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**ASHOKA BAGEWADI SAUNDATTI ROAD LIMITED**

**ANNUAL REPORT  
2016-17**

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**BOARD OF DIRECTORS**

<b>Mr. Sanjay Londhe</b>	<b>Director</b>
<b>Mr. Paresh Mehta</b>	<b>Director</b>
<b>Mr. Aditya Parakh</b>	<b>Director</b>

**AUDITORS**

**M/s. S V A B & Co., Chartered Accountants, Nashik**

**REGISTERED OFFICE**

**206, 2nd Floor, 79, Daryaganj, New Delhi - 110 002**

**BANKERS**

- 1. Aditya Birla Finance Limited**
- 2. Corporation Bank**
- 3. Union Bank of India**



**ASHOKA BAGEWADI SAUNDATTI ROAD LIMITED  
NOTICE TO SHAREHOLDERS**

**NOTICE** is hereby given that the Second (2<sup>nd</sup>) Annual General Meeting of Ashoka Bagewadi Saundatti Road Limited will be held on Monday, September 25, 2017 at 12.00 Noon at the registered office at – 206, 2nd Floor, 79, Daryaganj, New Delhi - 110 002 to transact the following business :

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Financial Statements including Balance Sheet as at March 31, 2017, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date along with the reports of the Board of Directors and Auditors thereon;
2. To re-appoint Mr. Sanjay P. Londhe (DIN-00112604) as Director, who retires by rotation and being eligible offers himself for re-appointment.

**“RESOLVED THAT** Mr. Sanjay P. Londhe (DIN-00112604), who retires by rotation and being eligible, offers himself for re-appointment be and is hereby re-appointed as a Director, liable to retire by rotation.

3. To ratify the appointment of Statutory auditors for the financial year 2017-18 and to fix their remuneration and in this regard to consider and to pass the following Resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014 (the Rules), including any statutory modification(s) or re-enactment(s) thereof for the time being in force), on the recommendation of the Board of Directors and pursuant to the resolution passed by the Members at the Annual General Meeting held on August 05, 2016 approving the appointment of M/s. S V A B & Co., Chartered Accountants, Nashik (Registration No. 114117W ), as the Statutory Auditors of the Company upto the conclusion of the AGM for the financial year 2020-21, the Company hereby ratifies the appointment of M/s. S V A B & Co., Chartered Accountants, Nashik (Registration No. 114117W ), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Third (3<sup>rd</sup>) AGM of the Company to be held for FY 2017-18 to examine and audit the accounts of the Company at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

**SPECIAL BUSINESS**

4. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution.

**“RESOLVED THAT** pursuant to section 94 and other provisions of the Companies Act, 2013, the consent of the shareholders of the Company be and is hereby accorded to keep the Registers

maintained under section 88 and copies of the Annual Return filed under section 92 of the Companies Act, 2013 at "Ashoka House", Ashoka Marg, Nasik – 422 011, being a place other than the Registered Office of the Company".

5. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution.

**"RESOLVED THAT** pursuant to the provisions of Section 14, any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, as may be amended from time to time, approval of the shareholders be and is hereby accorded to amend the Articles of Association of the Company by substituting existing Articles 171 (a) and 172 by following Articles 171 and 172, relating to Common Seal.

171. The Board shall provide for the safe custody of the Common Seal and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof and the Seal of the Company shall not be affixed to any instrument except by the authority of the resolution of the Board or of a Committee of the Board authorized by it in that behalf.

172. Every deed or other instrument required to be executed under the Common Seal, shall, unless executed by a duly constituted attorney, be executed under the common seal of the Company and the Common Seal shall be affixed to such deed or instrument, in the presence of any person authorized by the Board of Directors or any committee thereof for the purpose and such person shall sign every deed or other instrument to which the Seal of the Company is so affixed, provided that in respect of the Share Certificate the Seal shall be affixed in accordance with Article 22(a).

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary for the purpose of aforesaid resolution".

**For and on behalf of Board of Directors of  
Ashoka Bagewadi Saundatti Road Limited**

Sd/-

**(Paresh C. Mehta)**  
**Director**  
**DIN - 03474498**

**Place : Nashik**  
**Date : 19.05.2017**

**NOTES :**

1. Member entitled to attend and vote at the annual general meeting is entitled to appoint a proxy to attend and vote, on behalf of himself/herself and the proxy need not be member of the company.
2. Proxy form duly stamped and executed in order to be effective must reach the registered office of the company not less than 48 hours before the time of commencement of the annual general meeting.
3. Members/proxies should fill the attendance slip for attending the meeting.
4. An explanatory statement pursuant to section 102 of the Companies Act, 2013 is annexed and forms part of this notice.

**EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF COMPANIES ACT, 2013**

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**ITEM NO. 4**

The Company's statutory Registers and other books of Accounts and relevant records specifically mentioned under sections 88 & 92 of the Companies Act, 2013 are proposed to be kept at a place other than its Registered Office for administrative convenience.

In case the place of keeping registers and returns of the Company is different from the registered office, approval of members is mandatory by way of passing a special resolution.

Consent of the members is, therefore, being sought by way of special resolution for the same as mentioned in Item No. 4.

None of the Directors of the Company and their relatives is financially or otherwise interested or concerned in the proposed resolution.

Your Directors commend passing of the forgoing resolution as a Special resolution.

**ITEM NO. 5**

The Company being an infrastructure Company has to execute various agreements, documents etc. towards its business matters including for borrowing proposals and other administrative necessities. In view of the same and to facilitate administrative convenience for execution of such documents on behalf of the Company it is proposed to alter the existing Articles of Association ("AoA") of the Company by amending the related clauses in AoA.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution at Item No. 5 of the Notice.

The Board of Directors recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the Members.

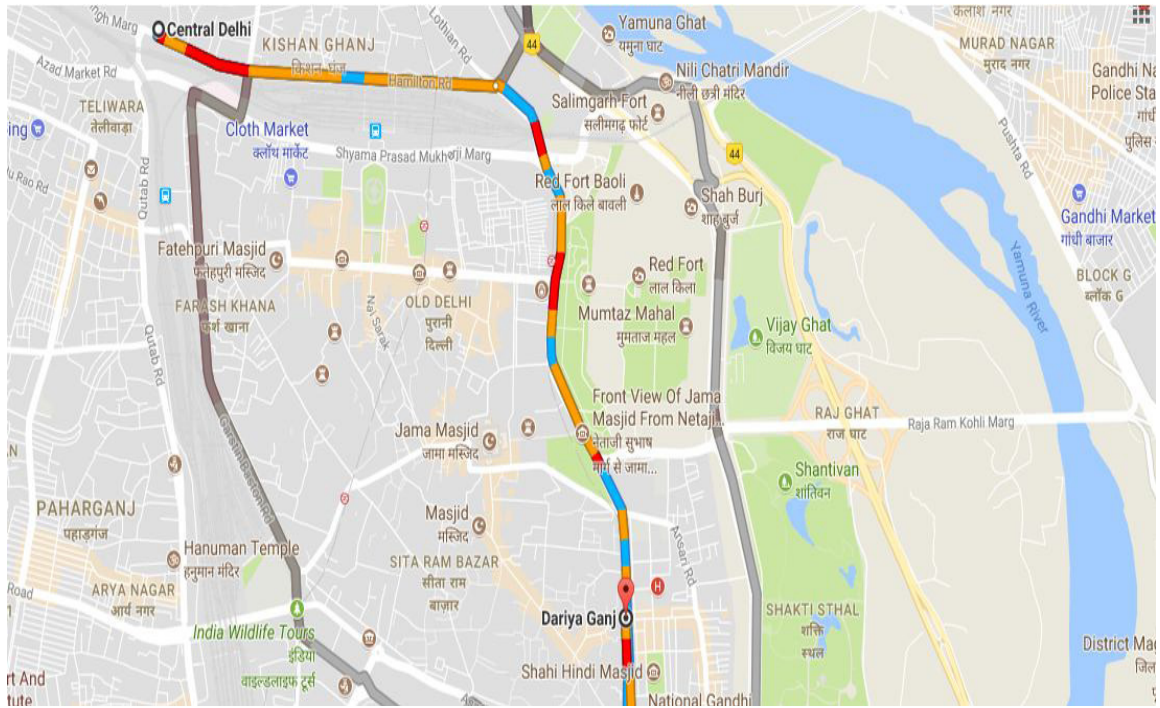
**For and on behalf of Board of Directors of  
Ashoka Bagewadi Saundatti Road Limited**

**Sd/-**

**(Paresh C. Mehta)  
Director  
DIN - 03474498**

**Place : Nashik  
Date : 19.05.2017**

# ROUTE MAP OF VENUE OF AGM





**ASHOKA BAGEWADI SAUNDATTI ROAD LIMITED**  
**BOARD'S REPORT**

Dear Shareholders,  
Ashoka Bagewadi Saundatti Road Limited.

Your Directors have pleasure in presenting the Second (2<sup>nd</sup>) Annual Report of your Company for the year ended March 31, 2017.

**(1) FINANCIAL RESULTS**

Financial results of the Company for the year under review along with the figures for previous year are as follows:

Particulars	(Amount in Lakh except EPS)	
	2016-17	2015-16
Total Receipts / Gross Sales & Operating Income	4,349.48	0.00
Gross Profit /(Loss) before Depreciation, Amortization and Tax	0.24	(0.75)
Depreciation and amortization	0.00	0.00
Profit / (Loss) before Tax	0.24	(.075)
Provision for Taxation	0.10	0.00
Profit / (Loss) after Tax	0.14	(0.75)
Earnings per share of Rs. 10/- each Basic / Diluted	0.0005	(1.49)

**(2) OPERATIONS**

Your Company has been incorporated as a Special Purpose Vehicle (SPV) for execution of the Project viz. Designing, Building, Financing, Operation and Maintenance and transfer of Existing State Highway Bagewadi (NH-4)-Bailhongal – Saundatti in the State of Karnataka on DBFOMT Annuity Basis (WCP – 1).

The Project is for the period of 10 years. The Company will receive semi-annual annuity of Rs. 34 Cr. During the year the Company has started its operation for development of infrastructure facility.

**(3) SHARE CAPITAL**

During the year under review, the Company has allotted 14,125,000 Equity Shares on July 06, 2016 and 14,075,000 Equity Shares on August 16, 2016. The paid-up Equity Share capital of the Company as at March 31, 2017 stood at Rs. 282,500,000/- (Rupees Twenty Eight Crore Twenty Five Lakh).

**(4) DIVIDEND**

The Directors do not recommend any dividend to be paid on Equity Share Capital for the Financial Year 2016-17 as the Project is yet to commence the operations.



**(5) NUMBER OF MEETINGS HELD**

**A. Board Meetings.**

The Board of Directors duly met 10 times during the financial year from April 01, 2016 to March 31, 2017. The dates on which the meetings were held are as follows:

<b>Sr. No.</b>	<b>Date of Meetings</b>
1	01.04.2016
2	02.05.2016
3	01.06.2016
4	06.07.2016
5	18.07.2016
6	18.07.2016
7	01.08.2016
8	16.08.2016
9	22.11.2016
10	24.02.2016

**Attendance**

<b>Sr. No.</b>	<b>Name</b>	<b>No. of meetings held</b>	<b>No. of meetings attended</b>
1	Mr. Sanjay P. Londhe	10	10
2	Mr. Paresh C. Mehta	10	10
3	Mr. Aditya S. Parakh	10	08

**(6) DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**A) Director liable to retire by rotation**

Pursuant to the provisions of the section 161(1) of the Companies Act, 2013 read with the Articles of Association of the Company, Mr. Sanjay P. Londhe (DIN-00112604), Director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

You are requested to re-appoint him.

**(7) STATUTORY AUDITORS**

Pursuant to the provisions of Section 139 of Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 M/s. S V A B & Co., Chartered Accountants, Nashik (Registration No. 114117W), who hold office till the conclusion of the Annual General Meeting for the Financial Year 2020-21, and the Company has received written consent and a certificate from M/s S V A B & Co., Chartered Accountants, Nashik (Registration No. 114117W), stating that they satisfy the criteria prescribed under Section 141 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 that the appointment, if ratified, shall be in accordance with the applicable provisions of the Companies Act, 2013 and rules issued thereunder.

**(8) PUBLIC DEPOSITS**

The Company has not accepted any deposits u/s 73 of the Companies Act, 2013 during the FY 2016-17.

**(9) PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

**(10) RELATED PARTY TRANSACTIONS**

Related party transactions entered during the financial year were on an arm's length basis and in the ordinary course of business. There were no materially significant related party transactions with the Company's Promoters, Directors, Management or their relatives, which could have had a potential conflict with the interests of the Company. Transactions with related parties entered by the Company in the normal course of business are periodically placed before the Audit Committee for its review and the particulars of contracts entered during the year as per Form AOC-2 is enclosed as **Annexure – II**

**(11) CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:**

Data pertaining to conservation of energy and technology absorption is not applicable. There was neither foreign exchange earning nor expenditure during the year under review.

**(12) PARTICULARS OF EMPLOYEES**

During the year under review, none of the employees has drawn salary in excess of limits specified u/s 197 of the Companies Act, 2013 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

**(13) ACCOUNTS**

The accounts read together with the Notes to Accounts are self-explanatory and do not call for any further explanation. The Auditors' Report does not contain any qualification, adverse remark or reservation.

**(14) CORPORATE SOCIAL RESPONSIBILITY (CSR)**

The Company does not fall under the criteria of section 135 of the Companies Act, 2013 regarding CSR expense.

**(15) RISK MANAGEMENT AND INTERNAL FINANCIAL CONTROL**

- Your Company recognises that risk is an integral part of business and is committed to manage the risk in a proactive and efficient manner. Company has in place a proper internal Risk Management system to review, identify, assess and implement the necessary action in respect thereto by following the principles of Risk Matrix.

- There are no risks which in the opinion of the Board of Directors affect the Company's Operations on a going concern basis. Hence the Company does not have any Risk Management Policy as there are no elements of risk threatening the Company's existence.

#### ❖ **DETAILS ON INTERNAL FINANCIAL CONTROL**

The Company has in place adequate internal Financial Control, some of which are outlined below;

- Your Company has adopted accounting policies which are in line with the Accounting Standards prescribed in the Companies (Accounting Standards) Rules, 2006 that continue to apply under Section 133 and other applicable provisions of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 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 Board of Directors in consultation with the Auditors.

#### **(16) 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. Internal Complaints Committee (ICC) has been set up to redress the complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

Your Directors state that during the year under review, no cases have been reported pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

#### **(17) EXTRACT OF ANNUAL RETURN**

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as **Annexure - I**.

#### **(18) DIRECTORS RESPONSIBILITY STATEMENT**

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that—

- a. in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b. the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- c. the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

- d. the directors had prepared the annual accounts on a going concern basis; and
- e. the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**(19) ACKNOWLEDGEMENT**

The Board of Directors place on record their deep appreciation to the National Highway Authority of India, State and Central Governments, State Public Works Department, (NHAI), Karnataka Road Development Corporation Limited (KRDC), bankers and others for their co-operation, patronage and support during the year under review and look forward for a constant cordial relationship in the years to come. The Board of Directors wish to place on record their deep appreciation for the services rendered by the employees of the company at all levels and for their continued hard work, dedication and loyalty and in ensuring high level of performance.

**For and on behalf of the Board of Directors  
Ashoka Bagewadi Saundatti Road Limited**

**Sd/-**

**(Sanjay P. Londhe)  
Director  
DIN – 00112604**

**Sd/-**

**(Paresh C. Mehta)  
Director  
DIN - 03474498**

**Place : Nashik  
Date : 19.05.2017**

**Annexure II  
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	<b>U45203DL2015PLC285944</b>
ii	Registration Date	<b>05.10.2015</b>
iii	Name of the Company	<b>ASHOKA BAGEWADI SAUNDATTI ROAD LIMITED</b>
iv	Category of the Company	Non Government Company
v	Address of the Registered office & contact details	206, 2nd Floor, 79, Daryaganj, New Delhi - 110 002 secretarial@ashokabuildcon.com
vi	Whether listed company	No.
vii	Name and Address of Registrar & Transfer Agents ( RTA ):-	N.A

**II. PRINCIPAL BUSINESS ACTIVITY OF THE COMPANY**

All the business activities contributing 10 % or more of the total turnover

Sl. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the company
1	Construction	42	99.96%

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

No. of Companies for which information is being filled	<b>1</b>
--	----------

Sr. No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY /ASSOCIATE	% of shares held	Applicable Section
1	Ashoka Buildcon Ltd	L45200MH1993PLC071970	Holding Company	100%	2(45)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter s</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	0	0	0	0%	0			0%	0%
b) Central Govt	0	0	0	0%	0	0	0	0%	0%
c) State Govt(s)	0	0	0	0%	0	0	0	0%	0%
d) Bodies Corp.	0	50,000	50,000	100%	28,249,400	600	28,250,000	100%	0%
e) Banks / FI	0	0	0	0%	0	0	0	0%	0%
f) Any other	0	0	0	0%	0	0	0	0%	0%
<b>(2) Foreign</b>									
a) NRI - Individual/	0	0	0	0%	0	0	0	0%	0%
b) Other - Individual/	0	0	0	0%	0	0	0	0%	0%
c) Bodies Corp.	0	0	0	0%	0	0	0	0%	0%
d) Banks / FI	0	0	0	0%	0	0	0	0%	0%
e) Any Others	0	0	0	0%	0	0	0	0%	0%
<b>Total shareholding of Promoter (A)</b>	0	50,000	50,000	100%	28,249,400	600	28,250,000	100%	0%
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	0	0	0	0%	0	0	0	0%	0%
b) Banks / FI	0	0	0	0%	0	0	0	0%	0%
c) Central Govt	0	0	0	0%	0	0	0	0%	0%
d) State Govt(s)	0	0	0	0%	0	0	0	0%	0%
e) Venture Capital Funds	0	0	0	0%	0	0	0	0%	0%
f) Insurance Companies	0	0	0	0%	0	0	0	0%	0%
g) FIs	0	0	0	0%	0	0	0	0%	0%
h) Foreign Venture	0	0	0	0%	0	0	0	0%	0%
i) Others (specify)	0	0	0	0%	0	0	0	0%	0%
<b>Sub-total (B)(1):-</b>	0	0	0	0%	0	0	0	0%	0%

<b>2. Non-Institutions</b>									
a) Bodies Corp.	0	0	0	0%	0	0	0	0%	0%
i) Indian	0	0	0	0%	0	0	0	0%	0%
ii) Overseas	0	0	0	0%	0	0	0	0%	0%
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	0	0	0	0%	0	0	0	0%	0%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	0	0	0	0%	0	0	0	0%	0%
c) Others (specify)	0	0	0	0%	0	0	0	0%	0%
<b>Sub-total (B)(2):-</b>	0	0	0	0%	0	0	0	0%	0%
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	0	0	0	0%	0	0	0	0%	0%
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	0	0	0	0%	0	0	0	0%	0%
<b>Grand Total (A+B+C)</b>	0	0	50,000	100%	28,249,400	600	28,250,000	100%	0%

ii **Shareholding of Promoters**

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares (Equity Shares)	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Ashoka Buildcon Limited	50,000	100%	0%	28,250,000	100%	51%	0%
	<b>TOTAL</b>	<b>50,000</b>	<b>100%</b>	<b>0%</b>	<b>28,250,000</b>	<b>100%</b>	<b>0%</b>	<b>0%</b>

iii **Change in Promoters' Shareholding ( please specify, if there is no change)**

Sl. No. I - Ashoka Concessions Limited	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year	50,000	0.18%	50,000	0.18%
Changes During the Year				
Addition - Allotment - 16.07.2016	14,125,000	50.00%	14,175,000	50.18%
Addition - Allotment - 01.08.2016	14,075,000	49.82%	28,250,000	100.00%
At the End of the year	28,250,000	100.00%	28,250,000	100.00%

iv **Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

There is no Shareholder other than Directors, Promoters.

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

None of the Directors & KMPs hold shares in the Company.



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	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	-	-	-
Change in Indebtedness during the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtness
* Addition	350,000,000	-	-	350,000,000
* Reduction	-	-	-	-
<b>Net Change</b>	350,000,000	-	-	350,000,000
Indebtedness at the end of the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtness
i) Principal Amount	350,000,000	-	-	350,000,000
ii) Interest due but not paid	87,836	-	-	87,836
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	350,087,836	-	-	350,087,836

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

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

None of the Managing Director, Whole - time Director or Manager draws remuneration.

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

Not applicable

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

None of the KMPs has drawn remuneration in FY 2016-17.

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

There were no penalties / punishment / compounding of offences for the year ended

**For and on behalf of Board of Directors of Ashoka Bagewadi Saundatti Road Limited**

**Sd/-**

**(Sanjay P. Londhe)**  
Director  
DIN – 00112604

**Sd/-**

**(Paresh C. Mehta)**  
Director  
DIN - 03474498

Place : Nashik  
Date : 19.05.2017

**Annexure II - Form AOC-2**

(Pursuant to clause (b) 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) approval by the Board, if any	Amount paid as advances, if any	Date on which the special resolution was passed
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 including the Value, if any (Amt in Lakhs)	Date(s) approval by the Board, if any	Amount paid as advances, if any
1	Ashoka Buildcon Ltd.	Holding Company	Rendering of services	As per EPC contract	Sub-contract charges - Rs. 43.30 Lakhs	07.01.2016	Nil

For and on behalf of Board of Directors of Ashoka Bagewadi Saundatti Road Limited

Sd/-

Sd/-

(Sanjay P. Londhe)

(Paresh C. Mehta)

Director

Director

DIN – 00112604

DIN - 03474498

Place : Nashik

Date : 19.05.2017

## **INDEPENDENT AUDITOR'S REPORT**

To,  
The Members of  
Ashoka Bagewadi Saundatti Road Limited  
Nashik.

### **Report on the Financial Statements**

We have audited the accompanying Ind AS financial statements of Ashoka Bagewadi Saundatti Road Limited ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March 2017, the Profit and Loss Statement and the Cash Flow Statement and the Statement of Changes in Equity of the Company for the year then ended on 31<sup>st</sup> March 2017 and a summary of significant accounting policies and other explanatory information.

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

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS financial statements that give a true and fair view of the Balance Sheet (financial position), profit or loss (financial performance), Cash Flow Statement and the Statement of 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. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these Ind AS financial statements based on our audit. We have taken into account the provisions of the Companies Act 2013, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit of the Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the Ind AS financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the standalone Ind AS financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS, of the Balance Sheet (financial position) of the Company as at 31st March, 2017, profit or loss (financial performance), Cash Flow Statement and the Statement of Changes in Equity of the Company for the year ended 31st March, 2017.

### **Other Matters**

The comparative financial information of the Company for the year ended 31<sup>st</sup> March 2016 included in these Ind AS financial statements, are based on the previously issued statutory financial statements prepared in accordance with the Companies (Accounting Standards) Rules, 2006 audited by us and our report for the year ended 31<sup>st</sup> March 2016 dated 2<sup>nd</sup> May 2016 respectively expressed an unmodified opinion on those financial statements, as adjusted for the differences in the accounting principles adopted by the Company on transition to the Ind AS, which have been audited by us.

### **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 Companies Act 2013, we give in the "Annexure 'A'", a statement on the matters specified in paragraphs 3 and 4 of the Order.**
2. As required by section 143(3) of the Companies Act 2013, 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 purpose of our audit;
  - b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
  - c. The Balance Sheet, Statement of Profit and Loss, Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
  - d. In our opinion, Balance Sheet, Profit and loss Statement and the Cash Flow Statement comply with the Accounting Standards referred to Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e. In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act.

- f. On the basis of written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017, from being appointed as a director in terms Section 164 (2) of the Act.
- g. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in the "**Annexure 'B'**" and
- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations filed against the company which would impact its financial position in its Ind AS financial statements .
  - ii. The Company does not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. The Company was not required to deposit or pay any dues in respect of the Investor Education and Protection Fund during the year.
  - iv. The Company has provided requisite disclosures in its financial statement as to holdings as well as dealings in Specified Bank Notes during the period 8<sup>th</sup> November, 2016 to 30<sup>th</sup> December, 2016 and these are in accordance with the books of accounts maintained by the company.
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**For S V A B & Co.**  
*Chartered Accountants*  
Firm Registration No. 114117W

Place : Nashik  
Date : 19/05/2017

Sd/-

**CA SANJAY V. GOYAL**  
*(Partner)* M. No. 103080

### **Annexure- A to the Auditors' Report**

**The Annexure referred to in Independents Auditors Report to the members of Ashoka Bagewadi Saundatti Road Limited on the financial statements of the company for the year ended 31<sup>st</sup> March, 2017.**

- i. The Company is not having any fixed assets, hence clause is not applicable.
- ii. According to the information and explanation given to us and the records of the company examined by us, there are no inventory hence not applicable.
- iii. According to the information and explanation given to us and the records of the company examined by us, the company has not granted any loan to its holding company covered in the register maintained under section 189 of the Companies Act, 2013.
- iv. According to the information and explanation given to us and the records of the company examined by us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and security.
- v. According to the information and explanation given to us and the records of the company examined by us, the company has not accepted deposits, hence the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under are not applicable.
- vi. According to the information and explanation given to us and the records of the company examined by us, Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Act, hence not applicable.
- vii. (a) According to the records of the company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, cess to the extent applicable and any other statutory dues have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us there were no outstanding statutory dues as on 31<sup>st</sup> of March, 2017 for a period of more than six months from the date they became payable.  
(b) According to the information and explanations given to us, there are no amounts payables in respect of income tax, wealth tax, service tax, sales tax, customs duty and excise duty which have not been deposited on account of any disputes.

- viii. Based on our audit procedures and as per the information and explanations given to us, we are of opinion that the company has not defaulted in repayment of any dues to financial institutions or bank.
- ix. According to the information and explanation given to us and the records of the company examined by us, the company has not raised money by way of initial public offer or further public offer (including debt instruments), hence not applicable.
- x. During the course of our examination of the books and records of the company, carried in accordance with the auditing standards generally accepted in India, we have neither come across any instance of fraud on or by the Company noticed or reported during the course of our audit nor have we been informed of any such instance by the Management.
- xi. According to the information and explanation given to us and the records of the company examined by us, the company has not paid or provided any managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013, hence not applicable.
- xii. Since the company is not a Nidhi company, hence this clause is not applicable.
- xiii. According to the information and explanation given to us and the records of the company examined by us, all transactions with related parties are in compliance with provision of sections 177 and 188 of Companies Act, 2013 as applicable and details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- xiv. According to the information and explanation given to us and the records of the company examined by us, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year, hence not applicable.
- xv. According to the information and explanation given to us and the records of the company examined by us, the company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable
- xvi. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

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**For S V A B & Co.**  
*Chartered Accountants*  
Firm Registration No. 114117W

Place : Nashik  
Date : 19/05/2017

Sd/-

**CA SANJAY V. GOYAL**  
*(Partner)* M. No. 103080



## **Annexure - B to the Auditor's Report**

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 Bagewadi Saundatti Road Limited ("the Company"), as of 31 March 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

### **Management's Responsibility for the Internal Financial Control**

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

### **Auditor's Responsibility**

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

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Company's Internal Financial Controls System over financial reporting.

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

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

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

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

#### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, 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.

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**For S V A B & Co.**  
*Chartered Accountants*  
Firm Registration No. 114117W

Place : Nashik  
Date : 19/05/2017

Sd/-

**CA SANJAY V. GOYAL**  
*(Partner)* M. No. 103080

Balance Sheet as at March 31, 2017

(₹ In Lakh)

Particulars	Note No.	As at 31-Mar-17	As at 31-Mar-16
<b>I ASSETS</b>			
<b>1 NON-CURRENT ASSETS</b>			
(a) Other non-current assets	2	0.48	-
<b>TOTAL NON-CURRENT ASSETS</b>		<b>0.48</b>	<b>-</b>
<b>2 CURRENT ASSETS</b>			
(a) Financial assets			
(i) Cash and cash equivalents	3	188.30	4.19
(iii) Other financial assets	4	4,348.25	-
(b) Other current assets	5	2,630.10	0.14
<b>TOTAL CURRENT ASSETS</b>		<b>7,166.65</b>	<b>4.32</b>
<b>TOTAL ASSETS</b>		<b>7,167.12</b>	<b>4.32</b>
<b>I EQUITY &amp; LIABILITIES</b>			
<b>1 EQUITY</b>			
(a) Equity Share Capital	6	2,825.00	5.00
(b) Other Equity	7	(27.19)	(0.75)
<b>TOTAL EQUITY</b>		<b>2,797.81</b>	<b>4.25</b>
<b>2 NON-CURRENT LIABILITIES</b>			
(a) Financial Liabilities			
(i) Borrowings	8	3,374.65	-
<b>TOTAL NON-CURRENT LIABILITIES</b>		<b>3,374.65</b>	<b>-</b>
<b>3 CURRENT LIABILITIES</b>			
(a) Financial liabilities			
(i) Trade payables	9	950.55	0.07
(b) Current tax liabilities (Net)	10	0.10	-
(c) Other current liabilities	11	44.01	-
<b>TOTAL CURRENT LIABILITIES</b>		<b>994.66</b>	<b>0.07</b>
<b>TOTAL LIABILITIES</b>		<b>4,369.31</b>	<b>0.07</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>7,167.12</b>	<b>4.32</b>
Significant Accounting Policies	1		

The accompanying summary of significant accounting policies and other explanatory information are an integral part of the financial statements.

As per our report of even date attached  
For S V A B & Co.

Firm Registration No. 114117W  
Chartered Accountants

Sd/-

**CA SANJAY V. GOYAL**  
(Partner)  
Membership No. 103080

For & on behalf of the Board of Directors  
Ashoka Bagewadi Saundatti Road Ltd.

Sd/-

**Paresh C. Mehta**  
Director  
DIN - 03474498

Sd/-

**Aditya S. Parakh**  
Director  
DIN - 06368409

Place: Nashik  
Date: May 19, 2017

## ASHOKA BAGEWADI SAUNDATTI ROAD LTD.

Profit and Loss statement for the year ended March 31, 2017

(₹ In Lakh)

Particulars	Note No.	For the Year Ended March 31, 2017	For the Period From 05-Oct-15 to 31- Mar-16
<b>I INCOME</b>			
Revenue from Operations	12	4,348.07	-
Other Income	13	1.41	-
<b>Total Revenue</b>		<b>4,349.48</b>	<b>-</b>
<b>II EXPENSES:</b>			
Operating Expenses	14	4,338.67	-
Finance Expenses	15	0.99	0.01
Other Expenses	16	9.58	0.74
<b>Total Expenses</b>		<b>4,349.24</b>	<b>0.75</b>
III Profit before Exceptional, Extraordinary Items and Tax (II-III)		<b>0.24</b>	<b>(0.75)</b>
IV Exceptional Items (Refer note no 27 (XII))			
V Profit before Tax (III -IV)		<b>0.24</b>	<b>(0.75)</b>
VI Tax Expense:			
Current Tax		0.10	
Tax For Earlier Years			
Deferred Tax			
		<b>0.10</b>	<b>-</b>
VII Profit for period from continuing operations (V-VI)		<b>0.14</b>	<b>(0.75)</b>
VIII Profit from discontinuing operations (after tax)			
IX Profit for the period (VII+VIII)		<b>0.14</b>	<b>(0.75)</b>
X Other Comprehensive Income			
XI Total comprehensive income for the period (IX+X)		<b>0.14</b>	<b>(0.75)</b>
XII Earnings per Equity Share:			
Basic (₹)		<b>0.0005</b>	<b>(1.4922)</b>
Diluted (₹)		<b>0.0005</b>	<b>(1.4922)</b>

Significant Accounting Policies

1

The accompanying summary of significant accounting policies and other explanatory information are an integral part of the financial statements.

As per our report of even date attached

For S V A B &amp; Co.

Firm Registration No. 114117W

Chartered Accountants

Sd/-

CA SANJAY V. GOYAL

(Partner)

Membership No. 103080

For & on behalf of the Board of Directors  
Ashoka Bagewadi Saundatti Road Ltd.

Sd/-

Paresh C. Mehta

Director

DIN - 03474498

Sd/-

Aditya S. Parakh

Director

DIN - 06368409

Place: Nashik

Date: May 19, 2017

**ASHOKA BAGEWADI SAUNDATTI ROAD LTD.**  
**CASH FLOW STATEMENT FOR THE PERIOD ENDED MARCH 31, 2017**

	Year Ended 31-Mar-2017		Year Ended 31-Mar-2016	
<b>A CASH FLOW FROM OPERATING ACTIVITIES :</b>				
Profit before tax from continuing operations		0.24		(0.75)
Depreciation & Amortisation				
Profit on Sale of Investment	1.41			
Interest, Commitment & Finance Charges (Net)	0.99		-	
<b>Operating Profit Before Changes in Working Capital</b>		2.39		
		2.64		(0.75)
Adjustments for changes in Operating Assets / Liabilities				
( Increase ) / Decrease in Other non-current assets	(0.48)		-	
( Increase ) / Decrease in Other financial assets	(4,348.25)		-	
( Increase ) / Decrease in Other current assets	(2,629.97)		(0.14)	
Increase / ( Decrease ) in Trade payables	950.48		0.07	
Increase / ( Decrease ) in Other financial liabilities - Current	44.01		-	
Increase / ( Decrease ) in Other current liabilities		(5,984.20)	-	(0.07)
Cash Generated from Operations		(5,981.56)		(0.81)
<b>NET CASH FLOW FROM OPERATING ACTIVITIES</b>		(5,981.56)		(0.81)
<b>B CASH FLOW FROM INVESTING ACTIVITIES :</b>				
Purchase of Investments	(1.41)			
<b>NET CASH USED IN INVESTING ACTIVITIES</b>		(1.41)		-
<b>B CASH FLOW FROM FINANCING ACTIVITIES</b>				
Proceeds from issues of Share Capital	2,820.00		5.00	
Proceeds from securities premium	(26.59)		-	
Proceeds (Repayment) of Long Term Borrowings	3,374.65		-	
Interest, Commitment & Finance Charges (Net)	(0.99)		-	
<b>NET CASH RECEIPT FROM FINANCING ACTIVITIES</b>		6,167.07		5.00
<b>Net Increase In Cash &amp; Cash Equivalents</b>		184.11		4.19
<b>Cash and Cash Equivalents at the beginning of the year</b>		4.19		-
<b>Cash and Cash Equivalents at the end of the year</b>		188.30		4.19

The accompanying summary of significant accounting policies and other explanatory information (notes) are an integral part of the financial statements.

Notes :

1. All figures in bracket are outflow.
2. Direct taxes paid are treated as arising from operating activities and are not bifurcated between investing and financing activities.
3. The cash flow statement has been prepared under Indirect Method as per Ind AS 7 "Statement of Cash Flows" as under section 133 of Companies Act, 2013.

**As per our report of even date attached**

**For S V A B & Co.**

*Firm Registration No. 114117W*

*Chartered Accountants*

Sd/-

**CA SANJAY V. GOYAL**

Place: Nashik

Date: May 19, 2017

**For & on behalf of the Board of Directors**  
**Ashoka Bagewadi Saundatti Road Ltd.**

Sd/-

Sd/-

**Paresh C. Mehta**  
Director

DIN - 03474498

**Aditya S. Parakh**  
Director

DIN - 06368409

Statement of Changes in Equity of for the year ended March 31, 2017

1 Equity Share Capital

Equity Share	As at March 31, 2017		As at 31-Mar-16	As at 31-Mar-16
	Number of Shares	Rs. in lacs	Number of Shares	Rs. in lacs
Balance at the beginning of the year	50,000.00	5.00	-	-
Issued during the period	28,200,000.00	2,820.00	50,000.00	5.00
Reductions during the period		-		-
<b>Balance at the close of the period</b>	<b>28,250,000.00</b>	<b>2,825.00</b>	<b>50,000.00</b>	<b>5.00</b>

2 Other Equity

Particulars	Reserves & Surplus		Total
	Share Premium Account	Retained earnings	
Balance as at April 1, 2016	-	(0.75)	(0.75)
-Deduction on Expense of issue of shares	(26.59)		(26.59)
Profit/(loss) for the year after income tax	-	0.14	0.14
<b>Balance as at March 31, 2017</b>	<b>(26.59)</b>	<b>(0.60)</b>	<b>(27.19)</b>

As per our report of even date attached  
For S V A B & Co.

Firm Registration No. 114117W  
Chartered Accountants

Sd/-

**CA SANJAY V. GOYAL**  
(Partner)  
Membership No. 103080

Place: Nashik  
Date: May 19, 2017

For & on behalf of the Board of Directors  
Ashoka Bagewadi Saundatti Road Ltd.

Sd/-

Sd/-

**Paresh C. Mehta**      **Aditya S. Parakh**  
Director                      Director  
DIN - 03474498          DIN - 06368409

**ASHOKA BAGEWADI SAUNDATTI ROAD LTD.**

**Notes to the Financial Statements for the year ended 31st March 2017.**

**Company Overview :**

Ashoka Bagewadi Saundati Road Ltd. is a Special Purpose Entity incorporated on 05th October, 2015 under the provisions of the Companies Act, 2013. In pursuance of the contract with the Karnataka Road Development Corporation Limited, to carry on the business of Design, Built, Finance, Operate, Maintain & Transfer (DBFOMT) of existing state highway Bagewadi (NH-4)-Bailhongal-Saundatti (WCP-1) in the state of Karnataka on Hybrid Annuity Model Basis (HAM) During Construction phase the company will receive a lumpsum annuity amounting to Rs.75.50 crore on achievement of Construction of milestones mentioned in Concession agreement . The Company on completion of the project shall receive 16 semi annuity of Rs.34.20 Crore from 3rd October,2018 to 2nd October,2026.

Ashoka Bagewadi Saundatti Raod Ltd is wholly owned Subsidiary of Ashoka Buildcon Ltd.

**Basis Of Preparation :**

The financial statements of the company have been prepared in accordance with Indian Accounting Standards (In-AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) (Amendment) Rules, 2016.

These Financial Statements are the first Ind AS Financial Statements and covered by Ind AS 101, "First-time adoption of Indian

For all periods up to and including the year ended 31 March 2016, the company prepared its financial statements in accordance with the Accounting Standards notified under the Section 133 of the Companies Act, 2013, read together with Companies (Accounts) Rules 2014 (Previous GAAP).

The financial statements have been prepared on an accrual basis and under the historical cost basis, except for the certain assets and liabilities which have been measured at fair value or revalued amount wherever applicable.

**Note 1 - Significant Accounting Policies:**

**1.01 Current Versus Non-Current Classification :**

The assets and liabilities in the balance sheet are presented based on current/non-current classification.

**An asset is current when it is:**

- ▶ Expected to be realised or intended to be sold or consumed in normal operating cycle, or
- ▶ Held primarily for the purpose of trading, or
- ▶ 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

All other assets are classified as non-current.

**A liability is current when it is:**

- ▶ Expected to be settled in normal operating cycle, or
- ▶ Held primarily for the purpose of trading, or
- ▶ 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 treated as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities respectively.

**1.02 Fair value measurement :**

The Company measures financial instruments, at fair value at each balance sheet date. ( Refer Note 24)

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.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole :

- ▶ Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- ▶ Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- ▶ Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

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.

At each reporting date, the Management analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Company's accounting policies. For this analysis, the Management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

The Management also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

On an interim basis, the Management present the valuation results to the Audit Committee and the Company's independent auditors. This includes a discussion of the major assumptions used in the valuations.

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.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

### **1.03 Cash Flow Statements :**

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flow from operating, investing and financing activities of the company are

Cash and Cash Equivalents comprise of cash on hand and cash at bank including fixed deposit/highly liquid investments with original maturity period of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

### **1.04 Revenue recognition**

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

The specific recognition criteria described below must also be met before revenue is recognised.

#### **Contract revenue (Construction Contracts)**

Contract revenue and contract cost associated with the construction of road are recognised as revenue and expense respectively by reference to the stage of completion of the projects at the balance sheet date. The stage of completion of project is determined by the proportion that contract cost incurred for work performed upto the balance sheet date bear to the estimated total contract costs. During the early stages of a contract it is often the case that the outcome of the contract cannot be estimated reliably. Nevertheless, it may be probable that the entity will recover the contract costs incurred. Therefore, contract revenue is recognised only to the extent of costs incurred that are expected to be recoverable. If total cost is estimated to exceed total contract revenue, the Company provides for foreseeable loss. Contract Revenue Earned In Excess of Billing has been reflected as Receivable under Service Concession agreement.

The amount of the arrangement consideration for the provision of public services is fixed by a contract called as annuity), the revenues from construction services for public facilities (infrastructures) is measured by the percentage-of-completion method, and recognizes the consideration as a financial asset and the same is classified as "Receivables against Service Concession Arrangements". The accounts for such financial assets at amortized cost, calculates interest income based on the effective interest method and recognizes it in revenue as Finance Income.



#### 1.05 Borrowing Cost :

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Borrowing costs includes interest and amortisation of ancillary costs incurred in connection with the arrangement of borrowings.

#### 1.06 Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

#### 1.07 Current Investments :

As per Ind AS 109, mutual fund investments needs to be stated at fair value. The Company has designated these investments at fair value through profit or loss (FVTPL). Accordingly, these investments are required to be measured at fair value. At the date of transition to Ind AS, difference between the fair value of the instruments and the carrying value under Previous GAAP has been recognised in retained earnings. Fair value changes are recognised in the Statement of Profit and Loss for the year ended 31st March, 2016 & 31st March, 2017.

#### 1.08 Taxes on income

##### Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity . Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

#### 1.09 Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity .

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax as sets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Tax credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay income tax higher than that computed under MAT, during the year that MAT is permitted to be set off under the Income Tax Act, 1961 (specified period). In the year, in which the tax credit becomes eligible to be recognised as an asset in accordance with the recommendations contained in the guidance note issued by the Institute of Chartered Accountants of India (ICAI), the said asset is created by way of a credit to the Statement of profit and loss and shown as Unused Tax credit. The Company reviews the same at each balance sheet date and writes down the carrying amount of unused tax credit to the extent there is no longer convincing evidence to the effect that the Company will pay income tax higher than MAT during the specified year.

## 1.10 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

### Financial assets

#### Initial recognition and measurement

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

#### Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories;

Debt instruments at amortised cost

Debt instruments at fair value through other comprehensive income (FVTOCI)

Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)

Equity instruments measured at fair value through other comprehensive income (FVTOCI)

#### Debt instruments at amortised cost

A financial asset is measured at the amortised cost if both the following conditions are met :

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

This category is the most relevant to the Company. All the Loans and other receivables under financial assets (except Investments) are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Trade receivables do not carry any interest and are stated at their nominal value.

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

#### Derecognition

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

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 lay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

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

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

#### Other Financial Assets:

Other Financial Assets mainly consists of Unbilled revenue measured at amortised cost.

Following are the policy for specific financial assets:-

Type of financial asset	
Prepaid expenses	Prepaid expenses include upfront fees paid by the Company for sanction of term loan which shall be adjusted against the subsequent disbursement of loan to the Company.

### Financial liabilities

#### Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, trade payables and other payables.

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

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

#### Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

#### Loans and borrowings

This is the category most relevant to the Company. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. However, the company has borrowings at floating rates. Considering that the impact of restatement of effective interest rate, year on year due to reset of interest rate, is not material and hence the company is amortising the transaction cost in straight line basis over the tenure of the loan. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the transaction cost amortisation process.

This category generally applies to borrowings.

**Derecognition**

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

**Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

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**As per our report of even date attached**

**For S V A B & Co.**

*Firm Registration No. 114117W*

*Chartered Accountants*

Sd/-

**CA SANJAY V. GOYAL**

*(Partner)*

*Membership No. 103080*

Place: Nashik

Date: May 19, 2017

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

**Ashoka Bagewadi Saundatti Road Ltd.**

Sd/-

Sd/-

**Paresh C. Mehta**

*Director*

*DIN - 03474498*

**Aditya S. Parakh**

*Director*

*DIN - 06368409*

(₹ In Lakh)

**2 Other Non Current Asset**

Particulars	As at 31-Mar-17	As at 31-Mar-16
Duties & Taxes Recoverable	0.48	-
<b>Total ::::</b>	<b>0.48</b>	<b>-</b>

**3 Cash and cash equivalents**

Particulars	As at 31-Mar-17	As at 31-Mar-16
<b>A. Cash &amp; Cash Equivalents</b>		
(i) Cash on hand	0.23	-
(ii) Balances with Banks		
On Current account	188.07	4.19
Deposits with maturity less than 3 months	-	-
<b>Sub Total ::::</b>	<b>188.30</b>	<b>4.19</b>
<b>Total ::::</b>	<b>188.30</b>	<b>4.19</b>

**4 Other Financial Asset - Current**

Particulars	As at 31-Mar-17	As at 31-Mar-16
<b>Advances Recoverable in Cash or other Financial Assets:</b>		
Unsecured, Considered Good	0.18	-
Receivable under service concession arrangements	4,348.07	-
<b>Total ::::</b>	<b>4,348.25</b>	<b>-</b>

**5 Other Current Asset**

Particulars	As at 31-Mar-17	As at 31-Mar-16
Advances Recoverable other than in Cash	2,630.00	0.01
Prepaid Expenses	0.10	0.13
<b>Total ::::</b>	<b>2,630.10</b>	<b>0.14</b>

**6 Equity Share Capital**

(i) Authorised Capital:

Class of Shares	Par Value (₹)	As at 31-Mar-17		As at 31-Mar-16	
		No. of Shares	Amount (₹ in Lacs)	No. of Shares	Amount (₹ in Lacs)
Equity Shares	10	28,500,000	2,850.00	50,000	5.00
<b>Total ::::</b>			<b>2,850.00</b>		<b>5.00</b>

(ii) Issued, Subscribed and Paid-up Capital (Fully Paid-up):

Class of Shares	Par Value (₹)	As at 31-Mar-17		As at 31-Mar-16	
		No. of Shares	Amount (₹ in Lacs)	No. of Shares	Amount (₹ in Lacs)
Equity Shares	10	28,250,000	2,825.00	50,000	5.00
<b>Total ::::</b>			<b>2,825.00</b>		<b>5.00</b>

(iii) Reconciliation of Number of Shares Outstanding:

Class of Shares	As at 31-Mar-17	As at 31-Mar-16
	Equity Shares	Equity Shares
Outstanding as at 01-Apr-16	50,000	-
Addition during the period	28,200,000	50,000
Shares Split Impact	-	-
Bonus Issue	-	-
Matured during the period	-	-
<b>Outstanding as at 31-Mar-17</b>	<b>28,250,000</b>	<b>50,000</b>

(iv) Details of shares in the Company held by each shareholder holding more than 5% shares:

Class of Shares	As at 31-Mar-17	As at 31-Mar-16
	Equity Shares	Equity Shares
Ashoka Buildcon Ltd	100%	100%

## 7 Other Equity

Particulars	As at 31-Mar-17	As at 31-Mar-16
<b>Surplus/ Retained earnings</b>		
Balance as per Last balance Sheet	-0.75	-
Addition During the Year	0.14	-0.75
Deduction During the year	26.59	-
<b>As at end of year</b>	<b>-27.19</b>	<b>-0.75</b>
<b>Gross Total ::::</b>	<b>-27.19</b>	<b>-0.75</b>

## 8 Borrowings - Non Current

Particulars	As at 31-Mar-17	As at 31-Mar-16
<b>Secured - at amortized cost</b>		
(i)Term loans		
- from banks	2,250.59	-
- from other parties	1,250.29	-
(ii) Prepaid upfront fees on Loan	-126.23	-
<b>Sub Total ::::</b>	<b>3,374.65</b>	<b>-</b>
<b>Gross Total ::::</b>	<b>3,374.65</b>	<b>-</b>

Terms And Condition Of Rupee Term Loan

### a) Repayment schedule

Repayment will Commence from April 01,2019 and will end on 1st October 2025 First Repayment date will be at the end of 9 month form SCOD

Particulars of Lenders	Nature of loan	Mode of Repayment	Installment Amount ( ₹ in Lacs)	Interest Type	Rate of Interest	Maturity Date
Corporation Bank	Term Loan	14 Half Yearly	141.75 - 283.5	Floating Rate	MCLR+Spread	01-Oct-25
Union Bank of India	Term Loan	14 Half Yearly	112.5-225	Floating Rate	MCLR+Spread	01-Oct-25
Aditya Birla	Term Loan	14 Half Yearly	157.5 - 315	Floating Rate	MCLR+Spread	01-Oct-25

### b)Security

The facility and all interest,fees,commission and other monies in respect thereof shall be secured,to the extent permitted under the concession agreement by

i) first charges on all the fixed assets/movable assets of the company (other than Project assets)

ii) a first charge on the project's book debts,operating cash flows,receivables,commissions,revenues of whatsoever nature and wherever arising,present and future intangibles goodwill uncalled capital (present and future)

iii) a first charge on projects bank accounts,including but not limited to the Escrow account opened in a designated bank,where all cash inflows from the project shall be deposited and all proceeds shall be utilized in a manner and priority to be decided by the Lenders/investors

### c) Repayment schedule of Disbursed Amount

Nature of Loan	Loan Outstanding as on 31st March 2017	Due in 1 year	Due in 1 to 3 years (i.e. 2 Years)	Due in 3 to 5 years (i.e. 2 Years)	5 years above
Term Loan	3,500.00	-	315	910	2,275.00

( Prepaid expenses include upfront fees paid by the Company for sanction of term loan which shall be adjusted against the subsequent disbursement of loan to the Company.)

**9 Trade Payables - Current**

Particulars	As at 31-Mar-17	As at 31-Mar-16
Micro Small Medium Enterprises	-	0.02
Others	950.55	0.05
<b>Total :::</b>	<b>950.55</b>	<b>0.07</b>

**10 Current tax liabilities**

Particulars	As at 31-Mar-17	As at 31-Mar-16
<b>Current tax liabilities</b>		
Income tax payable (net of advance taxes)	0.10	-
Others	-	-
<b>Current Tax Liabilities (current portion)</b>	<b>0.10</b>	<b>-</b>
<b>Current Tax Assets (non-current portion)</b>	<b>-</b>	<b>-</b>

**11 Other current liabilities**

Particulars	As at 31-Mar-17	As at 31-Mar-16
Duties & Taxes	44.01	-
Interest payable on Loan	-	-
<b>Total :::</b>	<b>44.01</b>	<b>-</b>

**NOTES TO THE FINANCIAL STATEMENTS FOR YEAR ENDED MARCH 31, 2017****12 REVENUE FROM OPERATIONS**

Particulars	As at 31-Mar-17	From 05-Oct-15 to 31- Mar-16
Contract Revenue:	4,348.07	-
<b>Total ::::</b>	<b>4,348.07</b>	<b>-</b>

**13 OTHER INCOME**

Particulars	For the Year Ended 31-Mar-17	From 05-Oct-15 to 31- Mar-16
Profit on sale of Investments	1.41	-
<b>Total ::::</b>	<b>1.41</b>	<b>-</b>

**14 OPERATING EXPENSES**

Particulars	For the Year Ended 31-Mar-17	From 05-Oct-15 to 31- Mar-16
Sub-contracting Charges	4,330.43	-
Technical Consultancy Charges	1.69	-
Rates & Taxes	6.55	-
<b>Total ::::</b>	<b>4,338.67</b>	<b>-</b>

**15 FINANCE EXPENSES**

Particulars	For the Year Ended 31-Mar-17	From 05-Oct-15 to 31- Mar-16
Interest on Loans	0.91	-
Bank Charges	0.08	0.01
<b>Total ::::</b>	<b>0.99</b>	<b>0.01</b>

**16 OTHER EXPENSES**

Particulars	For the Year Ended 31-Mar-17	From 05-Oct-15 to 31- Mar-16
Rent Rates & Taxes	0.30	0.15
Vehicle Running Charges	6.41	-
Legal & Professional Fees	2.41	0.03
Auditor's Remuneration	0.18	0.05
Miscellaneous Expenses	0.28	0.51
<b>Total ::::</b>	<b>9.58</b>	<b>0.74</b>

**ASHOKA BAGEWADI SAUNDATTI ROAD LTD.**

**Notes to the Financial Statements for the year ended 31st March 2017.**

**Additional Statement Of Notes:**

**Note 17 : Earnings Per Share :**

Basic earnings per equity share is computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares outstanding during the period. Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

(₹ In Lacs)

Particulars	Year ended 31-Mar-2017	Year ended 31-Mar-2016
Profit/ (Loss) attributable to Equity Shareholders	0.14	-0.75
No of Weighted Average Equity Shares outstanding during the Year (Basic)	28,250,000	50,000
No of Weighted Average Equity Shares outstanding during the Year (Diluted)	28,250,000	50,000
Nominal Value of Equity Shares (in ₹)	10.00	10.00
Basic Earnings per Share (in ₹)	0.0005	-1.4922
Diluted Earnings per Share (in ₹)	0.0005	-1.4922

**Note 18 : Details of dues to micro and small enterprises as per MSMED Act, 2006**

There are no Micro and Small Enterprises as defined in the Micro and Small Enterprises Development Act, 2006 to whom the company owes dues on account of principal amount together with interest and accordingly no additional disclosures have been made. The above information regarding Micro and Small Enterprises has been determined to the extent such parties has been identified on the basis of information available with the company.

**Note 19 : Remuneration to Auditors :**

(₹ In Lacs)

Particulars	Year ended 31-Mar-2017	Year ended 31-Mar-2016
Audit fees	0.18	0.05
Other Services	-	-
<b>Total :-</b>	<b>0.18</b>	<b>0.05</b>

**Note 20 : Segment information as required by Ind AS 108 are given below :**

The Company is engaged in "Road Infrastructure Projects" which in the context of Ind AS 108 "Operating Segment" notified under section 133 of the Companies Act, 2013 is considered as the only segment. The Company's activities are restricted within India and hence no separate geographical segment disclosure is considered necessary.

**Note 21 : Disclosure of Specified Bank Notes (SBNs) :**

During the year, the Company had specified bank notes and other denomination notes as defined in the Ministry of Corporate Affairs notification G.S. R. 308( E ) dated 31st March, 2017 on the details of Specified Bank Notes held and transacted during the period from 8th November, 2016 to 30th December, 2016 the denomination wise SBNs and other notes as per the notification is given below:

(₹ in Rupees)

Particulars	SBN's *	Other Denomination Notes	Total
Closing cash in hand as on 8th November, 2016	-	4,386.00	4,386.00
( + ) Permitted receipts	-	10,000.00	10,000.00
( - ) Permitted payments	-	4,341.00	4,341.00
( - ) Amount deposited in Banks	-	-	-
<b>Closing cash in hand as on 30th December, 2016</b>	<b>-</b>	<b>10,045.00</b>	<b>10,045.00</b>

\* For the purpose of this clause, the term "Specified Bank Notes" shall have the same meaning provided in the notification of the Government of India, Ministry of Finance, Department of Economic Affairs number S.O. 3407 ( E ), dated 8th November, 2016.

**Note 22 : Capital management :**

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. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital so as to safeguard its ability to continue as a going concern and to optimise returns to shareholders. The capital structure of the Company is based on management's judgement of its strategic and day-to-day needs with a focus on total equity so as to maintain investor, creditors and market confidence.

The Company monitors capital using a gearing ratio, which is net debt divided by total Capital plus Net debt is calculated as borrowing less cash and cash equivalent and other bank balances and mutual funds investments.

(₹ In Lacs)		
Particulars	As At 31-Mar-2017	As At 31-Mar-2016
Borrowings Details	3,375	-
Less: Cash and cash equivalents	0.23	-
<b>Net debt (A)</b>	<b>3,374.42</b>	<b>-</b>
Equity	2,797.81	4.25
<b>Capital and Net debt (B)</b>	<b>6,172.23</b>	<b>4.25</b>
<b>Gearing ratio (%) (A/B)</b>	<b>55%</b>	<b>NA</b>

**Note 23 : Disclosure under Accounting Standard (Ind AS - 11)**

(₹ In Lacs)

**March 31, 2017**

(i)	Contract revenue recognised as revenue in the period	4,348
	For Contracts that are in progress :	
	(a) Aggregate amount of costs incurred upto the reporting date	4,348
(ii)	(b) Recognised profits (less recognised losses) upto the reporting date	-
	(c) Advances received from customer for contract work	-
	(d) Retention money	-
(iii)	Gross amount due from customers for contract work	4,348
(iv)	Gross amount due to customers for contract work	-



**ASHOKA BAGEWADI SAUNDATTI ROAD LTD.**

Notes to the Financial Statements for the year ended 31st March 2017.

**Additional Statement Of Notes:**

**Note 24 : Financial Instrument - fair values and risk management**

**Fair value measurements**

(₹ In Lakh)

Financial Instruments by category	March 31, 2017		March 31, 2016	
	FVTPL	Amortised Cost	FVTPL	Amortised Cost
<b>Financial Assets</b>	-	-	-	-
Cash and cash equivalents	-	188.30	-	4.19
Other financial assets	-	4,348.25	-	-
<b>Total Financial Assets</b>	-	<b>4,536.55</b>	-	<b>4.19</b>
<b>Financial Liabilities</b>				
Borrowings	3,374.65	-	-	-
Trade payables	-	950.55	-	0.07
<b>Total Financial Liabilities</b>	<b>3,374.65</b>	<b>950.55</b>	-	<b>0.07</b>

**Fair Value Hierarchy**

(₹ In Lakh)

Financial assets and liabilities measured at fair value	March 31, 2017			March 31, 2016		
	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
<b>Financial assets</b>						
Cash and cash equivalents	-	-	188.30	-	-	4.19
Other Current financial assets	-	-	4,348.25	-	-	-
<b>Total Financial Assets</b>	-	-	<b>4,536.55</b>	-	-	<b>4.19</b>
<b>Financial Liabilities</b>						
Borrowings	-	-	3,374.65	-	-	-
Trade payables	-	-	950.55	-	-	0.07
<b>Total Financial Liabilities</b>	-	-	<b>4,325.20</b>	-	-	<b>0.07</b>

Level 1 - The hierarchy In level 1 Includes financial Instruments measured using quoted prices. This Includes mutual funds that have quoted price. The mutual funds are valued using the closing NAV declared by fund houses.

Level 2 - The fair value of financial Instruments that are not traded In an active market (like Investment in Preference Shares) Is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant Inputs required to fair value as Instrument are observable, the Instrument is included in level 2.

Level 3 - If one or more of the significant Inputs Is not based on observable market data, the Instrument Is Included In level 3. This is the case for unlisted equity securities, etc. included in level 3.

There are no transfers between levels 1 ,2 and 3 during the year.

**Financial risk management**

**Interest Rate Risk**

As infrastructure development and construction business is capital intensive, the company are exposed to interest rate risks. The Company is in its initial stages of operation and does not have any interest bearing debt during the period and hence, the sensitivity analysis is not

**Foreign Currency Risk**

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. During the period, Company did not enter into any foreign currency transaction, hence, the sensitivity analysis is not required.

**Commodity Price Risk**

The company requires for implementation (construction, operation and maintenance) of the projects, such as cement, bitumen, steel and other construction materials. For which, the company entered the fixed price contract with the EPC contractor and O&M Contractor so as to manage our exposure to price increases in raw materials. Hence, the sensitivity analysis is not required.

**Credit risk on Financial Assets**

The company engaged in infrastructure development and construction business on Hybrid Annuity mode Basis (HAM) and currently derive the turnover from EPC contracts with NHAI. Payments are typically not secured by any form of credit support such as letters of credit, performance guarantees or escrow arrangements. Credit risk is the risk that counterparty will not meet its obligations under a financial instrument, leading to a financial loss. The Company is exposed to credit risk from its operating activities and from its financing activities, including deposits with banks, and other financial instruments.

Financial assets that are potentially subject to concentrations of credit risk and failures by counter-parties to discharge their obligations in full or in a timely manner consist principally of cash, cash equivalents and trade and other receivables. Credit risk on cash balances with Bank are limited because the counterparties are entities with acceptable credit ratings. The exposure to credit risk for trade receivable is low as its mainly consist of NHAI and amount is received on timely basis within the credit period.

Ageing analysis of the age of trade receivable amounts that are past due as at the end of reporting year but not impaired:

Less than 90 days	Nil	Nil
Over 120 days	Nil	Nil

**Financial instruments and cash deposits**

Credit risk from balances with banks and financial institutions is managed by the Company top management in accordance with the Company's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed by the top management on an annual basis, and may be updated throughout the year subject to approval of the Company's board of directors. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

**Liquidity risk**

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Company's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Company closely monitors its liquidity position and deploys a robust cash management system. It maintains adequate sources of financing including debt and overdraft from banks at an optimised cost.

The Company's maximum exposure relating to financial guarantees and financial instruments is noted in note 21 and the liquidity table

	<b>Less than 1 year</b>	<b>1 to 5 years</b>	<b>&gt;5 years</b>
	(₹ In Lakh)	(₹ In LaKh)	(₹ In Lakh)
As at March 31, 2017			
Borrowings	-	1,225	2,275
Trade and other payables	951	-	-
	<b>951</b>	<b>1,225</b>	<b>2,275</b>

At present, the Company does expects to repay all liabilities at their contractual maturity. In order to meet such cash commitments, the operating activity is expected to generate sufficient cash inflows.

**ASHOKA BAGEWADI SAUNDATTI ROAD LTD.**  
**NOTES TO THE FINANCIAL STATEMENTS FOR YEAR ENDED MARCH 31, 2017**

**Note 26 : First-Time Adoption Of Ind AS :**

Pursuant to the Companies (India Accounting Standard) Rules, 2015, the Group has adopted 31 March 2017 as reporting date for first time adoption of India Accounting Standard (Ind AS) and consequently 1 April 2015 as the transition date for preparation of financial statements. The financial statements for the year ended 31 March 2017, are the first financials, prepared in accordance with Ind AS. Upto the Financial year ended 31 March 2016, the Company prepared its financial statements in accordance with the Accounting Standards notified under the Section 133 of the Companies Act 2013, read together with Companies (Accounts) Rules 2014 (Previous GAAP). For preparing these financial statements, opening balance sheet was prepared as at 1 April 2015 i.e., the date of transition to Ind AS. The figures for the previous periods and for the year ended 31 March 2016 have been restated, regrouped and reclassified, wherever required to comply with Ind AS and Schedule III to the Companies Act 2013 and to make them comparable.

This note explains the principal adjustments made by the Group in restating its financial statements prepared in accordance with Previous GAAP, including the balance sheet as at 1 April 2015 and the financial statements as at and for the year ended 31 March 2016.

**Reconciliation of equity as previously reported under IGAAP to Ind AS** (₹ In Lakh)

Particulars	Foot Note	As at 31 March 2016		
		Previous GAAP	Adjustment	Ind AS
<b>I ASSETS</b>				
<b>1 CURRENT ASSETS</b>				
(a) Financial assets				
(i) Bank balances other than (iii) above		-	-	-
(ii) Other financial assets		-	-	-
(b) Other current assets		0.14	-	0.14
<b>TOTAL CURRENT ASSETS</b>		<b>0.14</b>	<b>-</b>	<b>0.14</b>
<b>TOTAL ASSETS</b>		<b>0.14</b>	<b>-</b>	<b>0.14</b>
<b>I EQUITY &amp; LIABILITIES</b>				
<b>1 EQUITY</b>				
(a) Equity Share Capital		5.00	-	5.00
(b) Other Equity		-0.75	-	-0.75
<b>TOTAL EQUITY</b>		<b>4.25</b>	<b>-</b>	<b>4.25</b>
<b>2 CURRENT LIABILITIES</b>				
(a) Financial liabilities				
(i) Trade payables		0.07	-	0.07
<b>TOTAL CURRENT LIABILITIES</b>		<b>0.07</b>	<b>-</b>	<b>0.07</b>
<b>TOTAL LIABILITIES</b>		<b>0.07</b>	<b>-</b>	<b>0.07</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>4.32</b>	<b>-</b>	<b>4.32</b>

**Reconciliation Statement of Profit and Loss as previously reported under IGAAP to Ind AS for the year ended 31 March 2016**

(₹ In Lakh)

Particulars	Foot Note	Previous GAAP	Adjustment	Ind AS
<b>I Income</b>				
Revenue from Operations		-	-	-
Other Income		-	-	-
<b>Total Income</b>		<b>-</b>	<b>-</b>	<b>-</b>
<b>II Expenses:</b>				
Finance Expenses		0.01	-	0.01
Other Expenses		0.74	-	0.74
<b>Total Expenses</b>		<b>0.75</b>	<b>-</b>	<b>0.75</b>
<b>III Profit before Exceptional, Extraordinary Items and Tax</b>		<b>(0.75)</b>	<b>-</b>	<b>(0.75)</b>
<b>IV Profit before Extra Ordinary Items and Tax</b>		<b>(0.75)</b>	<b>-</b>	<b>(0.75)</b>
<b>V Profit before Tax</b>		<b>(0.75)</b>	<b>-</b>	<b>(0.75)</b>
<b>VI Tax Expense:</b>				
Current Tax		-	-	-
Tax For Earlier Years		-	-	-
Deferred Tax		-	-	-
<b>VII Profit for period from continuing operations</b>		<b>(0.75)</b>	<b>-</b>	<b>(0.75)</b>
<b>VIII Other Comprehensive Income</b>				
<b>IX Total comprehensive income for the period (11+12)</b>		<b>(0.75)</b>	<b>-</b>	<b>(0.75)</b>

As per our report of even date attached  
**For S V A B & Co.**  
 Firm Registration No. 114117W  
 Chartered Accountants

Sd/-

**CA SANJAY V. GOYAL**  
 (Partner)  
 Membership No. 103080

Place: Nashik  
 Date: May 19, 2017

For & on behalf of the Board of Directors  
**Ashoka Bagewadi Saundatti Road Ltd.**

Sd/-

**Paresh C. Mehta**      **Aditya S. Parakh**  
 Director                      Director  
 DIN - 03474498          DIN - 06368409

**Additional Statement Of Notes:****Note 25 : Related party disclosure as required by Ind AS 24 are given below :****1. Name of the Related Parties and Description of Relationship:**

Nature of Relationship	Name of Entity
Holding Company :	Ashoka Buildcon Ltd.
Fellow Subsidiary	Viva Highways Ltd.
Fellow Subsidiary	Ashoka DSC Katni By Pass Ltd.
Fellow Subsidiary	Ashoka Highways (Durg) Ltd.
Fellow Subsidiary	Ashoka Highways (Bhandara) Ltd.
Fellow Subsidiary	Ashoka Belgaum Dharwad Tollway Ltd.
Fellow Subsidiary	Ashoka Sambalpur Baragarh Tollway Ltd.
Fellow Subsidiary	Ashoka Dhankuni Kharagpur Tollway Ltd
Fellow Subsidiary	Ashoka Concessions Ltd.
Fellow Subsidiary	Ashoka Cuttak Angul Tollway Ltd.
Fellow Subsidiary	Ashoka Infrastructure Ltd.
Fellow Subsidiary	Ashoka GVR Mudhol Nipani Roads Ltd
Fellow Subsidiary	Ashoka Highway Research Co. Pvt Ltd
Fellow Subsidiary	Ashoka Hungund Talikot Road Limited
Fellow Subsidiary	Ashoka Infraways Ltd
Fellow Subsidiary	Ashoka Technologies Pvt. Ltd.
Fellow Subsidiary	Ashoka Precon Pvt. Ltd.
Fellow Subsidiary	Unison Enviro Private Limited
Fellow Subsidiary	Ashoka Path Nirman Nasik Pvt Ltd
Fellow Subsidiary	Viva Infrastructure Ltd.

**Key management personnel :**

Key management personnel :	Paresh C. Mehta
Key management personnel :	Aditya S. Parakh
Key management personnel :	Sanjay P. Londhe

**2. Transaction during the Year****Loan Taken**

(₹ in Lakh)

Sr.No	Related Party	Description	For the Year Ended March 31, 2017	For the Year Ended March 31, 2016
1	Ashoka Buildcon Ltd.	Holding Company	15.50	-

**Loan Repaid**

Sr.No	Related Party	Description	For the Year Ended March 31, 2017	For the Year Ended March 31, 2016
1	Ashoka Buildcon Ltd.	Holding Company	15.50	-

**Reimbursement at Cost**

Sr.No	Related Party	Description	For the Year Ended March 31, 2017	For the Year Ended March 31, 2016
1	Ashoka Buildcon Ltd.	Holding Company	26.78	-

**Allotment of Equity Shares:**

Sr.No	Related Party	Description	For the Year Ended March 31, 2017	For the Year Ended March 31, 2016
1	Ashoka Buildcon Ltd.	Holding Company	2,820.00	5.00

**Subcontract Charges**

Sr.No	Related Party	Description	For the Year Ended March 31, 2017	For the Year Ended March 31, 2016
1	Ashoka Buildcon Ltd.	Holding Company	4,330.43	-

**Mobilisation Advance**

Sr.No	Related Party	Description	For the Year Ended March 31, 2017	For the Year Ended March 31, 2016
1	Ashoka Buildcon Ltd.	Holding Company	2,630.00	-

**3.Outstanding Balances as on 31.03.2017:****Subcontract Charges**

Sr.No	Related Party	Description	For the Year Ended March 31, 2017	For the Year Ended March 31, 2016
1	Ashoka Buildcon Ltd.	Holding Company	684.00	-

**Mobilisation Advance**

Sr.No	Related Party	Description	For the Year Ended March 31, 2017	For the Year Ended March 31, 2016
1	Ashoka Buildcon Ltd.	Holding Company	2,630.00	-

As per our report of even date attached  
For S V A B & Co.

Firm Registration No. 114117W  
Chartered Accountants

Sd/-

**CA SANJAY V. GOYAL**  
(Partner)  
DIN - 03474498

Place: Nashik  
Date: May 19, 2017

For & on behalf of the Board of Directors  
Ashoka Bagewadi Saundatti Road Ltd.

Sd/-

**Paresh C. Mehta**  
Director  
DIN - 03474498

Sd/-

**Aditya S. Parakh**  
Director  
DIN - 06368409