | On May 24, 2019 | 5,000.00 | Fixed | 8.65% | Unsecured |
| | **Supply Chain Finance** | | | | | | |
| 1 | IDFC Bank Ltd | Supply Chain Finance | 90 days | 725.69 | Variable | IDFC Bank applicable MCLR | Secured |
| 2 | State Bank of India | | | 10,713.97 | | 3 Month MCLR + Spread | |

## Notes to Consolidated Financial Statements for the year ended March 31, 2019

**62 Standards Issued but not yet effective**

The amendments to standards that are issued, but not yet effective, up to the date of issuance of the Group's financial statements are disclosed below. The Group intends to adopt these standards, if applicable, when they become effective.

Ministry of Corporate Affairs ("MCA") through Companies (Indian Accounting Standards) Amendment Rules, 2018 has notified the following new amendments to Ind AS which the group has not applied as they are effective for annual periods beginning on or after April 1, 2019 :

**IND AS 116 – Leases**

Ind AS 116 Leases was notified in March 2019 and it replaces Ind AS 17 Leases. Ind AS 116 is effective for annual periods beginning on or after 1 April 2019. It sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model similar to the accounting for finance leases under Ind AS 17. Lessor accounting under Ind AS 116 is substantially unchanged from today's accounting under Ind AS 17. Ind AS 116 requires lessees and lessors to make more extensive disclosures than under Ind AS 17. The Group is in the process of evaluating the requirements of the standard and its impact on its financial statements.

**Ind AS 12 – Income taxes (amendments relating to income tax consequences of dividend and uncertainty over income tax treatments)**

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

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

**Ind AS 109 – Prepayment Features with Negative Compensation**

The amendments relate to the existing requirements in Ind AS 109 regarding termination rights in order to allow measurement at amortised cost (or, depending on the business model, at fair value through other comprehensive income) even in the case of negative compensation payments. The group does not expect this amendment to have any impact on its financial statements.

**Ind AS 19 – Plan Amendment, Curtailment or Settlement**

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

**Ind AS 23 – Borrowing Costs**

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

**63** Ind AS 115 "Revenue from Contracts with Customers", mandatory for reporting periods beginning on or after April 1, 2018 replaces existing revenue recognition requirements. As the group has adopted modified retrospective approach, contract assets and contract liabilities as at March 31, 2018 have not been reclassified The application of Ind AS 115 has impacted certain subsidiaries accounting for construction of real estate projects\ and accordingly, impact upto March 31, 2018 is ₹ 403.84 Lakhs (net of tax) has been credited to retained earnings as at April 1, 2018.

Due to application of Ind AS 115, the impact on financial results is as follows-

a) Revenue(net of all projects) from operations for the year ended March 31, 2019 is increased by ₹103.01 Lakhs.

b) Construction Expenses(net of all projects) for the year ended March 31, 2019 is increased by ₹ 600.38 Lakhs.

# Notes to Consolidated Financial Statements for the year ended March 31, 2019

c) Impact on Profit / (loss) before tax for the year ended March 31, 2019 is ₹ (497.37) Lakhs.

d) The Basic and Diluted EPS for the year ended is Rs (1.19) per share and Rs (1.19) per share, respectively, instead of Rs (1.01) per share and Rs (1.01) per share respectively.

**64 Investment towards obligation in Subsidiary**

Ashoka Concessions Limited (ACL), a subsidiary company, had issued Compulsorily Convertible Debentures (CCD) to its investors and parent company which has been classified as equity instrument in the separate financial statements of ACL. Simultaneously, the parent company had agreed additional terms with the investors and assumed obligations towards investors which would be settled through the some portion of equity shares to be received from ACL on conversion of CCDs held by parent Company. This has been considered as a financial liability and measured at its fair value. The Fair Value as at March 31, 2018 and March 31, 2019 amounts to ₹ 1,35,918.97 Lakhs and ₹ 1,48,162.83 Lakhs respectively. The changes in the Fair Values year on year, have been classified under Finance Cost.

**65 Exceptional Items**

A) PNG Tollways Limited (‘PNG’), an associate of the Group, had entered into a service concession agreement with National Highways Authority of India (‘NHAI’) for construction, operation and maintenance of six laning of Pimpalgaon – Nashik – Gonde on built operate and transfer model basis. During the previous year, PNG has terminated the said service concession agreement after giving notice to NHAI in accordance with the termination clauses of the service concession agreement and claimed compensation from NHAI.

PNG had claimed shortfall funding from the Group for which arbitration proceeding were going on. During the current year, the said arbitration proceedings have been completed and the Group has been directed to make payment to PNG amounting to ₹ 5,733.00 Lakhs along with the interest thereon of ₹ 1,768.00 Lakhs. Further, subsequent to the year-end, NHAI has settled the termination payment which would be apportioned between the shareholders of PNG after discharging the lender’s obligation. As a result, the Group’s share in this termination payment (net) amounts to ₹ 6,190.00 Lakhs. Accordingly, the Group has recognized net amount payable amounting to ₹1,311.00 Lakhs during the year and disclosed it as an exceptional item.

B) GVR Infra Project Limited (GVR), one of the customers and joint venture partner for certain road annuity project, has been admitted for insolvency petition by National Group Law Tribunal (NCLT) under Insolvency and Bankruptcy Code, 2016 (IBC). The Group’s receivable from GVR include Trade debtors (net) – ₹3,448 Lakhs, Loans receivable – ₹2,503 Lakhs and advance paid for purchase of shares in SPV - ₹2,112 Lakhs. The Group holds security against the loans and trade receivable in the form of pledge of shares owned by GVR in a joint venture and management believes that the value of this security would be sufficient to realise the value of total receivables and the Group has also filed its claim with Interim Resolution Professional (IRP). The insolvency proceedings are ongoing and the outcome would be determined on completion of the proceedings. The Group has charged to Statement of Profit & Loss ₹4,702.34 Lakhs and disclosed it as an exceptional item.

**66 Events after reporting period**

There is no subsequent event after reporting period other than the matter disclosed in Note no 65A.

**67 Previous Year Comparatives**

Previous year's figures have been regrouped/reclassified, wherever necessary, to conform to current year classification

As per our report of even date attached.

**For S R B C & CO LLP**
**Chartered Accountants**
ICAI Firm Registration Number: 324982E/E300003

sd/-
**per Amyn Jassani**
Partner
Membership No.: 046447

Place: Mumbai
Date: May 22, 2019

**For & on behalf of the Board of Directors**

| sd/- | sd/- | sd/- | sd/- |
|---|---|---|---|
| **(A.M. Katariya)** | **(S.D. Parakh)** | **(P.C. Mehta)** | **(M.A. Kulkarni)** |
| Chairman | Managing Director | Chief Financial Officer | Company Secretary |
| DIN : 00112240 | DIN : 00112324 | | |

Place: Mumbai
Date: May 22, 2019

NOTE

**NOTE**

# ASHOKA BUILDCON LIMITED

**ATTENDANCE SLIP**

**CIN: L45200MH1993PLC071970**

Regd. Office : S. No. 861, Ashoka House, Ashoka Marg, Vadala, Nashik – 422 011

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint Shareholders may obtain additional Slip at the venue of the meeting

| | | | | |
|---|---|---|---|---|
| DP Id* | | | Folio No. | |
| Client Id* | | | No. of Shares | |

**NAME OF THE SHAREHOLDER**

I hereby record my presence at the 26th ANNUAL GENERAL MEETING of the Company held on Wednesday, September 18, 2019 at 12.30 p.m. at Hotel Express Inn, Pathardi Phata, Mumbai-Agra Road, Nashik – 422 010.

*Applicable for investors holding shares in electronic form. Signature:

------------------------------------------------------------------CUT HERE------------------------------------------------------------------

**FORM NO.MGT-11**
**PROXY FORM**

# ASHOKA BUILDCON LIMITED

**CIN: L45200MH1993PLC071970**

**Regd. Office : S. No. 861, Ashoka House, Ashoka Marg, Vadala, Nashik – 422 011**

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

| | | | |
|---|---|---|---|
| Name of the member(s)<br><br>Registered Address | | e-mail Id:<br><br>Folio No./*Client ID<br><br>*DP ID | |

I/We, being the holder/s of ________________ equity shares of Ashoka Buildcon Limited, hereby appoint :

1) ________________ of ________________ having e-mail id ____________________ or failing him

2) ________________ of ________________ having e-mail id ____________________ or failing him

3) ________________ of ________________ having e-mail id ____________________

----------------------------------------------------------------------CUT HERE----------------------------------------------------------------------

and whose signature(s) is appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26th ANNUAL GENERAL MEETING of the Company to be held on Wednesday, September 18, 2019 at 12 : 30 p.m. at Hotel Express Inn, Pathardi Phata, Mumbai-Agra Road, Nashik – 422 010.. and at any adjournment thereof in respect of such resolutions as are indicated below:

**I wish my above Proxy to vote in the manner as indicated in the box below :

| Particulars | For | Against |
|---|---|---|
| 1. Receive, consider and adopt :<br>Audited Standalone and Consolidated Financial Statements, together with Reports of the Board of Directors and Auditors thereon | | |
| 2. Re-appointment of Mr. Ashok Katariya (DIN: 00112240) who retires by rotation and being eligible, offers himself for re-appointment | | |
| 3. Appointment of M/s CY & Associates, Cost Accountants for the year 2019-20 and ratification of remuneration | | |

*Applicable for investors holding shares in electronic form
**This is optional

Signed this _____ day of ___________, 2019

Affix
Revenue
Stamp

Signature of the Proxy holder(s) Signature of Shareholder

_____________________________ _____________________________

Note: This Form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting

Ashoka Buildcon Ltd.

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