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ASHOKA SAMBALPUR BARAGARH TOLLWAY LIMITED

**ANNUAL REPORT
2015-16**

BOARD OF DIRECTORS

| | |
|----------------------|----------------------|
| Mr. Ashok Katariya | Director |
| Mr. Ashish Kataria | Director |
| Mr. Anil Gandhi | Director |
| Mr. Gyanchand Daga | Independent Director |
| Mr. Sunanda Dandekar | Independent Director |

AUDITORS

M/s. M. P. Chitale & Co., Chartered Accountants, Mumbai

REGISTERED OFFICE

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

BANKERS

1. Punjab National Bank
2. Axis Bank Limited
3. Bank of Baroda
4. Bank of India
5. India Infrastructure Finance Company Limited



ASHOKA SAMBALPUR BARAGARH TOLLWAY LIMITED

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the Sixth Annual General Meeting of ASHOKA SAMBALPUR BARAGARH TOLLWAY LIMITED will be held on Friday, August 05, 2016 at 4.00 p.m. at the registered office at – 206, 2nd Floor, 79, Daryaganj, New Delhi - 110 002 to transact the following businesses :

ORDINARY BUSINESS

1. To receive, consider and adopt the Financial Statements including Balance Sheet as at March 31, 2016, 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. Ashish A. Kataria, (DIN- 00580763) as Director, who retires by rotation and being eligible offers himself for re-appointment.

“RESOLVED THAT Mr. Ashish A. Kataria, (DIN- 00580763), 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 of the Company for financial year 2016-17 and to fix their remuneration and in this regard to consider and pass the following resolution, as an ordinary resolution, with or without modification(s):

“RESOLVED THAT pursuant to provisions of Sections 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, pursuant to the recommendations of the Audit Committee of the Board of Directors and pursuant to the resolution passed by the Members at the AGM held on September 11, 2015 the appointment of M/s M. P. Chitale & Co., Chartered Accountants, Mumbai, (Firm Registration No. 101851 W), as the auditors of the Company to hold office till the conclusion of the AGM to be held for the financial year 2016-17 be and is hereby ratified and that Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year 2016-17 as may be determined by the Audit Committee in consultation with the Auditors.”

For and on behalf of Board

**Place : Nasik
Date : 11-05-2016**

**Sd/-
(Ashish A. Kataria)
Chairman of the meeting
DIN-00580763**

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.



ASHOKA SAMBALPUR BARAGARH TOLLWAY LIMITED

BOARD'S REPORT

Dear Shareholders,

We feel pleasure in presenting Sixth Annual Report of the Company for the year ended March 31, 2016.

(1) FINANCIAL RESULTS

Financial results of the Company for the period from April 01, 2015 to March 31, 2016.

| Particulars | (Rs. in Lacs except EPS) | |
|--|--------------------------|-----------|
| | 2015-2016 | 2014-2015 |
| Total Receipts / Gross Sales & Operating Income | 4961.16 | 2169.11 |
| Gross Profit /(loss) before Depreciation, Amortization and Tax | (7599.56) | (4173.16) |
| Depreciation and amortization | 849 | 413.56 |
| Profit/(loss) before Tax | (8448.56) | (4586.72) |
| Provision for Taxation | - | - |
| Profit/(loss) after Tax | (8448.56) | (4586.72) |
| Earnings per share of Rs. 10/- each | | |
| Basic | (339.46) | (184.29) |
| Diluted | (265.87) | (144.34) |

(2) OPERATIONS

The Company has been floated as a SPV for executing the project viz. "To carry on the business of Designing, Building, Financing, Operation and Maintenance of Four Laning of Sambalpur-Baragarh-Orissa/Chattisgarh Border Section of NH-6 KM 0.00 to KM 88.00 (Length 88.00 KM) in the State of Orissa to be executed on BOT (Toll) Project on DBFOT pattern under NHDP Phase III". The project achieved substantial completion on its construction in the year and capitalized the asset and started commercial operation from October 1, 2014.

(3) DIVIDEND

Since your Company has incurred loss of Rs. 8448.56 lacs during the year, the Directors have not recommended any Dividend for the financial year 2015-2016.

(4) NUMBER OF MEETINGS HELD:

A. Board Meetings.

The Board of Directors duly met 06 times during the financial year 2015-16 as follows.

| Sr. No. | Date of Meetings |
|----------------|-------------------------|
| 1 | 29.04.2015 |
| 2 | 23.07.2015 |
| 3 | 28.07.2015 |
| 4 | 05.11.2015 |
| 5 | 19.01.2016 |
| 6 | 11.03.2016 |

Attendance

| Sr. No | Name | No. of meetings held | No. of meetings attended |
|---------------|-------------------------|-----------------------------|---------------------------------|
| 1 | Mr. Ashok M. Katariya | 6 | 6 |
| 2 | Mr. Ashish Kataria | 6 | 6 |
| 3 | Mr. Anil S. Gandhi | 6 | 6 |
| 4 | Mr. Gyan Chand Daga | 6 | 4 |
| 5 | Ms. Sunanda V. Dandekar | 6 | 4 |

Note: Mr. Gyan Chand Daga & Ms. Sunanda V. Dandekar was appointed as an Independent Director on the Board w.e.f. March 31, 2015.

B. Audit Meetings

The Members of Audit Committee duly met 4 times during the financial year 2015-16 as follows.

| Sr. No. | Date of Meetings |
|----------------|-------------------------|
| 1 | 29.04.2015 |
| 2 | 23.07.2015 |
| 3 | 05.11.2015 |
| 4 | 19.01.2016 |

Attendance

| Sr. No. | Name | Nos. of meetings held | Nos. of meetings attended |
|----------------|--------------------------|------------------------------|----------------------------------|
| 1 | Mr. Ashish Ashok Kataria | 4 | 4 |

| | | | |
|---|----------------------------|---|---|
| 2 | Mr. Gyan Chand Daga | 4 | 4 |
| 3 | Ms Sunanda Vishnu Dandekar | 4 | 4 |

Note: Mr. Gyan Chand Daga & Ms. Sunanda V. Dandekar have been appointed as Independent Director.

(c) Meeting of Independent Directors

During the year, the Independent Directors met once on March 11, 2016. The Independent Directors, inter-alia, appreciated timeliness and quality of information sharing by the Management of the Company.

(5) COMMITTEE

A) AUDIT COMMITTEE

The Board of Directors of Company has constituted Audit Committee on March 31, 2015.

| Name | Status | Category |
|---------------------|----------|-------------------------------|
| Ashish A, Kataria | Chairman | Non-Executive |
| Gyanchand Daga | Member | Non-Executive and Independent |
| Sunanda V. Dandekar | Member | Non-Executive and Independent |

B) NOMINATION AND REMUNERATION COMMITTEE

The Board of Directors of Company has constituted Nomination and Remuneration Committee on March 31, 2015.

| Name | Status | Category |
|-----------------------|----------|-------------------------------|
| Anil Shantilal Gandhi | Chairman | Non-Executive |
| Gyan Chand Daga | Member | Non-Executive and Independent |
| Sunanda V. Dandekar | Member | Non-Executive and Independent |

(6) DIRECTORS:

i) 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. Ashish A. Kataria (DIN: 00580763), 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) AUDITORS

STATUTORY AUDITORS

The Company's Auditors, M/s M. P. Chitale & Co., Chartered Accountants, Mumbai, (Firm Registration No. 101851 W) who retire at the ensuing Annual General Meeting of the

Company are eligible for re-appointment. They have confirmed their eligibility under Section 141 of the Companies Act, 2013 and the Rules framed thereunder for re-appointment as Auditors of the Company.

(8) PUBLIC DEPOSITS

The Company has not accepted deposits u/s 73 of the Companies Act, 2013 during the F.Y. 2015-2016.

(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 that were entered during the financial year were on an arm's length basis and were 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 omnibus approval 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) DISCLOSURE RELATING TO REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND PARTICULARS OF EMPLOYEES

In accordance with Section 178 and other applicable provisions if any, of the Companies Act, 2013 read with the Rules issued thereunder, the Board of Directors at their meeting held on May 06, 2015 formulated the Nomination and Remuneration Policy of your Company on the recommendations of the Nomination and Remuneration Committee. The Remuneration Policy has been annexed to this Report as **Annexure III**.

(14) ACCOUNTS

The accounts read together with the Notes to Accounts are self-explanatory and do not call for any further explanation.

(15) CORPORATE SOCIAL RESPONSIBILITY (CSR):

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

(16) VIGIL MECHANISM:

In pursuance of the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established. The Vigil Mechanism has been enclosed as part of this report as **Annexure IV**.

(17) 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.

(18) 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**.

(19) DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the requirement of Section 134 of the Companies Act, 2013, the Board of Directors hereby 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.

(21) ACKNOWLEDGEMENT

The Board of Directors place on record their deep appreciation to the State Government, financial institutions, 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

**Place: Nasik
Date : 11.05.2016**

**Sd/-
(ASHISH A. KATARIA)
Chairman
DIN-00580763**

**Annexure I
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 | U45204DL2010PLC203890 |
| ii | Registration Date | 09.06.2010 |
| iii | Name of the Company | ASHOKA SAMBALPUR BARAGARH TOLLWAY LIMITED |
| 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):- | No. |

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 | Toll Collection | 63 | 86.83% |
| 2 | Construction (Contract Receipt) | 45 | 12.87% |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

| | |
|--|----------|
| No. of Companies for which information is being filled | 1 |
|--|----------|

| Sr. No. | NAME AND ADDRESS OF THE COMPANY | CIN/GLN | HOLDING/ SUBSIDIARY /ASSOCIATE | % of shares held | Applicable Section |
|---------|---------------------------------|-----------------------|--------------------------------|------------------|--------------------|
| 1 | Ashoka Concessions Limited | U45201MH2011PLC215760 | Holding Company | 100% | 2(46) |

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 | |
| A. Promoter s | | | | | | | | | |
| (1) Indian | | | | | | | | | |
| a) Individual/ HUF | 0 | 0 | 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. | 2,488,800 | 6 | 2488806 | 100% | 2,488,800 | 6 | 2488806 | 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% |
| (2) Foreign | | | | | | | | | |
| 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% |
| Total shareholding of Promoter (A) | 2,488,800 | 6 | 2,488,806 | 100% | 2,488,800 | 6 | 2,488,806 | 100% | 0% |
| B. Public Shareholding | | | | | | | | | |
| 1. Institutions | | | | | | | | | |
| 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% |
| Sub-total (B)(1):- | 0 | 0 | 0 | 0% | 0 | 0 | 0 | 0 | 0% |

| | | | | | | | | | |
|--|-----------|---|-----------|------|-----------|---|-----------|------|----|
| 2. Non-Institutions | | | | | | | | | |
| 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% |
| Sub-total (B)(2):- | 0 | 0 | 0 | 0% | 0 | 0 | 0 | 0% | 0% |
| Total Public Shareholding (B)=(B)(1)+ (B)(2) | 0 | 0 | 0 | 0% | 0 | 0 | 0 | 0% | 0% |
| C. Shares held by Custodian for GDRs & ADRs | 0 | 0 | 0 | 0% | 0 | 0 | 0 | 0% | 0% |
| Grand Total (A+B+C) | 2,488,800 | 6 | 2,488,806 | 100% | 2,488,800 | 6 | 2,488,806 | 100% | 0% |

ii Shareholding of Promoters

| SI No. | Shareholder's Name | Shareholding at the beginning of the year | | | Shareholding 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 Concessions Limited | 2,488,806 | 100% | 51% | 2,488,806 | 100% | 51% | 0% |
| | TOTAL | 2,488,806 | 100% | 51% | 2,488,806 | 100% | 51% | 0% |

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 | 2,488,806 | 100% | 2,488,806 | 100% |
| Changes During the Year | 0 | 0% | 0 | 0% |
| At the End of the year | 2,488,806 | 100% | 2,488,806 | 100% |

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

There is no shareholder other than Directors and Promoters.

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

None of the Directors and KMPs hold any shares.

V **INDEBTEDNESS**

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

| Indebtedness at the beginning of | Secured Loans | Unsecured Loans | Deposits | Total Indebtness |
|--|----------------------------------|-----------------|----------|------------------|
| i) Principal Amount | 8,000,342,833 | 1,535,588,500 | | 9,535,931,333 |
| ii) Interest due but not paid | - | - | | - |
| iii) Interest accrued but not due | - | - | | - |
| Total (i+ii+iii) | 8,000,342,833 | 1,535,588,500 | - | 9,535,931,333 |
| Change in Indebtedness during the financial year | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtness |
| * Addition | 91,000,000 | 1,028,220,000 | | 1,119,220,000 |
| * Reduction | 7,997,811 | - | | 7,997,811 |
| Net Change | 83,002,189 | 1,028,220,000 | - | 1,111,222,189 |
| Indebtedness at the end of the financial year | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtness |
| i) Principal Amount | 8,083,345,022 | 2,563,808,500 | - | 10,647,153,522 |
| ii) Interest due but not paid | - | - | - | - |
| iii) Interest accrued but not due | 22,329,708 | - | - | 22,329,708 |
| Total (i+ii+iii) | 8,105,674,730 | 2,563,808,500 | - | 10,669,483,230 |

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 has drawn remuneration in FY 2015-16 .

B. Remuneration to other directors:

| Sl. no. | Particulars of Remuneration | Name of Directors | | | | Total Amount |
|---------|--|-------------------|-------------------------|------------------|----------------|--------------|
| | | Michael Pinto | Sharadchandra Abhyankar | Sunanda Dandekar | Gyanchand Daga | |
| 1 | Independent Directors | | | | | |
| | Fee for attending board | | | 90,000 | 90,000 | 180,000 |
| | Commission | 0 | 0 | 0 | 0 | 0 |
| | Others, please specify | 0 | 0 | 0 | 0 | 0 |
| | Total (1) | 0 | 0 | 90,000 | 90,000 | 180,000 |
| 2 | Other Non-Executive | | | | | |
| | Fee for attending board committee meetings | 0 | 0 | 0 | 0 | 0 |
| | Commission | 0 | 0 | 0 | 0 | 0 |
| | Others, please specify | 0 | 0 | 0 | 0 | 0 |
| | Total (2) | 0 | 0 | 0 | 0 | 0 |
| | Total (B)=(1+2) | 0 | 0 | 90,000 | 90,000 | 180,000 |
| | Total Managerial Remuneration | 0 | 0 | 90,000 | 90,000 | 180,000 |
| | Overall Ceiling as per the Act | N.A. | | | | |

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

None of the KMPs has drawn remuneration in FY 2015-16.

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

Place : Nashik
Date : 11-05-2016

For and on behalf of Board of Directors

Sd/-
(Mr. Ashish A. Kataria)
Chairman of the meetin
DIN-00580763

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 has drawn remuneration in FY 2015-16 .

B. Remuneration to other directors:

| Sl. no. | Particulars of Remuneration | Name of Directors | | Total Amount |
|---------|--|-------------------|----------------|--------------|
| | | Sunanda Dandekar | Gyanchand Daga | |
| 1 | Independent Directors | | | |
| | Fee for attending board | 90,000 | 90,000 | 180,000 |
| | Commission | 0 | 0 | 0 |
| | Others, please specify | 0 | 0 | 0 |
| | Total (1) | 90,000 | 90,000 | 180,000 |
| 2 | Other Non-Executive | | | |
| | Fee for attending board committee meetings | 0 | 0 | 0 |
| | Commission | 0 | 0 | 0 |
| | Others, please specify | 0 | 0 | 0 |
| | Total (2) | 0 | 0 | 0 |
| | Total (B)=(1+2) | 90,000 | 90,000 | 180,000 |
| | Total Managerial Remuneration | 90,000 | 90,000 | 180,000 |
| | Overall Ceiling as per the Act | N.A. | | |

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

None of the KMPs has drawn remuneration in FY 2015-16.

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

Place : Nashik
Date : 11-05-2016

Sd/-
(Mr. Ashish A. Kataria)
Chairman of the meeting
DIN-00580763

Annexure – III

ASHOKA SAMBALPUR BARAGARH TOLLWAY LIMITED

REMUNERATION POLICY

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

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

Guiding principles

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

Remuneration Policy

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

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

ASHOKA SAMBALPUR BARAGARH TOLLWAY LIMITED

Vigil Mechanism / Whistle Blower Policy

Introduction

Ashoka Sambalpur Baragarh Tollway Limited (**"the Company"**) believes in conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior. The Company is committed to develop a culture where it is safe for all employees to raise concerns about any fraudulent or unacceptable practice and any event of misconduct.

Vigil Mechanism / Whistle Blower Policy (**"the Policy"**) is a device to help alert and responsible individuals to bring to the attention of the Management, promptly and directly, any unethical behavior, suspected fraud or abrasion or irregularity in the Company practices which is not in line with Code of Business Principles or the law of the land, without any fear or threat of being victimised.

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

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

a) **Address for Communication :**

If any Director / Employee comes across any information detrimental to the interest of the Company, the same should be intimated immediately to the Compliance Officer. The procedure as outlined hereunder will be adopted to deal with such concerns / grievances.

The Whistle Blower shall send his/her Grievance / Complaint ("Complaint") in written form to the following address.

To,
Mr. Ashish A. Kataria,
Director,
Ashoka Sambalpur Baragarh Tollway Limited
206, 2nd Floor, 79, Daryaganj,
New Delhi - 110 002.

Mr. Ashish A. Kataria, Director of the Company, is designated as Compliance Officer of the Company, reporting to Chairman of the Audit Committee.

The concerns / grievances shall be sent to the Chairman of the Audit Committee.

The concerns / grievances shall be received in writing by the Compliance Officer duly signed by the complainant. The employee making the complaint shall identify oneself while reporting a concern. Anonymous Reports shall not be considered for further action.

Employees can raise a concern to his supervisor / Manager or a member of the Management. Alternatively, an employee can raise a concern directly to the Compliance Officer in writing.

The Complaint raised will be placed before an appropriate Committee for investigation. The Committee will investigate the Complaint and if it finds no merit or materiality in the Complaint, the said Complaint will be closed and intimation will be sent to Whistle Blower within reasonable period and in any case not exceeding 90 days from the receipt of Complaint.

However, if any merit is found in the Complaint, the Compliance Officer in consultation with the Management will nominate an Investigating Officer who will conduct the investigations directly or through a team formed by the Compliance Officer depending on the nature of the concern. On receipt of the investigation report the Compliance Officer will submit his Report to the Audit Committee who will take a decision on the action to be initiated regarding the concern raised.

The Committee shall give an opportunity of being heard to the Whistle Blower and the investigation will be conducted following the principles of natural justice. In case of any criminal action that may be required/advised to be initiated, the Chairman of the Company will take a final decision.

b) Protection

- (A) No unfair treatment will be given to a Whistle Blower by virtue of his/her having reported a Protected Disclosure under this Policy. The Company, as a policy, condemns any kind of discrimination, harassment, victimization of Whistle Blower. Complete protection will, be given to Whistle Blower against any unfair practice like threat or termination / suspension of service, disciplinary action, or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties/functions including making further Protected Disclosure.
- (B) The Company will do its best to protect confidentiality of an identity of the Whistle Blower.
- (C) If the Whistle Blower makes an allegation in good faith, which is not confirmed by the investigation, no action will be taken against the Whistle Blower. However, if a complaint is found to be malicious or vexatious or made with any ulterior motive or malafide intention, appropriate disciplinary action will be taken.
- (D) The Company will not entertain anonymous / frivolous grievance.

c) Reporting:

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

d) Coverage of Policy:

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

- a) Abuse of authority;
- b) Breach of contract;
- c) Negligence causing substantial and specific danger to public health and safety;
- d) Manipulation of company data/records;
- e) Financial irregularities, including fraud, or suspected fraud;
- f) Criminal offense;
- g) Pilferation of confidential/propriety information;
- h) Deliberate violation of law/regulation;
- i) Wastage/misappropriation of company funds/assets;
- j) Breach of employee Code of Conduct or Rules; and
- k) Any other unethical, biased, favoured, imprudent event

The above Vigil Mechanism has been approved at the meeting of Board of Directors of the Company. The same will be effective from March 31, 2015.

| |
|---|
| INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ASHOKA SAMBALPUR BARAGARH TOLLWAY LIMITED |
|---|

1. Report on the Financial Statements

We have audited the accompanying financial statements of **Ashoka Sambalpur Baragarh Tollway Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2016, and the Statement of Profit and Loss and Cash Flow Statement for the period then ended, and a summary of significant accounting policies and other explanatory information hereinafter referred to as financial statement.

2. 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 financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

3. Auditor's Responsibility

- 3.1 Our responsibility is to express an opinion on these financial statements based on our audit.
- 3.2 We have taken into account the provisions of the Act, 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 there under.
- 3.3 We conducted our audit 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 financial statements are free from material misstatement.

- 3.4 An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statement that give true and fair view, 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 Company's Directors, as well as evaluating the overall presentation of the financial statements.
- 3.5 We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

4. Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2016 and its loss and its cash flows for the year ended on that date.

5. Report on Other Legal and Regulatory Requirements

- (i) As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, a statement on the matters specified in paragraphs 3 and 4 of the Order is attached as Annexure A.
- (ii) 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, and Cash Flow Statement dealt with by this Report are in agreement with the books of account
 - d. In our opinion, the aforesaid financial statements 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. 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, 2016, from being appointed as a director in terms Section 164 (2) of the Act.
 - f. With respect of adequacy of the internal financial controls over financial reporting of the Company and operating effectiveness of such controls, refer to our separate report in “Annexure B”.
6. 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 it which would impact its financial position
 - (ii) The Company was not required to make any provisions for material foreseeable losses in respect of long term contracts, including derivative contract
 - (iii) The Company was not required to deposit or pay any dues in respect of the Investor Education and Protection Fund during the year.

For M P Chitale & Co.
Chartered Accountants
ICAI FR No. 101851W

Ashutosh Pednekar
Partner
ICAI M No. 041037

Place: Nashik
Date: May 11, 2016

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT
(Referred to in paragraph 5(i) of our report of even date)

1. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The Management has conducted physical verification of major fixed assets during the year. We are informed that no material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and on the basis of books and records examined by us, Company does not have immovable property. Hence, this clause is not applicable.
2. Since, the company does not have inventory; this clause is not applicable.
3. (a),(b) & (c) Since, the Company has not granted any loans, secured or unsecured to the parties covered in the register maintained u/s 189 of the Companies Act, 2013, these clauses are not applicable..
4. According to the information and explanations given to us the Company has not given any loans, investment, guarantees and security. Hence, this clause is not applicable.
5. According to the information and explanations given to us, the Company has not accepted deposits from the public in terms of provisions of sections 73 to 76 of the Companies Act, 2013.
6. According to the information and explanations given to us, pursuant to rules prescribed by the Central Government for the maintenance of cost records under section 148 (1) of the Companies Act, 2013, we have broadly reviewed these cost records and are of the opinion that prima facie, the prescribed records have been made and maintained by the Company.
7. (a) According to the information and explanations given to us and on the basis of books and records examined by us, in our opinion, undisputed statutory dues including provident fund, employees state insurance, income tax, sales tax, service tax, custom duty, value added tax, cess and other material statutory dues have generally been regularly deposited with the appropriate authorities. There are no statutory dues that are outstanding as of March 31, 2016 for a period of more than six months.

- (b) As at the year-end, according to the records of the Company and information and explanations given to us, there are no disputed dues in respect of income tax, sales tax, custom duty, excise duty, cess, wealth tax, service tax which have not been deposited with appropriate authorities.
8. As per the books and records maintained by the Company and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to banks and financial institutions. Further, the Company has neither issued debentures nor borrowed any funds from Government.
9. According to the information and explanations given to us, the company has applied proceeds of term loans disbursed during the year from bank/Financial institutions for the purpose for which those were disbursed. Further, the company has not raised money by way of a public offer.
10. According to the information and explanations given to us and on the basis of representation of the management which we have relied upon, no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
11. According to the information and explanations given to us, managerial remuneration has been paid in accordance with the provisions of section 197 read with Schedule V to the Companies Act, 2013
12. Since the Company is not a Nidhi Company, this clause is not applicable to the Company.
13. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statement as required by the applicable accounting standards.
14. According to the information and explanations given to us and based on our examination of the records of the Company has not made any referential allotment or private placement of shares or fully or partly convertible debentures during the year. Hence, this clause is not applicable.
15. According to the information and explanations given to us and based on our examination of the records of the Company has not entered into non cash transactions with directors or person connected with him. Hence, this clause is not applicable.

16. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For M P Chitale & Co.
Chartered Accountants
ICAI FR No. 101851W

Ashutosh Pednekar
Partner
ICAI M No. 041037

Place: Nashik
Date: May 11, 2016

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| |
|---|
| <p style="text-align: center;">ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT (Referred to in paragraph 5(ii) (f) of our report of even date)</p> |
|---|

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 Sambalpur Baragarh Tollway Limited (“the Company”) as of 31st March, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note issued by ICAI and the Standards on Auditing, prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were 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 audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2016, 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 issued by the ICAI.

For M P Chitale & Co.
Chartered Accountants
ICAI FR No. 101851W

Ashutosh Pednekar
Partner
ICAI M No. 041037

Place: Nashik
Date: May 11, 2016

ASHOKA SAMBALPUR BARAGARH TOLLWAY LIMITED
CIN No: U45204DL2010PLC203890
BALANCE SHEET AS AT MARCH 31, 2016



| | Note No. | As at 31-Mar-2016 (₹ In Lacs) | As at 31-Mar-2015 (₹ In Lacs) |
|---|--------------|-------------------------------------|-------------------------------------|
| I EQUITY & LIABILITIES | | | |
| 1 Shareholders' Funds | | | |
| (a) Share Capital | 1 | 312.38 | 312.38 |
| (b) Reserves & Surplus | 2 | 8,146.16 | 16,594.72 |
| | | 8,458.54 | 16,907.10 |
| 2 Non-Current Liabilities | | | |
| (a) Long-Term Borrowings | 3 | 106,314.09 | 95,278.31 |
| (b) Other Long Term Liabilities | 4 | 7,202.49 | 10,690.60 |
| (c) Long-Term Provisions | 5 | 1,973.82 | 724.83 |
| | | 115,490.40 | 106,693.74 |
| 3 Current Liabilities | | | |
| (a) Trade Payables | 6 | 378.54 | 26.08 |
| (b) Other Current Liabilities | 7 | 587.53 | 335.49 |
| (c) Short-term Provisions | 8 | 0.13 | 0.14 |
| | | 966.20 | 361.71 |
| | Total | 124,915.14 | 123,962.55 |
| II ASSETS | | | |
| 1 Non-Current Assets | | | |
| (a) Fixed Assets | 9 | | |
| (i) Tangible Assets | | 86.31 | 108.84 |
| (ii) Intangible Assets | | 116,714.92 | 117,515.12 |
| | | 116,801.23 | 117,623.96 |
| (iii) Intangible Assets under development | | 7,607.15 | 6,023.79 |
| (b) Long-Term Loans & Advances | 10 | 115.11 | 145.22 |
| | | 124,523.49 | 123,792.97 |
| 2 Current Assets | | | |
| (a) Current Investments | 11 | 1.00 | - |
| (b) Cash and Bank Balances | 12 | 337.22 | 84.30 |
| (c) Short-Term Loans and Advances | 13 | 44.31 | 73.91 |
| (d) Other Current Assets | 14 | 9.12 | 11.37 |
| | | 391.65 | 169.58 |
| | Total | 124,915.14 | 123,962.55 |
| Additional Statement of Notes | 20 | | |
| Significant Accounting Policies | 21 | | |

As per our report of even date attached

For M.P. CHITALE & Co.
Chartered Accountants

For and on behalf of the Board of Directors

(Ashutosh Pednekar)
Partner

(Ashok M.Katariya)
Director
DIN :00112240

(Ashish A.Katariya)
Director
DIN :00580763

Place: Nashik
Date: May 11th, 2016

Place: Nashik
Date: May 11th, 2016

ASHOKA SAMBALPUR BARAGARH TOLLWAY LIMITED
CIN NO: U45204DL2010PLC203890
PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED MARCH 31,2016



| | Note No. | For the Year ended 31-Mar-2016 (₹ In Lacs) | For the Period ended 31-Mar-2015 (₹ In Lacs) |
|--|----------|---|---|
| I Revenue from Operations | | | |
| Toll Collection | | 4,307.58 | 1,817.43 |
| Contract Receipts | | 638.58 | 310.65 |
| | | 4,946.16 | 2,128.08 |
| II Other Income | 15 | 15.00 | 41.02 |
| III Total Revenue (I+II) | | 4,961.16 | 2,169.10 |
| IV Expenses: | | | |
| Operating Expenses | 16 | 2,455.03 | 1,338.22 |
| Employee Benefits Expenses | 17 | 53.73 | 26.94 |
| Finance Cost | 18 | 9,974.74 | 4,891.21 |
| Depreciation and Amortisation Expenses | 9 | 849.00 | 413.56 |
| Other Expenses | 19 | 77.22 | 85.89 |
| V Total Expenses | | 13,409.72 | 6,755.82 |
| VI (Loss) for the period (II- IV) | | (8,448.56) | (4,586.72) |
| VI Earnings per Equity Share: | | | |
| Basic | | (339.46) | (184.29) |
| Diluted | | (265.87) | (144.34) |
| Additional Statement of Notes | 20 | | |
| Significant Accounting Policies | 21 | | |

As per Our Report of Even Date
For M. P. CHITALE & CO.
Chartered Accountants

For and on behalf of the Board of Directors

(Ashutosh Pednekar)
Partner

(Ashok M.Katariya) (Ashish A.Katariya)
Director Director
DIN :00112240 DIN :00580763

Place: Nashik
Date: May 11th, 2016

Place: Nashik
Date: May 11th, 2016

ASHOKA SAMBALPUR BARAGARH TOLLWAY LIMITED
CIN NO: U45204DL2010PLC203890
CASH FLOW STATEMENT FOR THE PERIOD ENDED MARCH 31, 2016



| | Year Ended 31.03.2016 | | Year Ended 31.03.2015 | |
|---|-----------------------|------------|-----------------------|-------------|
| | (₹ in Lacs) | | (₹ in Lacs) | |
| A CASH FLOW FROM OPERATING ACTIVITIES : | | | | |
| Net Profit/(Loss) Before Extraordinary Items and Taxation | | (8,448.56) | | (4,586.72) |
| Adjustment for : | | | | |
| Depreciation | 849.00 | | 420.42 | |
| Profit/Loss on sale of Mutual Funds | (10.99) | | (38.07) | |
| Interest on Loans | 9,934.69 | | | |
| | | 10,772.71 | | 382.35 |
| Operating Profit Before Changes in Working Capital | | 2,324.14 | | (4,204.37) |
| Adjustments for changes in Operating Assets / Liabilities | | | | |
| (Increase) / Decrease in Operating Receivables | 65.11 | | 4,277.46 | |
| Increase / (Decrease) in Operating Payables | (1,934.37) | (1,869.26) | 185.51 | 4,462.97 |
| Cash Generated from operations | | 454.89 | | 258.60 |
| Income Tax | | (3.15) | | 18.03 |
| | | - | | - |
| NET CASH FLOW FROM OPERATING ACTIVITIES | | 451.73 | | 276.63 |
| B CASH FLOW FROM INVESTING ACTIVITIES : | | | | |
| Purchase of Assets | (26.28) | | (153.92) | |
| (Increase) in Intangible Assets under development | (1,583.35) | | (30,863.02) | |
| (Purchase)/Sale Mutual Fund | 9.99 | | 1,933.73 | |
| | | (1,599.65) | | (29,083.21) |
| NET CASH USED IN INVESTING ACTIVITIES | | (1,599.65) | | (29,083.21) |
| C CASH FLOW FROM FINANCING ACTIVITIES | | | | |
| Proceeds from Borrowing | 11,192.20 | | 28,104.58 | |
| Repayment of Loan | (79.98) | | | |
| Interest Paid | (9,711.39) | | - | |
| NET CASH RECEIPT FROM FINANCING ACTIVITIES | | 1,400.83 | | 28,104.58 |
| Net Increase In Cash & Cash Equivalents | | 252.92 | | (702.01) |
| Cash and Cash Equivalents at the beginning of the period | | 84.30 | | 786.31 |
| Cash and Cash Equivalents at the end of the year | | 337.22 | | 84.30 |
| Notes : | | | | |
| 1.The Operating Receivables consist of Trade Receivables, Short-term and Long-term Loans and Advances and Other Current Assets. | | | | |
| 2.The Operating Payables consist of Long-term Laibilities, Trade Payables, Long-term & Short-term Provisions and Other Current Liabilities. | | | | |
| 3.Cash & Cash Equivalents comprise of balance with Bank in Current Account, Cash on hand & Deposits maturing within three months from March 31, 2016. | | | | |

As per Our Report of Even Date
For M. P. CHITALE & CO.
Chartered Accountants

For and on behalf of the Board of Directors

(Ashutosh Pednekar)
Partner

(Ashok M.Katariya)
Director
DIN :00112240

(Ashish A.Katariya)
Director
DIN :00580763

Place: Nashik
Date: May 11th, 2016

Place: Nashik
Date: May 11th, 2016

COMPANY OVERVIEW:

Ashoka Sambalpur Baragarh Tollway Pvt. Ltd. (the Company) is a Special Purpose Entity incorporated on June 9, 2010 under the provisions of the Companies Act, 1956. In pursuance of the contract with the National Highway Authority of India Limited (the Employer) to design, engineer, finance, construct and maintain Sambalpur Baragarh Section of NH-6 from km 000.000 to km 88.000 in the state of Orissa on Build, Operate and Transfer (BOT) basis under NHDP Phase-III. The said BOT contract does not make the Company owner of the road but entitles it to "Toll Collection Rights" in exchange of the construction cost incurred while constructing the road. The concession period is 30 (Thirty) Years including estimated construction period of 910 days. The construction of the entire project has been sub-contracted to Ultimate holding company, viz. Ashoka Buildcon Ltd, as an EPC contractor.

NOTE - 1 : SHARE CAPITAL

(In ₹ Lacs)

| Particulars | As at 31-Mar-2016 | As at 31-Mar-2015 |
|---|-------------------|-------------------|
| 1 Authorised Share Capital | | |
| 42,50,000 (P.Y.42,50,000) Equity Shares of ₹10 each | 425.00 | 425.00 |
| 70,000 (P.Y.70,000) Preference Shares of ₹100 each | 70.00 | 70.00 |
| Total | 495.00 | 495.00 |
| 2 Issued, Subscribed and Paid-up (fully paid-up) : | | |
| 24,88,806 (P.Y.24,88,806) Equity Shares of ₹10 each | 248.88 | 248.88 |
| 63,495 (P.Y.63,495) 1% Non-cumulative Convertible Preference Shares ₹100 each | 63.50 | 63.50 |
| Total | 312.38 | 312.38 |

3 1% Non-cumulative, Convertible Preference Shares:

| No. of Shares Preference Shares | Convertible into Equity Shares (in Nos.) | Date of Conversion |
|---------------------------------|--|--------------------|
| 53,925 | 593,175 | 31-Dec-22 |
| 9,570 | 95,700 | 31-Dec-22 |
| 63,495 | 688,875 | |

4 Reconciliation of No of Shares Outstanding

| Class of Shares | As at 31-Mar-2016 | | As at 31-Mar-2015 | |
|---------------------------------------|-------------------|--------------------|-------------------|---------------|
| | Equity Shares | Preference Shares* | Equity Shares | Preference |
| Outstanding as per last balance sheet | 2,488,806 | 63,495 | 2,488,806 | 63,495 |
| Addition during the period | - | - | - | - |
| Matured during the period | - | - | - | - |
| Outstanding as at 31-March-2016 | 2,488,806 | 63,495 | 2,488,806 | 63,495 |

(*) 1% Non-cumulative, Convertible Preference Shares

5 Details of Shares in the Company held by each share holder holding more than 5% Shares

| Name of the Company | Equity Shares | |
|---|-------------------|-------------------|
| | As at 31-Mar-2016 | As at 31-Mar-2015 |
| | No. of Shares | No. of Shares |
| Ashoka Concessions Ltd. (Holding Company) | 2,488,806 | 2,488,806 |
| Total | 2,488,806 | 2,488,806 |

| Name of the Company | Preference Shares | |
|---|-------------------|-------------------|
| | As at 31-Mar-2016 | As at 31-Mar-2015 |
| | No. of Shares | No. of Shares |
| Ashoka Concessions Ltd. (Holding Company) | 63,494 | 63,494 |
| Total | 63,494 | 63,494 |

NOTE - 2 : RESERVES & SURPLUS

(In ₹ Lacs)

| Particulars | As at 31-Mar-2016 | As at 31-Mar-2015 |
|---|-------------------|-------------------|
| Security Premium Reserve | | |
| Balance as per last Balance Sheet | 21,185.74 | 21,185.74 |
| Addition During the Period | - | - |
| Transferred to Preference Shares Redemption Reserve | - | - |
| Balance at the end of the Period (i) | 21,185.74 | 21,185.74 |
| Surplus | | |
| Balance as per last Balance Sheet | (4,591.02) | (4.30) |
| Addition During the Period | (8,448.56) | (4,586.72) |
| Transferred to Preference Share Redemption Reserve | - | - |
| Deductions During the Year | - | - |
| Balance at the end of the Period (ii) | (13,039.58) | (4,591.02) |
| Total (i+ii) | 8,146.16 | 16,594.72 |

NOTE - 3 : LONG TERM BORROWINGS

(In ₹ Lacs)

| Particulars | As at 31-Mar-2016 | As at 31-Mar-2015 |
|---------------------------|-------------------|-------------------|
| Secured: | | |
| Term Loans: | | |
| From Banks | 64,242.00 | 64,367.44 |
| From Others | 16,434.00 | 15,554.99 |
| Unsecured: | | |
| Loan from Holding Company | 25,638.09 | 15,355.89 |
| Total | 106,314.09 | 95,278.32 |

| Particulars of Lenders | Nature of loan | Mode of Repayment | EMI Amount (₹ in Lacs) | Interest Type | Maturity Date |
|--|--------------------|-------------------|------------------------|---------------|----------------|
| Secured | | | | | |
| From Banks | | | | | |
| Punjab National bank | Project Loan | 144 Installments | 2.75 - 226.19 | Floating Rate | March 31, 2028 |
| Axis Bank Ltd | Project Loan | 144 Installments | 3.58 - 294.73 | Floating Rate | March 31, 2028 |
| Bank of Baroda | Project Loan | 144 Installments | 2.75 - 226.19 | Floating Rate | March 31, 2028 |
| Bank of India | Project Loan | 144 Installments | 1.66 - 137.08 | Floating Rate | March 31, 2028 |
| From Others | | | | | |
| India Infrastructure Finance Company Limited | Project Loan | 144 Installments | 2.75 - 226.19 | Floating Rate | March 31, 2028 |
| Unsecured | | | | | |
| Ashoka Concessions Ltd. (Holding Company) | Repayble on Demand | - | - | NIL | - |

Nature of Security :

(i) Project Term loans from Bank & others are secured by first charge on all bank account including Escrow account, movable and immovable assets, intangible asstes (Other than projects assets), receivables and pledge of 51% total paid up equity shares and other instrument convertible into equity

NOTE - 4 : OTHER LONG TERM LIABILITIES

(In ₹ Lacs)

| Particulars | As at 31-Mar-2016 | As at 31-Mar-2015 |
|--|-------------------|-------------------|
| Trade Payable | | |
| Ashoka Buildcon Ltd (Net) | 7.53 | 3,349.59 |
| NHAI Premium payable-due after 12 months | 7,194.96 | 7,341.01 |
| Total | 7,202.49 | 10,690.60 |

NOTE - 5 : LONG TERM PROVISIONS

(In ₹ Lacs)

| Particulars | As at 31-Mar-2016 | As at 31-Mar-2015 |
|---|-------------------|-------------------|
| Provision for Employee benefits: | | |
| Unearned Leave | 0.39 | 0.42 |
| Provision for Resurfacing Obligation | 1,973.44 | 724.41 |
| Total | 1,973.82 | 724.83 |

NOTE - 6 : TRADE PAYABLES

(In ₹ Lacs)

| Particulars | As at 31-Mar-2016 | As at 31-Mar-2015 |
|--------------------------------------|-------------------|-------------------|
| i) Micro, Small & Medium Enterprises | - | - |
| ii) Others | 378.54 | 26.08 |
| Total | 378.54 | 26.08 |

Suppliers/Service providers covered under Micro, Small Medium Enterprises Development Act, 2006 have not furnished the information regarding filing of necessary memorandum with the appropriate authority. Inview of this, information required to be disclosed u/s. 22 of the said Act is not given

NOTE - 7 : OTHER CURRENT LIABILITIES

(In ₹ Lacs)

| Particulars | As at 31-Mar-2016 | As at 31-Mar-2015 |
|--|-------------------|-------------------|
| Debt-Longterm due in 12 months | 157.45 | 81.00 |
| NHAI Premium Payable due in 12 months | 146.05 | 139.10 |
| Duties & Taxes | 10.33 | 24.69 |
| Unpaid Expenses | 50.41 | 90.71 |
| Interest Accrued But Not Due on Borrowings | 223.30 | - |
| Total | 587.53 | 335.50 |

NOTE - 8 : SHORT TERM PROVISIONS

(In ₹ Lacs)

| Particulars | As at 31-Mar-2016 | As at 31-Mar-2015 |
|---|-------------------|-------------------|
| Provision for Employee benefits: | | |
| Unearned Leave | 0.13 | 0.14 |
| Total | 0.13 | 0.14 |

NOTE - 10 : LONG TERM LOANS AND ADVANCES (UNSECURED, CONSIDERED GOOD)

(In ₹ Lacs)

| Particulars | As at 31-Mar-2016 | As at 31-Mar-2015 |
|---|-------------------|-------------------|
| Trade Deposits | 15.82 | 40.43 |
| Advances recoverable in cash or in kind | 75.02 | 83.67 |
| Advance Income Tax | 24.27 | 21.12 |
| Total | 115.11 | 145.22 |

NOTE - 11 : CURRENT INVESTMENTS-QUOTED

(In ₹ Lacs)

| Particulars | As at 31-Mar-2016 | As at 31-Mar-2015 |
|---|-------------------|-------------------|
| Investments in Mutul Funds | | |
| Reliance Liquid Fund-Treasury Plan-Growth Plan-DSRA | 1.00 | |
| Total | 1.00 | - |

Aggregate Amount of Quoted Investments 1.00 -
 Aggregate Market value of Quoted Investments 1.00 -
 Aggregate Amount of Unquoted Investments - -
 Aggregate provision for diminution in value of Investment. - -

NOTE - 12 : CASH AND BANK BALANCES

(In ₹ Lacs)

| Particulars | As at 31-Mar-2016 | As at 31-Mar-2015 |
|------------------------------------|-------------------|-------------------|
| Cash & Cash Equivalents | | |
| a) Balance with Banks | 324.68 | 71.93 |
| b) Cash on Hand | 12.54 | 12.37 |
| Total | 337.22 | 84.30 |

NOTE - 13 : SHORT-TERM LOANS & ADVANCES (UNSECURED, CONSIDERED GOOD)

(In ₹ Lacs)

| Particulars | As at 31-Mar-2016 | As at 31-Mar-2015 |
|-------------------------------------|-------------------|-------------------|
| Advance to suppliers | 43.70 | 26.56 |
| Capital Advance | - | - |
| Advance Gratuity | 0.61 | 0.69 |
| Advance to staff (net of provision) | - | 46.66 |
| Total | 44.31 | 73.91 |

NOTE - 14 : OTHER CURRENT ASSETS

(In ₹ Lacs)

| Particulars | As at 31-Mar-2016 | As at 31-Mar-2015 |
|------------------|-------------------|-------------------|
| Prepaid Expenses | 9.12 | 11.37 |
| Total | 9.12 | 11.37 |

NOTE - 15 : OTHER INCOME

(In ₹ Lacs)

| Particulars | For year ended | |
|-------------------------------|----------------|--------------|
| | 31-Mar-2016 | 31-Mar-2015 |
| Profit on sale of Investments | 10.99 | 38.07 |
| Miscellaneous Income | 4.01 | 2.96 |
| Total | 15.00 | 41.03 |

NOTE - 16 : OPERATING EXPENSES

(In ₹ Lacs)

| Particulars | For year ended | |
|--------------------------------------|-----------------|-----------------|
| | 31-Mar-2016 | 31-Mar-2015 |
| Material Purchase | 1.11 | 8.88 |
| Sub Contract Charges | 1,009.06 | 479.84 |
| Material Handling Charges | 0.19 | 0.08 |
| Machinery Fuel,Repairs & Maintenance | 4.75 | 5.00 |
| Electricity & Water Charges | 73.68 | 26.10 |
| Technical Consultancy Charges | 116.69 | 93.74 |
| Rates & Taxes | 0.52 | 0.18 |
| Resurfacing Obligation Cost | 1,249.03 | 724.41 |
| Total | 2,455.03 | 1,338.22 |

NOTE - 17 : EMPLOYEE BENEFIT EXPENSES

(In ₹ Lacs)

| Particulars | For year ended | |
|---|----------------|--------------|
| | 31-Mar-2016 | 31-Mar-2015 |
| Salaries, Wages and Bonus | 50.93 | 25.84 |
| Contribution to the Provident and Gratuity Fund | 1.88 | 0.52 |
| Staff Welfare Expenses | 0.92 | 0.58 |
| Total | 53.73 | 26.94 |

NOTE - 18 : FINANCE COST

(In ₹ Lacs)

| Particulars | For year ended | |
|-------------------------|-----------------|-----------------|
| | 31-Mar-2016 | 31-Mar-2015 |
| Interest on Fixed loans | 9,934.69 | 4,873.79 |
| Bank Charges | 40.05 | 17.42 |
| Total | 9,974.74 | 4,891.21 |

NOTE - 19 : OTHER EXPENSES

(In ₹ Lacs)

| Particulars | For year ended | |
|------------------------------------|----------------|--------------|
| | 31-Mar-2016 | 31-Mar-2015 |
| Expenses for Vehicles | 5.58 | 1.62 |
| Rent,Rates & Taxes | 1.98 | 1.24 |
| Insurance | 44.16 | 16.28 |
| Printing and Stationery | 1.11 | 1.17 |
| Communication Expenses | 3.26 | 0.16 |
| Travelling & Conveyance | 1.17 | 1.71 |
| Legal & Professional Fees | 9.14 | 9.34 |
| Auditors' Remuneration | 6.07 | 4.27 |
| Advertisement & Business Promotion | 0.57 | 2.41 |
| Written Off | - | 46.66 |
| Miscellaneous Expenses | 4.18 | 1.01 |
| Total | 77.22 | 85.89 |

NOTE - 9 FIXED ASSETS

| Sr. No. | Particulars | GROSS BLOCK | | | | DEPRECIATION & AMORTISATION | | | | NET BLOCK |
|-------------|--|-------------------|-----------------|-----------------------|-------------------|-----------------------------|---------------|-----------------------|-----------------|-------------------|
| | | As at 01-04-2015 | Additions | Disposals/ Adjustment | As at 31-Mar-16 | As at 01-04-2015 | Additions | Disposals/ Adjustment | As at 31-Mar-16 | As at 31-Mar-16 |
| i) | Tangible Assets :- | | | | | | | | | |
| I | Vehicle | 44.89 | - | - | 44.89 | 19.55 | 8.02 | - | 27.57 | 17.32 |
| II | Data Processing Equipments | 9.93 | 0.61 | - | 10.54 | 3.40 | 4.46 | - | 7.86 | 2.69 |
| III | Plant & Machinery | 29.59 | - | - | 29.59 | 4.43 | 4.55 | - | 8.98 | 20.61 |
| IV | Toll Equipment | 85.93 | 24.59 | - | 110.52 | 36.18 | 30.86 | - | 67.04 | 43.49 |
| V | Office Equipment | 4.38 | 1.08 | - | 5.46 | 2.33 | 0.91 | - | 3.24 | 2.22 |
| ii) | Intangible Assets | | | | | | | | | |
| 1) | Right to Collect Toll | 117,879.28 | - | - | 117,879.28 | 364.16 | 800.20 | - | 1,164.36 | 116,714.92 |
| | Total | 118,054.00 | 26.28 | - | 118,080.28 | 430.05 | 849.00 | - | 1,279.06 | 116,801.23 |
| iii) | Intangible Assets Under Development:- | | | | | | | | | |
| | | 6,023.80 | 1,583.35 | - | 7,607.15 | - | - | - | - | 7,607.15 |
| | Total | 6,023.80 | 1,583.35 | - | 7,607.15 | - | - | - | - | 7,607.15 |
| | Grand Total | 124,077.80 | 1,609.64 | - | 125,687.44 | 430.05 | 849.00 | - | 1,279.06 | 124,408.38 |

Previous Year

| Sr. No. | Particulars | GROSS BLOCK | | | | DEPRECIATION & AMORTISATION | | | | NET BLOCK |
|-------------|--|------------------|-------------------|-----------------------|-------------------|-----------------------------|---------------|-----------------------|-----------------|-------------------|
| | | As at 01-04-2014 | Additions | Disposals/ Adjustment | As at 31-Mar-15 | As at 01-04-2014 | Additions | Disposals/ Adjustment | As at 31-Mar-15 | As at 31-Mar-15 |
| i) | Tangible Assets :- | | | | | | | | | |
| I | Vehicle | 20.80 | 24.09 | - | 44.89 | 9.63 | 9.92 | - | 19.55 | 25.34 |
| II | Data Processing Equipments | - | 9.93 | - | 9.93 | - | 3.40 | - | 3.40 | 6.53 |
| III | Plant & Machinery | - | 29.59 | - | 29.59 | - | 4.43 | - | 4.43 | 25.16 |
| IV | Toll Equipment | - | 85.93 | - | 85.93 | - | 36.18 | - | 36.18 | 49.75 |
| V | Office Equipment | - | 4.38 | - | 4.38 | - | 2.33 | - | 2.33 | 2.05 |
| ii) | Intangible Assets | | | | | | | | | |
| 1) | Right to Collect Toll | - | 117,879.28 | - | 117,879.28 | - | 364.16 | - | 364.16 | 117,515.12 |
| | Total | 20.80 | 118,033.20 | - | 118,054.00 | 9.63 | 420.42 | - | 430.05 | 117,623.95 |
| iii) | Intangible Assets Under Development:- | | | | | | | | | |
| | | 93,040.05 | 30,863.02 | 117,879.28 | 6,023.79 | - | - | - | - | 6,023.79 |
| | Total | 93,040.05 | 30,863.02 | 117,879.28 | 6,023.79 | - | - | - | - | 6,023.79 |
| | Grand Total | 93,060.85 | 148,896.22 | 117,879.28 | 124,077.79 | 9.63 | 420.42 | - | 430.05 | 123,647.74 |

20 ADDITIONAL STATEMENTS TO THE NOTES

(I) AS 15 – Employee Benefit-Gratuity & Leave Encashment

- (i) Contribution to Provident Fund is charged to accounts on accrual basis. The Company operates a defined contribution scheme with recognized provident fund. For this Scheme, contributions are made by the company, based on current salaries, to recognized Fund maintained by the holding company. In case of Provident fund scheme, contributions are also made by the employees. An amount of ₹ 1.77 Lacs (Previous Year ₹ 2.53 Lacs) has been charged to the Profit & Loss Account on account of this defined contribution scheme.
- (ii) The Gratuity benefit is funded through a defined benefit plan. For this purpose the Company has obtained a qualifying insurance policy from Life Insurance Corporation of India.
- (iii) The Company provides benefits to its employees under the Leave Encashment pay plan which is a non-contributory defined benefit plan. The employees of the Company are entitled to receive certain benefits in lieu of the annual leave not availed of during service, at the time of leaving the services of the Company. The benefits payable are expressed by means of formulae which takes into account the Salary and the leave balance to the credit of the employees on the date of exit.

The Gratuity benefits are funded through a defined benefit plan.

The Company Provides Benefit to its employees as per the provision of the Gratuity Act 1972. Provision for gratuity aggregating to ₹ 0.60 Lacs has been made on a maximum assets basis for the period ended March 31, 2016

Details of Gratuity and Leave Encashment disclosure as required by AS-15 are detailed hereunder:

| | Year Ended 31.03.2016 (₹ in Lacs) | | Year Ended 31.03.2015 (₹ in Lacs) | |
|---|--------------------------------------|------------------|--------------------------------------|------------------|
| | Gratuity | Leave Encashment | Gratuity | Leave Encashment |
| Present Value of Obligation as at the Beginning of the year | 0.72 | NIL | NIL | NIL |
| Interest Cost | 0.05 | 0.04 | NIL | NIL |
| Current Service Cost | 0.57 | 0.36 | 0.7 | 0.44 |
| Benefits Paid | NIL | 0.10 | NIL | NIL |
| Actual Gain / (Loss) | 0.44 | 0.34 | 0.33 | 0.2 |
| Present Value of Obligation as at the end of the year | 0.90 | 0.52 | 0.72 | 0.56 |
| Fair Value of Plan Assets at the Beginning of the year | 1.41 | NIL | NIL | NIL |
| Expected Return on Plan Assets | 0.13 | N.A. | NIL | N.A. |
| Accrued interest/(Expenses) on Plan Assets | NIL | N.A. | NIL | N.A. |
| Contributions | 0.03 | N.A. | NIL | N.A. |
| Benefits Paid | NIL | N.A. | NIL | NIL |
| Actual Gain / (Loss) | 0.44 | 0.34 | 0.33 | 0.2 |
| Fair Value of Plan Assets at the end of the year | 1.51 | NIL | NIL | NIL |
| Funded Status | Funded | NIL | Funded | NIL |
| Actual Gain / (Loss) for the year - Obligations | 0.72 | 0.34 | 0.33 | (0.20) |
| Actual Gain / (Loss) for the year Plan Assets | NIL | NIL | NIL | NIL |
| Total Gain / (Loss) for the year | 0.44 | 0.34 | 0.33 | (0.20) |
| Amount to be recognized in the Balance Sheet | | | | |
| Present value of obligations as at the end of the year | 0.90 | 0.52 | 0.72 | 0.56 |
| Fair value of Plan Assets as at the end of the year | 1.51 | NIL | 1.41 | NIL |
| Funded / Unfunded Status | 0.61 | 0.52 | 0.69 | 0.56 |
| Net Asset / (Liability) recognized in the Balance Sheet | 0.61 | 0.52 | 0.69 | 0.56 |
| Expenses recognized in the Profit & Loss Account | | | | |
| Current Service Cost | 0.57 | 0.36 | 0.7 | 0.44 |
| Interest Cost | 0.05 | 0.04 | 0.03 | 0.03 |
| Expected Return on Plan Assets | NIL | NIL | NIL | NIL |
| Accrued interest/Expenses on Plan Assets | 0.13 | NIL | 0.11 | NIL |
| Net Actual Gain / (Loss) recognized in the year | 0.44 | 0.34 | 0.33 | 0.2 |
| Expenses recognized in the Profit & Loss Account | 0.05 | 0.07 | 0.28 | 0.67 |
| Financial Assumptions as the valuation date | | | | |
| Discount Rate (p.a.) | 8% | 8% | 8% | 8% |
| Salary Escalation (p.a.) | 7% | 7% | 7% | 7% |
| Withdrawal Rate (p.a) | 1% | 1% | 1% | 1% |

(II) AS 16 – Borrowing Cost

Interest Cost capitalized to Fixed Assets during the year ended 31.03.2016 ₹ NIL (Previous Year ₹4,453.98 Lacs).

(III) AS– 17 – Segment Reporting

The Company is engaged in single business segment of Construction of Road on BOT basis and hence the segment reporting is not presented.

(IV) AS– 18 Related Party Transactions

(A) List of Related Parties

(a) Holding Company

- 1 Ashoka Buildcon Ltd.(Ultimate Holding Company)
- 2 Ashoka Concessions Ltd (Holding Company)

(b) Key Management Personnel

- 1 Ashok M. Katariya
- 2 Anil S.Gandhi
- 3 Ashish A. Katariya

(c) Fellow Subsidiaries

- 1 Viva Highways Ltd.
- 2 Ashoka Infraways Ltd.
- 3 Ashoka Infrastructures
- 4 Ashoka Infrastructure Ltd.
- 5 Ashoka High-Way Ad.
- 6 Ashoka-DSC Katni Bypass Road Ltd.
- 7 Ashoka Highways (Durg) Ltd.
- 8 Ashoka Highways (Bhandara) Ltd.
- 9 Ashoka Precon Pvt Ltd
- 10 Ashoka Technologies Pvt. Ltd.
- 11 Ashoka Belgaum Dharwad Tollway Ltd.
- 12 Ashoka Dhankuni Kharagpur Tollway Limited
- 13 Ashoka Cuttack Angul Tollway Ltd.
- 14 Viva Infrastructure Ltd.
- 15 Ashoka GVR Mudhol Nipani Roads Ltd
- 16 Ashoka Bagewadi Saundati Roads Ltd.
- 17 Ashoka Hungund Talikot Roads Ltd.
- 18 Ashoka Highway Research Cenetre Pvt Ltd
- 19 Ashoka Path Nirman (Nasik) Pvt Ltd
- 20 Unison Enviro Pvt Ltd

(d) Enterprises in which Key Management Personnel / Directors have significant influence (Only with whom there have been transaction during the year / there was balance outstanding at the year end)

- 1 Ashoka Technologies Pvt. Ltd.

(B) Transactions during the period:

(In ₹ Lacs)

| Sr. No. | Nature of Transactions | Holding Company | Fellow Subsidiaries | Key Management Personnel |
|---------|--------------------------------------|-------------------------|---------------------|--------------------------|
| (a) | Sub-contract Charges : | | | |
| | i Ashoka Buildcon Ltd. | 2,221.93 (20,189.41) | | |
| (b) | Routine Maintenance Expense : | | | |
| | i Ashoka Concessions Ltd. | 217.91 (92.96) | | |
| (c) | Purchase of Goods: | | | |
| | i Ashoka Technologies Pvt. Ltd. | | 2.20 (53.94) | |
| (d) | Loan Taken: | | | |
| | i Ashoka Concessions Ltd. | 10,282.20 (3,636.00) | | |
| (e) | Toll Monitoring Service: | | | |
| | i Ashoka Concessions Ltd. | 13.67 (-) | | |
| (f) | Retainership Charges | | | |
| | i Anil S. Gandhi | | | 2.30 (9.20) |

Note: Figures in Bracket relates to year ended on March 31, 2015

| Outstanding Payable against : | | | |
|-------------------------------|--|--------------------------|-------------|
| (g) | Loan payable: | | |
| | i Ashoka Concessions Ltd. | 25,638.09 (15,355.89) | |
| | Payable to Contractor & Service Provider: | | |
| | i Ashoka Technologies Pvt. Ltd. | | - (6.30) |
| | ii Ashoka Concessions Ltd. | 18.32 (-) | |
| | iii Ashoka Buildcon Ltd. | 369.32 (-) | |
| | Advance to Contractor: | | |
| | i Ashoka Buildcon Ltd. | - (3,222.18) | |
| | ii Ashoka Concessions Ltd. | - (91.11) | |

Note: Figures in Bracket relates to Previous Period ended on March 31, 2015.

(V) AS-19 Accounting for Operating Leases

The Company has various operating leases for equipments and premises, the leases are renewable on periodic basis and cancellable in nature.

(VI) AS- 20 Earning per Share

| Particulars | Year ended 31-Mar-2016 | Year ended 31-Mar-2015 |
|--|---------------------------|---------------------------|
| (Loss) attributable to Equity Shareholders (in ₹ Lacs) | (8,448.56) | (4,586.72) |
| No of Weighted Average Equity Shares outstanding during the period(Basic) | 2,488,806 | 2,488,806 |
| No of Weighted Average Equity Shares outstanding during the period (Diluted) | 3,177,681 | 3,177,681 |
| Nominal Value of Equity Shares (in ₹) | 10 | 10 |
| Basic Earnings per Share (in ₹) | (339.46) | (184.29) |
| Diluted Earnings per Share (in ₹) | (265.87) | (144.34) |

(VII) Contingent Liabilities and Provisions

Provisions are recognised when the company has a legal and constructive present obligation as a result of a past event, for which it is probable that outflow of resources will be required and a reliable estimate can be made of the amount of the obligation. Contingent liabilities are disclosed when there is a possible obligation that may result in an outflow of resources. Contingent assets are neither recognised nor disclosed.

(In ₹ Lacs)

| Particulars | As At 31-Mar-2016 | As At 31-Mar-2015 |
|---|----------------------|----------------------|
| Liability against capital commitments outstanding (net of advances) | 181.50 | 1,680.94 |

Bank Guarantees placed by the company with Govt. Organization and other institution have been obtained by using the financial limits of Ultimate holding company (M/s. Ashoka Buildcon Limited) with various banks/Financial Institutions. Since the limits of the Ultimate holding company have been utilised, contingent liability has been disclosed in the books of the Ultimate holding company and not in the books of the company.

AS – 29 – Details of Provisions

(In ₹ Lacs)

| (a) Sr. No. | Particulars | Balance as at 01-Apr-2015 | Provisions made during the period | Provision adjusted during the period | Balance as at 31-Mar-2016 |
|-------------|---------------------------------------|---------------------------------|---|---|---------------------------------|
| (a) | Provision for Resurfacing obligations | 724.41 | 1,249.03 | - | 1,973.44 |
| | | - | (724.41) | - | (724.41) |

Note: Figures in Bracket relates to Previous Period ended on March 31, 2015.

(b) The Company has contractual obligation to periodically maintain, replace or restore infrastructure as per the terms of the concession agreement. The Company has recognised the provision in accordance with Account Standard - 29 'Provision, Contingent Liabilities and Contingent Assets' i.e., at the best estimate of the expenditure required to settle the present obligation at the balance sheet date.

(VIII) Amount paid or payable to Auditor as Fees

In ₹ Lacs

| Particulars | Year ended 31-Mar-2016 | Year ended 31-Mar-2015 |
|--|---------------------------|---------------------------|
| Audit Fees (Including Service Tax) | 5.43 | 4.80 |
| Other Services (Including Service Tax) | 0.64 | 1.74 |
| Total | 6.07 | 6.54 |

(IX) Previous period figures pertain to the period of six months only .Hence, the figures are not comparable .

21 STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES**(i) Basis & Method of Accounting**

The Company follows mercantile system of accounting and recognizes income and expenditure on an accrual basis. Financial Statements are prepared under historical cost convention, in accordance with the Generally Accepted Accounting Principles in India (GAAP) and comply in all material aspects, with mandatory accounting standards as specified in Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014. The significant accounting policies followed by the Company are set out below.

(ii) Use of Estimates

Management has made certain estimates and assumptions in conformity with the GAAP in the preparation of these financial statements, which are reflected in the preparation of these financial statements. Difference between the actual results and estimates are recognised in the year in which the results are known.

(iii) Revenue Recognition

(a) Turnover represents the amount of toll collected during the year

(b) Sale of discounted toll coupons, swipe cards, monthly pass, return pass, daily pass is recognized as income at the time of sale.

(c) Contract Receipts are accounted based on certified bills from Clients

(iv) Fixed Assets

Fixed assets are stated at cost less accumulated depreciation. Cost comprises cost of acquisition and expenditure directly attributable for commissioning of the asset.

(v) Intangible Assets

(a) Intangible Assets representing the right to collect toll on a BOT project is classified as Intangible Assets. During the construction phase, work done on the project is presented as Intangible Assets under Development. On substantial completion of the work, value of such assets is capitalised and amortised over the Toll period.

(b) Intangible Assets are stated at Cost. Cost comprises cost of acquisition and expenditure directly attributable for commissioning of the asset including concession fee payable to the the National Highways Authority of India as per the Concession Agreement. Intangible assets include assets that are incidental for the purpose of Toll Collection and which will be handed over at the end of the concession period. Fees incurred in order to arrange long-term financing are capitalized.

(vi) Depretiation and Amortisation

- (a) Depreciation has been provided on Written Down Value method as per the useful lives specified in Schedule II to the Companies Act, 2013.
- (b) Intangible Asset, i.e. Right to Collect Toll is amortised based on actual toll collection vis-a-vis to the projected/ estimated toll revenue over the toll period as specified the Schedule II of the Companies Act, 2013. Projections are reviewed at periodic intervals for consistency and appropriateness. Amortisation is revised in case there is a material change in the Projected Traffic Volume. Amortisation of these Intangible Assets commence from the date of toll collection.

(vii) Capital Work in Progress

Capital work in progress comprises of expenditure, direct or indirect, incurred on assets which are yet to be brought into working condition for its intended use against capital expenditure.

(viii) Borrowing Cost

Borrowing costs that are attributable to the acquisition and construction of qualifying assets are capitalized as part of costs of such assets till such time the asset is ready for its intended use. A qualifying asset is one that requires substantial period of time to get ready for its intended use. All other borrowing costs are charged to statement of profit and loss as incurred.

(ix) Impairment of Fixed Assets

The Management periodically assesses, using external and internal sources, where there is an indication that an asset may be impaired. Impairment occurs where the carrying value exceeds the present value of future cash flow expected to arise from the continuing use of the asset and its eventual disposal. The impairment loss to be expensed is determined as the excess of the carrying amount over the higher of the asset's net sales price or present value as determined above. Contingencies are recorded when it is probable that a liability will be incurred and the amount can be reasonably estimated. Differences between actual results and estimates are recognized in the periods in which the results are known / materialized.

(x) Taxes on income

- (a) Tax expense comprises both current and deferred tax at the applicable enacted/substantively enacted rates. Current tax represents the amount of income tax payable in respect of the taxable income for the reporting year.
- (b) Deferred tax represents the effect of timing differences between taxable income and accounting income for the reporting year that originate in one year and are capable of reversal in one or more subsequent years. Deferred tax assets are recognized only to the extent there is reasonable certainty of realization in future. Such assets are reviewed as at each Balance Sheet date to reassess realization.

(xi) Investments

Current Investments are valued at lower of cost or market value. Purchases/sales of investment are accounted on the trade date i.e. date on which the transaction is completed.

(xii) Retirement Benefits

Provision for liabilities in respect of leave encashment are made on the basis of actuarial valuation.
Provision for gratuity liability is made on the basis of actuarial valuation in respect of Group Gratuity Policy with an insurance company.
Provident Fund benefit to employees is provided for on accrual basis and charged to Profit and Loss Account of the year.

As per our Report of even date
For M.P. CHITALE & CO.
Chartered Accountants

For and on behalf of the Board of Directors

(Ashutosh Pednekar)
Partner

(Ashok M.Katariya)
Director
DIN :00112240

(Ashish A.Katariya)
Director
DIN :00580763

Place: Nashik
Date: May 11th, 2016

Place: Nashik
Date: May 11th, 2016

21 SIGNIFICANT ACCOUNTING POLICIES**(i) Basis & Method of Accounting**

The Company follows mercantile system of accounting and recognizes income and expenditure on an accrual basis. Financial Statements are prepared under historical cost convention, in accordance with the Generally Accepted Accounting Principles in India (GAAP) and comply in all material aspects, with mandatory accounting standards as specified in Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014. The significant accounting policies followed by the Company are set out below.

(ii) Use of Estimates

Management has made certain estimates and assumptions in conformity with the GAAP in the preparation of these financial statements, which are reflected in the preparation of these financial statements. Difference between the actual results and estimates are recognised in the year in which the results are known.

(iii) Revenue Recognition

- (a) Turnover represents the amount of toll collected during the year
- (b) Sale of discounted toll coupons, swipe cards, monthly pass, return pass, daily pass is recognized as income at the time of sale.
- (c) Contract Receipts are accounted based on certified bills from Clients

(iv) Fixed Assets

Fixed assets are stated at cost less accumulated depreciation. Cost comprises cost of acquisition and expenditure directly attributable for commissioning of the asset.

(v) Intangible Assets

- (a) Intangible Assets representing the right to collect toll on a BOT project is classified as Intangible Assets. During the construction phase, work done on the project is presented as Intangible Assets under Development. On substantial completion of the work, value of such assets is capitalised and amortised over the Toll period.
- (b) Intangible Assets are stated at Cost. Cost comprises cost of acquisition and expenditure directly attributable for commissioning of the asset including concession fee payable to the the National Highways Authority of India as per the Concession Agreement. Intangible assets include assets that are incidental for the purpose of Toll Collection and which will be handed over at the end of the concession period. Fees incurred in order to arrange long-term financing are capitalized.

(vi) Depreciation and Amortisation

- (a) Depreciation has been provided on Written Down Value method as per the useful lives specified in Schedule II to the Companies Act, 2013.

- (b) Intangible Asset, i.e. Right to Collect Toll is amortised based on actual toll collection vis-a-vis to the projected/ estimated toll revenue over the toll period as specified the Schedule II of the Companies Act, 2013. Projections are reviewed at periodic intervals for consistency and appropriateness. Amortisation is revised in case there is a material change in the Projected Traffic Volume. Amortisation of these Intangible Assets commence from the date of toll collection.

(vii) Capital Work in Progress

Capital work in progress comprises of expenditure, direct or indirect, incurred on assets which are yet to be brought into working condition for its intended use against capital expenditure.

(viii) Borrowing Cost

Borrowing costs that are attributable to the acquisition and construction of qualifying assets are capitalized as part of costs of such assets till such time the asset is ready for its intended use. A qualifying asset is one that requires substantial period of time to get ready for its intended use. All other borrowing costs are charged to statement of profit and loss as incurred.



(ix) Impairment of Fixed Assets

The Management periodically assesses, using external and internal sources, where there is an indication that an asset may be impaired. Impairment occurs where the carrying value exceeds the present value of future cash flow expected to arise from the continuing use of the asset and its eventual disposal. The impairment loss to be expensed is determined as the excess of the carrying amount over the higher of the asset's net sales price or present value as determined above. Contingencies are recorded when it is probable that a liability will be incurred and the amount can be reasonably estimated. Differences between actual results and estimates are recognized in the periods in which the results are known / materialized.

(x) Taxes on income

- (a) Tax expense comprises both current and deferred tax at the applicable enacted/substantively enacted rates. Current tax represents the amount of income tax payable in respect of the taxable income for the reporting year.
- (b) Deferred tax represents the effect of timing differences between taxable income and accounting income for the reporting year that originate in one year and are capable of reversal in one or more subsequent years. Deferred tax assets are recognized only to the extent there is reasonable certainty of realization in future. Such assets are reviewed as at each Balance Sheet date to reassess realization.

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Provident Fund benefit to employees is provided for on accrual basis and charged to Profit and Loss Account of the year

(xiii) Preliminary & Share Issue Expenses

Preliminary and Share Issue Expenses are charged off to the Profit & Loss Account.

As per our Report of even date

For M.P. CHITALE & CO.

Chartered Accountants

For and on behalf of the Board of Directors

(Ashutosh Pednekar)
Partner

(Ashok M.Katariya)
Director
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