PROSPECTUS
September 11, 2017
Please read Section 32 of the Companies Act, 2013
Book Built Issue

BHARAT ROAD NETWORK LIMITED

Our Company was incorporated as 'Bharat Road Network Limited' on December 22, 2006, at Kolkata as a public limited company under the Companies Act, 1956. Our Company received the certificate of commencement of business on August 2, 2007. For details of changes in the registered office of our Company, please refer to "*History and Certain Corporate Matters*" on page 171.

Registered Office: Mirania Gardens, 10B/1, Topsia Road (East) Kolkata – 700 046, West Bengal, India; **Tel**: +91 33 4409 9140; **Fax**: +91 33 6602 3243;
Corporate Office: 5th Floor (north east block), Vishwakarma Building, 86C Topsia Road (South) Kolkata – 700 046, West Bengal, India; **Tel:** +91 33 6602 3609; **Fax**: +91 33 6602 3243;
Corporate Identity Number: U45203WB2006PLC112235; **Email**: corporate@brnl.in; **Website**: www.brnl.in;
Contact Person: Mr. Sanjay Banka, Chief Financial Officer, Company Secretary and Compliance Officer; **Tel**: +91 33 6602 3078; **Fax**: +91 33 6602 3243; **Email**: cs@brnl.in

PROMOTERS OF OUR COMPANY: SREI INFRASTRUCTURE FINANCE LIMITED AND MAKE IN INDIA FUND

PUBLIC ISSUE OF 29,300,000* EQUITY SHARES OF FACE VALUE ₹ 10.00 EACH ("EQUITY SHARES") OF BHARAT ROAD NETWORK LIMITED (OUR "COMPANY" OR THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ 205 PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ 195 PER EQUITY SHARE) AGGREGATING ₹ 6,006.50 MILLION ("ISSUE"). THE ISSUE WOULD CONSTITUTE 34.90% OF THE POST-ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

***** *Subject to finalisation of Basis of Allotment*

THE FACE VALUE OF THE EQUITY SHARE IS ₹ 10 EACH.THE ISSUE PRICE IS ₹ 205 AND IS 20.50 TIMES THE FACE VALUE OF THE EQUITY SHARES.

This Issue is being undertaken in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("**SCRR")** wherein the Issue constitutes 34.90% of the post-Issue paid up equity share capital of our Company. The Issue is being made through the Book Building Process in accordance with Regulation 26(2) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("**SEBI ICDR Regulations**"), wherein at least 75.00% of the Issue shall be Allotted on a proportionate basis to Qualified Institutional Buyers ("**QIBs**"). The number of Equity Shares representing 5.00% of the Net QIB Portion was made available for allocation on a proportionate basis to Mutual Funds only. The remainder of the Net QIB Portion was made available for allocation on a proportionate basis to QIBs, including Mutual Funds, subject to valid Bids being received from them at or above the Issue Price. However, if the aggregate demand from Mutual Funds was less than 5.00% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. If at least 75.00% of the Issue cannot be Allotted to QIBs, all the application monies will be refunded / unblocked forthwith. Further, not more than 15.00% of the Issue was made available for allocation on a proportionate basis to Non-Institutional Bidders and not more than 10.00% of the Issue was made available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Issue Price. All Bidders, other than Anchor Investors, were mandatorily required to participate in the Issue through the Applications Supported by Blocked Amount ("**ASBA**") process by providing the details of their respective bank accounts in which the corresponding Bid Amount were blocked by the SCSBs. Anchor Investors are not permitted to participate in the Issue through the ASBA process. For details, please refer to the chapter "*Issue Procedure*" at page 378.

RISKS IN RELATION TO THE FIRST ISSUE

This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹ 10.00 each. The Issue Price is 20.50 times the face value of the Equity Shares. The Issue Price (determined and justified by our Company, in consultation with the BRLMs (other than SCML) as stated in "*Basis for Issue Price*" on page 99) should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares offered in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Prospectus. Specific attention of the investors is invited to the chapter "*Risk Factors*" on page 18.

COMPANY'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Prospectus contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect.

LISTING

The Equity Shares offered in the Issue through the Red Herring Prospectus are proposed to be listed on the BSE and the NSE. In-principle approvals of BSE and NSE for listing the Equity Shares have been received pursuant to letter No. DCS/IPO/RB/IP/863/2016-17 dated March 8, 2017 and letter No. NSE/LIST/2349 dated April 7, 2017, respectively. For the purposes of the Issue, the Designated Stock Exchange shall be BSE.

BOOK RUNNING LEAD MANAGERS[1]		REGISTRAR TO THE ISSUE
INGA CAPITAL PRIVATE LIMITED Naman Midtown, 'A' Wing, 21st floor, Senapati Bapat Marg, Elphinstone (West), Mumbai – 400 013, Maharashtra, India **Tel**: +91 22 4031 3489; **Fax**: +91 22 4031 3379 **E-mail**: brnl.ipo@ingacapital.com **Investor grievance e-mail**: investors@ingacapital.com **Website**: www.ingacapital.com **Contact Person**: Mr. Kunal Thakkar **SEBI Regn. No.**: INM000010924	**INVESTEC CAPITAL SERVICES (INDIA) PRIVATE LIMITED** 607A, 6th floor, A Wing, The Capital, Bandra Kurla Complex, Mumbai - 400 051, Maharashtra, India **Tel**: +91 22 6136 7400; **Fax**: +91 22 6136 7495 **E-mail**: brnlipo@Investec.co.in **Investor grievance e-mail:** Regulator-Correspondence@investec.co.in **Website**: https://www.investec.com/india.html **Contact Person**: Ms. Seethalakshmy Narayanan **SEBI Regn No.**: INM000011971	**KARVY COMPUTERSHARE PRIVATE LIMITED** Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Telangana, India **Tel**: +91 40 6716 2222; **Fax**: +91 40 2343 1551 **E-mail**: brnl.ipo@karvy.com **Investor Grievance E-mail**: einward.ris@karvy.com **Website**: www.karvycomputershare.com **Contact Person**: Mr. Murali Krishna M **SEBI Regn. No.**: INR000000221

BID/ISSUE PROGRAMME

BID/ISSUE OPENED ON: WEDNESDAY, SEPTEMBER 6, 2017	BID/ISSUE CLOSED ON: FRIDAY, SEPTEMBER 8, 2017

[1]*In compliance with the proviso to Regulation 21A of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992 read with proviso to the Regulation 5(3) of the SEBI ICDR Regulations, SCML, which is our Promoter Group entity, is only involved in marketing of the Issue.*

A signed copy of the Red Herring Prospectus was delivered to the RoC for registration and a copy of this Prospectus shall be delivered for registration to the RoC in accordance with Section 26(4) of the Companies Act, 2013. For details of the material contracts and documents which were made available for inspection from the date of the Red Herring Prospectus up to the Bid/ Issue Closing Date, please see the chapter "Material Contracts and Documents for Inspection" on page 474.

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SECTION I: GENERAL

DEFINITIONS AND ABBREVIATIONS

Unless the context otherwise indicates or implies, the following terms have the following meanings in this Prospectus, and references to any statute or regulations or acts or policies shall include amendments thereto, from time to time. The words and expressions used in this Prospectus but not defined herein, shall have, to the extent applicable, the meaning ascribed to such terms under the Companies Act, the SEBI ICDR Regulations, the SCRA, the Depositories Act or the rules and regulations made thereunder.

General Terms

Term	Description
Company/ our Company/ BRNL/ Issuer	Bharat Road Network Limited, a company incorporated under the Companies Act, 1956 and having its registered office at Mirania Gardens, 10B/1, Topsia Road (East), Kolkata – 700 046, West Bengal, India
We/ us/ our	Unless the context otherwise indicates or implies, refers to our Company on a consolidated basis together with the Subsidiaries and Associates

Company Related Terms

Term	Description
Articles/ Articles of Association/ AoA	Articles of association of our Company, as amended from time to time
Associate(s)	The Associates of our Company namely, GIPL, GAEPL, MTPL, KEPL and SJEPL
Audit Committee	The committee of the Board of Directors constituted as our Company's audit committee in accordance with Regulation 18 of the SEBI Listing Regulations and Section 177 of the Companies Act, 2013
Auditor/Statutory Auditor	The statutory auditor of our Company, G.P. Agrawal & Co., *Chartered Accountants*
Board/Board of Directors	Board of Directors of our Company or a duly constituted committee thereof
Compliance Officer	Our chief financial officer and company secretary who has been appointed as the compliance officer of our Company
Corporate Office	Our corporate office located at 5th Floor (north east block), Vishwakarma Building, 86C Topsia Road (South) Kolkata – 700 046, West Bengal, India
Director(s)	The director(s) on the Board of our Company, unless otherwise specified
Equity Shares	Equity shares of our Company of face value of ₹ 10.00 each
Financial Statements	The Restated Financial Statements and Identified Associates Audited Financial Statements.
GAEPL	Ghaziabad Aligarh Expressway Private Limited
GAEPL Project	BOT Project for four laning of the Ghaziabad-Aligarh section of NH-91 connecting km 23.60 to km 140.20 of NH-91 on DBFOT pattern on BOT Toll basis and subsequent six laning of the GAEPL Project Road (excluding Aligarh bypass from km 129.60 to km 149.90) before the 12th anniversary of the appointed date for the GAEPL Project i.e. February 25, 2011 being undertaken by GAEPL
GAEPL Project Road	Ghaziabad-Aligarh section of NH-91 connecting km 23.60 to km 140.20 of NH-91 in the state of Uttar Pradesh
GIPL	Guruvayoor Infrastructure Private Limited
GIPL Project	BOT Project for (a) four laning of the existing two lane portion of the Thrissur - Angamali section of NH-47 from km 270 to km 316.70 (there is a missing chainage of 6.70 km) and (b) improvement, operation and maintenance of the Angamali - Edapalli section from km 316.70 to km 342.00 of NH-in the state of Kerala on DCDFOM pattern on BOT toll basis by GIPL
GIPL Project Road	Thrissur-Angamali section of NH-47 from km 270.00 to km 316.70 (there is a missing chainage of 6.70 km) and (b) Angamali - Edapalli section from km 316.70 to km 342.00 of NH-in the state of Kerala
Group	Our Company, its Subsidiaries and Associates, on a consolidated basis
Group Companies	Companies as covered under the applicable accounting standards and also other companies as considered material by our Board For details of our Group Entities and the policy of materiality adopted by our Board, please refer to the chapter "*Group Companies*" on page 213

Term	Description
Identified Associates	GIPL, GAEPL, MTPL and KEPL
Identified Associates Audited Financial Statements	Audited financial statements for March 31, 2017, 2016 and 2015 for GIPL, MTPL and KEPL and audited financial statements for March 31, 2017 and March 31, 2016 for GAEPL
IPO Committee	The committee of the Board of Directors constituted in relation to this Issue by the Board of Directors in a meeting held on November 10, 2016. The members of the IPO committee are Pradeep Singh, Brahm Dutt, Atanu Sen and Bajrang Kumar Choudhary
IPDC	Infrastructure Project Development Capital organised as a contributory trust under the provisions of the Indian Trust Act, 1882 is a scheme of SREI Venture Capital Trust
IPDF	Infrastructure Project Development Fund organised as a contributory trust under the provisions of the Indian Trust Act, 1882 is a scheme of SREI Venture Capital Trust
Key Management Personnel/ KMP	Those individuals described in "*Our Management – Key Management Personnel*" on page 202
KEPL	Kurukshetra Expressway Private Limited
KEPL Project	BOT Project for augmenting the existing road by four laning the KEPL Project Road on DBFOT Toll basis being under taken by KEPL
KEPL Project Road	Rohtak-Bawal section of NH-71 from km 363.30 to km 450.80 in the state of Haryana
Make in India Fund	Make in India Fund – A scheme of Manufacturing Value Addition Fund, a fund organised as a contributory trust under the provisions of the Indian Trust Act, 1882. Manufacturing Value Addition Fund is registered under the SEBI AIF Regulations
Memorandum/ MOA/ Memorandum of Association	Memorandum of association of our Company, as amended from time to time
MTPL	Mahakaleshwar Tollways Private Limited
MTPL Project	BOT Project for four laning of the MTPL Project Road on a DBFOT pattern, on a BOT Toll basis being undertaken by MTPL
MTPL Project Road	Indore-Ujjain portion from Ch. 5/2 to Ch. 53 on State Highway 27 in the state of Madhya Pradesh
Nomination and Remuneration Committee	The committee of the Board of Directors constituted as our Company's nomination and remuneration committee in accordance with Regulation 19 of the SEBI Listing Regulations and Section 178 of the Companies Act, 2013
OCD	Optionally convertible debentures
OCPID	Optionally convertible participative interest bearing debentures
OSEPL	Orissa Steel Expressway Private Limited
OSEPL Project	BOT Project for augmenting the OSEPL Project Road being undertaken by OSEPL
OSEPL Project Road	Rimuli-Roxy-Rajamunda section of NH-215 from km 163.00 to km 269.00 in the state of Odisha
Promoters	The promoters of our Company, namely, Srei Infrastructure Finance Limited and Make in India Fund
Promoter Group	The entities constituting our promoter group pursuant to Regulation 2(1)(zb) of the SEBI ICDR Regulations
Registered Office	The registered office of our Company, situated at Mirania Gardens, 10B/1, Topsia Road (East) Kolkata – 700 046, West Bengal, India
Registrar of Companies/ RoC	Registrar of Companies, West Bengal, located at Kolkata
Restated Consolidated Financial Statements	Restated consolidated summary statement of assets and liabilities as at March 31, 2017, 2016, 2015, 2014 and 2013 and restated consolidated summary statement of profit and loss and restated consolidated summary statement of cash flows for years ended March 31, 2017, 2016, 2015, 2014 and 2013 of our Group read along with all the notes thereto and included in the chapter "*Financial Statements*" on page 218
Restated Financial Statements	Collectively, the Restated Standalone Financial Statements and Restated Consolidated Financial Statements
Restated Standalone Financial Statements	Restated standalone summary statement of assets and liabilities as at March 31, 2017, 2016, 2015, 2014 and 2013 and restated standalone summary statement of profit and loss and restated standalone summary statement of cash flows for years ended March 31, 2017, 2016, 2015, 2014 and 2013 of our Company read along with all the notes thereto and included in the chapter "*Financial Statements*" on page 218
SAIML	SREI Alternative Investment Managers Limited
SJEPL	Shree Jagannath Expressways Private Limited
SJEPL Road	BOT Project for augmenting the SJEPL Project Road by six laning the SJEPL Project Road on a DBFOT pattern on BOT Toll basis being undertaken by SJEPL

Term	Description
SJEPL Project Road	Chandikhole-Jagatpur-Bhubaneswar section of NH-5 in the state of Odisha from km 413.00 to km 418.00 and km 0.00 to km 62.00
Shareholders	Shareholders of our Company, from time to time
Stakeholders' Relationship Committee	The committee of the Board of Directors constituted as our Company's Stakeholders' Relationship Committee in accordance with Regulation 20 of the SEBI Listing Regulations
STPL	Solapur Tollways Private Limited
STPL Project	BOT Project for augmenting the existing road by four laning the STPL Project Road on DBFOT pattern on BOT Toll basis being undertaken by STPL
STPL Project Road	Solapur-Maharashtra / Karnataka border section of NH-9 from km 249.000 to km 348.800 in the state of Maharashtra
Subsidiaries	The subsidiaries of our Company namely, OSEPL and STPL
SREI/Corporate Promoter	Srei Infrastructure Finance Limited
SREI Venture Capital Trust	SREI Venture Capital Trust is registered as a Venture Capital Trust under the SEBI (Venture Capital Funds) Regulations, 1996

Issue Related Terms

Term	Description
Abridged Prospectus	Abridged prospectus issued under Regulation 58 of SEBI ICDR Regulations and appended to the Bid cum Application Form
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to a Bidder as proof of registration of the Bid cum Application Form
Addendum	Addendum to the Red Herring Prospectus, dated September 5, 2017
Allot/ Allotment/ Allotted	Unless the context otherwise requires, the allotment of the Equity Shares pursuant to the Issue to the successful Bidders
Allotment Advice	Note or advice or intimation of Allotment sent to the successful Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange
Allottee	A successful Bidder to whom the Equity Shares is Allotted
Anchor Investor(s)	A Qualified Institutional Buyer, who was eligible to apply under the Anchor Investor Portion, with a minimum Bid of ₹ 100.00 million, in accordance with the SEBI ICDR Regulations
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to the Anchor Investors, if any, in terms of the Red Herring Prospectus and this Prospectus, which will be decided by our Company in consultation with the BRLMs (other than SCML) on the Anchor Investor Bid/Issue Period
Anchor Investor Application Form	The form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and this Prospectus
Anchor Investor Bid/ Issue Period	The day, one Working Day prior to the Bid/Issue Opening Date, on which Bids by Anchor Investors were to be submitted, prior to and after which the BRLMs would not accept any bids from Anchor investors and allocation to Anchor Investors shall would have been completed
Anchor Investor Issue Price	Final price at which the Equity Shares will be issued and Allotted to Anchor Investors, if any, in terms of the Red Herring Prospectus and this Prospectus, which price will be equal to or higher than the Issue Price, but not higher than the Cap Price. The Anchor Investor Issue Price will be decided by our Company in consultation with the BRLMs (other than SCML)
Anchor Investor Portion	Up to 60.00% of the QIB Portion, consisting up to 13,185,000 Equity Shares, which may be allocated by our Company in consultation with the BRLMs (other than SCML), to Anchor Investors on a discretionary basis. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price
Application Supported by Blocked Amount/ASBA	An application, whether physical or electronic, used by ASBA Bidders, to make a Bid authorizing a SCSB to block the Bid Amount in the ASBA Account
ASBA Account	A bank account maintained with an SCSB and specified in the ASBA Form submitted by ASBA Bidders for blocking the Bid Amount mentioned in the ASBA Form
ASBA Bid	A Bid made by an ASBA Bidder including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations

Term	Description
ASBA Bidder(s)	All Bidders except Anchor Investors
ASBA Form	An application form, whether physical or electronic, used by ASBA Bidders, which has been considered as the application for Allotment in terms of the Red Herring Prospectus and this Prospectus
Basis of Allotment	Basis on which the Equity Shares will be Allotted to successful Bidders under the Issue and which is described in "*Issue Procedure- Allotment Procedure and Basis of Allotment*" on page 413
Bid(s)	An indication to make an offer during the Bid/Issue Period by a Bidder other than an Anchor Investor pursuant to submission of the ASBA Form, or during the Anchor Investor Bid/Issue Period by the Anchor Investors pursuant to submission of the Anchor Investor Application Form, to subscribe to the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations in terms of the Red Herring Prospectus and Bid cum Application Form
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and payable by an Anchor Investor/ blocked in the ASBA Account on submission of a bid in the Issue
Bid cum Application Form	The Anchor Investor Application Form or the ASBA Form, as the context requires
Bid/Issue Closing Date	Friday, September 8, 2017
Bid/Issue Opening Date	Wednesday, September 6, 2017
Bid/Issue Period	Except in relation to Anchor Investors, the period between the Bid/Issue Opening Date and the Bid/Issue Closing Date, inclusive of both days, during which prospective investors submitted their Bids, including any revisions thereof, in this case being September 6, 2017 to September 8, 2017
Bid Lot	73 Equity Shares
Bidder	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form
Bidding Centres	Centres at which the Designated Intermediaries accepted the ASBA Forms i.e. Designated SCSB Branch for SCSBs, Specified Locations for Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
Book Building Process	The book building process, as provided in Schedule XI of the SEBI ICDR Regulations, in terms of which the Issue is being made
Broker Centres	Broker centres notified by the Stock Exchanges, where Bidders submitted the ASBA Forms to a Registered Broker. The details of such Broker Centers, along with the name bidding s and contact details of the Registered Brokers are available on the websites of the respective Stock Exchanges (www.bseindia.com and www.nseindia.com)
BRLMs/Book Running Lead Managers	The book running lead managers to the Issue, being Inga Capital Private Limited, Investec Capital Services (India) Private Limited and Srei Capital Markets Limited
CAN/Confirmation of Allocation Note	Notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated the Equity Shares, after the Anchor Investor Bid/Issue Period
Cap Price	₹ 205 per Equity Share being the higher end of the Price Band, above which the Issue Price was not finalised
Collecting Depository Participant(s) or CDP(s)	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of circular No. GR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Controlling Branches	Such branches of SCSBs which coordinate Bids under the Issue with the BRLMs, the Registrar and the Stock Exchanges, a list of which is available on the website of SEBI at http://www/sebi.gov.in
Cut-off Price	The Issue Price, finalised by our Company in consultation with BRLMs (other than SCML), in this case being ₹ 205 per Equity Share. Only Retail Individual Bidders were entitled to Bid at the Cut-off Price. QIBs and Non-Institutional Bidders were not entitled to Bid at the Cut-off Price
Deemed FPIs	FIIs and their Sub-Accounts (other than Sub-Accounts which are foreign corporate(s) or foreign individuals bidding under the QIB)
Demographic Details	Details of the Bidders including the Bidder's address, name of the Bidder's father/ husband, investor status, occupation and bank account details
Designated Date	The date on which the funds are transferred by the Escrow Collection Bank(s) from the Escrow Account(s) or the instructions are given to the SCSBs to unblock the ASBA Accounts and transfer the amounts blocked by SCSBs as the case may be, to the Public Issue Account or the Refund Account, as appropriate in terms of the Red Herring Prospectus and this Prospectus, and the aforesaid transfer and instructions shall be issued

Term	Description
	only after finalisation of the Basis of Allotment in consultation with the Designated Stock Exchange
Designated Intermediaries	Syndicate, sub-syndicate, SCSBs, Registered Brokers, the CDPs and RTAs, who are authorised to collect Bid cum Application Forms, as applicable, in relation to the Issue
Designated CDP Locations	Such locations of the CDPs where ASBA Bidders have submitted the ASBA Forms. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges www.bseindia.com and www.nseindia.com
Designated RTA Locations	Such locations of the RTAs where ASBA Bidders have submitted the ASBA Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges www.bseindia.com and www.nseindia.com
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Forms submitted by ASBA Bidders, a list of which is available on the website of SEBI at www.sebi.gov.in/ or such other website as may be prescribed by SEBI from time to time
Designated Stock Exchange	BSE Limited
Draft Red Herring Prospectus or DRHP	The Draft Red Herring Prospectus dated February 16, 2017 issued in accordance with the SEBI ICDR Regulations amended by way of a corrigendum dated August 11, 2017, issued in accordance with the SEBI ICDR Regulations, published in all editions of the English national newspaper Financial Express, all editions of the Hindi national newspaper Jansatta and Kolkata editions of the Bengali newspaper Kalantar Patrika (Bengali being the regional language of West Bengal where our Registered Office is located), each with wide circulation on August 12, 2017
Eligible NRI(s)	NRIs from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the ASBA Form and the Red Herring Prospectus constituted an invitation to subscribe to or purchase the Equity Shares
Escrow Account(s)	Account(s) opened for the Issue with the Escrow Collection Bank(s) and in whose favour the Anchor Investors shall transfer money through direct credit/ NEFT/ RTGS in respect of the Bid Amount when submitting a Bid
Escrow Agreement	The escrow agreement dated August 9, 2017 entered into amongst our Company, the Registrar to the Issue, the BRLMs, the Escrow Collection Bank, the Refund Bank and the Public Issue Bank
Escrow Collection Bank(s)	Banks which are clearing members and registered with SEBI as bankers to an issue and with whom Escrow Account(s) is opened, in this case being HDFC Bank Limited
Equity Listing Agreements	The listing agreements to be entered into by our Company with the Stock Exchanges in relation to our Equity Shares
First Bidder	The Bidder whose name appears first in the Bid cum Application Form in case of a joint Bid and whose name shall also appear as the first holder of the beneficiary account held in joint names or any revisions thereof
Floor Price	₹ 195 per Equity Share, being the lower end of the Price Band, at or above which the Issue Price was finalised
General Information Document/GID	The General Information Document prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013 notified by SEBI and suitably modified and included in the chapter "*Issue Procedure*" on page 378
Inga	Inga Capital Private Limited
ICSIPL	Investec Capital Services (India) Private Limited
Issue	The issue of 29,300,000 Equity Shares aggregating to ₹ 6,006.50 million by our Company, subject to finalisation of the Basis of Allotment
Issue Agreement	The agreement dated February 16, 2017 between our Company and the BRLMs, pursuant to which certain arrangements are agreed to in relation to the Issue as amended by an amendment agreement dated August 2, 2017
Issue Price	The final price at which the Equity Shares will be Allotted to Bidders other than Anchor Investors. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Issue Price in terms of the Red Herring Prospectus. The Issue Price will be decided by our Company in consultation with the BRLMs (other than SCML), on the Pricing Date. Unless otherwise stated or the context otherwise implies, the term Issue Price refers to the Issue Price applicable to investors other than Anchor Investors
Issue Proceeds	The proceeds of the Issue which shall be available to the Company. For further information about use of the Issue Proceeds, please refer to the chapter "*Objects of the Issue*" on page 88

Term	Description
Monitoring Agency	HDFC Bank Limited
Monitoring Agency Agreement	The agreement dated August 8, 2017 entered into among our Company and the Monitoring Agency
Mutual Funds	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
Mutual Fund Portion	5.00% of the QIB Portion, or 1,098,750 Equity Shares which was made available for allocation to Mutual Funds only
Net Proceeds	Proceeds of the Issue, less Issue related expenses. For further information about the Issue related expenses, please refer to the chapter "*Objects of the Issue*" on page 88
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares allocated to the Anchor Investors, if any
Non-Institutional Bidders	All Bidders that are not QIBs or Retail Individual Bidders and who have Bid for the Equity Shares for an amount more than ₹ 200,000 (but not including NRIs other than Eligible NRIs)
Non-Institutional Portion	The portion of the Issue being not more than 15.00% of the Issue consisting up to 4,395,000 Equity Shares which was made available for allocation on a proportionate basis to Non-Institutional Bidders
Price Band	Price Band of a minimum price of ₹ 195 per Equity Share (Floor Price) and the maximum price of ₹ 205 per Equity Share (Cap Price), including any revisions thereof.
Pricing Date	The date on which our Company in consultation with BRLMs (other than SCML) finalised the Issue Price
Prospectus	This Prospectus dated September 11, 2017 to be filed with the RoC in accordance with section 26 of the Companies Act, 2013 and the SEBI ICDR Regulations containing, *inter alia*, the Issue Price that is determined through the Book Building Process, the size of the Issue and certain other information, including any addenda or corrigenda thereto
Public Issue Account	Account opened with the Public Issue Bank(s) to receive monies from the Escrow Account(s) and to which the funds shall be transferred by the SCSBs from the ASBA Accounts of the successful Allottees, on or after the Designated Date
Public Issue Bank(s)	Bank(s) with whom the Public Issue Account for collection of bidding amount from Escrow Account(s) and ASBA Accounts of the successful Allottees will be opened, in this case HDFC Bank Limited
QIB Portion	The portion of the Issue (including the Anchor Investor Portion) amounting to not less than 75.00% of the Issue being at least 21,975,000 Equity Shares, which shall be available for allocation to QIBs, including the Anchor Investors
Qualified Institutional Buyers/QIBs	Qualified institutional buyers as defined under Regulation 2(1)(zd) of the SEBI ICDR Regulations.
Red Herring Prospectus/ RHP	The Red Herring Prospectus dated August 22, 2017 issued in accordance with section 32 of the Companies Act, 2013 and the provisions of the SEBI ICDR Regulations read with the Addendum, which did not have complete particulars of the price at which the Equity Shares will be offered and the size of the Issue.
Refund Account(s)	The account opened with the Refund Banker, from which refunds, if any, of the whole or part of the Bid Amount to Anchor Investors shall be made
Refund Banker	HDFC Bank Limited
Refunds through electronic transfer of funds	Refunds through NACH, Direct Credit, RTGS or NEFT, as applicable
Registered Brokers	Stock brokers registered with the Stock Exchanges having nationwide terminals, other than the members of the Syndicate
Registrar Agreement	The agreement dated February 15, 2017 between our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue
Registrar and Share Transfer Agents/ RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Registrar to the Issue/ Registrar	Registrar to the Issue, in this case being, Karvy Computershare Private Limited
Retail Individual Bidder(s)	Individual Bidders who have Bid for the Equity Shares for an amount not more than ₹ 200,000 in any of the bidding options in the Issue (including HUFs applying through their Karta and Eligible NRIs)
Retail Portion	The portion of the Issue being not more than 10.00% of the Issue consisting of up to 2,930,000 Equity Shares which shall be available for allocation to Retail Individual Bidder(s) subject to valid Bids being received at or above the Issue Price

Term	Description
Revision Form	Form used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their Bid cum Application Forms or any previous revision form(s) before closure of the Issue. Kindly note that QIBs and Non-Institutional Bidders are not allowed to withdraw or lower their Bid (in terms of quality of Equity Shares or the Bid Amount) at any stage, once submitted
Self-Certified Syndicate Banks or SCSBs	The banks registered with SEBI, offering services in relation to ASBA, a list of which is available on the website of SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 or at such other website as may be prescribed by SEBI from, time to time
Specified Locations	Bidding centres where the Syndicate accepted ASBA Forms from Bidders
SCML	Srei Capital Markets Limited
Stock Exchanges	BSE and NSE
Syndicate Agreement	The agreement dated August 9, 2017 entered into amongst the BRLMs, the Syndicate Members and our Company in relation to the collection of Bid cum Application Forms by the Syndicate
Syndicate Members	Intermediaries registered with the SEBI who are permitted to carry out activities as an underwriter, namely, Antique Stock Broking Limited, AUM Capital Market Private Limited and SPA Securities Limited
Syndicate/ Members of the Syndicate	BRLMs and the Syndicate Members
Systemically Important Non-Banking Financial Company	Means a non-banking financial company registered with the Reserve Bank of India and having a net-worth of more than five thousand million rupees as per last audited financial statements
TRS/Transaction Registration Slip	The slip or document issued by the Syndicate, or the SCSB (only on demand), as the case may be, to the Bidder as proof of registration of the Bid
Underwriters	BRLMs and the Syndicate Members
Underwriting Agreement	The agreement amongst the Underwriters, Registrar and our Company dated September 11, 2017
Working Days	"Working Day", with reference to (a) announcement of Price Band; and (b) Bid/Issue Period, shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; and (c) the time period between the Bid/Issue Closing Date and the listing of the Equity Shares on the Stock Exchanges, shall mean all trading days of Stock Exchanges, excluding Sundays and bank holidays, as per the SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016

Business / Industry Related Terms

Term	Description
BOT	Build, operate and transfer, including DBFOT and DBFOMT
BOT Project(s)	Road project development being undertaken by the BOT route
BTKM	Billion-tonne-km
COD	Date of commencement of the commercial operation of the project as defined under the relevant concession agreement for each project
Concession agreement	Agreement entered into by the Concessionaire with the Concessioning Authority in relation to the BOT Projects
Concessioning Authority	Any government authority/body that has granted the concession to the Concessionaire for execution of relevant BOT Project
Concession Period	Concession period for a project means the period beginning from the appointed date for the relevant project and ending on the date on which the relevant concession agreement comes to an end as per the terms of the relevant Concession Agreement or is terminated by either of the parties to the relevant Concession Agreement
Construction Period	Construction period means the period beginning from the appointed date and ending on the Final COD of a road project
Concessionaire	The holder of a concession granted under relevant Concession Agreement to develop and manage a BOT Project
DBFOT	Design, build, finance, operate and transfer
DBFOMT	Design, build, finance, operate, maintain and transfer
DCDFOM	Design, construction, development, finance, operate, maintain and transfer
EPC	Engineering, procurement and construction
Final COD	Final commercial operation date as defined under the relevant concession agreement for

Term	Description
	each road project
GPS	Global Positioning System
IE/ Independent Engineer	Independent engineer as appointed for each Project SPV as per the terms of relevant concession agreement
ISAC	Independent Settlement Advisory Committee
HAM	Hybrid Annuity Model
Land Act	Land Acquisition, Rehabilitation and Resettlement Act, 2015
Lane kms	A measurement unit generally used in the road industry to represent the length and width of roads. One lane km equals one kilometre long and is computed based on the length of road specified under the concession agreement, multiplied by the number of lanes
MPR	Monthly Progress Report
MPRDC	Madhya Pradesh Road Development Corporation
MoRD	Ministry of Rural Development
MoRTH	Ministry of Road, Transport and Highways
MoST	Ministry of Surface Transportation
NABARD	National Bank for Agriculture and Rural Development
NH	National Highway
NHAI	National Highways Authority of India
NHDP	National Highway Development Program
NIIF	National Investment and Infrastructure Fund
NITI	National Institution for Transforming India
O&M	Operations and Maintenance
OMT	Operate, Maintain and Transfer
PCU	Passenger Car Units
PMGSY	Pradhan Mantri Gram Sadak Yojana
PPP	Public Private Partnership
Project SPVs	Our Subsidiaries and Associates through which Projects operational under Final COD, Projects operational under Provisional COD and the Project under Construction are being undertaken
Projects operational under Final COD	GIPL Project and MTPL Project, which have received Final COD and are conducting commercial operation of the project as per the terms of the relevant Concession Agreements
Projects operational under Provisional COD	KEPL Project, GAEPL Project and SJEPL Project, which have received Provisional COD certificate and are conducting commercial operation of the project as per the terms of the relevant Concession Agreements pending Final COD
Provisional COD	Provisional commercial operation date as defined under the relevant concession agreement for each project
Project under Construction	STPL Project, which has commenced construction and is yet to receive Provisional COD
PWD	Public Works Department
ROB	Road Over Bridge
SH	State Highway
SPV	Special Purpose Vehicle
TOT	Toll, operate and Transfer
Toll	A charge payable for use of road and highways, including service fee
y-o-y	Year Over Year

Conventional Terms / Abbreviations and Reference to Other Business Entities

Term	Description
A/c	Account
AGM	Annual General Meeting
AIF	Alternative Investment Fund as defined in and registered with SEBI under the Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012
AS/Accounting Standards	Accounting Standards issued by the ICAI
AY	Assessment Year
BSE	BSE Limited
Banking Regulation Act	The Banking Regulation Act, 1949
CAGR	Compounded Annual Growth Rate
Calendar Year	Unless the context requires, shall refer to the 12-month period ending December 31, of

Term	Description
	the year
Category II foreign portfolio investor(s)/ Category II FPIs	FPIs who are registered as "Category II foreign portfolio investors" under the SEBI FPI Regulations
Category III foreign portfolio investor(s)/ Category III FPIs	FPIs who are registered as "Category III foreign portfolio investors" under the SEBI FPI Regulations
CDSL	Central Depository Services (India) Limited
CEO	Chief Executive Officer
CENVAT	Central Value Added Tax
CESTAT	Customs, Excise and Service Tax Appellate Tribunal
CFO	Chief Financial Officer
CIN	Corporate identity number
CIT	Commissioner of Income Tax
Client ID	Client identification number of the Bidder's beneficiary account
Companies Act/Act	Companies Act, 1956 and/or the Companies Act, 2013, as applicable
Companies Act, 1956	Companies Act, 1956, as amended (without reference to the provisions thereof that have ceased to have effect upon the notification of the Notified Sections)
Companies Act, 2013	The Companies Act, 2013, to the extent in force pursuant to the notification of the Notified Sections
CRISIL	CRISIL Limited
CRISIL Report	Report titled "*Study of the Road Sector in India*" dated January 2017" issued by CRISIL Research
CRISIL Research	A division of CRISIL
CSR	Corporate social responsibility
CST	Central Sales Tax
Depositories	NSDL and CDSL
Depositories Act	Depositories Act, 1996
DIN	Director Identification Number
DIPP	Department of Industrial Policy and Promotion
DP/ Depository Participant	A depository participant as defined under the Depositories Act
DP ID	Depository participant's identification
ECS	Electronic Clearing Service
EGM	Extraordinary General Meeting
Electricity Act	Electricity Act, 2003
EPS	Earnings Per Share i.e., profit after tax for a Fiscal divided by the weighted average outstanding number of equity shares at the end of that Fiscal
ESOP	Employee Stock Option Plan
FCNR	Foreign currency non-resident
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999 read with rules and regulations thereunder
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000
FIFO	First in first out
FII(s)	Foreign Institutional Investors as defined under the SEBI FPI Regulations
FPI(s)	Foreign Portfolio Investors as defined under the SEBI FPI Regulations
Financial Year/ Fiscal FY	Period of twelve months ended March 31 of that particular year
FIPB	Foreign Investment Promotion Board
FVCI	Foreign Venture Capital Investors as defined and registered with SEBI under the SEBI FVCI Regulations
GDP	Gross Domestic Product
GIR	General index register
GoI/Government	Government of India
GST	Goods and Services Tax
HNI	High Networth Individual
HUF	Hindu Undivided Family
ICSI	Institute of Company Secretaries of India
IFRS	International Financial Reporting Standards issued by International Accounting Standards Board
Indian GAAP	Generally Accepted Accounting Principles in India
Ind AS	Indian Accounting Standards prescribed under section 133 of the Companies Act, 2013, as notified under the Companies (Indian Accounting Standard) Rules, 2015

Term	Description
IPO	Initial public offering
ISIN	International Securities Identification Number
IT	Information Technology
I.T. Act	The Income Tax Act, 1961
ITAT	Income Tax Appellate Tribunal
km	Kilometre
LC	Letter of Credit
LLP Act	Limited Liability Partnership Act, 2008
MCLR	Marginal Cost of Funds based Lending Rate
Mn / mn	Million
MOEF	Ministry of Environment and Forests
MICR	Magnetic ink character recognition
MoU	Memorandum of Understanding
N.A.	Not applicable
National Investment Fund	National Investment Fund set up by resolution F. No. 2/3/2005-DD-II dated November 23, 2005 of the GoI, published in the Gazette of India
NAV	Net Asset Value being paid up equity share capital plus free reserves (excluding reserves created out of revaluation) less deferred expenditure not written off (including miscellaneous expenses not written off) and debit balance of profit and loss account, divided by number of issued equity shares
NCT	National Capital Territory
NECS	National Electronic Clearing Service
NEFT	National Electronic Fund Transfer
NGO	Non-Governmental Organisation
Notified Sections	The sections of the Companies Act, 2013 that have been notified as having come into effect prior to the date of this Prospectus
NOC	No Objection Certificate
NR/Non-Resident	A person resident outside India, as defined under the FEMA and includes an NRI, FPIs registered with SEBI and FVCIs registered with SEBI
NRE Account	Non Resident External Account
NRI	A person resident outside India, who is a citizen of India or a person of Indian origin, and shall have the meaning ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2000
NRO Account	Non Resident Ordinary Account
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCB / Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60.00% by NRIs including overseas trusts, in which not less than 60.00% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA
p.a.	Per annum
PBDITA	Profit Before Interest, Taxes, Depreciation and Amortization
P&L	Profit and loss
P/E Ratio	Price/earnings Ratio
PAN	Permanent Account Number allotted under the Income Tax Act, 1961
PAT	Profit after tax
PIO	Persons of Indian Origin
QE	Quarter ended
QIB	Qualified Institutional Buyer
RBI	The Reserve Bank of India
Registration Act	Registration Act, 1908
RONW	Return on Net Worth
Rupees/Rs./₹/INR	Indian Rupees
RTGS	Real Time Gross Settlement
SBI	State Bank of India
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act, 1992
SEBI Act	Securities and Exchange Board of India Act, 1992

Term	Description
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012
SEBI FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 as repealed pursuant to the SEBI AIF Regulations
Securities Act	United States Securities Act of 1933, as amended
SICA	Sick Industrial Companies (Special Provisions) Act, 1985
Sq. Ft./sq. ft.	Square feet
State Government	The Government of a state in India
Sec.	Section
SEZ	Special Economic Zone
Stamp Act	The Indian Stamp Act, 1899
Stock Exchange(s)	BSE and/or NSE as the context may refer to
TAN	Tax Deduction Account Number
TDS	Tax Deducted at Source
T.P. Act	Transfer of Property Act, 1882
UIN	Unique Identification Number
US / U.S./ USA	United States of America
US GAAP	Generally Accepted Accounting Principles in the United States of America
USD / US$	United States Dollars
VAT	Value added tax
VCFs	Venture capital funds as defined in and registered with SEBI under the SEBI VCF Regulations or the SEBI AIF Regulations, as the case may be
WC	Working capital
WPI	Wholesale Price Index

Notwithstanding the foregoing, terms in the chapters titled "*Industry Overview*", "*Statement of Tax Benefits*", "*Financial Statements*", "*Issue Procedure – Part B - General Information Document for Investing in Public Issues*" and "*Main Provisions of Articles of Association*" on pages 106, 102, 218, 391 and 424, respectively, shall have the meaning given to such terms in such sections.

FORWARD-LOOKING STATEMENTS

All statements in this Prospectus that are not statements of a historical fact constitute "forward-looking statements". This Prospectus contains certain "forward-looking statements". These forward-looking statements generally can be identified by words or phrases such as "aim", "anticipate", "believe", "goal", "expect", "estimate", "intend", "objective", "plan", "project", "should", "will", "will continue", "will pursue" or other words or phrases of similar import. Similarly, statements that describe our Company's strategies, objectives, plans or goals are also forward-looking statements. Although we believe that the expectations reflected in such forward-looking statements are reasonable at this time, we cannot assure investors that such expectations will prove to be correct. All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

Actual results may differ materially from those suggested by the forward-looking statements due to risks or uncertainties associated with the expectations with respect to, but not limited to, regulatory changes pertaining to the industry in which we operate and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India and globally which have an impact on our business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in laws, regulations and taxes and changes in competition in our industry and incidence of any natural calamities and/or acts of violence. Important factors that could cause actual results to differ materially from our Company's expectations include, but are not limited to, the following:

- Volume of the traffic in projects undertaken by our Project SPVs;
- Our ability to successfully bid or acquire a new project;
- Our ability to complete the projects undertaken by our Project SPV on time;
- Our ability to effectively manage our growth or to successfully implement our business plan and growth strategy;
- Our ability to compete effectively in the BOT industry;
- Our ability to implement new technologies for our business operations in a timely and cost-effective manner; and
- Our ability to attract or retain key personnel, including our senior management.

For further discussion of factors that could cause the actual results to differ from the expectations, please refer to the chapters "*Risk Factors*", "*Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 18, 136 and 304, respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated. We cannot assure investors that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of future performance. Forward-looking statements reflect the current views of our Company as of the date of this Prospectus and are not a guarantee of future performance. These statements are based on the management's beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Neither our Company, our Directors, the BRLMs nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with regulatory requirements, our Company and the BRLMs will ensure that investors in India are informed of material developments until the time of the grant of listing and trading permission by the Stock Exchanges. The Company will ensure that investors are informed of material developments in relation to statements and undertakings made by it in the Red Herring Prospectus and this Prospectus until the time of the grant of listing and trading permission by the Stock Exchanges.

PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

Certain Conventions

All references to "India" contained in this Prospectus are to the Republic of India, all references to the "U.S.", the "USA" or the "United States" are to the United States of America, together with its territories and possessions. Unless stated otherwise, all references to page numbers in this Prospectus are to the page numbers of this Prospectus.

Financial Data

Unless stated otherwise, the financial information in this Prospectus is derived from our Restated Financial Statements. These financial statements have been prepared in accordance with Indian GAAP and the Companies Act and restated under the SEBI ICDR Regulations. For further details, please refer to "*Summary Financial Information*", "*Financial Statements*", and "*Summary of Significant Differences between Indian GAAP and Ind AS"* beginning on pages 63, 218 and 333, respectively.

Our Company's financial year commences on April 1 and ends on March 31 of the next year and accordingly all references to a particular financial year, unless stated otherwise, are to the 12 months' period ended on March 31 of that year.

All numbers in this Prospectus have been presented in million or in whole numbers where the numbers have been too small to present in million, unless stated otherwise. One million represents 1,000,000 and one billion represents 1,000,000,000.

Unless the context requires otherwise, any percentage amounts, as set forth in this Prospectus, including in "*Risk Factors*", "*Business*", "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 18, 136 and 304 respectively, have been calculated on the basis of the Restated Financial Statements.

Adoption of Ind AS

There are significant differences between Indian GAAP, Ind AS, U.S. GAAP and IFRS. The reconciliation of the financial information to Ind AS, IFRS or U.S. GAAP financial information has not been provided. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Prospectus, and we urge that the investors consult their own advisors regarding such differences and their impact on our Company's financial data. Accordingly, the degree to which the financial information included in this Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices, Indian GAAP, the Companies Act, 1956 and/or Companies Act, 2013 and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting practices, Indian GAAP, the Companies Act, the SEBI ICDR Regulations on the financial disclosures presented in this Prospectus should accordingly be limited.

India has decided to adopt the "Convergence of its existing standards with IFRS" and not the "International Financial Reporting Standards" ("**IFRS**"). These "IFRS based / synchronised Accounting Standards" are referred to in India as the Indian Accounting Standards ("**Ind AS**"). The Ministry of Corporate Affairs, Government of India, has through a notification dated February 16, 2015, set out the Ind AS and the timelines for their implementation.

Ind-AS will be required to be implemented on a mandatory basis by companies based on their respective net worth as set out below:

Phase I - Mandatory for accounting periods on or after April 1, 2016 (comparatives for the periods ended March 31, 2016 or as appropriate)	**Phase II - Mandatory for accounting periods on or after April 1, 2017 (comparatives for the periods ended March 31, 2017 or as appropriate)**
Those whose equity and/or debt securities are listed or are in the process of listing on any stock exchange in India or outside India and having net worth of ₹ 500 crores or more. ("A")	**Those whose equity and/or debt securities are listed or are in the process of listing on any stock exchange in India or outside India and having net worth less than ₹ 500 crores. ("A")**

Phase I - Mandatory for accounting periods on or after April 1, 2016 (comparatives for the periods ended March 31, 2016 or as appropriate)	Phase II - Mandatory for accounting periods on or after April 1, 2017 (comparatives for the periods ended March 31, 2017 or as appropriate)
Companies, other than those covered in "A", having a net worth of ₹ 500 crores or more. ("B")	**Companies, other than those covered in "A", having a net worth of ₹ 250 crores or more but less than ₹ 500 crores. ("B")**
Holding, subsidiary, joint venture or associate companies of companies covered under "A" or "B".	**Holding, subsidiary, joint venture or associate companies of companies covered under "A" or "B".**

For the purpose of calculation of net worth of Companies, the net worth shall be calculated in accordance with the stand-alone financial statements of our Company as on March 31, 2014 or the first audited period ending after that date.

In addition, any holding, subsidiary, joint venture or associate companies of the companies specified above (even though if they do not meet above threshold) shall also comply with such requirements from the respective periods specified above.

Further it has been clarified under the Ind AS Transition Facilitation Group (ITFG) clarification bulletin 1, that the companies meeting the specified net worth threshold (i.e. ₹ 5,000 million for Phase I and ₹ 2,500 million for Phase II) for the first time at the end of the accounting year shall apply Indian Accounting Standard (Ind AS) from the immediate next accounting year. Our Companies' net worth exceeded ₹ 500 crores during Fiscal 2017 and accordingly we are required to prepare the financial statements including consolidated financial statements in accordance with Ind AS for periods beginning on or after April 1, 2017 with comparatives for the period ending March 31, 2017. The date of transition to Ind AS shall be 1st April 2016. Given that Ind AS is different in many respects from Indian GAAP under which our financial statements are currently prepared, our financial statements for the period commencing from April 1, 2017 may not be comparable to our historical financial statements. Further, our restated financial statements have been prepared in accordance with Indian GAAP and the Companies Act, and restated in accordance with the SEBI ICDR Regulations. These statements have not been drawn up in accordance with Ind AS and they may be impacted if Ind AS were applied to them.

We have not attempted to quantify the impact of Ind AS on the financial information included in this Prospectus, nor have we provided a reconciliation of our financial statements to those under Ind AS. While we have conducted a preliminary review of the impact of Ind AS on our accounting policies, details of which are disclosed below. The full impact of the adoption of Ind AS cannot be ascertained.

Standalone Financial Statements:

- **Investment in subsidiaries and joint ventures** – Our Company has an option to carry investment at cost subject to impairment in accordance with Ind AS 27. Alternatively, our Company may also fair value such investments in accordance with Ind AS 109. At initial recognition, our Company shall have an irrevocable option to categorize the investment as Fair value through Profit and Loss (FVTPL) or Fair value through other comprehensive income (FVTOCI). If the investment is classified as FVTPL, all changes including the changes in the fair value of the investment shall be taken to the Profit and loss account. If the investments are classified as FVTOCI, all changes including fair value changes except for dividend shall be routed through other comprehensive income (OCI). The entity applies the same accounting for each category of investments.

- **First time adoption:** On first time adoption to Ind AS, our Company can choose to measure the investments in subsidiaries and associates at previous GAAP carrying amount or fair value determined in accordance with Ind AS 109 at our Company's date of transition to Ind AS. Our Company will take a suitable call on adoption of Ind AS.

Consolidated Financial Statements:

- Accounting for service concession arrangement – The Group is currently accounting for its construction cost as an intangible asset (right to collect toll). Under Ind AS 11, the operator is required to allocate the total consideration received or receivable in to activities for (a) construction of the asset i.e. toll roads (b) operation and maintenance of the asset. For construction of the asset, our Company will recognize revenue as construction progresses, based on percentage of completion basis (for example, cost of constructing the toll roads with a fair margin) over the construction phase. The intangible assets i.e. the right to charge users of the toll roads shall be recognized at fair value which shall be amortized over the concession period. With regard to the revenue from operation and maintenance services, revenue shall be recognized as and when the services are performed. Hence the companies will experience an upfront booking of revenue in the initial years of construction and a corresponding cost will be booked in Profit and Loss statement.

- **Negative Government Grant** - Premium payable to NHAI is required to be measured at the present value and the same shall be added to the cost of the intangible asset with a corresponding financial liability at the inception of the agreement.

- **Major Maintenance and Repair Expenses (MMR)** - MMR is to be accounted as a provision measured at the present value of the costs expected to be incurred to perform the maintenance or restoration work.

- **Revenue Based Amortization** - Revenue based method of amortization is generally not permitted under IND AS for intangible assets related to toll roads under a service concession arrangement. Ind AS 38, permits straight line method of amortization.

- **Equity Support from Government** - The equity support received from the NHAI is treated as a financial asset and is to be recognized at the fair value of the consideration receivable.

- **Amortization of upfront fee paid on borrowings** - Such cost is required to be amortized over the relevant period of the loan, using the effective interest method.

- **First time adoption** – On first time adoption to Ind AS, the group is generally required to apply the requirement of service concession accounting (as stated above) retrospectively unless it is impracticable to apply. Our Company will take a suitable call on adoption of Ind AS.

No numerical reconciliation of the financial position and results of operations under Indian GAAP and under Ind-AS has been included in this Prospectus. Therefore, we are not in a position to state as to how our financial position and the results of operations would be impacted when computed under Ind-AS. There can be no assurance that our Company's financial condition, results of operation, cash flow or changes in shareholders' equity will be exactly comparable under Indian GAAP and IND AS for the similar period. Please refer to the chapter "*Risk Factors –Companies in India, including our Company, are required to prepare financial statements under the new Indian Accounting Standards. In addition, all income-tax assessees in India, including our Company, will be required to follow the Income Computation and Disclosure Standards*" on page 46. Further, for details of certain differences between Indian GAAP and Ind AS, please refer to "*Summary of Significant Differences between Indian GAAP and Ind AS*" on page 333. The degree to which the financial information included in this Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, Indian GAAP, the Companies Act and the SEBI ICDR Regulations.

Currency and Units of Presentation

Unless the context otherwise requires, all references to:

- "₹" or "Rupees" or "Rs." are to Indian Rupees, the official currency of the Republic of India; and
- "US$" or "USD" are to United States Dollars, the official currency of the United States of America.

This Prospectus contains conversions of certain other currency amounts into Indian Rupees that have been presented solely to comply with the SEBI ICDR Regulations. These conversions should not be construed as a representation that these currency amounts could have been, or can be converted into Indian Rupees, at any particular rate or at all.

The following table sets forth, for the dates indicated, information with respect to the exchange rate between the Rupee and USD:

(in ₹)

Currency	As on March 31, 2017	As on March 31, 2016	As on March 31, 2015	As on March 28, 2014	As on March 28, 2013
USD	64.84	66.33	62.59	60.10	54.39

Source: www.rbi.org.in

Note: In case March 31 of any of the respective years is a public holiday, the previous working day has been considered.

Market and Industry Data

The chapter titled "*Summary of Industry*" and "*Industry Overview*" quotes and otherwise includes information from a commissioned report, or the CRISIL Report, prepared by CRISIL Research for the purposes of this Prospectus. We commissioned CRISIL Research to provide an independent assessment of the opportunities, dynamics and competitive landscape of the markets in India for the business we are engaged in.

CRISIL has issued the CRISIL Report with the following disclaimer:

CRISIL Research, a division of CRISIL Limited (CRISIL) has taken due care and caution in preparing this report (Report) based on the Information obtained by CRISIL from sources which it considers reliable (Data). However, CRISIL does not guarantee the accuracy, adequacy or completeness of the Data / Report and is not responsible for any errors or omissions or for the results obtained from the use of Data / Report. This Report is not a recommendation to invest / disinvest in any entity covered in the Report and no part of this Report should be construed as an expert advice or investment advice or any form of investment banking within the meaning of any law or regulation. CRISIL especially states that it has no liability whatsoever to the subscribers / users / transmitters/ distributors of this Report. Without limiting the generality of the foregoing, nothing in the Report is to be construed as CRISIL providing or intending to provide any services in jurisdictions where CRISIL does not have the necessary permission and/or registration to carry out its business activities in this regard. Bharat Road Network Limited will be responsible for ensuring compliances and consequences of non-compliances for use of the Report or part thereof outside India. CRISIL Research operates independently of, and does not have access to information obtained by CRISIL's Ratings Division / CRISIL Risk and Infrastructure Solutions Limited (CRIS), which may, in their regular operations, obtain information of a confidential nature. The views expressed in this Report are that of CRISIL Research and not of CRISIL's Ratings Division / CRIS. No part of this Report may be published/reproduced in any form without CRISIL's prior written approval.

Except for the CRISIL Report, we have not commissioned any report for purposes of this Prospectus and any market and industry related data, other than that derived from the CRISIL Report, used in this Prospectus has been obtained or derived from publicly available documents and other industry sources. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured and accordingly, investment decisions should not be based on such information. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in the chapter titled "*Risk Factors*" on page 18. Accordingly, investment decisions should not be based solely on such information. For further details, refer to the "*Risk Factors – This Prospectus contains information from an industry report which we have commissioned from CRISIL Research.*" on page 43.

Further, the extent to which the market and industry data used in this Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources. In addition, certain data in relation to our Company used in this Prospectus has been obtained or derived from the CRISIL Report which may differ in certain respects from our Restated Consolidated Financial Statements as a result of, inter alia, the methodologies used in compiling such data. Accordingly, no investment decision should be made based on such information.

In accordance with the SEBI ICDR Regulations, "*Basis for Issue Price*" beginning on page 99 includes information relating to our peer companies. Such information has been derived from publicly available sources, and neither we nor the BRLMs have independently verified such information.

SECTION II: RISK FACTORS

An investment in the Equity Shares involves a high degree of risk. You should carefully consider all information in this Prospectus, including the risks and uncertainties described below, before making an investment in the Equity Shares. If any or some combination of the following risks actually occur, our business, prospects, results of operations and financial condition could suffer, the trading price of the Equity Shares could decline and you may lose all or part of your investment. In addition, the risks set out in this chapter may not be exhaustive and additional risks and uncertainties not presently known to us, or which we currently deem to be immaterial, may arise or may become material in the future. Unless specified in the relevant risk factor below, we are not in a position to quantify the financial implication of any of the risks mentioned below. Any potential investor in the Equity Shares should pay particular attention to the fact that we are subject to extensive regulatory environment that may differ significantly from one jurisdiction to other. In making an investment decision, you must rely on their own examination of us on a consolidated basis and the terms of the Issue including the merits and the risks involved. Prospective investors should consult your tax, financial and legal advisors about the particular consequences to you of an investment in this offer. To obtain a complete understanding of our business, you should read the sections "Business", "Management's Discussion and Analysis of Financial Condition and Result of Operations" and "Financial Statements" on pages 136, 304 and 218, respectively. If our business, result of operations or financial condition suffers, the price of the Equity Shares and the value of your investments in the Equity Shares could decline.

This Prospectus also contains forward looking statements, which refers to future events that produce known and unknown risks, uncertainties and other factors, many of which are beyond our control, which may cause the actual results to be materially different from those expressed or implied by the forward-looking statements. Please refer to the chapter "Forward Looking Statements" on page 13.

In this section, unless the context otherwise requires, a reference to "our Company" refers to BRNL on a stand-alone basis and "we", "us" and "our" refers to BRNL, our Subsidiaries and Associates on a consolidated basis. Unless otherwise stated or the context otherwise requires, the financial information used in this section is derived from our Restated Consolidated Financial Information and Restated Standalone Financial Information, as applicable.

Risks related to our Company

1. ***There are various outstanding litigations involving our Company, our Directors, our Promoters, our Subsidiaries and Associates, which if determined against us, may adversely, affect our business.***

We are involved in certain legal proceedings which are pending at different levels of adjudication before various Courts, tribunals, enquiry officers, and appellate authorities. We cannot assure you that these legal proceedings will be decided in our favour. Decisions in such proceedings adverse to our interests may have adverse effect on our business, results of operations, cash flows and financial condition.

A summary of the pending proceedings involving our Company, our Directors, our Promoters, our Subsidiaries, Associates, and our Group Companies, is provided below:

Litigation against our Company

Nature of the cases/claims	No. of cases outstanding	Amount involved (in ₹ million)
Taxation	2	2.31
Civil	1	Not Ascertainable

Litigation against our Directors

Nature of the cases/claims	No. of cases outstanding	Amount involved (in ₹ million)
Bajrang Kumar Choudhary		
Civil	1	Not Ascertainable

Litigation involving our Promoters

Nature of the cases/claims	No. of cases outstanding	Amount involved (in ₹ million)
Civil	26	52,859.25
Taxation	**20**	**844.74**

Litigation against our Associates

Nature of the cases/claims	No. of cases outstanding	Amount involved (in ₹ million)
GIPL		
Actions by Statutory and Regulatory Authorities	2	0.49
Taxation	4	1.62
Civil	8	Not Ascertainable
KEPL		
Taxation	3	0.60
Civil	1*	197.93
MTPL		
Taxation	4	0.03
Criminal	1	Not Ascertainable
GAEPL		
Actions by Statutory and Regulatory Authorities	1	456.40
Taxation	4	24.81
SJEPL		
Taxation	1	1.23

**in one of the matters a counterclaim has been filed by the counter party*

Litigation by our Associates

Nature of the cases/claims	No. of cases outstanding	Amount involved (in ₹ million)
GIPL		
Civil	1	Not Ascertainable
SJEPL		
Civil	1	1,041.00
KEPL		
Civil	1	1,582.56*
MTPL		
Criminal	3	Not Ascertainable

**in one of the matters a counterclaim has been filed by the counter party*

Litigation against our Subsidiaries

Litigation against STPL

Nature of the cases/claims	No. of cases outstanding	Amount involved (in ₹ million)
Taxation	1	0.25

Litigation against OSEPL

Nature of the cases/claims	No. of cases outstanding	Amount involved (in ₹ million)
Taxation	1	0.41

The amounts claimed in these proceedings have been disclosed to the extent ascertainable and include amounts claimed jointly and severally. Such proceedings could divert management time and attention, and consume financial resources in their defence. Further, an adverse judgment in some of these proceedings could adversely affect our business, results of operations and financial condition. For further details of legal proceedings involving our Company, our Subsidiaries and Associates, our Directors, our Promoters and our Group Companies, please refer to the chapter "*Outstanding Litigation and Material Developments*" on page 341.

2. ***We had negative net cash flows from operating activities, investing activities, financing activities and restated losses in the past and may continue to have negative net cash flows and losses in the future.***

We had negative cash flows on consolidated basis from operating activities, investing activities, financing activities and restated losses for the following periods as set out below:

(in ₹ million)

Particulars	For the Fiscal				
	2017	2016	2015	2014	2013
Net cash generated from / (used in) operating activities	(169.53)	(350.48)	(323.10)	187.87	7.13
Net cash generated from / (used in) investing activities	(1,630.06)	(2,149.83)	377.82	(457.85)	(2,957.35)
Net cash generated from / (used in) financing activities	1,895.49	2,638.09	(297.52)	518.16	2,986.79
Net Profit / (Loss) for the Year	(738.85)	(925.44)	(264.22)	(607.61)	(168.77)

For further details in relation to the net cash flows and net profit / (loss), please refer to the chapters "*Financial Statements*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on pages 218 and 304, respectively. We cannot assure you that our net cash flow will be positive in the future or that we shall generate profits in future and thus, adversely impair our ability to distribute dividends.

3. ***We have reported losses in the past and we cannot assure you that we would be able to achieve profitability in the future. If we continue to incur losses, the results of our operations and financial condition may be materially and adversely affected.***

We have reported consolidated net loss (as restated) of ₹ 738.85 million, ₹ 925.44 million and ₹ 264.22 million in Fiscal 2017, Fiscal 2016 and Fiscal 2015, respectively. For a discussion of our results of operations for Fiscal 2017 compared to Fiscal 2016 and for Fiscal 2016 compared to Fiscal 2015, please refer to the chapter "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on page 304. We cannot assure you that we will not incur losses in the future which may materially and adversely affect our results of operations, prospects and financial condition.

4. ***Delays in the achieving financial closure for our future projects or delays in completion of construction of current and future projects could lead to termination of the concession agreements or cost overruns, which could have an adverse effect on our cash flows, business, results of operations and financial condition.***

Typically, our BOT Projects are subject to specific completion schedules. We provide the Concessioning Authorities with performance securities, which are typically valid for a period of one year from the appointed date (i.e. the date on which conditions precedents under concession agreement for the project are fulfilled), and require us to complete the construction of our projects within a specified timeframe.

Additionally, concession agreements entered for our BOT Projects typically require us to complete the construction no later than the scheduled dates specified under the relevant concession agreements, or by the end of the extension period, if any, granted by the Concessioning Authority. Subject to certain customary exceptions such as (i) occurrence and continuance of force majeure events that are not within the control of the concessionaire, or (ii) delays that are caused due to reasons solely attributable to the Concessioning Authority, failure to adhere to contractually agreed timelines or extended timelines could require us to pay liquidated damages as stipulated in the concession agreement or lead to encashment and appropriation of the bank guarantee or performance security. The Concessioning Authority may also be entitled to terminate the concession agreement in the event of delay in completion of the work, if the delay is not on account of any of the agreed exceptions. Further, we may not be able to obtain extensions for projects on which we face delays or time overruns. In addition to the risk of termination by the Concessioning Authority, delays in completion of projects may result in cost overruns, lower or no returns on capital and reduced revenue for the concessionaire thus impacting the project's performance, as well as failure to meet scheduled debt service payment dates and increased interest costs from our financing agreements for the projects. We have faced delays in project construction in some of our BOT Projects as on March 31, 2017, as follows:

Particulars	GIPL	MTPL	KEPL	GAEPL	SJEPL
Original Scheduled COD Date	March 21, 2009	May 26, 2011	November 5, 2013	August 23, 2013	June 11, 2014
Extended COD Date by the Concessioning Authority, if any	December 21, 2010	-	-	-	March 31, 2017
First Provisional COD Date	December 4, 2011	November 19, 2010	August 24, 2013	June 23, 2015	January 12, 2017
Time over run in number of days computed from original scheduled/extended	348 days	No time overrun	No time overrun	669 days	No time overrun

Particulars	GIPL	MTPL	KEPL	GAEPL	SJEPL
COD Date up to the first Provisional COD					
Total estimated project cost (in ₹ million) on financial closure	6,487.90[1]	3,408.10[2]	9,925.78[3]	17,080.00[4]	17,740.80[5]
Actual project cost incurred up to Final COD date/ March 31, 2017 (in ₹ million)	7,212.35[1]	3,303.56[2]	10,236.62[3]	19,248.22[4]	18,030.71[5]
Cost overrun (in ₹ million)	724.45[#]	-	310.84*	2,168.22*	289.91*

**as on March 31, 2017*
***as on Final COD Date for MTPL Project i.e. February 17, 2011*
[#]as on Final COD Date for GIPL Project i.e. April 18, 2016
[1] as per certificate dated June 21, 2017 issued by Gianender & Associates, Chartered Accountants
[2] as per certificate dated July 26, 2017 issued by Sunil Saraf & Associates, Chartered Accountants
[3] as per certificate dated July 28, 2017 issued by MKPS & Associates, Chartered Accountants
[4] as per certificate dated June 23, 2017 issued by RMA & Associates, Chartered Accountants
[5] as per certificate dated June 28, 2017 issued by Chaturvedi & Co., Chartered Accountants

We cannot assure you that similar delays will not occur in the future. Such delays could have an adverse effect on our cash flows, business, results of operations and financial condition. Further, typically for projects under construction, the Concession Agreements require us to complete the financing for the project within the period specified in the relevant Concession Agreement. In the event of delay in completing the financing for the project, we are typically entitled to a limited extension subject to payment of damages to the Concessioning Authority calculated at a specified rate of the performance security for each day of delay or the concession agreement can be terminated.

We cannot assure you that we will be able to complete the financing for future projects as may be provided in the Concession Agreements or complete our current and future projects within specified schedules or at all.

5. ***Our business depends on our ability to successfully bid for or acquire projects. Our inability to successfully bid for or acquire projects could have an adverse effect on the growth of our business.***

As part of our growth strategy, we intend to bid for projects on an individual basis or with SPV partners. Such future acquisitions of or, successful bid for, projects will depend on various factors including, (i) our ability to identify projects on a cost-effective basis, (ii) our ability to integrate acquired operations into the business, (iii) our ability to outbid our competitors and (iv) other factors including legal, tax and accounting issues. Further, such acquisitions may require consents from (a) the lenders under the existing financing agreements and (b) the Concessioning Authority. We cannot assure you that we will be able to achieve the strategic purpose of such acquisitions or successfully integrate operations or generate an acceptable return on such investments or successfully bid for such projects, which may adversely affect our cash flows, business, results of operations and financial condition.

6. ***Any reduction or suspension of toll collection in relation to our BOT Projects may adversely affect our profitability cash flows and results of operations.***

We have limited control over the terms relating to tolls. The tolls we are permitted to charge with respect to a BOT Project are determined by Governmental authorities, and are subject to annual adjustments and escalation over the life of the project based on the increase in the Indian wholesale price index (WPI) as specified in respective Concession Agreements. Further, with respect to certain of our BOT Projects, the relevant Governmental authority may be entitled to effect a reduction or suspension in the prevailing tolling rates. For instance, in relation to our SJEPL Project, NHAI and the state government passed orders directing cessation of toll collection over a portion of the SJEPL Project and exemption of certain classes of vehicles from payment of toll fees, respectively. As on May 31, 2017, SJEPL has, through various letters, submitted a cumulative claim of ₹ 1,992.56 million to the NHAI and the state government in this regard which is pending. Further, in relation to our MTPL Project, the state road development authority passed an order suspending the collection of toll fees on the MTPL Project for a certain period of time in relation to which a cumulative claim of ₹ 127.42 million through letters dated June 2, 2016 and December 21, 2016 is pending before the MPRDC. Similarly, in relation to our GIPL Project, state government authorities directed non - collection of toll fees over a portion of the GIPL Project and exemption of certain classes of vehicles from payment of toll fees, in relation to which a cumulative claim of ₹ 605.95 million through letter dated April 1, 2017 is pending before NHAI and a claim of

₹ 568.98 million through letter dated June 6, 2017 which is pending before the Kerala State Road Transport Corporation. Additionally, GIPL has, *inter alia*, also submitted a claim before NHAI for an amount of ₹ 130.84 million on account of delay in toll hike by the Government of Kerala, ₹ 21.40 million (claim amount revised subsequently) for suspension of user fee due to demonetisation and ₹ 199.80 million for loss incurred due to unauthorised diversion of toll plaza.

We cannot assure you that the tolling rates set forth would be sufficient to cover our cost. Additionally, our ability to recover compensation, on account of termination by the government authorities is limited and we cannot assure you that we will be able to recover the claims submitted to the relevant government authorities or relevant state governments in a timely manner or at all. Our inability to recover such amounts may adversely impact our profitability, cash flows and results of operations.

7. ***Our business is significantly dependent on various Government entities and could be adversely affected if there are adverse changes in the policies adopted by such Government entities.***

Our business is highly dependent on projects awarded by Government entities. Our Project SPVs derive almost all of their revenue from their respective concession agreements with the Government entities like NHAI and MPRDC. Any adverse change in the policies adopted by the Government regarding award of its projects such as relating to pre-qualification criteria or our existing relationship with the Government could adversely affect our ability to bid for and/ or win such projects. In addition, we benefit and are dependent on policies adopted by the Government in respect of infrastructure developments, including amongst other things, incentives granted, resource and budgetary allocation and concessions. Any changes in these existing policies pertaining to incentives granted, could adversely affect our existing projects and opportunities to secure new projects. For details of certain of these policies and incentives, please refer to the chapter "*Regulations and Policies*" on page 167. For example, recent news reports indicate that given the muted response to toll road projects under public private partnership route, the NHAI is increasingly beginning to adopt the EPC route or the HAM route for construction of national highways. For further details, please refer to "*Industry Overview - NHAI awarding trend: Significant change in last few years*" on page 119.

Any adverse changes in Government policies may lead to our agreements being restructured or renegotiated or a decrease in the concession period or our inability to collect toll, which could adversely affect our financing, capital expenditure, asset utilization, revenues, cash flows or operations relating to our existing projects as well as our ability to participate in competitive bidding or bilateral negotiations for our future projects.

8. ***Our ability to negotiate the standard form of concession agreement may be limited, and the concession agreements contain certain other restrictive terms and conditions which may be subject to varying interpretations.***

Most of our concession agreements were entered into with the NHAI and we have limited ability to negotiate the terms of these contracts. The concession agreements that we have entered into are based on a model concession agreement prescribed by the NHAI. For example, the toll fees under the concession agreements are fixed, subject to fixed annual adjustments and adjustments to account for inflation as specified in the respective concession agreements. In addition, the operation and maintenance standards and specifications require the Project SPVs to incur cost on operation and maintenance on a regular and periodic basis.

The form of the concession agreement has evolved within the last decade and there is limited guidance available on the interpretation of a number of terms and conditions of such concession agreements. Accordingly, the interpretation of certain terms and conditions in the concession agreements by the Concessioning Authority, the courts or regulators may be different from our interpretation of such terms and conditions.

The terms and conditions of the concession agreements contain punitive terms and conditions. For example, the concession agreements contain provisions that mandate substitution clauses in the project agreements. Such substitution clauses allow the NHAI to step into project agreements in place of the concessionaire in the event of suspension or termination of the concession agreements due to a breach or default by such concessionaire. The concession agreements also provide that the lenders to a concessionaire may substitute the concessionaire with new concessionaire approved by the Concessioning Authority in the event of a default by the concessionaire under the relevant concession agreement. Additionally, the NHAI or lenders may substitute the concessionaire in the event of a "financial default" by such concessionaire. While approving such substitution, the NHAI may also impose a penalty on the defaulting concessionaire, subject to a cap of 1.00% of the total project cost.

The terms of our concession agreements require us to indemnify the NHAI for losses arising out of breach of the obligations by us under the concession agreements.

In the event the NHAI or a lender invokes any restrictive term or condition in the concession agreements, or the NHAI, a court, or regulator interprets any term or condition in an adverse manner, such invocation or interpretation may materially and adversely affect our business, financial condition and results of operations.

If, due to unforeseen circumstances, if we are required to but are unable to negotiate out of the restrictive or onerous provisions which we had previously agreed to, our cash flows, business, results of operations and financial condition may be adversely affected.

9. We propose to utilise a portion of Net Proceeds for investment in our subsidiary, STPL by way of subordinated debt. We cannot assure you that we will achieve anticipated returns from our investments made in the STPL Project. Further, there has been a delay in implementation of the STPL Project and we cannot assure you that there will be no further delays in the implementation of the STPL Project in the future and which may impact our investment in the STPL Project.

We propose to utilise a portion of the Net Proceeds by advancing subordinate debt to our Subsidiary, STPL for part financing of the STPL Project. As certified by MKPS & Associates, Chartered Accountants, SREI and our Company (the "**STPL Sponsors**") are required to contribute ₹ 2,942.10 million towards the project cost (the "**STPL Committed Capital**") in STPL. As of July 15, 2017, STPL Sponsors have invested an aggregate amount of ₹ 2,427.35 million and are under an obligation to infuse an additional amount of ₹ 514.70 million. The loan facility agreement for STPL provides that the STPL Committed Capital can be contributed in the form of equity investment including by way of subordinated debt by the STPL Sponsors and such subordinated debt shall be non-interest bearing during the construction period only. We propose to utilise a portion of the Net Proceeds towards this STPL Committed Capital. In terms of the financing agreements advancing of subordinated debt by STPL Sponsors is subject to restrictions including, charging of interest on subordinate debt and restrictions on payment of dividends that can be paid by STPL to our Company. We intend to infuse the outstanding STPL Committed Capital by way of interest free un-secured loans to STPL. We cannot assure you that STPL Project would generate adequate cash flows to repay our Company's share of the STPL Committed Capital whether in full or at all during the pendency of the concession agreement. We also cannot assure you that we will achieve anticipated returns from our investments made in the STPL Project.

Further, as of May 31, 2017, the overall progress of the STPL Project has fallen behind the scheduled completion timeline as per the concession agreement due to, among other reasons, a delay in acquisition of land and delay in approval of estimates in shifting of utilities from the Concessioning Authority. Upon request by STPL and based on recommendation of the IE for the STPL Project, the Project Director, PIU Solapur, NHAI *vide* letter no. NHAI/PIU/SLP/MAH-KNTBorder/STPL/14029/10/1/1983 dated November 17, 2016, addressed to the Chief General Manager (Tech) & NHAI Regional Office, Navi Mumbai, Maharashtra has recommended an extension of time for completion of Milestone II and thus consequentially the project completion period, as contemplated in the STPL Concession Agreement, by 213 days. The Chief General Manager (Tech.), NHAI has accepted the recommendation and *vide* his letter dated March 21, 2017 has recommended the extension up to June 29, 2017 to the competent authority at NHAI, for approval. Accordingly, the revised scheduled COD date ("**Revised Scheduled COD**") in the event of this recommendation being approved would be June 29, 2017.

However, pursuant to non-fulfilment of obligations of NHAI towards land acquisition, further delays in finalisation of change of scope, shifting of population, health and environment utility and electrical utility and unprecedented rainfall in Osmanabad District section of project highway in Fiscal 2017, STPL has *vide* its letter dated May 31, 2017 addressed to the independent engineer for the STPL Project, requested for extension of time for execution of Milestone III and scheduled four-laning of the STPL Project by 548 days from the Scheduled COD, i.e. up to May 31, 2018.

We cannot assure you that such extensions will be granted or that there will be no further operational delays in the future with respect to the STPL Project or that such delays will not adversely impact our existing and proposed investments and anticipated returns in the STPL Project. For further details, please refer to the chapter "*Objects of the Issue*" on page 88.

10. We propose to utilise a portion of Net Proceeds for acquisition of subordinate debt advanced by SREI, our

Corporate Promoter to Identified SPVs.

We propose to utilise up to ₹ 3,722.53 million from the Net Proceeds towards acquisition of the promoter/ sponsor contribution advanced/ made by SREI, our Corporate Promoter, in the Identified SPVs, pursuant to respective promoter/sponsor contribution agreement/undertaking under the relevant financing arrangements or otherwise as per the terms of the letter arrangements, all dated November 11, 2016, entered into between our Company and the Corporate Promoter for acquisition of subordinated debt/ unsecured loan from respective Identified SPVs ("**Letter Arrangements**"). For details of the Letter Arrangements please refer to the chapter "*History and Certain Corporate Matters*" on page 171. Additionally, of the KEPL subordinated debt that our Company proposes to acquire from the Net Proceeds, 27,781,900 OCDs were, transferred by our Company to SREI on October 28, 2016. Similarly, of the MTPL subordinated debt that our Company proposes to acquire from the Net Proceeds, 26,658,500 Series I OCPIDs and 2,718,100 Series II OCPIDs were transferred by our Company to SREI on June 30, 2014 and October 27, 2016. Similarly, of the STPL subordinated debt that our Company proposes to acquire from the Net Proceeds, 65,820,000 OCPIDs were transferred by our Company to SREI on June 30, 2014.

The subordinated debt that we intend to acquire are either unsecured loans or optionally convertible debt instruments or warrants that are subordinated to the claims of all senior lenders and are subject to restrictions including, any interest payable on these optionally convertible debt instruments accruing and becoming payable only upon the Identified SPVs having residual cash flows available for distribution after paying all expenses, statutory dues and payment to senior secured lenders. Further, in terms of the Letter Arrangement, any interest that accrues and is payable as above for the period during which SREI held the debt instruments shall be paid by BRNL as and when the interest on the debt instruments accrue and are paid by Identified SPVs to BRNL.

We cannot assure you that we will achieve anticipated returns from investments in these Identified SPVs whether in full or at all. For further details, please refer to the chapter "*Objects of the Issue*" on page 88.

11. ***One of our Projects which was under construction has been foreclosed by NHAI, subject to determination of amount of compensation through settlement-cum ISAC procedure. We cannot assure you that we would receive any part or whole of such compensation on a timely basis or at all.***

OSEPL has entered into conciliation with NHAI in relation with foreclosure of the OSEPL Project due to delay in handing over of the requisite land for the purpose of the OSEPL Project. Pursuant to multiple rounds of NHAI conciliation committee meetings NHAI, by way of letter dated January 13, 2017 has recommended foreclosure of the OSEPL Project, return of the project to NHAI for re-bid and permitted OSEPL to settle its claims of refund of ₹ 2,109.60 million incurred by OSEPL along with interest and loss of profit of ₹ 4,010.00 million plus damages and mobilisation cost through the settlement-cum ISAC procedure. In case OSEPL is not satisfied with the compensation, it can invoke arbitration proceedings to recover its investments and costs. OSEPL has communicated to NHAI by way of its letter dated January 18, 2017, that it accepted the proposal of NHAI and has considered the OSEPL Concession Agreement as foreclosed with effect from January 13, 2017 and has released the project for re-bid, subject to the claims of OSEPL being settled as part of the ISAC procedure. Subsequently, NHAI has *vide* its letter dated May 5, 2017 suggested that the settlement-cum ISAC procedure be followed by an arbitration. OSEPL has *vide* letter dated June 13, 2017, re-submitted its request to proceed under the settlement-cum ISAC procedure and have resubmitted a consolidated claim of ₹ 8,304.80 million for cost incurred, finance costs, overheads and loss of profit-up to March 31, 2017.

This settlement process with ISAC is yet to begin and we cannot assure you that its outcome will be in our favour. In the event, the aforementioned claims are not accepted by the authorities, we may be required to initiate arbitration proceedings which may involve substantial costs. We cannot assure you that we would receive any part or whole of such compensation on a timely basis or at all. Any delay in receipt or any adverse finding in such proceedings would have an adverse effect on our cash flows, business, finance cost, results of operations and financing condition.

12. ***Our Company has pledged, and may continue to pledge a portion of the shares held by it in certain of the Subsidiaries and Associates in favour of lenders, who may exercise their rights under the respective pledge agreements in events of default***

Our Company has pledged and may continue to pledge a portion of the shares it holds in certain of the Subsidiaries and Associates in favour of lenders as security for the loans provided to the Subsidiaries and Associates. The details of the equity shares held by our Company in some of our Subsidiaries and Associates which have been pledged in favour of the lenders of the respective Subsidiaries and Associates as on March 31, 2017, are as follows:

Sr. No.	Name of the Company	Number of equity shares pledged by our Company	Percentage of equity shares pledged out of the total equity shareholding of our Company	Percentage of equity shares pledged by our Company out of the total paid up capital of the Subsidiary/ Associate
Subsidiaries				
1.	Solapur Tollways Private Limited	252,501	51.00	50.50
2.	Orissa Steel Expressway Private Limited	17,125,238	36.80	21.85
Associates				
1.	Kurukshetra Expressway Private Limited*	16,911,420	33.10**	16.22
2.	Mahakaleshwar Tollways Private Limited	25,497,450	51.00	24.48
3.	Ghaziabad Aligarh Expressway Private Limited	38,586,600	51.00	19.89
4.	Shree Jagannath Expressways Private Limited	30,165,480	51.00	20.40
5.	Guruvayoor Infrastructure Private Limited	42,218,106	51.00	24.99

20,504,960 equity shares of KEPL, were acquired by the Company pursuant to a share purchase agreement dated October 27, 2016 entered into with SREI. Of the 20,504,960 equity shares of KEPL, 4,900 equity shares of KEPL and 13,665,630 equity shares of KEPL held in the name of SREI and IPDC, respectively are pledged with the senior lenders of KEPL and shall be transferred in the name of the Company upon release of the pledge by the senior lenders of KEPL. However, pending transfer of these shares upon being released from pledge, all the economic and beneficial interest with respect to these shares have been transferred to the Company pursuant to the share purchase agreement dated October 27, 2016. includes the 4,900 equity shares of KEPL and 13,665,630 equity shares of KEPL held in the name of SREI and IPDC, respectively which are pledged with the senior lenders of KEPL and shall be transferred in the name of the Company upon release of the pledge by the senior lenders of KEPL. However, pending transfer of these shares upon being released from pledge, all the economic and beneficial interest with respect to these shares have been transferred to the Company pursuant to the share purchase agreement dated October 27, 2016.*

If the Subsidiaries and Associates default on their obligations under the relevant financing documents, the lenders may enforce the share pledges, have the shares transferred to their names and may acquire management control over the Subsidiaries and Associates whose shares have been pledged or sell the shares to any person without any restriction. Such a sale will dilute our stake in such company and could entail our Company's equity stake in such Subsidiaries and Associates being sold to any of our competitors. In case, such an event occurs, we will lose the value of such pledged shares and will no longer be able to recognize any revenue attributable to them or the relevant Project SPV. In addition, if we lose control of any of our Subsidiaries, our ability to implement our overall business strategy would be adversely affected. For details in respect of our shareholding interest and the pledge of our shareholding interests in our Subsidiaries and Associates, please refer to the sections titled "*Our Subsidiaries and Associates*" and "*Financial Statements*" on pages 184 and 218, respectively.

13. ***One of our Project SPVs, MTPL has in the past entered into one-time settlement with its lenders. We cannot assure you that similar situations may not arise in the future or that we will be able to make a settlement or refinance the loan facilities on terms that are acceptable to us.***

One of our Associate companies namely MTPL has faced issues in terms of servicing its debt obligations towards the original lenders to the MTPL Project under the MTPL CLA and has had to fall back on the sponsors from time to time for additional funds for meeting shortfalls in debt servicing. In light of the same, MTPL during Fiscal 2016 initiated and during the current Fiscal 2017 consummated a one-time settlement with the original lenders to the MTPL Project under the MTPL CLA as approved by MPRDC *vide* letter dated March 27, 2017. For the purpose of this one-time settlement, MTPL entered into a new common loan agreement or MTPL New CLA with our Corporate Promoter, SREI, pursuant to which, outstanding liability to the original lenders under the MTPL CLA of ₹ 2,016.40 million has been settled for ₹ 1,650.00 million. We cannot however assure you that similar situations may not arise in this MTPL Project or other projects of the Group, in the future or that we may be able to make a settlement or refinance our loan facilities on terms that are acceptable to us or at all.

14. ***We have acquired and could acquire minority interests in projects that we do not control. Certain decisions of, or risks taken by, majority stakeholders or managements of such companies as per the shareholders' agreements and/ or the terms of the articles of such SPVs, may impair the value of our assets and materially and adversely affect our financial condition, results of operations and cash flow.***

Although we intend to exercise operational control or influence in the projects we undertake or in which we acquire interests, we have in the past and may acquire interests in certain companies that we do not control or influence in a significant manner. We don't have majority shareholding in the five (5) operating Project SPVs and operations of these entities are governed in accordance with the terms of respective shareholder's agreements and charter documents. For further details, please refer "*Our Subsidiaries and Associates*" at page 184.

We may also acquire interests in large-sized assets, which involve certain complexities and risks that are not encountered in small- and medium-sized assets, and we may dispose of a portion of these majority equity interests over time in a manner that results in a minority holding. Further, our shareholding in a business venture may be diluted if such business venture raises additional capital through issue of equity or equity-linked instruments.

Such investments are, and in future will be, subject to the risk that the Project SPV may make business, financial or management decisions with which our Company may disagree with or that the majority stakeholders or the management of the Project SPV may take risks or otherwise act in a manner that does not serve the interests of our Company. If any of the foregoing were to occur, the value of our investments could decrease and our financial condition, results of operations and cash flow could be materially and adversely affected.

15. Some of the shares acquired by our Company in KEPL, have not been transferred in the name of our Company pending release of pledge by senior lenders.

Our Company, pursuant to a share purchase agreement dated October 27, 2016, acquired an aggregate of 20,504,960 equity shares of KEPL from SREI, of which, 4,900 and 13,665,630 equity shares of KEPL, held in the name of SREI and IPDC, respectively are presently pledged with the senior lenders of KEPL and are yet to be transferred in the name of our Company. We cannot assure you when the senior lenders would release the pledge to give an effect to the transfer or if at all. We also cannot assure you that senior lenders may not demand for recreation of pledge of these shares with them as per the terms of the KEPL loan agreements.

16. Inability to meet our obligations, including financial and other covenants under our debt financing arrangements could adversely affect our business and results of operations.

We, as a part of our business operations borrow funds to meet our capital requirements. As on March 31, 2017, on consolidated basis, our total outstanding borrowings (short term and long term borrowing including current maturities) was ₹ 5,683.81 million. Our financing agreements contain certain restrictive covenants that limit our ability to undertake certain types of transactions, any of which could adversely affect our business and financial condition. We are required to obtain prior approval from our lenders for, among other things:

- alteration of our capital structure in any manner;
- effecting any amalgamation, merger, reconstruction, takeover or consolidation;
- amending our MoA and AoA;
- concluding any fresh borrowing arrangements, either secured or unsecured, with any other lender;
- effecting any change in our actual and beneficial ownership or control;
- creation of further charge, lien or encumbrance on assets hypothecated with our lenders;
- effecting any material change in the management of our business or our operating structure;
- undertaking new projects or implementing any scheme of expansion or acquire fixed assets;
- investment by way of share capital in or lend or advance to or place deposits with any other entity;
- undertaking guarantee obligations on behalf of any other lender or any third party;
- provision of sponsor/ promoter support by our Promoters;
- declaring dividends; and
- effecting any repayment of loans and deposits and discharging other liabilities except those shown in the fund flow statements submitted to our lenders from time to time.

In the event, we breach any financial or other covenants contained in any of our financing arrangements, we may be required to immediately repay our borrowings either in whole or in part, together with any related costs. We may also be forced to sell some or all of the assets charged with our lenders if we do not have sufficient cash or credit facilities to make repayments. Furthermore, our financing arrangements contain cross-default provisions which could automatically trigger defaults under other financing arrangements.

Any failure to meet our obligations under the debt financing agreements could have an adverse effect on our business, results of operations and financial condition.

17. Bidding for all our Project SPVs were undertaken by SREI, our Corporate Promoter and we have in the past taken their assistance to complete the financing for our BOT Projects.

Bidding for all our Project SPVs were undertaken by SREI, our Corporate Promoter and we have in the past taken their assistance to complete the financing for our BOT Projects. In the past SREI has either transferred its shareholding in the relevant Project SPV to our Company or incorporated the SPV with our Company as a shareholder.

While our Company is pre-qualified on an annual basis up to March 31, 2017, to bid either directly or through joint ventures for BOT Projects, subject to certain eligibility criteria, of project value up to ₹ 21,472.00 million (*source: Certificate dated August 2, 2017 issued by Kamal H Agarwal & Associates*) by the NHAI, we may continue to take assistance from SREI for acquiring projects awarded by Concessioning Authorities, which are either of a higher project value or due to the requirements of the concession, financing or other bidding documents for the project.

SREI and our Company have entered into a letter arrangement dated February 16, 2017, pursuant to which, SREI has undertaken, among other things, to carry out the roads, highways and related business on BOT basis only through our Company, subject to certain terms and conditions as set out in such letter arrangement. As per the letter arrangement it has been agreed that as long as SREI continues to be the Promoter of the Company, it shall not directly or indirectly engage in any business that is considered to be a competing business with our Company, except through our Company and that all future road assets / projects shall be managed by our Company, with the exception of those road assets/projects acquired by SREI, in its ordinary course of business. However, in case SREI intends to subsequently dispose of these assets acquired as part of its ordinary course of business, it shall provide our Company a first right of refusal. We cannot assure you that SREI, our Corporate Promoter will continue to transfer interest in projects to us or would be in a position to provide assistance on terms which are similar to terms which it has provided in the past or which are favourable to us or at all, which may restrict our ability to acquire or develop future projects. Any violation, non-compliance (whether in whole or in part) or unenforceability of the agreement may have an adverse effect on our growth, the results of our operations and financial condition. Please refer to the chapter "*History and Certain Corporate Matters*" on page 171 for details of this agreement.

18. We have certain contingent liabilities and our cash flows, financial condition and profitability may be adversely affected if any of these contingent liabilities materialise.

As of March 31, 2017, we had the following contingent liabilities on a consolidated basis:

(Amount in ₹ million)

Particulars	As of March 31, 2017
Income Tax (F.Y. 2013)	2.31
Income Tax (F.Y. 2014)	0.38
Reimbursement to NHAI for Independent engineer remuneration prior to appointed date i.e. June 3, 2014	3.15
Claims against the Company not acknowledged as debt	10.48

If the aforementioned contingent liabilities materialise, our profitability and cash flows may be adversely affected. For further details of contingent liabilities on consolidated basis, please refer to the chapter "*Financial Statements – Restated Consolidated Financial Statements – Note 29.1*" on page 252.

19. Although our Company met the criteria for classification as an NBFC during the financial year 2012-13, yet our Company has not registered with the RBI as an NBFC. Our Company may be subject to a penalty and/or other action for non-registration as an NBFC for that year.

While our Company met the criteria to be classified as an NBFC for the financial year 2012-13, as provided in the Reserve Bank of India Act, 1934 ("**RBI Act**"), we did not register with the RBI as an NBFC as our principal business activity is development of road/highway projects. This has been brought to the notice of RBI vide our letter dated February 15, 2017. We cannot assure you that RBI will not levy a penalty and/or take other action against us and, or persons in charge of and responsible, at the relevant time, in our Company, for non-registration as a NBFC for the financial year 2012-13.

In addition, while our Company does not currently qualify as a core investment company ("**CIC**"), we cannot assure you that our Company has not and will not qualify as a NBFC or a CIC in the future or for any prior period, due to the nature of the business of our Company. In the event our Company is classified as an NBFC or a CIC, we will be required to comply with certain conditions, including those in relation to adjusted net worth and outside liabilities, as specified under the RBI Act and other applicable regulations.

20. ***Our ability to complete our projects in a timely manner and operate, maintain and expand our toll roads is subject to performance of our contractors. Any delay in completion of our projects will adversely impact our financial conditions.***

We typically engage third-party contractors and sub-contractors to perform parts of our contract or provide services or manpower. In particular, we generally do not engage a single EPC contractor and rely on more than one entity to carry out different aspects of EPC. Although our contractors are qualified, we do not have control over their day to day performance. We cannot ensure that there will be no delay in performance of duties by our contractors, which may cause a delay in completion of our projects. We may also be exposed to risks relating to the ability of the contractors to obtain requisite approvals for the operation and maintenance activities as well as the quality of their services, equipment and supplies. In particular, failure to ensure the reliability and sustainability of toll collectors who are required to man the toll booths continuously may adversely affect the overall level of our net revenue. In addition, under certain of the concession agreements, the consent of the Concessioning Authority is required for any selection or replacement of an operation and maintenance contractor. Further, under certain of our financing agreements, the consent of the lenders is required for replacement of the engineering, procurement and construction contractor and operation and maintenance contractor for the project.

Further, while we may sub-contract our construction work and may be indemnified by the subcontractor for any loss or damage due to their default, we may still be liable for accidents on the projects due to defects in design and quality of construction of our projects during their construction and operation. In addition, we cannot assure you that such contractors or their sub-contractors will continue to hold or be able to renew valid registrations under the relevant labour laws in India or be able to obtain or maintain the requisite approvals for undertaking such construction and operation.

If our contractors are unable to perform in accordance with their commitments on time or meet the quality standards required, our ability to complete projects on time or at all could be impaired. Further, if a sub-contractor becomes insolvent, we may be unable to recover damages or compensation for defective work and we may incur additional expenditure as a result of correcting any defective work. This may have an adverse effect on our reputation, cash flows, business, results of operations and financial condition.

21. ***Delays in the acquisition of private land or eviction of encroachments from Government owned land by the Government may adversely affect the timely performance of our contracts leading to disputes with the Government.***

Road and highway projects are dependent on the acquisition of unencumbered contiguous land. Failure to acquire unencumbered contiguous land by the Central or State Governments or other concerned agencies under the concession agreements could result in us changing, delaying or abandoning entire projects, which in turn could adversely affect our business.

Pursuant to the terms of most of our concession agreements, Government entities are required to facilitate the acquisition or license of or secure rights of way over, tracts of land or to hand over unencumbered land, free of encroachments to us. Delays in any of the foregoing may result in the delay of project implementation prescribed by the relevant concession agreement and cause consequent delays in commencement of construction or termination of the concession agreement on account of a material default by the Concessioning Authority. For example, we have agreed to foreclosure of OSEPL Project due to problems in connection with land acquisition and obtaining environment and forest clearances. For details refer to "*Risk Factors – One of our Projects which was under construction has been foreclosed by NHAI, subject to determination of amount of compensation through settlement-cum ISAC procedure. We cannot assure you that we would receive any part or whole of such compensation on a timely basis or at all*" on page 24. Also, we have faced problems relating to handing over of certain stretch of land for our STPL Project, SJEPL Project, GAEPL Project and GIPL Project. Such events may also lead to disputes and cross-claims for liquidated damages between us and the relevant Government entity. Additionally, a failure to acquire land may lead to a change of scope of the project or payment delays or disputes with the Government entity for claims in connection with a completed project's eligibility for an early completion bonus (if any). We will continue to face risks associated with implementation which could be due to reasons including those beyond our control which can include, among others, non-availability of environmental clearances, delay in acquisition of land by the Government, and other delays on the part of Concessioning Authority.

Any delays or inability to complete such land acquisitions may also result in an increase in the project cost from original estimates, which we may not be able to pass on to the Concessioning Authority. Further, we may be exposed to legal proceedings or claims by landowners objecting to the acquisition of their lands for our projects. These factors could have an adverse effect on our business, results of operations and financial condition.

22. ***Our SPV partners may not perform their obligations, which could impose additional financial and performance obligations on our Company, resulting in reduced profits or in some cases, losses from the projects. Further, we may have disagreements with our SPV partners with respect to the operation of our Project SPVs.***

Each of our Subsidiaries and Associates is an SPV held in partnership with SPV partners. Further, we may bid for our future projects in conjunction with SPV partners.

Our liability in relation to the projects being executed by such Project SPVs under their respective financing agreements is typically joint and several. The success of these Project SPVs depends significantly on the satisfactory performance by all the SPV partners and fulfilment of the respective obligations, including obligations relating to equity/ sponsor financing. Under most of the financing agreements of our Project SPVs, we, along with our SPV partners, are required to execute sponsor or promoter undertakings in relation to prescribed equity contributions and providing additional funds in the event of a shortfall in resources or cost overruns during the construction period and meeting certain obligations in the event of default of the financing agreements. If our SPV partners fail to perform their obligations satisfactorily, or at all, the relevant Project SPVs may be unable to perform adequately or deliver its contracted services. Delays in infusing equity and/or debt contributions on the part of any of the SPV partners may adversely affect our ability to subscribe to equity in respective Project SPVs as the relevant shareholding percentages may be fixed under the relevant shareholders' agreements.

The inability or unwillingness of a joint venture partner to continue to fund or execute a project due to financial or legal difficulties or its inability or unwillingness to bring in investment as stipulated in the shareholders' agreement could result in us bearing increased or entire costs to be incurred for the completion of the project. In some cases, we may not be able to provide the services which our SPV partners have failed to provide, due to our lack of experience or expertise in certain areas and we may not be successful in finding acceptable substitute partners, in a timely manner or at all.

Further, we may be more reliant on our SPV partners in regions where we have limited experience. In addition, we may also need the cooperation and consent of our various SPV partners in connection with the operations of our Project SPVs, which we may not obtain in a timely manner or at all. Further, we may have disagreements with our SPV partners regarding the business and operations of the joint ventures. We cannot assure you that we will be able to resolve such disagreements/ disputes in a manner that will be in our best interests or at all, or that the interests and goals of our SPV partners will be consistent or aligned with our interests. If we are unable to successfully manage relationships with our SPV partners, our projects, cash flows and our result of operations may be adversely affected.

23. ***Our ability to increase tolls on a BOT Project is limited by the terms of the contract governing the BOT Project and future increase in tolls may be inadequate to meet increases in maintenance and operating costs and debt payments over the project's life.***

The tolls we are permitted to charge with respect to a BOT Project are determined by Governmental authorities, as the case may be, and are subject to annual adjustments and escalation over the life of the project based on the increase in the Indian wholesale price index (WPI) as specified in respective Concession Agreements.

The costs of operating and maintaining the BOT Projects may increase due to factors beyond our control, including, among others things:

- increase in the cost of labour, materials and insurance;
- the Project SPVs being required to restore their project roads in the event of any landslides, floods, road

subsidence, other natural disasters, accidents or other events causing structural damage or compromising safety;

- increase in electricity tariff rates or other fuel costs resulting in an increase in the cost of energy;
- adverse weather conditions;
- unforeseen legal, tax and accounting liabilities relating to acquired assets; and
- other unforeseen operational and maintenance costs.

In the event that our costs increase, we may be unable to offset such increases by increasing toll fees due to the restrictions of the concession agreements. Any significant increase in operation and maintenance costs beyond the amounts budgeted for by us, could have a material, adverse effect on our business, financial condition and results of operations.

24. Due to the nature of our Concession Agreements, we may be subjected to claim and counter-claims to and from the Concessioning Authorities, any adverse outcome of any such claim or counter claim may have an adverse effect on our profitability.

Pursuant to the terms of our Concession Agreements, government entities are required to acquire or license or secure rights of way over, tracts of land or to hand over unencumbered land, free of encroachments to us. Our concession agreements also contain provisions to compensate us or adjust the terms of the concession for changes in applicable law. Delays in any of the foregoing may result in delay of project implementation prescribed in the relevant Concession Agreement and cause consequent delays in commencement of construction or termination of the contract on account of a material default by the Concessioning Authority. Such events may also lead to disputes and claims and counter claims for losses and damages between us and the relevant government entity. Further, our operating Project SPVs, KEPL, SJEPL, GAEPL, MTPL and GIPL, have outstanding claims amounting to ₹ 29.55 million, ₹ 47.10 million, ₹ 9.47 million, ₹ 26.00 million and ₹ 21.40 million (claim amount revised subsequently) to NHAI/ MPRTC for loss of revenue for the 24 days in Fiscal 2017 when the toll collection was suspended by NHAI, from November 9, 2017 to December 2, 2016 due to demonetisation of ₹500 and ₹1,000 currency notes. We cannot assure you that we will be able to recover the amount as per the claims submitted to the Concessioning Authority in a timely manner or at all.

The details in relation to pending claims and counter claims involving our Project SPVs as on May 31, 2017 are as follows:

No	Name of the Project SPV	No of claims by the Project SPV(s)	Total amount pending (₹ in million)	No of counter-claims by the Concessioning Authority	Total amount pending (₹ in million)
Subsidiaries					
1.	Solapur Tollways Private Limited	-	-	-	-
2.	Orissa Steel Expressway Private Limited	2	6,119.60#	1	50.25
Associates					
1.	Kurukshetra Expressway Private Limited	2	1,612.11**	61	218.49***
2.	Ghaziabad Aligarh Expressway Private Limited	2	218.48**	1	73.91*
3.	Mahakaleshwar Tollways Private Limited	2	127.42**	-	-
4.	Shree Jagannath Expressways Private Limited	4	1,992.56**	-	-
5.	Guruvayoor Infrastructure Private Limited	9	6,090.39 **	2	451.22

**Includes a penalty of ₹5.45 million.*

***These include the claims made for loss of revenue due to suspension of toll on account of demonetisation.*

#OSEPL has vide letter dated June 13, 2017, re-submitted a consolidated claim of ₹8,304.80 million for cost and loss of profit and interest incurred up to March 31, 2017.

****With regards to one of the counter claim above, KEPL has received a letter in relation to non-completion of certain works regarding the KEPL Project and recovery of damages to the tune of ₹3.25 lakhs per day with effect from July 1, 2015. On March 17, 2017, KEPL has received a letter from NHAI claiming damages with effect from July 1, 2015 to February 28, 2017 aggregating ₹ 197.93 million (609 days at ₹ 0.33 million per day). The matter is currently under arbitration*

We cannot assure you that we will be able to recover the claims submitted to the Concessioning Authority in a timely manner or at all. Our inability to recover such amounts may adversely impact our profitability, cash flows and results of operations. We will continue to face risks associated with implementation of our Concession Agreements which could be due to reasons including those beyond our control which can include, among others, non-availability of environmental clearances, delay in acquisition of land by the government, or other delays from the Concessioning Authority. Such factors could have an adverse effect on our business, results of operations and financial condition.

25. ***Unavailability of sufficient cash flows in order to meet required payments on our debt and working capital requirements, there may be an adverse effect on our operations.***

We have working capital requirement for our projects, part of which is expected to be met through additional borrowings in the future. Moreover, we may need working capital for operation and maintenance of our projects. Our working capital requirements may increase due to an increase in the size of our projects and related operations that are required to be executed within a similar timeframe. Since the contracts we bid typically involve a lengthy and complex bidding and selection process which is affected by a number of factors, it is generally difficult to predict whether or when a particular contract we have bid for will be awarded to us and the time period within which we will be required to mobilize our resources for the execution of such contract.

We cannot assure you that market conditions and other factors will permit future project and working capital financing, whether by way of debt or equity, on terms acceptable to us or at all. Our ability to arrange financing and the costs of such financing are dependent on numerous factors, including general economic and capital market conditions, credit availability from financial institutions, the amount and terms of our existing indebtedness, investor confidence, the continued success of current projects and laws that are conducive to our raising capital in this manner. Further, if we are unable to obtain financing at commercially viable rates or terms were to diminish or cease to exist, our business, prospects, financial condition and results of operation could be adversely affected.

In addition, our lenders may implement new credit policies, adopt new pre-qualification criteria or procedures, raise interest rates or add restrictive covenants in loan agreements, some or all of which may significantly increase our financing costs, or prevent us from obtaining financings totally. Our lenders may change their lending policies or practices due to factors beyond our control and at a time when we need to finance our business operations or expansion. If we cannot meet any new requirement of our lenders or accept their new lending practices, we may lose them as sources to finance our projects. If we cannot find substitute financing sources at affordable costs, our financing costs may increase significantly and in the worst case, we may not be able to finance our projects at all. Any constraint or restraint on our ability to obtain financing on commercially acceptable terms may result in significant delays and cost overruns of our projects, and our business, financial condition and results of operations may be materially and adversely affected.

26. ***Both our Subsidiaries and all of our Associate Companies have incurred losses in the last three preceding Fiscals. This could impose additional financial and performance obligations on our Company, resulting in reduced return on investments or in some cases, losses from the investment activities.***

The following Subsidiaries and Associates have incurred losses in last three preceding Fiscals, based on their respective audited financial statements:

(Amount in ₹ million)

Sr. No.	Name of the entity	Profit/ (Loss) after tax for the Fiscal		
		2017	2016	2015
Our Subsidiary				
1.	STPL	(1.11)	(0.74)	(0.40)
2.	OSEPL	(0.35)	(0.30)	(0.56)
Our Associates				
1.	MTPL	(147.57)	(168.69)	(205.74)
2.	KEPL	(715.28)	(807.00)	(657.62)
3.	GIPL	(108.81)	(120.44)	330.97
4.	GAEPL	(513.90)	(373.46)	NA
5.	SJEPL	(11.29)	NA	NA

For all our toll based projects, our primary source of revenue is from toll receipts, which are dependent on traffic volumes and traffic mix on the toll roads and toll fees. Traffic volumes are directly or indirectly affected by a number of factors, many of which are outside our control which may result in operating losses, lower or no returns on capital and reduced revenue for the concessionaire thus impacting the project's performance, as well as failure to meet scheduled debt service payment dates and increased interest costs. Under the financing agreements of our Project SPVs, we, along with our SPV partners, are required to execute sponsor or promoter undertakings in relation to prescribed equity contributions and providing additional funds, by way of infusion of further equity or subordinated interest free debt, in the event of a shortfall in resources or cost overruns and towards meeting financing obligations of the Project SPVs during the Construction Period. This may result in reduced return on investments or in some cases, losses from the investment activities adversely affecting our cash flows, business, results of operations and financial condition.

Further, post commencement of commercial operations some of the Project SPVs have not been able to generate enough cash flows to meet debt obligations, annuity payment obligations and operational expenses. The sponsors in the relevant Project SPVs have supported the Project SPVs, to meet the above obligations and expenses. Although there is no requirement on us or any of the respective partners in the Project SPVs to infuse further capital into these Project SPVs, we have made investments to support the Project SPVs and we cannot assure you that this situation may not arise in the future. Any such situation may result in our Company having to make further investments in the Project SPVs, which might result in additional financial burden on our Company affecting our financial condition. For details on select financial details of our Associates please refer to the chapters "*Financial Statements - Identified Associates Audited Financial Statements*" and "*Subsidiaries and Associates*" on page 303 and 184, respectively.

27. ***Any material deficit between the actual traffic volume and our forecasted traffic volume for a toll based project could have an adverse effect on our business, results of operations, cash flows and financial condition.***

When preparing the tender for a toll based project, particularly to determine the bid pricing for such toll based project or contract, we forecast the traffic volume for the proposed project in order to arrive at our expected revenue over the concession period or the contract period, as applicable. In such instances, if the actual traffic volume is significantly less than the forecasted traffic volume, the revenue generated from the toll based project may be lower than the anticipated revenue. We forecast the traffic volume for toll based projects based on the data provided by external agencies engaged by our Company such as traffic consultants and in-house team of professionals. The forecasting of traffic volumes is based on various assumptions, and we cannot assure you that such forecasts will be accurate. While all our toll-based concession agreements (except GIPL Project) provide for an extension of the concession period if the actual traffic volumes are significantly lower than the target traffic (as per the concession agreement) projected for the project, we cannot assure you that the concession period will be actually extended. Further, in case the actual traffic volumes are significantly higher than the actual traffic (as per the concession agreement) projected for the project, the concession period will be reduced.

Our current project portfolio consists of six (6) BOT Projects, of which two (2) BOT Projects are Projects operational under Final COD, three (3) BOT Projects are Projects operational under Provisional COD and one (1) BOT Project is a Project under Construction. For toll based projects, our revenue is primarily derived from toll receipts which are dependent on traffic volumes and traffic mix on the toll roads and toll fees. Traffic volumes are directly or indirectly affected by a number of factors, many of which are outside our control, including:

- toll fees;
- economic activity in the region;
- fuel prices in India;
- growth in sale of automobiles and affordability;
- presence of alternate competing roads;
- convenience and extent of a toll road's connections with other parts of the local and national highway networks;
- level of commercial, industrial and residential development in areas served by our projects; and
- weather conditions and seasonal traffic.

Toll roads that are part of projects operated by us may experience high levels of traffic and congestion at certain times of the day or days of the week. Although we may consider possible solutions and take appropriate steps to ease traffic flow and reduce congestion on such roads, there can be no guarantee that such problems will be resolved under conditions that are economically satisfactory to us. This could also lead to user dissatisfaction and could potentially reduce the traffic volume which may adversely affect our results of operations, cash flows, business and financial condition.

28. ***One of our Project SPVs, GIPL is contesting levy of interest by NHAI for deferment in payment of negative grant by GIPL to NHAI in terms of the GIPL Concession Agreement. Further, GIPL has requested NHAI to either defer payment of negative grant till such time as receipt of dues by GIPL from Kerala State Road Transportation Corporation ("KSRTC") and Government of Kerala or off-set the payment of this negative***

grant against such dues. In the event NHAI does not accede to this request or for set off or deferment of the negative grant as the case may be against the dues to GIPL from KSRTC and the Government of Kerala or both, the results of our operations, cash flows and financial condition may be adversely impacted.

GIPL has submitted a request to NHAI for deferment of the second and subsequent instalments of negative grant payable to NHAI, aggregating to ₹ 2,000.00 million. NHAI approved such deferment in November 2014 for a period of 21 months from the due date i.e. September 22, 2014 subject to payment of interest on the deferred amount at the applicable bank rate along with an additional interest of 2.00% p.a. and signing of a supplementary agreement for having no claim on account of deferment. GIPL has by way of several letters to the NHAI submitted that such levy of interest is unjustified and not in accordance with terms of the Concession Agreement and has contested the levy of such interest. The Chief General Manager (Tech) and Regional Officer-Chennai *vide* his letter dated June 26, 2015 has recommended non-levy of interest to the General Manager (NHAI) for the deferment given that the delay in project completion was due to inordinate delay in handing over project land. This matter is under consideration by NHAI and no final decision in this regard has been taken.

Further, on July 7, 2016, GIPL has submitted a request to NHAI to either (i) defer the payment of negative grant till such time as receipt of the dues payable by Kerala State Road Transport Corporation ("KSRTC") and Government of Kerala; or (ii) adjust the negative grant against such dues. The NHAI General manager Technical and Regional Officer, Kerala *vide* letters dated April 10, 2017 and May 3, 2017 has recommended to the competent authority to a) adjust the payment of the 2nd instalment of negative grant of ₹ 400.00 million against the monies to be received from the Government of Kerala for additional work to be carried out in terms of the Government of Kerala order dated February 18, 2012; and b) request MoRTH to deduct ₹ 1,142.10 million, due to GIPL as on March 31, 2017, from the payment of central funds to the Government of Kerala and remit the same to NHAI against the monies payable by GIPL as negative grant to NHAI. While the General Manager, Finance, NHAI has *vide* its letter dated June 9, 2017 has acknowledged the receipt of request, the matter is under consideration of NHAI and no decision has been taken as on the date of this Prospectus. Further, Member Finance, NHAI *vide* letter dated June 29, 2017 addressed to Chief Secretary, Government of Kerala has impressed upon the Government of Kerala to expedite the process of clearing out the outstanding dues of GIPL in relation to issuance of free passes to local users and non-payment of user fee by KSRTC buses.

In the event either of the above requests / submissions are not accepted by NHAI and if further GIPL does not receive the dues from the KSRTC and the Government of Kerala in due course of time or at all, then the results of operations, cash flows and the financial condition of GIPL may be materially and adversely impacted.

29. Our concession agreements require payment of annual premium, negative grants and/ or share in fee realised in consideration for being granted the right to build and operate the concession project. Failure to make such payments could result in accumulation of interest and imposition of penalties on us. In case the amount of deferred premium alongwith the penalty/ interest due is more than potential fee flows available from the project, it may result in termination of the relevant concession agreement by the Concessioning Authority.

Under some of our concession agreements, we are required to undertake annual premium payment/ sharing of revenue/ payment of negative grant to Concessioning Authorities, for securing the right to build and operate the project. Payment of negative grants under our Concession Agreements are fixed payments typically commencing from the first year of concession period or commercial operations and payable in instalments or annually with escalation in accordance with the respective Concession Agreement. Details of premium paid by our Project SPV to the Concessioning Authorities in the last three years are stated below:

(*₹ in million*)

No	Name of the SPV	Nature of Payment*	Fiscal 2017	Fiscal 2016	Fiscal 2015
1.	KEPL	Annual premium	-	3.22	87.95

*Includes amount appropriated by NHAI from the amount payable to KEPL towards change of scope / other account.

For further details, please refer section "*Business – Our Business and Operations*" on page 141.

In the event of any decrease in our revenue due to lack of growth in traffic or otherwise, we may not be able to generate enough revenue from such projects to make the payment in a timely manner or at all or there may be delays by us in making such payments.

The Ministry of Road Transport and Highways conveyed a scheme of deferment of premium whereby the premium payable to the NHAI could be deferred over a few years and would be payable along with interest. For example, in relation to the KEPL Project, we were permitted to defer our premium payment obligations under the respective concession agreements subject to certain additional restrictive covenants and onerous obligations**.** Further, the NHAI has the authority to terminate the concession at any point if in its sole opinion, the deferred premium along with debt due is more than potential fee flows available from the project for the balance period of the concession.

If any of our above concession agreements are terminated as a result of a failure to satisfy annual premium payment liabilities, our cash flows, business, results of operations and financial condition may be adversely affected.

30. ***Delay in servicing of outstanding borrowings by our Subsidiaries and Associates may result in an event of default and may have an adverse effect on our results of operations and financial condition.***

In the past there have been instances wherein our Associates have delayed in timely servicing the principal and/or the interest components of their outstanding financial obligations.

The details of outstanding delays in payment of interest and principal in relation to the outstanding term loans for each Project SPV, as on March 31, 2017, is as follows:

Name of the Project SPV	Due date of payment of interest/ repayment of principal	Interest amount remaining outstanding as on March 31, 2017	Delay in payment of interest in number of days from the due date of payment*	Principal amount remaining outstanding as on March 31, 2017	Delay in repayment of principal in number of days from the due date of payment*
GIPL[1]	-	-	NA	-	NA
STPL[2]	-	-	NA	-	NA
MTPL[3]	-	-	NA	-	NA
KEPL[4]	January 31, 2017	55.47	60 days	-	NA
	February 28, 2017	52.93	32 days	-	NA
	March 31, 2017	78.66	1 day	69.48	1 day
	Sub-total	**187.06**		**69.48**	
GAEPL[5]	January 31, 2017	132.53	60 days	-	NA
	February 28, 2017	130.17	32 days	293.41	32 days
	March 31, 2017	141.17	1 day	-	NA
	Sub-total	**403.88**		293.41	
SJEPL[6]	March 31, 2017	77.17	1 day	-	NA
	Sub-total	**77.17**			

** The due date of repayment of interest / principal has been included for the purpose of calculating the number of days of delay.*
Source:
[1] Certificate dated June 22, 2017 issued by Kamal H Agarwal & Associates
[2] Certificate dated June 22, 2017 issued by Kamal H Agarwal & Associates
[3] Certificate dated June 22, 2017 issued by Kamal H Agarwal & Associates
[4] Certificate dated June 22, 2017 issued by Kamal H Agarwal & Associates
[5] Certificate dated June 22, 2017 issued by Kamal H Agarwal & Associates
[6] Certificate dated June 22, 2017 issued by Kamal H Agarwal & Associates

We cannot assure you that such delays or defaults will not occur in the future, which may result in such outstanding borrowing becoming categorised as NPAs and an event of default being triggered under their respective financial covenants. In case of such delays or defaults of any borrowings of our Subsidiaries and/or Associates, may also result our Company stepping in to cover the default. Such instances could negatively affect our cash flows and may also have an adverse effect on our results of operations and financial conditions.

31. ***Our agreements for our toll-based BOT Projects contain limited protection against new roads and bridges being built to compete against them. Newly constructed roads or existing alternate routes may compete with our toll-based BOT Projects and result in diversion of the vehicular traffic, resulting in a reduction in our revenue from toll receipts.***

In terms of the concession agreements entered into by each Project SPV and the Concessioning Authority, the GOI and State Governments have the right to construct and open additional roads which may serve as alternate routes to our toll-based BOT Projects after the expiry of between eight and 24 years from the appointed date, depending on terms of the Concession. The construction of such alternative roads and highways may result in a diversion of vehicular traffic from our BOT Projects and a reduction of revenue from toll receipts. While terms of concession agreements provide for increase in concession period from the date such road, is opened to traffic, we cannot assure you that the construction of any additional roads that compete with our toll-based BOT Projects will not materially and adversely affect our revenues and operations. For further details on the terms of the concession agreements, please refer to "*Business – Summary of our BOT contracts*" on page 144.

Furthermore, local roads and state highways, which are not subject to the control of the Concessioning Authority, may be improved so as to serve as alternate routes to our toll-based BOT Projects, and toll may or may not be charged on such local roads and state highways. The existence or improvement of such alternative roads and highways may also result in a diversion of vehicular traffic from our toll-based BOT Projects and a reduction of revenue from toll receipts, which may materially and adversely affect our business, financial condition and results of operations.

32. We are subject to restrictive covenants under our concession agreements that could limit our flexibility in managing our business or BOT Projects.

The concession agreements that we have entered into with the Concessioning Authorities for our BOT Projects contain one or more restrictive covenants, obligations and certain other provisions which may adversely affect us, such as:

- Prior consent of the Concessioning Authority to undertake certain actions including amendment, modification or replacement of finance agreement, if it results in increasing the financial liability of the Concessioning Authority
- minimum shareholding requirements, including transfer restrictions on the equity shares of the Project SPVs holding and operating the project;
- setting up of escrow arrangements for toll proceeds;
- ability of the Concessioning Authority to change the scope of the project;
- periodic operations and maintenance obligations;
- indemnity to the Concessioning Authority for certain actions; and
- termination of our concession agreement by the Concessioning Authority in the event of default.

Additionally, we may be restricted in our ability to, among other things, increase toll rates, sell our interests to third parties within certain time specified in all concession agreement from the date of start of commercial operations, undertake expansions and contract with certain third parties. These restrictions and provisions may limit our flexibility in operating our business, and could have an adverse effect on our cash flows, business, results of operations and financial condition.

33. Leakage of the tolls collected on our BOT toll roads may adversely affect our revenues and earnings.

Our collection of toll is primarily dependent on the integrity of toll collection systems, our internal control and checks and audit systems and willingness to pay toll fees. While we have in place an audit and an integrated toll collection system, the level of revenues derived from collection of tolls may be reduced by leakage through toll evasion, theft, fraud or technical defaults in our toll systems or forced violations by users of our toll roads. If toll collection is not properly monitored, leakage may reduce our toll revenue. Further, toll collection errors may amount to a loss of revenue as there is an inherent risk of under-collection of toll fees given that most users of toll roads pay in cash. Any significant failure by us to control leakage in toll collection systems could have an adverse effect on our cash flows, business, results of operations and financial condition.

34. Our inability to collect receivables from Concessioning Authorities or other third parties on time or at all may adversely affect our cash flows, business, results of operations and financial condition.

There may be delays associated with the collection of receivables from Concessioning Authorities, other third parties and related parties. For the outstanding amount of receivables for the year ended March 31, 2017, please refer to the chapter "*Financial Statements*" on page 218. We cannot assure you that we will be able to collect our receivables in time or at all which may have an adverse effect on our cash flows, business, results of operations and financial condition.

35. If the operation of one or more of our projects is disrupted and our Project SPVs are not able to collect tolls,

or a premature termination of any of our projects occurs or any of the provisions of our concession agreements or the concession agreements are held to be void by any court, tribunal or appellate authority, our financial condition, cash flows and results of operations could be adversely affected.

In the event of disruption in receipt of toll, our cash flows, business, results of operations and financial condition may be adversely affected. For example, recently, collection of toll at all toll booths from November 9, 2016 to December 2, 2016 was restrained by Concessioning Authorities, due to the decision of the GoI to withdraw ₹ 500.00 and ₹ 1,000.00 notes as legal tender w.e.f. midnight November 8, 2016. Even though we are entitled to compensation as per concession agreements, we cannot assure you that the compensation as and when received shall be adequate to cover the toll collection losses for the period of disruption. Any future suspension of toll or user fees will have an adverse effect on our financial condition, cash flows and results of operations.

Further, we will be unable to continue the operation of a particular road concession without the continuing concession right from the Concessioning Authorities. A concession may be revoked by the Concessioning Authority for the reasons set forth in the relevant concession agreement, including but not limited to, one or more of the following:

- failure to comply with prescribed minimum shareholding requirements;
- failure to complete pending items listed in the provisional completion certificate within the prescribed time;
- refusal or non-acceptance of any proposed augmentation of capacity of the existing toll road;
- failure to augment the capacity of the project if so directed by the Concessioning Authority;
- failure to make any payments, including negative grants, to the Concessioning Authority in a timely manner;
- failure to comply with operational or maintenance standards;
- occurrence of an event of default under financing documents where the lenders have recalled all or a portion of the loan;
- continuation of a force majeure event, such as an act of God, act of war, expropriation or compulsory acquisition of any project assets by the Government, industrial strikes and public agitation, beyond a specified time; and
- failure by the relevant Subsidiary / Associate to comply with any other material term of the relevant concession agreement.

Under most of our concession agreements, if the concession agreement is terminated by the Concessioning Authority due to a default by the Project SPV, or by the Project SPV due to a default by the Concessioning Authority, such Project SPV is entitled to receive termination payments from the Concessioning Authority in accordance with the terms of the relevant concession agreement. Such termination payments are computed taking into account equity and debt (senior and subordinated), of the Project SPVs in accordance with the concession agreement. There can be no assurance that the Concessioning Authority will pay such termination payments in time or at all. Further, there can be no assurance that the termination payments from the Concessioning Authority, if any, will be adequate to enable our Company to recover its investments in such Project SPVs. Further, in the event any of the provisions of our concession agreements or the concession agreements are held to be void by any court, tribunal or appellate authority, we will not be able to claim any compensation payments from the Concessioning Authority in accordance with the terms of the relevant concession agreement. If the concession agreements are terminated prematurely, our business, results of operations, cash flows and financial condition may be adversely affected.

36. Our Statutory Auditors have made certain comments in respect of our Company's audited financial statements for the last five Fiscals.

Our Statutory Auditors in their examination report in respect of our Company's audited standalone financial statements for the last five Fiscals have drawn attention to notes in the standalone financials regarding investments in the Project SPVs formed as per the concession agreements and regulatory guidelines and treatment of such investments as qualifying assets which is based on legal opinion and capitalisation of directly attributable borrowing costs incurred in respect thereof.

Fiscal	Reservations, qualifications and adverse remarks/ note covered in the emphasis of matter
2013	The Company is presently engaged in the business of designing, building, operating, maintaining and carrying out all other activities pertaining to road projects. As per the guidelines of respective Government Authority and the requirements of the Concession Agreements, such road projects are required to be implemented under the Built, Operate & Transfer (BOT) model by creating Special Purpose Vehicles (SPVs)

BRNL
Bharat Road Network Ltd.

Fiscal	Reservations, qualifications and adverse remarks/ note covered in the emphasis of matter
	so that after the concession period, the SPV can be transferred to the respective authority on an "as is where is basis". The Company has, therefore, invested in various road projects under the aforesaid SPV model. These investments have been made on a long-term basis with an objective to obtain return and capital appreciation after the commencement of commercial operations of the respective Project. Based on a legal opinion, the Company has treated these investments as "Qualifying Asset". As required by Accounting Standard 16 on 'Borrowings Costs', Accounting Standard 13 on 'Investments' and in accordance with the accounting concept of 'Matching costs and revenues', the Company has capitalised borrowing cost incurred on funds borrowed exclusively for investments in SPVs as part of the cost of investments. Accordingly, non-current investments and Other current assets includes borrowing cost of ₹ 16,70,91,045 (As at 31st March 2012: ₹ Nil) and ₹ 74,800 (As at 31st March 2012: ₹ Nil) respectively incurred during the year on loan borrowed for acquisition of these investments.
2014	The Company is presently engaged in the business of designing, building, operating, maintaining and carrying out all other activities pertaining to road projects. As per the guidelines of respective Government Authority and the requirements of the Concession Agreements, such road projects are required to be implemented under the Built, Operate & Transfer (BOT) model by creating Special Purpose Vehicles (SPVs) so that after the concession period, the SPV can be transferred to the respective authority on an "as is where is basis". The Company has, therefore, invested in various road projects under the aforesaid SPV model. These investments have been made on a long-term basis with an objective to obtain return and capital appreciation after the commencement of commercial operations of the respective Project. Based on a legal opinion, the Company has treated these investments as "Qualifying Asset". As required by Accounting Standard 16 on 'Borrowings Costs', Accounting Standard 13 on 'Investments' and in accordance with the accounting concept of 'Matching costs and revenues', the Company has capitalised borrowing cost incurred on funds borrowed exclusively for investments in SPVs as part of the cost of investments. Accordingly, non-current investments and Other current assets includes borrowing cost of ₹ 66,44,76,891 including ₹ 49,73,11,046 for the year (As at 31st March 2013: ₹ 16,70,91,045 including ₹ 16,70,91,045 for the year) and ₹ 43,23,237 (As at 31st March 2013: ₹ 74,800) respectively incurred on loan borrowed for acquisition of these investments. The borrowing cost of ₹ 74,800 included in Other current assets as at 31st March 2013 has been allocated to respective investment during the current year.
2015	The Company is presently engaged in the business of designing, building, operating, maintaining and carrying out all other activities pertaining to road projects. As per the guidelines of respective Government Authority and the requirements of the Concession Agreements, such road projects are required to be implemented under the Built, Operate & Transfer (BOT) model by creating Special Purpose Vehicles (SPVs) so that after the concession period, the SPV can be transferred to the respective authority on an "as is where is basis". The Company has, therefore, invested in various road projects under the aforesaid SPV model. These investments have been made on a long-term basis with an objective to obtain return and capital appreciation after the commencement of commercial operations of the respective Project. Based on a legal opinion, the Company has treated these investments as "Qualifying Asset". As required by Accounting Standard 16 on 'Borrowings Costs', Accounting Standard 13 on 'Investments' and in accordance with the accounting concept of 'Matching costs and revenues', the Company has capitalised borrowing cost incurred on funds borrowed exclusively for investments in SPVs as part of the cost of investments. Accordingly, non-current investments and Other current assets includes borrowing cost of ₹ 733,619,016 including ₹ 322,803,982 for the year (As at 31st March 2014: ₹ 664,476,891 including ₹ 497,311,046 for the year) and ₹ nil (As at 31st March 2014: ₹ 4,323,237) respectively incurred on loan borrowed for acquisition of these Investments. The borrowing cost of ₹ 4,323,237/- included in other current assets as at 31st March 2014 has been allocated to respective investment during the current year.
2016	The Company is presently engaged in the business of designing, building, operating, maintaining and carrying out all other activities pertaining to road projects. As per the guidelines of respective Government Authority and the requirements of the Concession Agreements, such road projects are required to be implemented under the Built, Operate & Transfer (BOT) model by creating Special Purpose Vehicles (SPVs) so that after the concession period, the SPV can be transferred to the respective authority on an "as is where is basis". The Company has, therefore, invested in various road projects under the aforesaid SPV model.

Fiscal	Reservations, qualifications and adverse remarks/ note covered in the emphasis of matter
	These investments have been made on a long-term basis with an objective to obtain return and capital appreciation after the commencement of commercial operations of the respective Project. Based on a legal opinion, the Company has treated these investments as "Qualifying Asset". As required by Accounting Standard 16 on 'Borrowings Costs', Accounting Standard 13 on 'Investments' and in accordance with the accounting concept of 'Matching costs and revenues', the Company has capitalised borrowing cost incurred on funds borrowed exclusively for investments in SPVs as part of the cost of investments. Accordingly, Non-Current Investments and Other Non-Current Assets includes borrowing cost of ₹ 120,00,20,254 including ₹ 46,64,01,238 for the year (As at 31st March 2015: ₹ 73,36,19,016 including ₹ 32,28,03,982 for that year) and ₹ 30,69,682 including ₹ 30,69,682 for the year (As at 31st March 2015: ₹ Nil) respectively incurred on loans borrowed for acquisition of these investments.
	As per clause (vii)(b) of CARO 2016, the disputed statutory dues aggregating to ₹ 2.31 million that have not been deposited on account of matters pending before appropriate authorities are as under:

Name of the Statute	Nature of dues	Period to which pertains	Amount (in ₹ million)	Forum where the dispute is pending
Income Tax Act, 1961	Income Tax	2013	2.31	CIT (A)

Fiscal	Reservations, qualifications and adverse remarks/ note covered in the emphasis of matter
2017	The Company is presently engaged in the business of designing, building, operating, maintaining and carrying out all other activities pertaining to road projects. As per the guidelines of respective Government Authority and the requirements of the Concession Agreements, such road projects are required to be implemented under the Built, Operate & Transfer (BOT) model by creating Special Purpose Vehicles (SPVs) so that after the concession period, the SPV can be transferred to the respective authority on an "as is where is basis". The Company has, therefore, invested in various road projects under the aforesaid SPV model. These investments have been made on a long-term basis with an objective to obtain return and capital appreciation after the commencement of commercial operations of the respective Project. Based on a legal opinion, the Company has treated these investments as "Qualifying Asset". As required by Accounting Standard 16 on 'Borrowings Costs', Accounting Standard 13 on 'Investments' and in accordance with the accounting concept of 'Matching costs and revenues', the Company has capitalised borrowing cost incurred on funds borrowed exclusively for investments in SPVs as part of the cost of investments. Accordingly, borrowing cost has been capitalised to Non-Current Investments and Other Non-Current Assets for an amount of ₹ 1,549,491,994 including ₹ 349,471,740 for the year (As at 31st March 2016: ₹ 1,200,020,254 including ₹ 466,401,238 for that year) and ₹ nil for the year (As at 31st March 2015: ₹ 3,069,682 including ₹ 3,069,682) respectively incurred on loans borrowed for acquisition of these investments.

37. The auditors of our Subsidiaries and Associates have made certain comments in respect of our Subsidiaries' and Associates' audited financial statements for the last three financial years.

The auditors in their examination report in respect of our Subsidiary OSEPL and Associate MTPL's audited financial statements for the last three financial years have drawn attention to notes in the respective standalone financials.

Fiscal	Reservations, qualifications and adverse remarks/ note covered in the emphasis of matter
MTPL	
2015	As per the Concession Agreement for the Project executed with MPRDC, the available balance in the Escrow Account needs to be withdrawn every month as per the order specified in the Escrow Agreement dated February 23, 2010. During the year, the revenue of the company was insufficient for payment of Premium to MPRDC as per the said specified order of withdrawal under Escrow Agreement. The Concession Agreement does not provide for accrual of Premium if the Project revenue is insufficient for its payment. Hence no provision has been made in the books of account towards Premium amounting to ₹ 57.72 million for the financial year 2013-14 and ₹ 64.85 million for the year 2014-15.
2016	As per the Concession Agreement for the Project executed with MPRDC, the available balance in the Escrow Account needs to be withdrawn every month as per the order specified in the Escrow Agreement dated February 23, 2010. During the year, the revenue of the company was insufficient for payment of Premium to MPRDC as per the said specified order of withdrawal under Escrow Agreement. The Concession Agreement

Fiscal	Reservations, qualifications and adverse remarks/ note covered in the emphasis of matter
	does not provide for accrual of Premium if the Project revenue is insufficient for its payment. Hence no provision has been made in the books of account towards Premium amounting to ₹ 69.26 million for the financial year 2015-16.
2017	As per the Concession Agreement for the Project executed with MPRDC, the available balance in the Escrow Account needs to be withdrawn every month as per the order specified in the Escrow Agreement dated February 23, 2010. During the year, the revenue of the company was insufficient for payment of Premium to MPRDC as per the said specified order of withdrawal under Escrow Agreement. The Concession Agreement does not provide for accrual of Premium if the Project revenue is insufficient for its payment. Hence no provision has been made in the books of account towards Premium amounting to ₹ 56.76 million for the financial year 2016-17.
OSEPL	
2017	We draw attention to Note No. 26 of the financial statements wherein the company has disclosed the fact that the project has been foreclosed on 2nd March 2017 and that the process of determination & settlement of claims is under process. Our report is not qualified in respect of above matter.

38. *Political and other agitations against the collection of tolls may affect our ability to collect tolls over prolonged periods, which could have a material, adverse effect on our business, results of operation and financial condition.*

Over the past few years, there have been agitations by political parties and local community members against the collection of tolls on local road and state highway projects across India, especially in states of Kerala, Haryana, Maharashtra etc. where certain of our BOT Projects are located. These agitations have sometimes turned violent and resulted in the destruction of toll-collection booths and other related property. If such events spread it may limit our ability to collect tolls over a prolonged period and may have a material, adverse effect on our business, financial condition and results of operations. For example, during Jat quota agitation in Haryana, which started on February 14, 2016 and turned violent on February 19, 2016, the toll plaza of our KEPL Project at Dighal village was set on fire and completely destroyed by the agitating mob. Due to disturbances, the tolling operations were halted up to February 24, 2016 at the Gangaycha Toll Plaza of our KEPL Project and up to February 29, 2016 at the Dighal village toll plaza. The loss to KEPL due to damaged assets has been ascertained as ₹ 115.50 million, including cash theft/burnt for which an insurance claim has been made by KEPL and is pending.

Further, the concession agreements entered into by our Project SPVs provide that in the event that the concessionaire ability to collect tolls is disrupted as a result of political and other agitations over a specified period, either party to the concession agreement may terminate the agreement. While the concession agreements provide for a specified payment mechanism in the case of such termination, there can be no assurance that our Project SPVs will receive such payments from the NHAI in a timely manner or at all, or that such payments will be adequate to recover our investment or return, which may materially and adversely affect our business, financial condition and results of operations.

39. *Our operations could be adversely affected by strikes, work stoppages or increased wage demands by our employees or any other kind of disputes with our employees and contract labour.*

As of March 31, 2017, our Company employed approximately 20 employees and GAEPL, GIPL, MTPL, KEPL, SJEPL, OSEPL and STPL had 207, 10, 29, 23, 25, nil and 24 employees, respectively. While we consider our current labour relations to be good, we cannot assure you that we will not experience disruptions in work due to disputes or other problems with our work force, which may adversely affect our ability to perform our obligations for the projects.

We enter into contracts with certain independent contractors to complete specified assignments including construction and O&M of our projects. The number of contract labourers employed by the contractors varies from time to time based on the nature and extent of work contracted to independent contractors. Any disputes between such contractors and their employees may also result in disruptions in our operations, which may also adversely affect our ability to complete a project in a timely manner.

40. *Unavailability of sufficient cash flows in order to meet required payments on our debt and working capital requirements, may have an adverse effect on our operations.*

We have working capital requirements for our projects, part of which is expected to be met through additional borrowings in the future. Moreover, we may need working capital for operation and maintenance of our projects. Our working capital requirements may increase due to an increase in the size of our projects and related operations that are required to be executed within a similar timeframe. Since the contracts we bid typically involve a lengthy and complex bidding and selection process which is affected by a number of factors, it is generally difficult to predict whether or when a particular contract we have bid for will be awarded to us and the time period within which we will be required to mobilize our resources for the execution of such contract.

We cannot assure you that market conditions and other factors will permit future project and working capital financing, whether by way of debt or equity, on terms acceptable to us or at all. Our ability to arrange financing and the costs of such financing are dependent on numerous factors, including general economic and capital market conditions, credit availability from financial institutions, the amount and terms of our existing indebtedness, investor confidence, the continued success of current projects and laws that are conducive to our raising capital in this manner. Further, if we are unable to obtain financing at commercially viable rates or terms were to diminish or cease to exist, our business, prospects, financial condition and results of operation could be adversely affected.

In addition, our lenders may implement new credit policies, adopt new pre-qualification criteria or procedures, raise interest rates or add restrictive covenants in loan agreements, some or all of which may significantly increase our financing costs, or prevent us from obtaining financing totally. Our lenders may change their lending policies or practices due to factors beyond our control and at a time when we need to finance our business operations or expansion. If we cannot meet any new requirement of our lenders or accept their new lending practices, we may lose them as sources to finance our projects. If we cannot find substitute financing sources at affordable costs, our financing costs may increase significantly and in the worst case, we may not be able to finance our projects at all. Any constraint or restraint on our ability to obtain financing on commercially acceptable terms may result in significant delays and cost overruns of our projects, and our business, financial condition and results of operations may be materially and adversely affected.

41. ***The cost of implementing new technologies for collection of tolls and monitoring our projects could be significant and could adversely affect our results of operations, cash flows and financial condition.***

Our future success will depend in part on our ability to respond to technological advances and emerging standards and practices on a cost effective and timely basis. In addition, rapid and frequent technology and market demand changes can often render existing technologies and equipment obsolete, requiring substantial new capital expenditures and/ or write-down of assets. Our failure to successfully adopt such technologies in a cost effective and a timely manner could increase our costs and lead to us bidding at lower returns or loss of bidding opportunities vis-à-vis our competitors. Additionally, Government authorities may require adherence with certain technologies in the execution of projects and we cannot assure you that we would be able to implement the same in a timely manner, or at all. For example, as part of the approval for deferment of premium, certain Project SPVs are required to install electronic toll collection systems. Further, implementation of such technology may not be cost effective, thereby negatively impacting our profitability. Any of the above events may adversely affect our future prospects, cash flows, business, results of operations and financial condition.

42. ***Our inability to raise equity funding in the future to meet the requirements for the new projects which our Company bids for may result in our Company not being able to successfully bid for or acquire new projects. Any future issuance of Equity Shares by us may dilute your shareholding and adversely affect the trading price of the Equity Shares.***

As part of our growth strategy, we intend to bid for projects on an individual basis or with SPV partners. Such future acquisitions of or, successful bid for, projects will require us to infuse capital which may be raised by way of equity funding in our Company. Our inability to raise further equity capital may result in us losing out on opportunity to bid for or acquire new projects, which may adversely affect our cash flows, business, results of operations and financial condition.

Any future issuance of the Equity Shares or securities linked to the Equity Shares by us, if any may dilute your shareholding in our Company, adversely affect the trading price of the Equity Shares and our ability to raise capital through an issue of our securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Shares. No assurance may be given that we will not issue additional Equity Shares.

43. *Our Group Companies have incurred losses in the past.*

Our Group Companies have incurred losses in the past, based on the audited financial statements:

(Amount in ₹ million)

Sr. No.	Name of the entity	Surplus/ (Deficit) for the Fiscals		
		2017	2016	2015
1.	IPDF	(205.27)	(8.49)	213.24
2.	IPDC	(163.43)	3.07	285.41

For details on select financial details of our Group Companies please refer to the chapter "*Group Companies*" on page 213.

44. *Our Company's performance depends on the financial performance of our Project SPVs and their ability to service the subordinate debt advanced to them and to declare and pay dividends on the equity contribution of our Company in these Project SPVs.*

All our projects are operated through our Project SPVs. Except, consultancy fees and fees for project management services, our Company's only material sources of revenue are and are expected to be dividends, and distributions and payments, if any, pursuant to subordinated debt advanced to the Project SPVs. The ability of these Project SPVs to make dividend payments is subject to applicable laws and regulations in India relating to payment of dividends and is further subject to conditions including, among others, all the conditions in the financial covenants having been met prior to the declaration and/or payment of dividends by these Project SPVs. Further, our Company cannot claim setoff against dividend distribution tax payable by the Associates.

Our Company's performance is also dependent upon ability of the Project SPVs to service the subordinated debt advanced by our Company to the Project SPVs. Payment of any interest is subject to availability of residual cash flow after the payment of all expenses, statutory dues and payments to the senior secured lenders.

Further, in the event of a bankruptcy, liquidation or reorganisation of a Project SPV, our Company's claim in the assets of such Project SPV as a shareholder in the Project SPV and/or as a holder of subordinated debt remains subordinated to the claims of senior lenders and other creditors. Any decline in performance of our Project SPVs may adversely affect our cash flows, business, results of operations and financial condition.

45. *We have entered into and may in the future enter into related party transactions.*

We have in the course of our business entered into, and will continue to enter into, transactions with related parties. Our Company has entered into several related party transactions with our Promoter Group entities and our Project SPVs, including in relation to acquisition of projects, construction and development of projects, management services, operations and maintenance services, inter-corporate loans etc. For more information regarding our related party transactions, please refer to the chapter "*Related Party Transactions*" on page 216. We cannot assure you that we will receive similar terms in our related party transactions in the future.

Further, while all of our related party transactions are in compliance with applicable law and are on arms' length basis, we cannot assure you that we could not have achieved more favourable terms had such transactions been entered into with unrelated parties. We cannot assure you that such transactions, individually or in the aggregate, will not have an adverse effect on our reputation, cash flows, business, results of operations and financial condition.

46. *Our Company has term loan/unsecured loans/inter corporate deposits that may be recalled by the lenders at any time.*

As of March 31, 2017, our Company has availed the following unsecured loans/inter corporate deposits which may be recalled by their respective lenders at any time. In the event that any lender seeks the accelerated repayment of any such loan, it may have a material adverse effect on our business, cash flows and financial condition.

(Amount in ₹ million)

Lender	Amount
Prasandi Infotech Park Private Limited	30.00
Religare Finvest Limited	500.00
IL & FS Financial Services Limited	700.00
Total	**1,230.00**

In addition to the above, our Promoters, Group Companies, Subsidiaries and Associates may avail of unsecured loans which could be recalled by the respective lenders.

47. Our business is subject to a variety of environmental laws and regulations. Any failure on our part to comply with applicable environmental laws and regulations could have an adverse effect on our business.

Our operations are subject to numerous environmental protection laws and regulations, which are complex and stringent. We regularly perform work in and around sensitive environmental areas such as rivers, lakes, coastlines and forests. Sanctions for failure to comply with these laws, rules and regulations, may include administrative, civil and criminal penalties, revocation of permits and corrective action orders. Certain environmental laws provide for strict liability for remediation of hazardous substances released on a site. In addition, we incur significant expenditure relating to operating methodologies and standards in order to comply with applicable environmental laws and regulations. Furthermore, we believe environmental regulations in India will become more stringent in the future. The scope and extent of new environmental regulations, including their effect on our operations, cannot be predicted with certainty. The costs and management time required to comply with these requirements could be significant.

48. Our inability to obtain, renew or maintain the statutory and regulatory permits and approvals required to operate our business could have a material adverse effect on our business.

We require certain statutory and regulatory permits and approvals for our business. There can be no assurances that the relevant authorities will issue such permits or approvals in the timeframe anticipated by us or at all. Failure by us to renew, maintain or obtain the required permits or approvals at the requisite time may result in the interruption of our operations and may have a material adverse effect on our business, financial condition and results of operations. For further details, please refer to the chapter "*Government and Other Approvals*" on page 357.

49. We are required to meet specifications and standards of operation and maintenance in our projects. We may be subject to increase in operation and maintenance costs which will lead to an increase in operating expenses to comply with such specifications and standards, which may adversely affect our business, cash flows and results of operations

We are required to meet specifications and standards of operation and maintenance in our projects. We may be subject to increase in operation and maintenance costs which will lead to an increase in operating expenses to comply with such specifications and standards, which may adversely affect our business, cash flows and results of operations.

Our concession agreements typically specify certain operation and maintenance standards and specifications to be met by us while undertaking our operation and maintenance activities. These specifications and standards require us to incur operation and maintenance costs on a regular basis. The operation and maintenance costs and operating expenses of our projects may increase due to factors beyond our control, including, among others:

- standards of maintenance or road safety applicable to our projects prescribed by the relevant regulatory authorities;
- restoration of our projects in the event of any landslides, floods, road subsidence, other natural disasters accidents or other events causing structural damage or compromising safety;
- unanticipated increases in construction material costs;
- higher axle loading, traffic volume or environmental stress leading to more extensive or more frequent heavy repairs or maintenance costs;
- increase in electricity tariff rates or other fuel costs resulting in an increase in the cost of energy;
- local disturbances;
- increase in the cost of labour; and
- adverse weather conditions.

In the event that our costs increase, we may be unable to offset such increases by passing on the cost to road users. As such, the inability to change the terms and conditions, including the toll fees and annuity payments of the concession during the concession period may adversely affect our operational and financial flexibility. Any significant increase in operation and maintenance costs beyond the amounts budgeted for by us, or any failure to meet quality standards, may increase our operating expenses, reduce our profits, could expose us to penalties imposed by the Concessioning Authorities and could have an adverse effect on our cash flows, business, results of operations and financial condition.

50. Our insurance coverage may not adequately protect us against all material hazards.

Under all of our concession agreements, we are required to obtain insurance for the project undertaken by us. While we believe that the insurance coverage which we maintain would be reasonably adequate to cover the normal risks associated with the development and the operation of our BOT Projects, we cannot assure you that any claim under the insurance policies maintained by us will be honoured fully, in part or on time, or that we have taken out sufficient insurance to cover all material losses.

Notwithstanding the insurance coverage that we carry, we may not be fully insured against some business risks and the occurrence of an event that causes losses in excess of limits specified under the relevant policy, or losses arising from events not covered by insurance policies, could adversely affect our cash flows, business, results of operations and financial condition. If we are subject to litigation or claims or our operations are interrupted for a sustained period, we cannot assure you that our insurance policies will be adequate to cover the losses that may be incurred as a result of such interruption. If we suffer large uninsured losses or if any insured losses suffered by us significantly exceed our insurance coverage, it may adversely affect our cash flows, business, results of operations and financial condition. Further, our Company (on a standalone basis) is not required to maintain any insurance policy and has taken a directors and officers policy. The below table provides a comparison of percentage of total insurance vis à vis book value of the assets and net book value of the assets of the respective Project SPV:

(₹ in million)

Sr. No.	Name of the SPV	Total Assets as on March 31, 2017	Net Assets covered under insurance as on March 31, 2017*	Insurance coverage as on March 31, 2017	Insurance Coverage vis-à-vis total Assets (%)	Insurance Coverage vis à-vis Net Assets (%)
1.	STPL	4,997.51	4,411.02	7,839.00	156.86	177.71
2.	KEPL	9,889.33	9,790.06	11,526.44	116.55	117.74
3.	GAEPL	19,195.23	19,022.22	21,654.86	112.81	113.84
4.	SJEPL	14,547.26	14,193.90	20,182.65	138.74	142.19
5.	GIPL	8,041.02	6,109.16	10,741.50	133.58	175.83
6.	MTPL	2,595.34	2,404.22	4,746.20	182.87	197.41

** Net assets include tangible assets, cash in hand, intangible assets and capital work in progress and net of government grants, internal accruals and depreciation.*

Note: Our OSEPL Project has been foreclosed with effect from January 13, 2017 and the project has been released to NHAI for re-bid, subject to the claims of OSEPL being settled. As the project is no longer under execution, no insurance policy has been taken in relation to the said project. For details refer to "Risk Factors – One of our Projects which was under construction has been foreclosed by NHAI, subject to determination of amount of compensation through settlement-cum ISAC procedure. We cannot assure you that we would receive any part or whole of such compensation on a timely basis or at all" on page 24.

Source: As per certificate dated June 30, 2017 issued by Kamal H Agarwal & Associates, Chartered Accountants

To the extent that we suffer loss or damage for which we did not obtain or maintain insurance, and which is not covered by insurance or exceeds our insurance coverage, the loss would have to be borne by us and our results of operations, cash flows and financial performance could be adversely affected. For further details on insurance arrangements, please refer to "*Business – Insurance*" on page 165.

51. We are dependent on our Key Managerial Personnel and other members of our senior management team, and the loss of or our inability to retain such persons or find adequate replacements could adversely affect our cash flows, business, results of operations and financial condition.

Our performance depends largely on the efforts and abilities of our Key Managerial Personnel and other members of our senior management team. The inputs and experience of our key managerial personnel and other senior management are crucial for the development of our business and operations and the strategic directions taken by us. We cannot assure you that we will be able to retain these employees or find adequate replacements in a timely manner, or at all, should they chose to discontinue their employment with us. In terms of our concession agreements, we are required to employ qualified and trained employees for operating the projects. We may require a long period of time to hire and train replacement personnel when skilled personnel terminates their employment with us. We may also be required to increase our levels of employee compensation more rapidly than in the past to remain competitive in attracting skilled employees that our business requires. We believe that competition for qualified personnel with relevant expertise in India is intense due to the scarcity of qualified individuals in the industry that we operate in. A loss of services of our key personnel could adversely affect our cash flows, business, results of operations and financial condition.

52. ***This Prospectus contains information from an industry report which we have commissioned from CRISIL Research.***

This Prospectus includes information that is derived from the CRISIL Report, prepared by CRISIL Research, a research house, pursuant to an engagement with our Company. We commissioned this report for the purpose of confirming our understanding of the infrastructure industry in India. Neither we, nor any of the BRLMs, nor any other person connected with the Issue has verified the information in the CRISIL Report. CRISIL has advised that while it has taken due care and caution in preparing the commissioned report, which is based on information obtained from sources that it considers reliable ("**Information**"), it does not guarantee the accuracy, adequacy or completeness of the Information and disclaims responsibility for any errors or omissions in the Information or for the results obtained from the use of the Information. The CRISIL Report also highlights certain industry and market data, which may be subject to assumptions. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions vary widely among different industry sources. Further, such assumptions may change based on various factors. We cannot assure you that CRISIL's assumptions are correct or will not change and, accordingly, our position in the market may differ from that presented in this Prospectus. Further, the commissioned report is not a recommendation to invest or disinvest in our Company. CRISIL has disclaimed all financial liability in case of any loss suffered on account of reliance on any information contained in the CRISIL Report.

53. ***Our Company's Registered Office and Corporate Office are not owned by us and our Company has only leased these properties. In the event these leases are terminated by the counter parties, our cash flows, business, financial condition and results of operations could be adversely affected.***

The premises on which our Company's Registered Office and our Corporate Office are on leased premises. In case such lease arrangements are be terminated by the counter parties, we may suffer a disruption in our operations. For details, please refer to "*Business – Property and Equipment*" on page 165. Relocation of any part of our operations may cause disruptions to our business and we cannot assure you that in such a case, we will be able to find suitable premises on commercially reasonable terms in a timely manner, if at all or we may have to pay significantly higher rent which may materially and adversely affect our business, financial condition and results of operations.

54. ***Upon completion of the Issue, our Promoters and Promoter Group will continue to retain control over us, which will allow them to influence the outcome of matters submitted to the shareholders for approval.***

Our Promoters and Promoter Group together currently hold 99.99% of our issued and paid-up Equity Share capital and after the completion of the Issue, will continue to together hold a majority of our Equity Shares. Consequently, our Promoters and Promoter Group may collectively exercise substantial control over us and may jointly have the power to elect and remove a majority of our Directors and/or determine the outcome of proposals for corporate action requiring approval of our Board of Directors or shareholders. This collective control could also delay, defer or prevent a change in control of our Company, impede a merger, consolidation, takeover or other business combination involving our Company, or discourage a potential acquirer from obtaining control of our Company. The interests of our Promoters and Promoter Group may conflict with the interests of our other shareholders, including the holders of our Equity Shares to be offered pursuant to this Issue. We cannot assure that our Promoters and Promoter Group will act to resolve any conflicts of interest in our Company's favour. For further information, please refer to the chapters "*Capital Structure*" and "*Promoters and Promoter Group*" on pages 79 and 205 respectively.

55. ***Our Company's management will have flexibility in utilising the Net Proceeds and that there is no assurance that the deployment of the Net Proceeds in the manner intended by our Company will result in any increase in the value of your investment. Further, the funding plan has not been appraised by any bank or financial institution.***

Our Company intends to use the Net Proceeds for the purposes described in "*Objects of the Issue*" on page 88. As our Company's management has broad discretion to use the Net Proceeds from the Issue, you will be relying on the judgment of our Company's management regarding the application of these Net Proceeds.

Our Company, in accordance with the policies formulated by the Board of Directors from time to time, will have flexibility to deploy the Net Proceeds. Pending utilisation of the Net Proceeds for the purposes described above, our Company will deposit the Net Proceeds only with scheduled commercial banks included in second schedule of the Reserve Bank of India Act, 1934. In accordance with Section 27 of the Companies Act, 2013, our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in equity shares of any other listed company. Our Board will have significant flexibility in temporarily investing the Net Proceeds of the Issue. The use of the Net Proceeds for purposes identified by our management may not result in actual growth of its business, increased profitability or an increase in the value of your investment.

56. Our Company has issued Equity Shares in the preceding one year at a price which may be lower than the Issue Price.

Our Company has issued Equity Shares at a price which could be lower than the Issue Price. For details, please refer to the chapter "*Capital Structure*" on page 79. The Issue Price is not indicative of the price that will prevail in the open market following listing of the Equity Shares.

57. We do not own any of the intellectual property rights used by us.

We do not own intellectual property rights in the trade name and logo used by us. Our Company has entered into an agreement with our Corporate Promoter, SREI for use of the "BRNL" trade name and logo on a license basis for a royalty amount of ₹ 10,000.00 per annum till such date when SREI continues to be our Promoter and thereafter a royalty of 0.25% of our Company's consolidated revenue for the previous year. If any of the intellectual property used by us becomes unavailable, we could face disruptions in our operations, which may adversely affect our business and reputation.

58. Our business is subject to seasonal and other fluctuations that may affect our cash flows and business operations.

Our business and operations are affected by seasonal factors, which may require suspension or curtailment of operations, in particular, the monsoon season in the second quarter of each Fiscal. During periods of curtailed activity due to adverse weather conditions, we may continue to incur operating expenses and our project related activities may be delayed or reduced. Additionally, traffic volumes witness a decrease during the monsoon. Such fluctuations may adversely affect our toll revenues, cash flows, results of operations and financial conditions.

External Risks

59. Significant increases in the price or shortages in supply of crude oil could adversely affect the volume of traffic at the projects operated by us and the Indian economy in general, including the infrastructure sector, which could have an adverse effect on our business and results of operations.

India imports a significant majority of its requirements of crude oil. Crude oil prices are volatile and are subject to a number of factors, including the level of global production and political factors, such as war and other conflicts, particularly in the Middle East, where a substantial proportion of the world's oil reserves are located. Any significant increase in the price of or shortages in the supply of crude oil could adversely affect the volume of traffic at the projects operated by us and adversely affect the Indian economy in general, including the infrastructure sector, which could have an adverse effect on our business and results of operations.

60. Changing laws, rules and regulations and legal uncertainties may adversely affect our business and financial performance.

Our business and financial performance could be adversely affected by any change in laws or interpretations of existing, or the promulgation of new laws, rules and regulations applicable to us and our business. We cannot assure you that the Central Government or state Governments in India will not implement new regulations and policies which will require us to obtain additional approvals and licenses from the Government and other regulatory bodies or impose onerous requirements and conditions on our operations. We cannot predict the terms of any new policy, and we cannot assure you that such policy will not be onerous. For example, the Ministry of Road Transport and Highways has prepared a draft legislation to establish an industry regulator with both enforcement and advisory functions. The Government has sought the views of the concerned ministries on the draft Regulatory Authority for Highways in India Bill, 2013. The draft bill proposes to, *inter alia*, give adjudicatory powers to a proposed regulator (independent of the NHAI) in areas such as contract dispute resolution, enforcement of contractual provisions and renegotiation of future contracts.

Further, the Right to Fair Compensation and Transparency in Land Acquisition, Rehabilitation and Resettlement Act, 2013 (the "**Land Acquisition Act, 2013**") came into force with effect from January 1, 2014. The provisions of the Land Acquisition Act, 2013 cover various aspects related to the acquisition of land which may affect us, including provisions stipulating (i) restrictions on land acquisition (e.g., certain types of agricultural land) and (ii) compensation, rehabilitation and resettlement of affected people residing on such acquired land. The Right to Fair Compensation and Transparency in Land Acquisition, Rehabilitation and Resettlement (Amendment) Bill, 2015 passed by the lower house of the Indian Parliament, seeks to amend the provisions of the Land Acquisition Act, 2013 to make the provisions in relation to determination of compensation, rehabilitation and resettlement and infrastructure amenities of the Land Acquisition Act, 2013 applicable to the NH Act with effect from January 1, 2015. Further, it exempts certain categories of land use, including infrastructure projects under public-private ownership where ownership of land continues to vest in the Government, from requirements to obtain consents from affected families where land is being acquired. The Right to Fair Compensation and Transparency in Land Acquisition, Rehabilitation and Resettlement (Second Amendment) Bill, 2015 provides that, infrastructure projects under public-private partnership, among others, are exempt from the chapters on determination of social impact and public purposes and special provision to safeguard food security of the Land Acquisition Act. Any changes and related uncertainties with respect to the implementation of new regulations may have an adverse effect on our business, financial condition and results of operations, including delays in commissioning schedule of our projects.

61. ***Changes in legislation or the rules relating to tax regimes could an adversely affect our business, prospects and results of operations.***

The Government has proposed to alter the implementation of direct taxes by way of introduction of the Direct Taxes Code, 2013. The Direct Taxes Code, 2013 proposes to consolidate and amend laws relating to income tax and wealth tax The Government has indicated in the union budget for the Fiscal 2016 that Direct Tax Code shall not be pursued further.

A comprehensive national goods and services tax ("**GST**") regime that combines the indirect taxes and levies by the Central and State Governments into a unified rate structure and replaces indirect taxes on applicable goods and services such as central excise duty, service tax, customs duty, central sales tax, state VAT, cess and surcharge and excise that were being collected by the Government of India and state governments, has come into effect from July 1, 2017. While tax on toll collected continues to be exempt under GST, the rate of tax on highway construction contracts and highway maintenance contracts would increase to 18%. While the concession agreements entered into with NHAI and MPRDC includes provisions on change in law, whereby if the concessionaire suffers an increase in cost or reduction in return or other financial burden then the concessioning authority will place the concessionaire in the same financial position as it would had enjoyed has there been no such change in law resulting in cost increase, reduction in return or other financial burden, we cannot assure you that the increase in cost or reduction in return due to introduction of GST would be covered. Further, the implementation of this rationalized tax structure, being managed by both GoI and state governments, may be affected by any disagreement between certain state governments and/ or GoI, which may create uncertainty. Any future increases or amendments may affect the overall tax efficiency of companies operating in India and may result in additional taxes becoming payable. If, as a result of a particular tax risk materializing, the tax costs associated with certain transactions are greater than anticipated, it could affect the profitability of such transactions.

Further, the General Anti Avoidance Rules (GAAR) are effective from April 1, 2017. The tax consequences of the GAAR provisions being applied to an arrangement could result in denial of tax benefit amongst other consequences. In the absence of any precedents on the subject, the application of these provisions is uncertain. If the GAAR provisions are made applicable to our Company, it may have an adverse tax impact on us.

We have not determined the impact of such proposed legislations on our business. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future.

62. ***Companies in India, including our Company, are required to prepare financial statements under the new***

Indian Accounting Standards. In addition, all income-tax assessees in India, including our Company, will be required to follow the Income Computation and Disclosure Standards.

The Ministry of Corporate Affairs ("**MCA**"), Government of India, has through notification dated February 16, 2015 issued the Indian Accounting Standards Rules, 2015 ("**Ind AS**") which have come into effect from April 1, 2015 and are applicable to companies which fulfil certain conditions. In accordance with this circular, our Company is required to prepare its financial statements in accordance with Ind AS for the financial years beginning on April 1, 2018. Given that Ind AS is different in many respects from Indian GAAP, our financial statements for the period commencing from April 1, 2018 and its comparable period included in accordance with Ind AS may not be comparable to our historical financial statements prepared under Indian GAAP. For instance, accounting policies related to employee benefits, operating lease rentals, Investments, borrowings, deferred taxes, etc. in terms of the Ind AS are different from the accounting policies for these items under Indian GAAP. As a result, these financial statements or the annual financial statements of our Company for the period ended March 31, 2017 may not be comparable to our historical financial statements.

Further, there can be no assurance that the adoption of Ind AS will not affect our reported results of operations or financial condition. Any of these factors relating to the use of Ind AS may adversely affect our financial condition and results of operations. We have not provided a reconciliation of our financial statements to those under Ind AS. Any of these factors relating to the use of Ind AS may adversely affect our financial condition and results of operations.

Further, the Ministry of Finance, Government of India has issued a notification dated September 29, 2016 notifying Income Computation and Disclosure Standards ("**ICDS**"), thereby creating a new framework for the computation of taxable income. The ICDS shall apply from the assessment year 2017-2018 and subsequent years. The adoption of ICDS is expected to significantly alter the way companies compute their taxable income, as ICDS deviates from several concepts that are followed under general accounting standards, including Indian GAAP and Ind AS. In addition, ICDS shall be applicable for the computation of income for tax purposes but shall not be applicable for the computation of income for minimum alternate tax. There can be no assurance that the adoption of ICDS will not adversely affect our business, results of operations and financial condition.

63. Our business is dependent on economic growth in India.

Our performance is dependent on the health of the overall Indian economy. While the GDP growth rate of India is estimated to increase between 6.75 - 7.50% in the Fiscal 2018 (*Source: Indian Economic Survey 2017, Ministry of Finance, Government of India*), there have been periods of slowdown in the economic growth of India in the past. India's economic growth is affected by various factors including domestic consumption and savings, balance of trade movements, namely export demand and movements in key imports (oil and oil products), global economic uncertainty and liquidity crisis, volatility in exchange currency rates, and annual rainfall which affects agricultural production. In the past, economic slowdowns have harmed industries including the road infrastructure sector. Any future slowdown in the Indian economy could harm our business, results of operations and financial condition.

64. Under Indian law, foreign investors are subject to investment restrictions that limit our ability to attract foreign investors, which may adversely impact the trading price of the Equity Shares.

Under foreign exchange regulations currently in force in India, transfer of shares between non-residents and residents are freely permitted (subject to certain exceptions), if they comply with the valuation and reporting requirements specified by the RBI. If a transfer of shares is not in compliance with such requirements and does not fall under any of the exceptions specified by the RBI, then the RBI's prior approval is required. Additionally, shareholders who seek to convert Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no-objection or a tax clearance certificate from the Indian income tax authorities. We cannot assure you that any required approval from the RBI or any other Government agency can be obtained on any particular terms or at all. Please refer to "*Restrictions on Foreign Ownership of Indian Securities*" on page 423.

Risks Related to the Issue

65. The determination of the Price Band is based on various factors and assumptions and the Issue Price of the Equity Shares may not be indicative of the market price of the Equity Shares after the Issue.

The determination of the Price Band is based on various factors and assumptions, and is determined by our Company in consultation with the BRLMs (other than SCML). Furthermore, the Issue Price of the Equity Shares will be determined by our Company in consultation with the BRLMs (other than SCML) through the Book Building Process. These will be based on numerous factors, including factors as described under "*Basis for Issue Price*" beginning on page 99 and may not be indicative of the market price for the Equity Shares after the Issue. In addition to the above, the current market price of securities listed pursuant to certain previous initial public offerings managed by the BRLMs is below their respective issue price. For further details, please refer to "*Other Regulatory and Statutory Disclosures—Price information of past issues handled by the BRLMs*" on page 364. The factors that could affect the market price of the Equity Shares include, amongst others, broad market trends, financial performance and results of the company post-listing, and other factors beyond our control. We cannot assure you that an active market will develop or sustained trading will take place in the Equity Shares or provide any assurance regarding the price at which the Equity Shares will be traded after listing.

66. The price of the Equity Shares may be volatile, and you may be unable to resell the Equity Shares at or above the Issue Price.

Prior to the Issue, there has been no public market for the Equity Shares, and an active trading market on the Indian Stock Exchanges may not develop or be sustained after the Issue. The Issue Price of the Equity Shares may bear no relationship to the market price of the Equity Shares after the Issue. The market price of the Equity Shares after the Issue may be subject to significant fluctuations in response to, among other factors, variations in our operating results, market conditions specific to the road infrastructure sector in India, developments relating to India and volatility in the BSE and the NSE and securities markets elsewhere in the world.

67. Any future issuance of Equity Shares by us may dilute your shareholding and adversely affect the trading price of the Equity Shares.

Any future issuance of the Equity Shares or securities linked to the Equity Shares by us may dilute your shareholding in our Company, adversely affect the trading price of the Equity Shares and our ability to raise capital through an issue of our securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Shares. No assurance may be given that we will not issue additional Equity Shares.

68. Future sale of Equity Shares by our Promoters and Promoter Group may adversely affect the market price of the Equity Shares.

After the completion of the Issue, our Promoters and Promoter Group will own, directly and indirectly, approximately 65.10% of our outstanding Equity Shares. Sale of a large number of the Equity Shares by our Promoters and/ or Promote Group could adversely affect the market price of the Equity Shares. Similarly, the perception that any such primary or secondary sale may occur, could adversely affect the market price of the Equity Shares. No assurance may be given that our Promoters and Promote Group will not dispose of, pledge or encumber their Equity Shares in the future.

69. You may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares.

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of Equity Shares in an Indian company are generally taxable in India. Any gain realized on the sale of listed equity shares on a stock exchange held for more than 12 months will not be subject to long term capital gains tax in India if Securities Transaction Tax ("**STT**") is paid on the sale transaction and additionally, as stipulated by the Finance Act, 2017, STT had been paid at the time of acquisition of such equity shares, except in the case of such acquisitions where STT could not have been paid, as notified by the Central Government on June 5, 2017 (F. No. 43/2017/F. No. 370142/09/2017-TPL). Due to uncertainty in the applicability of this provision, you may be subject to payment of long term capital gains tax in India, in addition to payment of STT, on the sale of any Equity Shares held for more than 12 months. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold.

Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less will be subject to short term capital gains tax in India. Capital gains arising from the sale of the Equity Shares will be exempt from taxation in India in cases where the exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the Equity Shares.

70. Rights of shareholders under Indian laws may be more limited than under the laws of other jurisdictions.

Indian legal principles related to corporate procedures, directors' fiduciary duties and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights under Indian law may not be as extensive as shareholders' rights under the laws of other countries or jurisdictions. Investors may have more difficulty in asserting their rights as shareholder in an Indian company than as shareholder of a corporation in another jurisdiction.

71. Holders of Equity Shares may be restricted in their ability to exercise pre-emptive rights under Indian law and thereby suffer future dilution of their ownership position.

Under the Companies Act, a company incorporated in India must offer its equity shareholders pre-emptive rights to subscribe and pay for a proportionate number of equity shares to maintain their existing ownership percentages prior to issuance of any new equity shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by holders of three-fourths of the equity shares voting on such resolution.

However, if the law of the jurisdiction that you are in does not permit the exercise of such pre-emptive rights without our filing an offering document or registration statement with the applicable authority in such jurisdiction, you will be unable to exercise such pre-emptive rights, unless we make such a filing. If we elect not to file a registration statement, the new securities may be issued to a custodian, who may sell the securities for your benefit. The value such custodian receives on the sale of any such securities and the related transaction costs cannot be predicted. To the extent that you are unable to exercise pre-emptive rights granted in respect of the Equity Shares, your proportional interests in our Company may be reduced.

Prominent Notes

1. Issue of 29,300,000 Equity Shares for cash at a price of ₹ 205 per Equity Share (including a share premium of ₹ 195 per Equity Share), aggregating up to ₹ 6,006.50 million (subject to finalization of Basis of Allotment). The Issue will constitute 34.90% of the fully diluted post issue paid-up Equity Share capital of our Company.

2. The Issue is being made through the Book Building Process wherein at least 75.00% of the Issue is to be Allotted on a proportionate basis to QIBs. The number of Equity Shares representing 5.00% of the Net QIB Portion was available for allocation on a proportionate basis to Mutual Funds only. The remainder of the Net QIB Portion was available for allocation on a proportionate basis to QIBs, including Mutual Funds, subject to valid Bids being received from them at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5.00% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion was added to the remaining Net QIB Portion for proportionate allocation to QIBs. If at least 75.00% of the Issue cannot be Allotted to QIBs, all the application monies will be refunded/ unblocked forthwith. Further, not more than 15.00% of the Issue was made available for allocation on a proportionate basis to Non-Institutional Bidders and not more than 10.00% of the Issue was made available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Issue Price.

3. There has been no change in our Company's name since incorporation. Our Company was incorporated as Bharat Road Network Limited on December 22, 2006, at Kolkata as a public limited company under the Companies Act, 1956. Our Company was issued a certificate of commencement of business on August 2, 2007 by the RoC. For details of change in the Registered Office, please refer to "*History and Certain Corporate Matters*" on page 171.

4. As of March 31, 2017, our Company's net worth was ₹ 4,217.25 million as per our Company's Restated Standalone Financial Statements and ₹ 4,297.65 million, respectively, as per our Company's Restated Consolidated Financial Statements.

5. As of March 31, 2017, the net asset value per Equity Share was ₹ 77.17 as per our Company's Restated Standalone Financial Statements and was ₹ 78.64 as per our Company's Restated Consolidated Financial Statements.

6. The average cost of acquisition of Equity Shares by SREI, our Corporate Promoter, is ₹ 205.00 and Make in India Fund is ₹ 205.00, respectively. For details, please refer to the chapter "*Capital Structure*" on pages 79. The average cost of acquisition per Equity Share by our Promoters has been calculated by taking the average of the amounts paid by each of our Promoters to acquire Equity Shares.

7. For details of related party transactions entered into by our Company with our Group Companies and Subsidiaries and Associates in the last Fiscal, including nature and cumulative value of the transaction, please refer to the chapter "*Related Party Transactions*" beginning on page 216.

8. There has been no financing arrangement whereby our Promoter Group, directors of our Corporate Promoter, investment manager of our Promoter, Make in India Fund, our Directors and their relatives have financed the purchase by any other person of securities of our Company other than in normal course of the business of the financing entity during the period of six months immediately preceding the date of filing of the Draft Red Herring Prospectus. SREI has financed investment of 9,520,000 Equity Shares by OSPL Infradeal Private Limited (earlier known as Omkareshwar Suppliers Private Limited) on November 12, 2016 in normal course of the business as an NBFC.

9. Except as disclosed in the chapters "*Group Companies*" and "*Related Party Transactions*" beginning on pages 213 and 216, none of our Group Companies have business interest or other interests in our Company.

10. For any complaints, information or clarifications pertaining to the Issue, investors may contact the BRLMs who have submitted the due diligence certificate to the SEBI.

11. All grievances, in relation to the ASBA process, may be addressed to the Registrar to the Issue, with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted and the BRLMs, quoting the full name of the sole or first Bidder, ASBA Form number, Bidders' DP ID, Client ID, PAN, number of Equity Shares applied for, date of submission of ASBA Form, address of Bidder, the name and address of the relevant Designated Intermediary, where the ASBA Form was submitted by the Bidder and ASBA Account number in which the amount equivalent to the Bid Amount was blocked. Further, the Bidder shall enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents or information mentioned hereinabove.

SECTION III: INTRODUCTION

SUMMARY OF INDUSTRY

*The information in this section includes extracts from report commissioned by us titled "Study of the Road Sector in India" dated January 2017 prepared by CRISIL Research, a division of CRISIL Limited ("**CRISIL Report**"). While we have exercised reasonable care in compiling and reproducing information from the CRISIL Report, it has not been independently verified by us or any of our advisors, nor any of the Book Running Lead Managers or any of their advisors, and should not be relied on as if it had been so verified. The information may not be consistent with other information compiled by third parties within or outside India. The data may have been re-classified by us for the purposes of presentation.*

Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, investors should not place undue reliance on, or base their investment decision on this information. The information in this section should be read in conjunction with the sections titled "Industry Overview", "Risk Factors" and "Business" on page 106, 18 and 136, respectively.

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1. Overview of macroeconomic scenario in India

1.1. Review and outlook on GDP growth in India

New series (from 2011- 12 onwards)

India adopted a new base year (2011-12) for calculating GDP based on which, absolute GDP shot up from ₹ 87 trillion in 2011-12 to ₹ 114 trillion in 2015-16 or a CAGR of 7.0%. In 2015-16, growth was 7.6%, well above the world average of 3.1%.

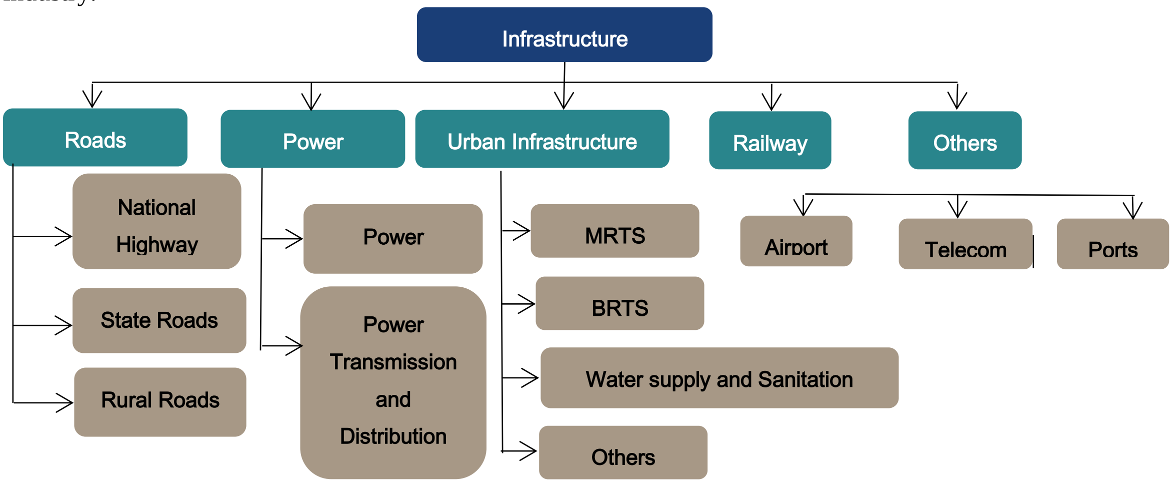
India's GDP registered some pick up in the second quarter of the current fiscal. According to latest data, real GDP growth in the second quarter, or July-September 2016, was 7.3%, up from 7.1% in the first quarter, or April-June. As anticipated, this year's normal and well-distributed monsoon gave a fillip to the agricultural sector, where growth shot up to 3.3% in the second quarter, compared with 2% in the same period of fiscal 2016.

2. Overview infrastructure Sector in India

Overview of investments

Major infrastructure development requires substantial capital investment. The policies of the Indian government April 2000 to September 2015 stood at $4,423.46 million according to the Department of Industrial Policy and

Promotion (DIPP). The government has introduced significant policy reforms to augment FDI inflows, to further boost investments and enhance infrastructure. The infrastructure industry includes roads, power, railways, urban infrastructure and others. The road sector is the key contributor to overall investments in the infrastructure industry.

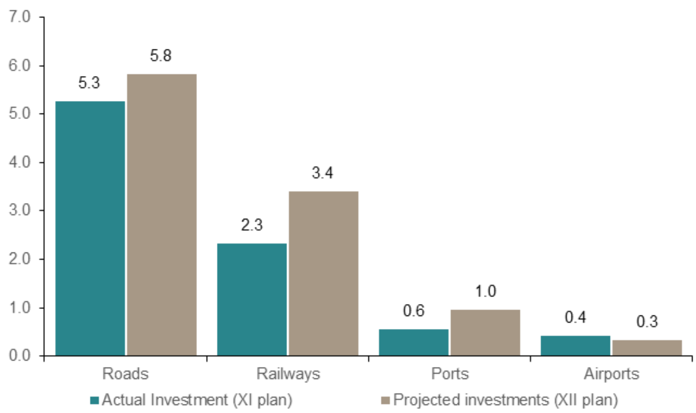


Source: CRISIL Research

In the Eleventh Five-Year Plan period (2007-08 to 2011-12), actual investments in the infrastructure sector reached ₹ 27.3 trillion, driven by GoI's thrust on improving domestic infrastructure.

According to the second report of the High-Level Committee on Financing Infrastructure, the construction spend on infrastructure projects is expected to amount to ₹ 30.93 trillion over 2012-17, up from ₹ 10.3 trillion (likely investments till 2013-14), with 39% contribution by the private sector and 61% by the central and state governments. Within infrastructure, electricity is estimated to be the largest contributor, followed by roads and railways.

Construction spends (₹ trillion) in key infrastructure segments (Eleventh and Twelfth Five-Year Plans)



**Others include irrigation, water supply and sanitation, storage, oil and gas pipelines*
Source: High-level Committee on Financing Infrastructure (Second Report, June 2014), CRISIL Research

Roads: Investments in roads in the Eleventh Five-Year Plan were ₹ 5.3 trillion, accounting for about 19% of overall infrastructure investments in the same period. Investments were largely driven by the government's thrust on the sector via encouragement of public private partnerships (PPPs), speedy implementation of National Highways Development Project (NHDP) and recent changes in the policy environment. The continued thrust on improving rural and state road network by the various state governments has supported this growth. Investments in roads is expected to increase to ₹ 5.8 trillion in the Twelfth Five-Year Plan, as against ₹ 5.3 trillion (actual) in the Eleventh Five-Year Plan (marking a 11% increase).

Five Year planned investments in road sector

(₹ Billion)	Centre	Roads & Bridges State	Private	Total
2012-13 (E)	278	485	262	1025
2013-14 (E)	250	495	271	1017
2014-15 (P)	243	563	294	1100
2015-16 (P)	240	677	335	1252
2016-17 (P)	236	815	381	1432
Total	**1248**	**3035**	**1543**	**5826**

P – Projected
Plan investments are the budgeted estimates for a particular year

Source: Planning Commission, CRISIL Research

Growth drivers in infrastructure investments

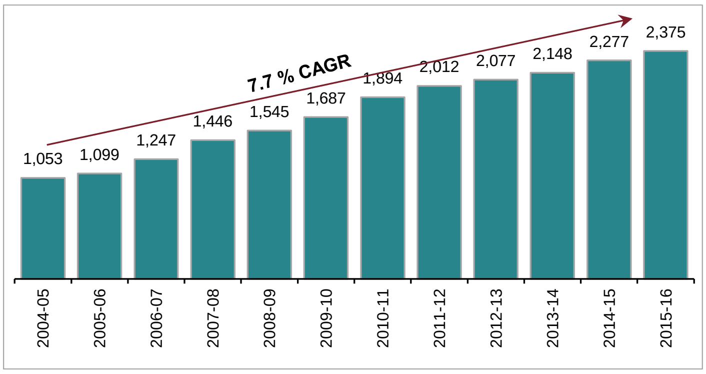
Economic growth, increasing government thrust, preference of road in freight traffic, spurt in private participation and surge in passenger traffic and vehicle density are key growth drivers for infrastructure investments.

Economic growth

Freight traffic growth is a function of economic activity which further necessitates road development. Freight traffic in billion net tonne km (BTKM) is set to surge 6-8% in 2016-17, a substantial increase from the 4.3% rise seen in 2015-16, due to higher growth in industrial and agricultural GDP. Industrial GDP in H1 FY17 was estimated to be 5.59%, as against an estimated growth of 6.5% in H1 FY16.

Roads continue to dominate freight traffic with their share in overall freight movement rising steadily to 65.1% in 2015-16, from 58.2% in 2009-10, due to capacity constraints in railways and healthy growth in non-bulk traffic.

Moderate growth in overall freight demand (in BTKM)



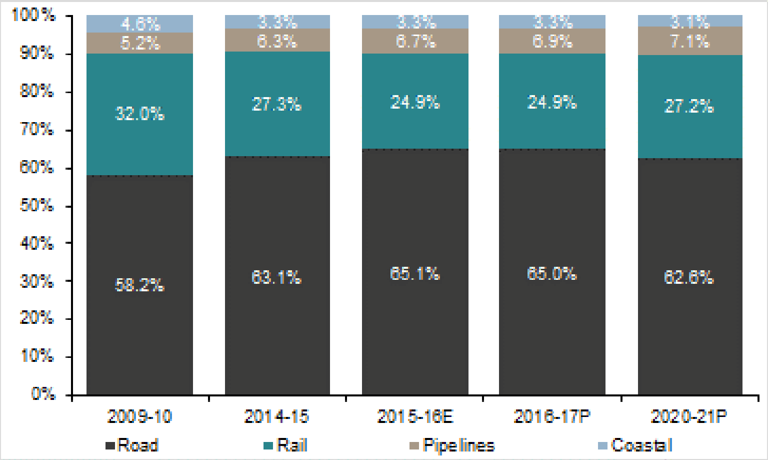
Source: CRISIL Research

Road freight traffic gaining preference

Capacity constraints of the railways has led to the share of roads in the primary freight pie increasing from an estimated 58.2% (in BTKM) in 2009-10 to around 65.1% in 2015-16. The positive trajectory is expected to continue from 2015-16 to 2020-21, with road freight logging 7-9% CAGR growth to about 2,450 BTKM from an estimated 1,700 BTKM in 2015-16.

Growth in road freight traffic will be largely driven by increased non-bulk traffic and development of road infrastructure. Roads remain the preferred mode of transport for non-bulk traffic and we expect its share in total road primary BTKM to surge to 77.5% by 2020-21, from 74.3% currently.

Share of roads in total freight movement (BTKM terms)



E: Estimates P: Projected
Source: CRISIL Research

E-commerce logistics is a growth driver for road freight

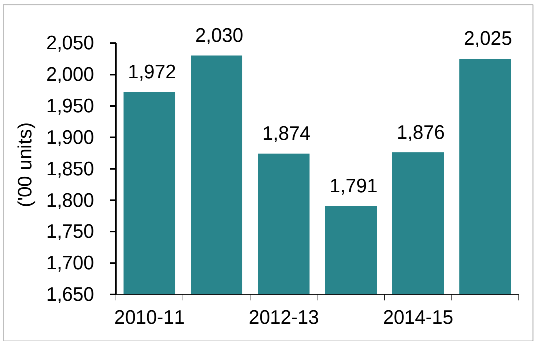
CRISIL Research expects the e-commerce industry to grow at an estimated 40-44% CAGR during 2014-15 to 2017-18, to reach close to ₹ 2.5 trillion. Growth is expected to be driven by segments such as the online marketplace, where players will continue to offer huge discounts and deals and will innovate to attract customers. Further, rising penetration of the internet, increasing use of smart phones (with mobile apps) and increasing consumer awareness should support the growth story. As the industry grows, players are looking to develop local ecosystems to serve demand across India. As these local ecosystems develop, lead distances can reduce and freight traffic can shift from air freight to roads gradually.

Vehicular growth picked in 2015-16, long term projects looks healthy

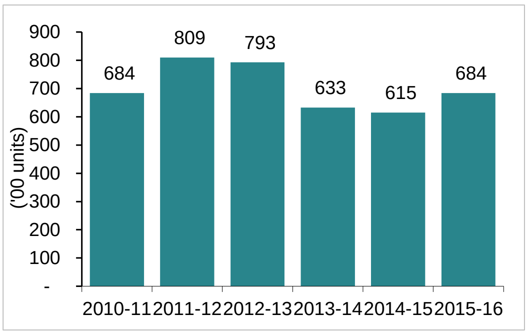
Domestic passenger car sales increased from 1.97 million units in 2010-11 to 2.03 million units in 2015-16 at a CAGR of 0.5%. From 2.03 million units in 2010-11, domestic passenger car sales shrank at a CAGR of 3.9% to 1.9 million in 2014-15. However, it shot up 7.9%, in 2015-16, primarily due to faster economic growth, lower fuel prices and improvement in consumer sentiments (driven by rising affordability and competitively priced launches).

In contrast, commercial vehicle sales shrank 8.8% CAGR from 2011-12 to 2014-15. However, in 2015-16, commercial vehicle sales shot up 11.2%.

Passenger cars sales



Commercial vehicle sales



Source: SIAM, CRISIL Research
Note: Commercial vehicles include goods vehicle and passenger but excludes three-wheeler

Several new trends seen in roads sector

Slowing progress in road construction:

The length of roads constructed has decreased at a CAGR of 3%, from 1,784 km in 2010-11 to 1,576 km in 2014-15 (from around 500 km under NHDP in 2001). However, in 2015-16, total road constructed/upgraded shot up to 2,196 km.

Improving awarding momentum:
Government is focusing to improve awarding and with the introduction of HAM, a significant share of awarding has been under HAM and it is expected to improve further in coming years.

Increasing participation of private equity funds:
Private equity has contributed to road projects in the past. Going ahead, private equity investment can further pick up, following the recent announcements of exit policy for debt-stressed operators for toll roads.

Re-emergence of EPC contracts:
Given the current financial crunch being faced by build-operate-transfer (BOT) players, over the next five years, we expect the share of engineering, procurement, construction (EPC)/ cash contract projects to widen, especially in low-traffic-volume projects under NHDP-Phase IV.

Other sector-favourable policies:
100% exit policy for stressed BOT players, providing for 'secured' status for PPP projects while lending, proposal to scrap slow moving highway projects (under consideration) etc.

HAM:
The hybrid annuity model has now gathered pace and hence is likely to improve private participation in the sector. The model has been successful in bringing a new set of players to the private space by mitigating risks related to traffic, interest rate and inflation, and by requiring a smaller equity commitment (only 12-15% of project cost).

TOT:
The Toll, Operate and Transfer (TOT) model is a new PPP model under consideration by NHAI to spur private participation in the roads sector.

OMT:
Apart from NHAI, operate, maintain, transfer (OMT) models have also been adopted by a few large Indian states, where state road development authorities have invited bids / awarded state highway stretches to be operated and maintained on OMT basis.

ETC lane:
Electronic Toll Collection enables road users to pay highway tolls electronically without stopping at the toll plazas. Dedicated ETC lane will help in reducing congestion at the toll plazas and enable seamless movement of vehicles on the national highways. The Ministry has decided to roll out ETC programme in the country under the brand name 'FASTag'

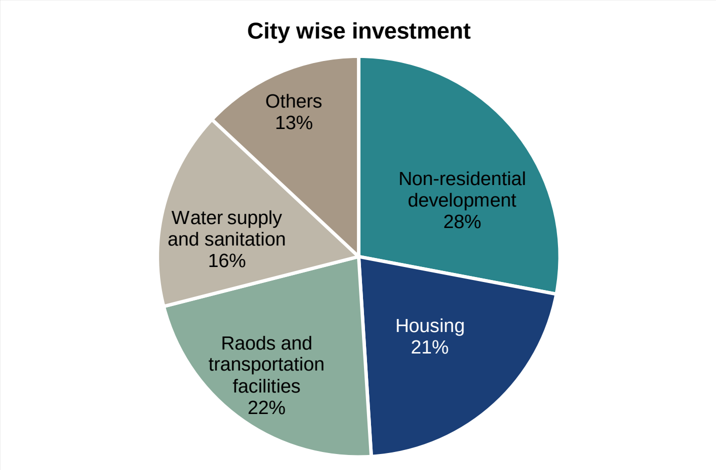
i. Outlook on planned investment in roads in Smart Cities

The government introduced the Smart Cities Mission in June 2015 for the development of 100 smart cities over five years (2016-17 onwards) to meet the infrastructure and services expectations of citizens.

Current status

The smart cities mission has progressed quickly and under it 100 cities have been selected to be developed as smart cities. Of these 100, 33 cities have been selected to be funded from 2016-2017 onwards and they will start implementing their smart city proposals from 2016-17. In the second round of the contracts awarding Stage II, another 27 cities will be selected for funding from 2017-18 and another 40 will be funded from 2018-19 onwards.

About ₹ 335 billion is expected to translate into construction opportunity in the top 33 smart cities. Approximately, 87% of the spends will be spread across four categories - housing, non-residential complexes, water supply and sanitation and, roads and transport facilities.



Source: CRISIL Research

Status of the Smart Cities Mission

In January 2016, the government announced 20 winners of the Smart City challenge competition, for financing during this financial year. Three cities from Madhya Pradesh, two each from Andhra Pradesh, Karnataka, Tamil Nadu, Gujarat, Maharashtra and Rajasthan, one each from Odisha, Kerala, Assam and Punjab, and the New Delhi Municipal Council made it to the winning list.

The winning cities and towns have proposed a total investment of ₹ 508.02 billion over five years, with all the cities proposing public-private partnership as a major vehicle of resource mobilisation; 10 of the 20 cities have indicated ability to raise ₹ 85.2 billion via the PPP route. The cities have identified 26,735 acres for smart city interventions.

Since then, 13 cities were selected for the mission under the fast track round and another 27 cities were selected in September 2016 taking the total number of cities under the mission to 60.

ii. Review of road infrastructure in India

Road sector contribution to Indian GDP

As of FY 2014-15, road transport sector's share to Indian GDP among other sectors is 3.20%, which is 5 basis points lower than the share in FY 2013-14.

GVA Share (%)	2011-12	2012-13	2013-14	2014-15
Road Transport	3.24%	3.26%	3.25%	3.20%

Source: MOSPI, CRISIL Research

Total length, and break-up by national, state and rural

India has the second largest road network in the world, aggregating 5.2 million km. Roads are the most common mode of transportation and account for about 86% of passenger traffic and close to 65% of freight traffic.

In India, national highways, with a length of close to 100,475 km, constitute a mere 2% of the road network but carry about 40% of the total road traffic. On the other hand, state roads and major district roads are the secondary system of roads; they carry another 60% of traffic and account for 98% of road length.

In the decreasing order of the volume of traffic movement, road network in India can be divided into the following categories:

Road network in India as in 2015-16

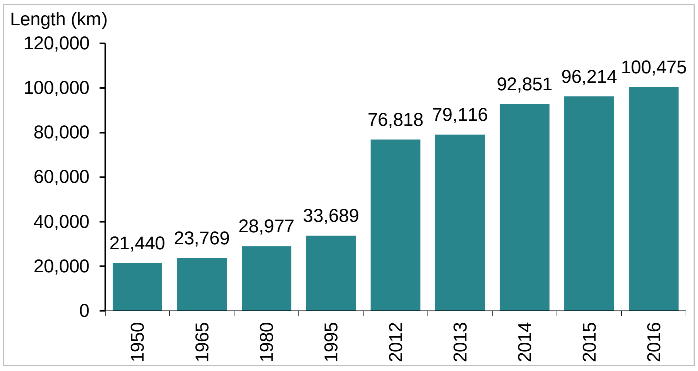
Road network	Length (km)	Percentage of total: Length	Percentage of total: Traffic	Connectivity to
National highway	100,475	2.0	40.0	Union capital, state capitals, major ports, foreign highways
State highway	148,256	3.0	60.0	Major centres within the states, national highways
Other roads	4,983,579	95.0		Major and other district roads, Rural roads - Production centres, Markets, Highways, Railway stations
Total	**5,232,310**	**100.0**	**100.0**	

Source: CRISIL Research

National highways

National highways (NHs) constitute around 2% of the country's road network, but carry about 40% of the total road traffic. The National Highways Authority of India (NHAI), the nodal agency under the Ministry of Road Transport & Highways (MoRTH), is responsible for building, maintaining and upgrading NHs. In order to develop the NH network, NHAI launched the National Highways Development Programme (NHDP) in December 2000.

National highways network



Source: MoRTH
Note: Year represents Financial Year

State roads

State roads constitute around 18% of the country's total road network, handling about 40% of the total road traffic. State roads comprise state highways (SHs), major district roads (MDRs), other district roads (ODRs) and rural roads - which do not come under the purview of the Pradhan Mantri Gram Sadak Yojana (PMGSY). State roads represent the secondary system of road transportation in the country. They provide linkages with national highways, district headquarters of the state and important towns, tourist centres and minor ports.

Rural roads

Rural roads, connect rural habitations as well as state and national highways. Of India's 4.8 million km road network, rural roads account for around 3.7 million km (80%).

Key growth drivers for road sector

Rise in investments, reforms and higher budgetary support to drive growth in roads sector

CRISIL Research expects investment in road projects to double to ₹ 9.8 trillion over the next five years. Investment in state roads is expected to grow steadily, and rise at a faster pace in rural roads owing to higher budgetary allocation to the PMGSY since 2015-16.

Execution of national highway projects has seen a good pick-up since 2015-16, aided by policy reforms, after having slowed down in the previous two fiscals. Higher budgetary support to fund engineering, processing and construction (EPC) projects will also drive investment in national highways, which have recently seen a significant drop in private interest.

Policy changes to drive execution of national highway projects

Execution of national highway projects declined in the past two years owing to delays in land acquisition and clearances, and private developers' weak financials. To clear the logjam, NHAI terminated projects -- work on about 5,500 km of length was stalled. To put execution back on track, the agency has also re-awarded almost 1,000 km of the terminated projects. Moreover, in the past year and a half, the government announced a host of policy changes to reduce delays in project execution.

To offer some respite to ailing developers, the government came out with a premium rescheduling policy and allowed promoters to fully exit all projects two years after completion. The Union Cabinet has also allowed NHAI to fund projects stuck owing to the weak financial health of promoters and where at least 50% of the work has been completed. The new amendments to the model concession agreement such as back-ending of premium payments and deemed termination on delay of appointed date, have also brought many changes which will reduce delay and improve lender comfort. The new HAM should encourage private participation with limited risk to the developer.

Hence, the government's focus has clearly shifted towards ensuring on-the-ground implementation, instead of merely awarding more projects.

New Initiatives to drive growth in state road network

New initiatives have been taken by the government to build state roads. Road Requirement Plan-I (RRP-I) for Left Wing Extremism (LWE) affected areas and Special Accelerated Road Development Programme for North-Eastern region (SARDP- NE) are some of the projects which are going in full swing to cover the state roads. Apart from these projects the Bharat Mala programme has also been proposed to build new state roads. For details on these projects, see section 2F.

Healthy economic growth to push road development

With the economy expected to grow at a healthy pace, per capita income is set to improve pushing the number of two- wheelers and passenger vehicles in the country. Initiatives like 'Make in India' and GST is also expected to add to the road freight traffic in the country (for details, refer section 5J and 5K). The rise in two-wheeler and four-wheeler vehicles, increasing freight traffic, strong trade and tourist flows between states are all set to augment road development in the country. All segments of roads i.e. National Highways, state roads and rural roads are expected to benefit from the growing economy of the country.

Increased private participation to boost road development

The changes done by the government to put in place appropriate policy, institutional and regulatory mechanisms including a set of fiscal and financial incentives are expected to encourage further private participation in future, which will boost all segments of roads in the country, be it, National Highways, state roads or rural roads.

iii. Review and outlook on national highways and NHDP

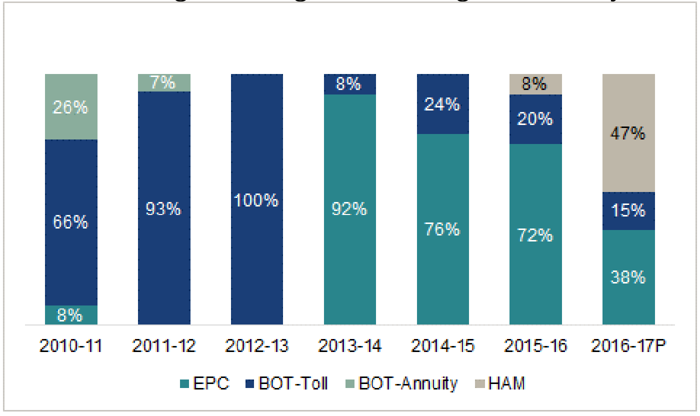
Review of investments in NHAI projects

NHAI awards projects under different modes - EPC, build-operate-transfer, or BOT, and the recently introduced HAM. In the last two years, BOT projects have lost out to EPC projects because the latter requires limited upfront capital and involves lower risk.

Since 2013-14, cash contracts have dominated NHAI awarding as a result of low appetite of road players for BOT projects.

To boost private participation further, the government introduced HAM in 2015-16, wherein 40% of the total project cost is to be funded by the government and the remaining by the private developer. The equity requirement in these projects is only about 12-15% of the project cost, which is much lower than a BOT project, and the developer is immune to traffic, inflation and interest rate risk. In 2015-16, this model took off at a rather slower-than-expected pace and only about 350 km were awarded mostly due to the apprehensions of various stakeholders towards a new, untested model. However, the participation of players in these projects improved significantly towards the end of 2015-16. In 2016-17, almost half of the projects are expected to be awarded on HAM.

NHAI awarding trend: Significant change in last few years



P: projected
Source: NHAI, CRISIL Research

Between 2016-17 and 2020-21, CRISIL Research expects an investment of ₹ 3.8 trillion, up 3.2 times in the next five years compared with the past five years. Notably, the government will account for more than half of the investments against 44% in the previous five years. We believe that in the medium term with EPC and HAM execution being dominant, funding needs for agencies like NHAI will rise substantially.

National Highway Development Programme (NHDP)

Current status and overview

NHDP encompasses building, upgradation, rehabilitation and broadening of existing national highways. The programme is executed by NHAI in coordination with the public works department (PWD) of various states. NHAI also collaborates with BRO for development of certain stretches.
NHDP is being implemented in seven phases:

NHDP phases

Phases		Description	Implementing agencies
I	Golden Quadrilateral	Connecting Delhi-Kolkata Chennai	NHAI
	Port connectivity	Connectivity for 10 major ports	NHAI
	Others	-	NHAI
II	North-South & East-West (NSEW) corridor	Srinagar to Kanyakumari- (North South) and Silchar to Porbander- (East-West)	NHAI
III	Phase	Connecting state capitals and places of economic and tourist importance	NHAI
IV	Improve 2-lane standards with paved shoulders	-	NHAI, MoRTH
V	6-laning of existing national highways	Phase involves 6,500 km stretch under GQ	NHAI
VI	Expressways	-	NHAI
VII	Ring roads	-	NHAI

Source: CRISIL Research

Execution of NHDP projects increased to 5.6 km per day in July 2016 compared to 3.2 in September 2014. As of July, 2016, around 53% of 46,200 km roads under NHDP has been completed. The total cost incurred amounted to ₹ 2,245 billion (as on October 31, 2014). About 20% of the total length is under construction/ upgradation and the rest is yet to be awarded.

	Unit	GQ	NS&EW Phase I &II	Phase III	Phase IV	Phase V	Phase VI	Phase VII	Total
Total length	km	5,846	7,142	11,809	13,203	6,500	1,000	700	46,200
Completed till date	km	5,846	6,465	7,032	2,550	2,439	-	22	24,354

	Unit	GQ	NS&EW Phase I &II	Phase III	Phase IV	Phase V	Phase VI	Phase VII	Total
Completion rate as % of total	*%*	*100.0*	*90.5*	*59.5*	*19.3*	*37.5*	-	*3.1*	*52.7*
Completion from April 1, 2016- Jul 31, 2016	km	0	10	199	396	64	-	0	669
Under implementation (UI)	km	0	420	3,135	5,581	721	165	98	10,120
UI as a % of total	*%*	*0.0*	*5.9*	*26.5*	*42.3*	*11.1*	*0.0*	*14.0*	*21.9*
Balance length for award (BFA)	km	0	257	1,642	5,072	3,340	835	580	11,726
BFA as a % of total	*%*	*0.0*	*3.6*	*13.9*	*38.4*	*51.4*	*83.5*	*82.9*	*25.4*
Cost incurred so far *	₹ billion	321	652	850	97	307	1	17	2,245
* Cost as on Oct 31, 2014									

Note: 1) Data is available till July 31st on the NHAI website.
2) Phase IV total length is 20,000 km. However total length under NHAI is 13,203 km.

Review and outlook of state roads

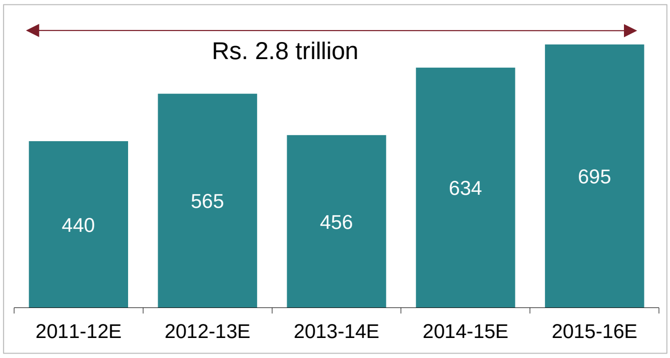
Review of investments, 2010-11 to 2015-16

State roads (which include highways, major district roads and rural roads that do not come under the purview of the PMGSY) constitute over 20% of the country's total road network and handle about 40% of road traffic. They play an important role in economic development of mid-sized towns and rural areas, and aid industrial development by enabling movement of raw materials and products to and from the hinterland.

Over the past few years, many state governments, such as Uttar Pradesh, Gujarat, Maharashtra, Tamil Nadu, etc. have allocated a significant portion of their budgets for developing roads; during this period, the contribution from the Centre to state roads through the central road fund has remained more or less constant. Currently, 12-15% of the total investment in state road projects happens through the PPP route.

During 2010-11 to 2015-16, a total investment of ₹ 2.8 trillion has been made.

State roads: Overall investments



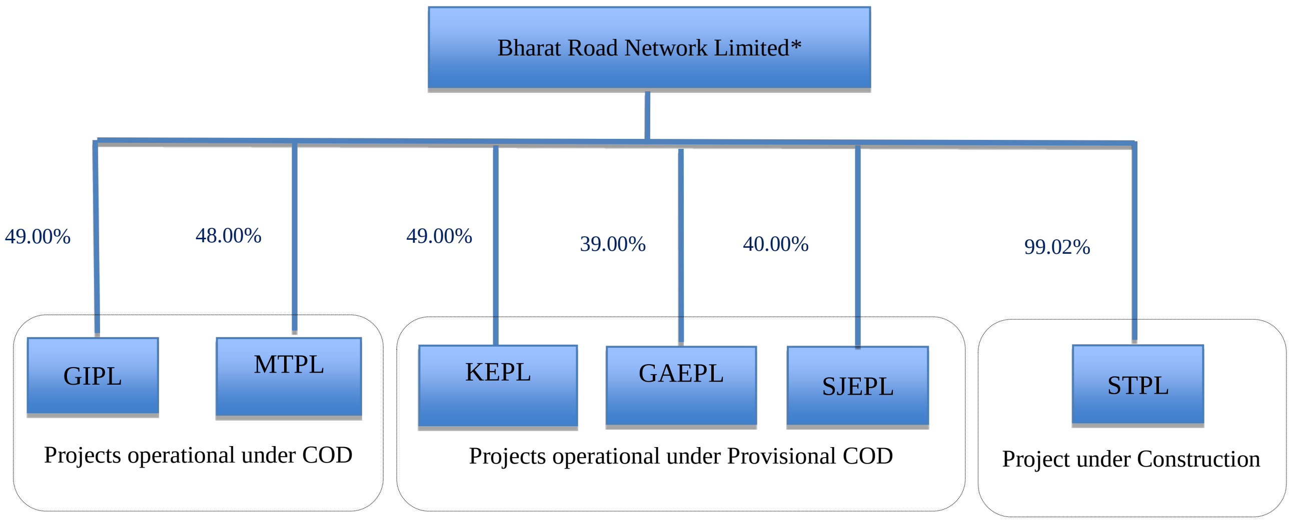
Note: State road includes state highways and other district roads
Source: CRISIL Research

SUMMARY OF OUR BUSINESS

Incorporated in 2006, we are a road BOT company in India, focused on development, implementation, operation and maintenance of roads/highways projects. We are involved in the development, operation and maintenance of national and state highways in several states in India with projects in states of Uttar Pradesh, Kerala, Haryana, Madhya Pradesh, Maharashtra and Odisha through partnerships with experienced EPC players in the local space where the project is located. At present, all of our projects are implemented through special purpose vehicles, either through our Subsidiary or in partnership with other infrastructure players.

We perform a range of project management functions, including design, engineering, EPC management and quality control. We also provide project advisory activities including, project management consultancy, project conceptualisation, commissioning, operation and management of the projects during the entire life cycle of our projects. We also undertake debt syndication, refinancing and financial restructuring of our projects.

We have a project portfolio consisting of six (6) BOT Projects, of which two (2) are Projects operational under Final COD, three (3) are Projects operational under Provisional COD and one (1) is a Project under Construction. Our Projects operational under Final COD and Projects operational under Provisional COD are located in the states of Kerala, Madhya Pradesh, and Haryana, Uttar Pradesh and Odisha, respectively. Our Project under Construction is located in the state of Maharashtra. Our Projects operational under Final COD and Projects operational under Provisional COD cover approximately 1,622.44 lane kms, including major and minor bridges and approximately 12 lane kms and 60.72 lane kms are under construction at the GAEPL Project and SJEPL Project, respectively for which we are awaiting final COD. Our Project under Construction involves development of 400.24 lane kms, including major and minor bridges. Further, as of March 31, 2017, the average residual Concession Period of our BOT Projects (based on concession agreements as of March 31, 2017) was approximately 18 years and six (6) months in comparison with our average debt maturity profile of approximately10 years, as on March 31, 2017. Details of our Company's equity shareholdings in various Project SPVs are as follows:



**In addition to the Project SPVs mentioned above, our Company holds 59.38% equity shareholding in Orissa Steel Expressway Private Limited, which was implementing the OSEPL Project, now under foreclosure proceedings with NHAI. For further details regarding the Project SPVs, please refer to the chapter "History and Certain Corporate Matters" and "Our Subsidiaries and Associates" on page 171 and 184.*

We believe, with a history of over two decades in the infrastructure sector, SREI Infrastructure Finance Limited ("**SREI**"), our Corporate Promoter, is one of India's recognized infrastructure institutions and provides financial products and services for the customers engaged in the infrastructure sector. SREI is registered with the RBI as an Infrastructure Finance Company and is also a notified Public Financial Institution, under Section 4A of the Companies Act, 1956 (now Section 2(72) of the Companies Act, 2013). Our Company has entered into a letter arrangement dated February 16, 2017, pursuant to which all the road/ highway assets of SREI would be managed by our Company. For further details please refer chapter "*History and Certain Corporate Matters - Letter Arrangement dated February 16, 2017 between SREI and our Company*" on page 182.

We are involved in operating toll based BOT Projects wherein we have the right to collect toll or user fees. Our Company generates revenue from toll operations & maintenance and project management consultancy fees including from our Project SPVs. The summary statement of percentage contribution of our Project SPVs towards the revenue from operations, including other income, of our Company, on a standalone basis is provided below:

Sr. No.	Name of the SPV	Percentage contribution towards the revenue for the year ended		
		2017	2016	2015
1.	**STPL**	**14.89%**	**42.10%**	**4.67%**
2.	**OSEPL**	**29.88%**	**26.78%**	**4.60%**
3.	**KEPL**	**0.00%**	**0.00%**	**0.00%**
4.	**MTPL**	**1.24%**	**10.21%**	**0.25%**
5.	**SJEPL**	**7.25%**	**17.75%**	**0.00%**
6.	**GIPL**	**0.00%**	**0.00%**	**0.00%**
7.	**GAEPL**	**4.58%**	**3.14%**	**0.00%**

For the Fiscal 2017 and 2016, the total revenue and PBDITA for our operational Project SPVs are as follows:

Project SPV	Shareholding of BRNL in the Project SPVs (%)	Total revenue (₹ in million) #		PBDITA* (in ₹ million) #	
		For the Fiscal 2017	For the Fiscal 2016	For the Fiscal 2017	For the Fiscal 2016
GIPL	49.00%	1,193.20	1,172.88	629.58	624.69
MTPL	48.00%	186.05	225.07	129.37	180.93
KEPL	49.00%##	770.76	731.79	389.27	314.14
GAEPL	39.00%	1,480.46	1,010.07	1,349.57	908.94
SJEPL**	40.00%	143.67	NA	123.36	NA

 # as per the audited financial statements of the respective Project SPVs

##20,504,960 equity shares of KEPL, was acquired by our Company pursuant to a share purchase agreement dated October 27, 2016 entered into with SREI. Of the 20,504,960 equity shares of KEPL, 4,900 equity shares of KEPL and 13,665,630 equity shares of KEPL held in the name of SREI and IPDC, respectively are pledged with the senior lenders of KEPL and shall be transferred in the name of our Company upon release of the pledge by the senior lenders of KEPL. However, pending transfer of these shares upon being released from pledge, all the economic and beneficial interest with respect to these shares have been transferred to our Company pursuant to a share purchase agreement dated October 27, 2016. For further details, please refer to "Risk Factor - Some of the shares acquired by our Company in KEPL, have not been transferred in the name of our Company pending release of pledge by senior lenders" on page 26.

** PBDITA has been calculated as profit before tax and before depreciation, amortisation and finance cost as per the audited financial statements of the respective Project SPVs.*

*** As SJEPL has received its first Provisional COD on January 12, 2017, no profit and loss account was prepared for the Fiscal 2016. SJEPL has been however collecting toll since December 14, 2011 but the same has been utilised for funding the construction of the SJEPL Project.*

For the Fiscals 2017, 2016 and 2015 our consolidated revenue from operations was ₹ 102.51 million, ₹ 7.50 million and ₹ 84.33 million, respectively. For the Fiscals 2017, 2016 and 2015 our consolidated loss after tax was ₹ 738.85 million, ₹ 925.44 million and ₹ 264.22 million, respectively.

SUMMARY FINANCIAL INFORMATION

The following tables set forth summary financial information derived from the Restated Financial Statements, prepared in accordance with the Companies Act, 2013 and restated in accordance with the SEBI ICDR Regulations and presented under "Financial Statements" on page 218.

The summary financial information presented below should be read in conjunction with the Restated Financial Statements, the notes thereto and the chapters "Financial Statements" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 218 and 304, respectively.

Restated Consolidated Summary Statement of Assets and Liabilities

(₹ in million)

		As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013
I	**EQUITY AND LIABILITIES**					
	Shareholders' funds					
	(a) Share Capital	546.50	100.00	100.00	100.00	100.00
	(b) Reserves and Surplus	3,751.33	(768.87)	(40.49)	4.84	(111.33)
	(c) Money received against warrants	1,659.20	-	-	-	-
		5,957.03	**(668.87)**	**59.51**	**104.84**	**(11.33)**
	Share Application Money Pending Allotment		**-**	**-**	**-**	**250.00**
	Minority Interest	314.35	-	-	-	-
	Non-Current Liabilities					
	(a) Long-Term Borrowings	5,149.66	8,727.21	2,804.31	4,610.05	2,981.25
	(b) Other Long-Term Liabilities	176.37	73.14	78.14	25.33	-
	(c) Long-Term Provisions	8.81	2.43	2.38	1.06	1.42
		5,334.84	**8,802.78**	**2,884.83**	**4,636.44**	**2,982.67**
	Current Liabilities					
	(a) Short-Term Borrowing	530.00	127.50	2,865.70	-	-
	(b) Trade Payable					
	- Due to Micro and Small Enterprises	-	-	-	-	-
	- Due to Others	0.07	4.16	10.24	17.34	4.14
	(c) Other Current Liabilities	187.00	102.33	469.26	400.79	51.83
	(d) Short-Term Provisions	0.62	0.13	0.11	0.04	0.19
		717.69	**234.12**	**3,345.31**	**418.17**	**56.16**
	Total	**12,323.91**	**8,368.03**	**6,289.65**	**5,159.45**	**3,277.50**
II	**ASSETS**					
	Non- Current Assets					
	(a) Property, Plant and Equipment	2.76	1.28	0.75	0.42	0.06
	(b) Intangible Assets	0.17	0.05	0.06	-	-
	(c) Intangible Assets under Development	4,308.92	3,030.08	1,604.45	547.13	-
	(d) Goodwill on Consolidation	18.90	15.24	15.24	15.24	-
	(e) Non-Current Investments	4,546.85	3,609.51	3,812.30	3,740.48	3,204.90
	(f) Deferred Tax Assets (Net)	-	-	-	-	-
	(g) Long-Term Loans and Advances	747.53	1,314.33	722.32	258.82	5.14
	(h) Other Non-current Assets	2,121.40				
		11,746.53	**7,970.49**	**6,155.12**	**4,562.09**	**3,210.10**
	Current Assets					
	(a) Trade Receivables	47.70	23.08	19.58	26.35	4.47
	(b) Cash and Bank Balance	279.53	180.71	88.29	521.15	37.00
	(c) Short-Term Loans and Advances	181.17	115.53	0.33	0.14	1.36
	(d) Other Current Assets	68.98	78.22	26.33	49.72	24.57
		577.38	**397.54**	**134.53**	**597.36**	**67.40**
	Total	**12,323.91**	**8,368.03**	**6,289.65**	**5,159.45**	**3,277.50**

Restated Consolidated Summary Statement of Profits and Loss

(₹ in million)

	Year ended March 31, 2017	Year ended March 31, 2016	Year ended March 31, 2015	Year ended March 31, 2014	Year ended March 31, 2013
INCOME					
Revenue from Operations	102.51	7.50	84.33	96.16	6.80
Other Income	46.77	35.02	330.55	0.24	23.79
Total Revenue	149.28	**42.52**	**414.88**	**96.40**	**30.59**
EXPENSES					
Operational Expenses	-	-	50.02	55.52	5.23
Employee Benefits Expense	47.86	29.08	29.03	29.87	16.35
Other Expenses	33.36	7.52	14.25	11.31	6.36
	81.22	**36.60**	**93.30**	**96.70**	**27.94**
Restated Profit before finance costs, depreciation and amortisation and tax expenses	**68.06**	**5.92**	**321.58**	**(0.30)**	**2.65**
Finance Costs	435.35	504.27	405.35	513.58	168.93
Depreciation and Amortisation Expense	0.11	0.05	0.05	0.03	0.01
Restated Profit / (Loss) before Loss/(Gain) on cessation of associate and tax	**(367.40)**	**(498.40)**	**(83.82)**	**(513.91)**	**(166.29)**
Adjustment on disposal of associate	(0.06)	-	-	-	-
Restated Profit / (Loss) before tax, share in results of Associates and Minority interest	**(367.34)**	**(498.40)**	**(83.82)**	**(513.91)**	**(166.29)**
Tax Expense					
Income Tax in respect of Earlier Years	0.55	0.01	0.02	-	-
Total Tax Expenses	0.55	**0.01**	**0.02**	**-**	**-**
Profit/(Loss) After Tax but before share in results of Associates and Minority interest	**(367.89)**	**(498.41)**	**(83.84)**	**(513.91)**	**(166.29)**
Share of Loss of Associates	371.10	427.03	180.38	93.70	2.48
Minority Interest	(0.14)	-	-	-	-
Restated Profit / (Loss) after tax	**(738.85)**	**(925.44)**	**(264.22)**	**(607.61)**	**(168.77)**

Restated Consolidated Summary Statement of Cash Flows

(₹ in million)

	Particulars	Year ended March 31, 2017	Year ended March 31, 2016	Year ended March 31, 2015	Year ended March 31, 2014	Year ended March 31, 2013
A.	**Cash Flow from Operating Activities**					
	Restated Profit / (Loss) before tax, Share in result of Associates and Minority Interest	(367.41)	(498.40)	(83.82)	(513.91)	(166.28)
	Adjustments for:					
	Bad debts	1.25	-	-	-	-
	Depreciation and amortisation expense	0.11	0.05	0.05	0.03	0.01
	Interest Income	(18.65)	(35.02)	-	(0.20)	(23.78)
	Interest on Income Tax Refund	(0.75)	-	-	-	-
	Liability no longer required written back	(0.04)	-	-	-	-
	Finance costs	435.35	504.27	405.35	513.58	168.93
	Loss on sale of Long Term Trade Investment	(27.33)	-	(330.55)	-	-
	Operating Profit Before Working Capital Changes	**22.53**	**(29.10)**	**(8.97)**	**(0.50)**	**(21.12)**
	Increase/(Decrease) in Long Term Provisions	4.92	0.06	1.32	(0.37)	1.43
	Increase/(Decrease) in Trade Payables	(4.05)	(6.07)	(7.09)	13.19	4.14
	Increase/(Decrease) in Other Current Liabilities	18.56	(367.62)	68.00	276.02	28.62
	Increase/(Decrease) in Other Long Term Liabilities	50.74	(5.00)	52.80	25.33	-
	Increase/(Decrease) in Short Term Provisions	(0.93)	0.03	(0.02)	(0.15)	0.11
	Decrease/(Increase) in Trade Receivables	(25.86)	(3.51)	6.77	(21.88)	(4.47)
	Decrease/(Increase) in Long Term Loans & Advances	(311.10)	80.49	(455.35)	(89.74)	-
	Decrease/(Increase) in Short Term Loans & Advances	78.73	(6.80)	(0.19)	1.39	(1.35)
	Decrease/(Increase) in Other Current Assets	3.19	(1.64)	27.72	(6.79)	-
	Cash generated from Operating activities	**(163.27)**	**(339.16)**	**(315.01)**	**196.50**	**7.36**
	Advance Income Tax (Net of refund and interest)	(6.26)	(11.32)	(8.09)	(8.63)	(0.23)
	Net Cash generated from/ (used in) Operating Activities	**(169.53)**	**(350.48)**	**(323.10)**	**187.87**	**7.13**
B.	**Cash Flow from Investing Activities**					
	Decrease/(Increase) in Intangible Assets under Development	(1,048.25)	(1,427.50)	(1,004.93)	(512.09)	-
	Purchase of Fixed Assets (including Intangible Assets)	(0.56)	(0.87)	(0.60)	(0.13)	(0.03)
	Inter Corporate Deposits given / taken	108.41	(108.41)	-	-	-
	Decrease/(Increase) in Investments	(1,582.50)	(27.18)	(998.06)	94.50	(1,515.92)
	Share/Debenture application money given	-	-	-	(55.00)	(4.90)
	Long Term Loans given/taken over	-	-	-	-	(1,435.71)
	Sale of Investments	297.38	-	2,191.35	-	-
	Advance against Warrant/OCPID given	522.70	(661.19)	-	-	-
	Interest received	72.70	29.96	-	4.77	(0.79)
	Decrease/(Increase) in fixed deposit with banks	-	45.36	190.06	(10.10)	-
	Net Cash from/ (used in) Investing activities	**(1,630.06)**	**(2,149.83)**	**377.82**	**(457.85)**	**(2,957.35)**
C.	**Cash Flow from Financing Activities**					
	Increase/(Decrease) in Goodwill on Consolidation	(245.66)	-	(901.11)	-	-
	Increase/(Decrease) in Share Capital	5,630.29	-	-	-	99.50
	Increase/(Decrease) in Share Application Money	-	-	-	(250.00)	250.00
	Increase/(Decrease) in long term borrowings	(5,815.29)	(396.37)	(1,805.74)	1,267.80	2,785.00
	Proceeds from long term borrowings	3,766.79	6,319.27	-	-	-
	Increase/(Decrease) of short term borrowings (net)	(573.65)	(2,738.20)	2,865.70	-	-
	Interest paid	(866.99)	(546.61)	(456.37)	(499.64)	(147.71)
	Net Cash Flow/ (used in) from Financing Activities	**1,895.49**	**2,638.09**	**(297.52)**	**518.16**	**2,986.79**

(₹ *in million*)

	Particulars	Year ended March 31, 2017	Year ended March 31, 2016	Year ended March 31, 2015	Year ended March 31, 2014	Year ended March 31, 2013
	Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	**95.90**	**137.78**	**(242.80)**	**248.18**	**36.57**
	Opening Cash and Cash Equivalents	180.71	42.93	285.73	37.00	0.43
	Add: Cash and Cash Equivalent on acquisition	2.92	-	-	0.55	-
	Closing Cash and Cash Equivalents	**279.53**	**180.71**	**42.93**	**285.73**	**37.00**

Restated Standalone Summary Statement of Assets and Liabilities

(₹ in million)

	PARTICULARS	AS AT March 31, 2017	AS AT March 31, 2016	AS AT March 31, 2015	AS AT March 31, 2014	AS AT March 31, 2013
I	**EQUITY AND LIABILITIES**					
	Shareholders' funds					
	(a) Share Capital	546.50	100.00	100.00	100.00	100.00
	(b) Reserves and Surplus	3,670.93	(1,205.36)	(738.61)	(675.50)	(174.79)
		4,217.43	**(1,105.36)**	**(638.61)**	**(575.50)**	**(74.79)**
	Share Application Money Pending Allotment	**-**	**-**	**-**	**-**	**250.00**
	Non-Current Liabilities					
	(a) Long-Term Borrowings	969.53	5,024.61	941.91	3,671.85	2,981.25
	(b) Long-Term Provisions	7.91	1.59	2.07	0.99	1.43
		977.44	**5,026.20**	**943.98**	**3,672.84**	**2,982.68**
	Current Liabilities					
	(a) Short-Term Borrowing	530.00	102.50	2,825.70	658.20	-
	(b) Trade Payable					
	- Due to Micro and Small Enterprises	-	-	-	-	-
	- Due to Others	0.07	4.16	10.24	17.33	4.14
	(c) Other Current Liabilities	21.68	40.89	47.57	77.72	51.82
	(d) Short-Term Provisions	0.61	0.14	0.11	0.04	0.19
		552.36	**147.69**	**2,883.62**	**753.29**	**56.15**
	Total	**5,747.23**	**4,068.53**	**3,188.99**	**3,850.63**	**3,214.04**
II	**ASSETS**					
	Non- Current Assets					
	(a) Property, Plant and Equipment	0.31	0.15	0.03	0.08	0.06
	(b) Intangible Assets	0.17	0.05	0.06	-	-
	(c) Non-Current Investments	4,913.83	3,112.31	3,085.13	3,710.02	3,141.43
	(d) Deferred Tax Assets (Net)	-	-	-	-	-
	(e) Long-Term Loans and Advances	261.46	684.50	12.07	61.58	5.14
		5,175.77	**3,797.01**	**3,097.29**	**3,771.68**	**3,146.63**
	Current Assets					
	(a) Trade Receivables	117.82	84.34	60.53	46.82	4.47
	(b) Cash and Cash Equivalents	157.16	0.33	6.27	0.69	37.00
	(c) Short-Term Loans and Advances	218.62	108.62	0.33	0.11	1.36
	(d) Other Current Assets	77.86	78.23	24.57	31.33	24.57
		571.46	271.52	91.70	78.95	67.41
	Total	**5,747.23**	**4,068.53**	**3,188.99**	**3,850.63**	**3,214.04**

Restated Standalone Summary Statement of Profit and Loss

(₹ in million)

Particulars	Year ended March 31, 2017	Year ended March 31, 2016	Year ended March 31, 2015	Year ended March 31, 2014	Year ended March 31, 2013
INCOME					
Revenue from Operations	142.81	38.42	104.33	109.37	6.80
Other Income	58.69	35.03	330.88	0.23	23.78
Total Income	**201.50**	**73.45**	**435.21**	**109.60**	**30.58**
EXPENSES					
Operational Expenses	-	-	50.02	55.52	5.23
Employee Benefits Expense	41.24	29.07	29.02	29.87	16.34
Other Expenses	32.30	6.80	13.86	11.19	6.35
	73.54	**35.87**	**92.90**	**96.58**	**27.92**
Restated Profit before finance costs, depreciation and amortisation and tax expenses	**127.96**	**37.58**	**342.31**	**13.02**	**2.66**
Finance Costs	435.35	504.27	405.35	513.70	168.93
Depreciation and Amortisation Expense	0.11	0.05	0.05	0.03	0.01
Restated Profit / (Loss) before tax	**(307.50)**	**(466.74)**	**(63.09)**	**(500.71)**	**(166.28)**
Tax Expense					
Income Tax in respect of Earlier Years	-	0.01	0.02	-	-
Total Tax Expenses	**-**	**0.01**	**0.02**	**-**	**-**
Restated Profit / (Loss) after tax	**(307.50)**	**(466.75)**	**(63.11)**	**(500.71)**	**(166.28)**

Restated Standalone Summary Statement of Cash Flows

(₹ in million)

	Particulars	Year ended March 31, 2017	Year ended March 31, 2016	Year ended March 31, 2015	Year ended March 31, 2014	Year ended March 31, 2013
A.	**Cash Flow from Operating Activities:**					
	Restated Profit / (Loss) before tax	(307.50)	(466.74)	(63.09)	(500.71)	(166.28)
	Adjustments for:					
	Depreciation and Amortisation Expense	0.11	0.05	0.05	0.03	0.01
	Finance Costs	435.35	504.27	405.35	513.70	168.93
	Bad debts	1.25	-	-	-	-
	Interest on Income Tax refund	(0.57)	-	-	(0.00)	-
	Liability no longer required written back	(0.04)	(0.00)	-	-	-
	Profit on sale of Investments Long Term (Trade)	(27.33)	-	(330.55)	-	-
	Interest Income	(30.73)	(35.02)	(0.33)	(0.20)	(23.78)
	Operating Profit/(Loss) before Working Capital Changes (As Restated)	70.53	**2.56**	**11.43**	**12.82**	**(21.12)**
	Increase/(Decrease) in Long Term Provisions	6.32	(0.48)	1.08	(0.44)	1.42
	Increase/(Decrease) in Trade Payables	(4.05)	(6.07)	(7.09)	13.20	4.14
	Increase/(Decrease) in Other Current Liabilities	2.89	(3.15)	(17.36)	(2.23)	28.63
	Increase/(Decrease) in Short Term Provisions	0.48	0.03	0.06	(0.15)	0.10
	Decrease/(Increase) in Trade Receivables	(33.74)	(23.82)	(13.70)	(42.35)	(4.47)
	Decrease/(Increase) in Long Term Loans & Advances	(230.60)	-	(0.33)	-	-
	Decrease/(Increase) in Short Term Loans & Advances	(15.50)	0.13	(0.23)	1.25	(1.35)
	Decrease/(Increase) in Other Current Assets	2.26	(2.30)	6.77	(6.78)	(0.00)
	Cash generated from Operating activities	(201.40)	**(33.10)**	**(19.37)**	**(24.68)**	**7.35**
	Advance Income Tax (Net of refund)	(6.98)	(11.25)	(5.19)	(6.34)	(0.23)
	Net Cash generated from/ (used in) Operating Activities (As Restated)	(208.38)	**(44.35)**	**(24.56)**	**(31.02)**	**7.12**
B.	**Cash Flow from Investing Activities**					
	Purchase of Property, Plant & Equipment (including Intangible Assets)	(0.38)	(0.16)	(0.06)	(0.04)	(0.03)
	Inter Corporate Deposits given	(95.44)	(108.41)	-	-	-
	Increase in Investments	(1,933.09)	(27.18)	(1,180.91)	(563.70)	(1,515.92)
	Sale of Investments	297.38	-	2,191.35	-	-
	Share/Debenture application money given	-	-	-	(55.00)	(4.90)
	Long Term Loans given/taken over	-	-	-	-	(1,435.71)
	Advance against Warrant/OCPID	522.70	(661.19)	-	-	-
	Interest received	72.33	25.00	0.33	0.23	(0.78)
	Net Cash from/ (used in) Investing activities	**(1,136.50)**	**(771.94)**	**1,010.71**	**(618.51)**	**(2,957.34)**
C.	**Cash Flow from Financing Activities**					
	Proceeds from issuance of share capital	5,630.29	-	-	-	-
	Repayment of long term borrowings	(5,646.09)	(396.37)	(2,743.94)	-	-
	Proceeds from long term borrowings	1,591.00	4,479.07	-	1,362.80	2,785.00
	Proceeds from/ (Repayment of) short term borrowings (net)	427.50	(2,723.20)	2,167.50	-	-
	Interest paid	(501.01)	(549.15)	(404.13)	(499.58)	(147.71)
	Share application Money refund	-	-	-	(250.00)	-
	Share application Money received	-	-	-	-	250.00
	Proceeds from issuance of share capital	-	-	-	-	99.50
	Net Cash Flow/ (used in) from Financing Activities	**1,501.70**	**810.35**	**(980.57)**	**613.22**	**2,986.79**
	Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)	**156.83**	**(5.94)**	**5.58**	**(36.31)**	**36.57**
	Opening Cash and Cash Equivalents	0.33	6.27	0.69	37.00	0.43
	Closing Cash and Cash Equivalents	**157.16**	**0.33**	**6.27**	**0.69**	**37.00**

THE ISSUE

The following table summarises the details of the Issue:*

Issue[(1)]	**29,300,000 Equity Shares aggregating to ₹ 6,006.50 million**
A) QIB Portion[(2) (3)]	**21,975,000 Equity Shares****
of which	
Available for allocation to Mutual Funds only (5.00% of the Net QIB Portion)	**1,098,750 Equity Shares**
Balance of Net QIB Portion for all QIBs including Mutual Funds	**20,876,250 Equity Shares**
B) Non – Institutional Portion [(3)]	**Not more than 4,395,000 Equity Shares**
C) Retail Portion [(3)]	**Not more than 2,930,000 Equity Shares**
Pre and post Issue Equity Shares	
Equity Shares outstanding prior to the Issue	**54,650,000 Equity Shares**
Equity Shares outstanding after the Issue	**83,950,000 Equity Shares**
Utilisation of Net Proceeds	**For details, please refer to the chapter "*Objects of the Issue*" on page 88.**

**Subject to finalization of the Basis of Allotment.*
*** Company, in consultation with the Book Running Lead Managers (except SCML), passed a resolution dated September 5, 2017 to not consider participation by Anchor Investors in the Issue.*

Allocation to Bidders in all categories, except the Retail Portion and the Anchor Investor Portion, if any, shall be made on a proportionate basis. For further details, please refer to "*Issue Procedure – Allotment Procedure and Basis of Allotment*" on page 413.

(1) *The Issue has been authorised by our Board pursuant to a resolution passed at its meeting held on November 10, 2016 and by our Shareholders pursuant to a resolution passed at the EGM held on November 14, 2016.*

(2) *Our Company in consultation with the BRLMs (other than SCML), allocated up to 60.00% of the QIB Portion to Anchor Investors on a discretionary basis. One-third of the Anchor Investor Portion was reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In case of under-subscription in the Anchor Investor Portion, the remaining Equity Shares were added back to the QIB Category. 5.00% of the QIB Category (excluding Anchor Investor Portion) was made available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Category was available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. For details, please refer to the chapter "Issue Procedure" on page 378.*

(3) *Subject to valid Bids being received at or above the Issue Price, under-subscription, if any, in the Non-Institutional Portion or the Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company, in consultation with the BRLMs (other than SCML) and the Designated Stock Exchange, on a proportionate basis. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories, subject to receiving minimum subscription for 90.00% of the Issue and compliance with Rule 19(2)(b) of the SCRR.*

For details of the Issue procedure, including the grounds for rejection of Bids, please refer to the chapter "*Issue Procedure*" on page 378. For details of the terms of the Issue, please refer to the chapter "*Terms of the Issue*" on page 371.

GENERAL INFORMATION

Our Company was incorporated as Bharat Road Network Limited on December 22, 2006, at Kolkata as a public limited company under the Companies Act, 1956. Our Company received the certificate of commencement of business on August 2, 2007. For details of the registered office of our Company, please refer to the chapter "*History and Certain Corporate Matters*" on page 171.

Registered Number: 112235

Corporate Identification Number: U45203WB2006PLC112235

Registered Office

Bharat Road Network Limited
Mirania Gardens,
10B/1 Topsia Road (East),
Kolkata – 700 046,
West Bengal, India
Tel: +91 33 4409 9140
Fax: +91 33 6602 3243

Corporate Office

Bharat Road Network Limited
5th Floor (north east block),
Vishwakarma Building,
86C Topsia Road (South),
Kolkata – 700 046,
West Bengal, India;
Tel: +91 33 6602 3609
Fax: +91 33 6602 3243
Website: www.brnl.in

Address of the RoC

Our Company is registered with the Registrar of Companies, Kolkata, situated at the following address:

Registrar of Companies
Nizam Palace, 2nd MSO Building,
2nd Floor, 234/4, A.J.C.B. Road,
Kolkata – 700 020,
West Bengal, India

Board of Directors

The Board of our Company comprises the following:

NAME	DESIGNATION	DIN	ADDRESS
Brahm Dutt	Chairman of the Board and Independent Director	05308908	CII/2282, Vasant Kunj, New Delhi – 110 070, India
Pradeep Singh	Independent Director	00304825	E-124, Westend Heights, DLF-PH-V, Sector - 53, Gurgaon – 122 001, Haryana, India
Atanu Sen	Independent Director	05339535	DA-193, Salt Lake, Bidhannagar, North 24 Parganas, Kolkata – 700 064, West Bengal, India
Tuk Tuk Ghosh Kumar	Independent Director	06547361	D-69, 2nd Floor, Saket, New Delhi – 110 017, India
Bajrang Kumar Chaudhary	Managing Director	00441872	167, Jessore Road, Flat-2A, Bangur Avenue, Kolkata – 700 055, West Bengal, India

For further details of the Directors, please refer to the chapter "*Our Management*" on page 192.

Chief Financial Officer, Company Secretary and Compliance Officer

Sanjay Banka
Bharat Road Network Limited
5th Floor (north east block),
Vishwakarma Building,
86C, Topsia Road (South),
Kolkata – 700 046,
West Bengal, India;

Tel: +91 33 6602 3609
Fax: +91 33 6602 3243
Email: cs@brnl.in
Website: www.brnl.in

Investors can contact our Chief Financial Officer, Company Secretary & Compliance Officer, the BRLMs or the Registrar to the Issue in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode etc. For all Issue related queries and for redressal of complaints, investors may also write to the Book Running Lead Managers.

All grievances of the Anchor Investors may be addressed to the Registrar to the Issue, giving full details such as the name of the sole or first Bidder, Bid cum Application Form number, Bidders' DP ID, Client ID, PAN, date of the Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Bid cum Application Form, cheque or draft number and issuing bank and the name and address of the Book Running Lead Managers where the Bid cum Application Form was submitted by the Anchor Investor.

All grievances, other than of Anchor Investors may be addressed to the Registrar to the Issue with a copy to the relevant Designated Intermediary(ies) with whom the Bid-cum Application Form was submitted, giving full details such as name of the sole or First Bidder, Bid cum Application Form number, Bidder's DP ID, Client ID,

PAN, address of Bidder, number of Equity Shares applied for, ASBA Account number in which the amount equivalent to the Bid Amount was blocked, date of Bid cum Application Form and the name and address of the relevant Designated Intermediary(ies) where the Bid was submitted. Further, the Bidder shall enclose the Acknowledgment Slip or the application number from the Designated Intermediaries in addition to the documents or information mentioned hereinabove.

Book Running Lead Managers

Inga Capital Private Limited
Naman Midtown, 'A' Wing, 21st floor,
Senapati Bapat Marg,
Elphinstone (West),
Mumbai – 400 013,
Maharashtra, India

Tel: +91 22 4031 3489
Fax: +91 22 4031 3379
E-mail: brnl.ipo@ingacapital.com
Investor grievance e-mail: investors@ingacapital.com
Website: www.ingacapital.com
Contact Person: Mr. Kunal Thakkar
SEBI Regn. No.: INM000010924

Investec Capital Services (India) Private Limited
607A, 6th floor,
A Wing, The Capital,
Bandra Kurla Complex,
Mumbai – 400 051,
Maharashtra, India

Tel: +91 22 61367400
Fax: +91 22 61367495
E-mail: brnlipo@Investec.co.in
Investor grievance e-mail: Regulator-Correspondence@investec.co.in
Website: https://www.investec.com/india.html
Contact Person: Ms. Seethalakshmy Narayanan
SEBI Regn No.: INM000011971

Srei Capital Markets Limited*
'Vishwakarma', 86C,
Topsia Road (South),
Kolkata – 700 046,
West Bengal, India

Tel: +91 33 6602 3845
Fax: +91 33 2285 7542
Email: capital@srei.com
Investor Grievance E-mail: scmlinvestors@srei.com
Website: www.srei.com
Contact Person: Mr. Manoj Agarwal
SEBI Regn. No.: INM000003762
**In compliance with the proviso to Regulation 21A of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992 read with proviso to the Regulation 5(3) of the SEBI ICDR Regulations, SCML, which is our Promoter Group entity, shall only be involved in marketing of the Issue.*

Syndicate Members

SPA SECURITIES LIMITED
25, C BLOCK,
COMMUNITY CENTRE, JANAK PURI,
NEW DELHI – 110 058, INDIA
TEL: +91 11 2551 7371/ 4558 6600
FAX: +91 11 4558 6606
ATTENTION: MR. ATUL MEHRA
EMAIL:
ATUL.MEHRA@SPAGROUPINDIA.COM
WEBSITE: WWW.SPACAPITAL.COM
SEBI REGN. NO.: NSE – INB231178238/ BSE-INB011178234

AUM CAPITAL MARKET PRIVATE LIMITED
5, LOWER RAWDON STREET,
AKASHDEEP, 1ST FLOOR, KOLKATA - 700 020,
WEST BENGAL, INDIA
TEL: +91 33 3058 3812/ +91 99036 92842
FAX: +91 33 2476 0191
ATTENTION: MR. CHANDRA KUMAR JAIN
EMAIL: AUMCAPITAL@AUMCAP.COM
WEBSITE: WWW.AUMCAP.COM
SEBI REGN. NO.: NSE – INB231276438/ BSE-INB011276434

Antique Stock Broking Limited
Naman Midtown, A - Wing, 20th Floor,
Dr. Ambedkar Nagar,
Off Senapati Bapat Marg, Elphinstone Road,
Mumbai – 400 013,
Maharashtra, India
Tel: +91 22 4031 3315
Fax: +91 22 4031 3400
Attention: Mr. Jignesh Sangani
Email: jignesh@antiquelimited.com
Website: www.antiquelimited.com
SEBI Regn. No.: INZ000001131

Legal Counsel to the Company

Khaitan & Co
One Indiabulls Centre,
13th Floor, Tower 1,
841, Senapati Bapat Marg,
Elphinstone Road
Mumbai 400 013, India

Tel: +91 22 6636 5000
Fax: +91 22 6636 5050

Legal Counsel to the BRLMs

Bharucha & Partners
2nd Floor, Hague Building,
9, S.S. Ram Gulam Marg,
Ballard Estate, Mumbai – 400 001
Maharashtra, India
Tel: +91 22 6132 3900
Fax: +91 22 6633 3900

Statutory Auditor to the Company

G. P. Agrawal & Co.*
7A, Kiran Shankar Ray Road
Kolkata – 700 001
West Bengal, India
Tel: +91 33 2248 3941
E-mail: gpa@cal.vsnl.net.in
Firm registration number: 302082E

***** *G.P. Agrawal & Co. have confirmed that pursuant to a peer review process conducted by the Institute of Chartered Accountants of India, they hold a valid certificate issued by the peer review board of the Institute of Chartered Accountants of India and are eligible to examine the financial information as per the requirements of SEBI ICDR Regulations.*

Expert

Please refer to "*Expert – Other Regulatory and Statutory Disclosures*" on page 367 for details.

Registrar to the Issue

Karvy Computershare Private Limited
Karvy Selenium Tower B, Plot 31-32,
Gachibowli, Financial District,
Nanakramguda, Hyderabad – 500 032
Telangana, India
Tel: +91 40 6716 2222
Fax: +91 40 2343 1551
E-mail: brnl.ipo@karvy.com
Investor Grievance E-mail: einward.ris@karvy.com
Website: www.karvycomputershare.com
Contact Person: Mr. Murali Krishna M
SEBI Regn. No.: INR000000221

Escrow Collection Bank, Refund Bank and Public Issue Bank

HDFC Bank Limited
FIG- OPS Department- Lodha,
I Think Techno Campus 0-3 Level,
Next to Kanjurmarg, Railway Station,
Murmansk (East), Mumbai – 400 042
Maharashtra, India
Tel: +91 22 3075 2927/3075 2928/3075 2914
Fax: +91 22 2579 9801
E-mail: Vincent.Dsouza@hdfcbank.com, Siddharth.Jadhav@hdfcbank.com, prasanna.uchil@hdfcbank.com
Website: www.hdfcbank.com
Contact Person: Mr. Vincent Dsouza, Mr. Siddharth Jadhav, Mr. Prasanna Uchil
SEBI Regn. No.: INBI00000063

Bankers to our Company

ICICI Bank Limited
86A, Topsia Road,
Kolkata – 700 046,
West Bengal, India
Tel: +91 33 6499 2313
Fax: NA
E-mail: singh.siddhartha@icicibank.com
Website: www.icicibank.com
Contact Person: Mr. Siddhartha Singh

Axis Bank Limited
7, Shakespeare Sarani, Kolkata – 700 071,
West Bengal, India
Tel: +91 33 2282 9832/ 9833/ 2933/5189/4961
Fax: +91 33 2282 7611
E-mail: *calcutta.branchhead@axisbank.com/ calcutta.operationshead@axisbank.com*
Website: www.axisbank.com
Contact Person: Mr. Aniruddha Roychowdhury

HDFC Bank Limited
Stephen House Branch,
4 D B.B.D Bag (East),
Kolkata – 700 001
West Bengal, India
Tel: +91 33 4410 3531/4402 6486/4402 6487
Fax: +91 33 4410 3411
E-mail: nishat.khan@hdfcbank.com,
rahul.dasgupa@hdfcbank.com,
sandeep.shah@hdfcbank.com, neel.shah@hdfcbank.com
Website: www.hdfcbank.com
Contact Person: Mr. Nishat Khan, Mr. Rahul Dasgupta,
Mr. Sandeep Shah, Mr. Neel Shah

Designated Intermediaries

Self-Certified Syndicate Banks

The list of banks that have been notified by SEBI to act as SCSBs for the ASBA process is provided on the website of SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35
and as updated from time to time. For details of the Designated Branches of the SCSBs to receive the ASBA Forms from the Designated Intermediaries and as updated from time to time, please refer to the above-mentioned link.

Registered Brokers

The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com, as updated from time to time.

Registrar and Share Transfer Agents

The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com, as updated from time to time.

Collecting Depository Participants

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as name and contact details, is provided on the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com, as updated from time to time.

Monitoring Agency

HDFC Bank Limited
FIG- OPS Department- Lodha,
I Think Techno Campus 0-3 Level,
Next to Kanjurmarg, Railway Station,
Murmansk (East), Mumbai – 400 042
Maharashtra, India
Tel: +91 22 3075 2927/3075 2928/3075 2914
Fax: +91 22 2579 9801
E-mail: Vincent.Dsouza@hdfcbank.com, Siddharth.Jadhav@hdfcbank.com, prasanna.uchil@hdfcbank.com
Website: www.hdfcbank.com
Contact Person: Mr. Vincent Dsouza, Mr. Siddharth Jadhav, Mr. Prasanna Uchil

Statement of Inter-se Allocation of Responsibilities of the BRLMs

The responsibilities of the BRLMs for various activities in this Issue are as follows:

Sr. No.	Activity	Responsibility	Coordinating Book Running Lead Manager
1.	Capital structuring with relative components and formalities such as type of instruments, etc.	Inga and ICSIPL	Inga
2.	Due diligence of the Company's operations/ management/ business plans/ legal etc. Drafting and design of issue documents including memorandum containing salient features of the issue documents. The BRLMs shall ensure compliance with stipulated requirements and completion of prescribed formalities with the Stock Exchanges, RoC and SEBI including finalization of the issue documents and RoC filing.	Inga and ICSIPL	Inga
3.	Co-ordinating for all statutory advertisements.	Inga and ICSIPL	Inga
4.	Co-ordinating for all publicity material other than statutory advertisements, including non-statutory/ corporate advertisement and brochures.	Inga and ICSIPL	ICSIPL
5.	Appointment of intermediaries, namely, the Registrar, the advertising agency, Bankers to the Issue, printers, etc.	Inga and ICSIPL	Inga
6.	Marketing strategy for domestic and international institutions including banks, mutual funds, etc., finalizing the list and division of investors for one to one meetings, in consultation with the Company, and finalizing the investor meeting schedules.	All BRLMs*	ICSIPL
7.	Non-Institutional and retail marketing of the Issue, which will include inter alia, formulating marketing strategies, preparation of publicity budget, finalizing media and public relations strategy, finalizing centres for holding conferences for press and brokers, deciding on the quantum of issue material and following-up on distribution of publicity and issue material including forms, prospectuses, etc.	All BRLMs*	SCML
8.	Co-ordination with Stock Exchanges for book building software, Bidding terminals and mock trading.	Inga and ICSIPL	Inga
9.	Managing the book and finalization of pricing, in consultation with the Company.	Inga and ICSIPL	Inga
10.	The post Bidding activities including management of escrow accounts, co-ordination of institutional and non-institutional allocation, intimation of allocation and dispatch of refunds to bidders etc. The post-Issue activities for the Issue involving essential follow up steps, which include the finalization of trading and dealing of instruments and demat delivery of Equity Shares, with the various agencies connected with the work such as the Registrar and Bankers to the Issue, SCSBs and the bank(s) handling refund business. The BRLMs shall be responsible for ensuring that these agencies fulfil their functions and enable it to discharge this responsibility through suitable agreements with the Company.	Inga and ICSIPL	Inga

**SCML, which is our Promoter Group entity, shall only be involved in marketing of the Issue.*

Credit Rating

As this is an Issue of Equity Shares, there is no credit rating for this Issue.

IPO Grading

No IPO Grading agency registered with SEBI has been appointed in respect of obtaining grading for the Issue.

Trustees

As this is an Issue of Equity Shares, the appointment of trustees is not required.

Appraising Entity

None of the objects of the Issue for which the Net Proceeds will be utilised have been appraised.

Book Building Process

The book building, in the context of the Issue, refers to the process of collection of Bids on the basis of the Red Herring Prospectus, the Bid cum Application Form and Revision Form, within the Price Band, which will be decided by our Company, in consultation with the BRLMs (other than SCML), and advertised in all editions of the English national newspaper Financial Express, all editions of the Hindi national newspaper Jansatta and Kolkata edition of the Bengali newspaper Kalantar Patrika (Bengali being the regional language of West Bengal where our registered office is located), each with wide circulation, at least five (5) working days prior to the Bid/Issue opening date. The Issue price was determined by our Company in consultation with the BRLM (other than SCML), after the Bid/Issue closing Date. The principal parties involved in the Book Building Process are:

- our Company;
- the BRLMs;
- the Syndicate Members;
- the SCSBs;
- the Registrar to the Issue;
- the Registered Brokers;
- the CDPs;
- the Collecting RTAs; and
- the Escrow Collection Banks.

The Issue is being made through the Book Building Process and in terms of Regulation 26(2) of SEBI ICDR Regulations wherein at least 75.00% of the Issue was made available for allocation on a proportionate basis to QIBs, provided that our Company in consultation with the BRLMs (other than SCML) allocated up to 60.00% of the QIB Portion to Anchor Investors on a discretionary basis. Further, 5.00% of the Net QIB Portion was made available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion was available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not more than 15.00% of the Issue was made available for allocation on a proportionate basis to Non-Institutional Bidders and not more than 10.00% of the Issue was made available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. Under subscription if any, in any category, except in the QIB Portion, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the BRLMs (other than SCML) and the Designated Stock Exchange.

All Bidders (excluding Anchor Investors) shall participate in the Issue only through the ASBA process. Anchor Investors are not permitted to participate through the ASBA process.

In accordance with the SEBI ICDR Regulations, QIBs and Non-Institutional Bidders are not allowed to withdraw or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders can revise or withdraw their Bids until Bid/Issue Closing Date. Further, Anchor Investors cannot withdraw their Bids after the Anchor Investor Bid/Issue Period. Allocation to the Anchor Investors will be on a discretionary basis. For further details, please refer to the chapter "*Issue Procedure*" on page 378.

The process of Book Building under the SEBI ICDR Regulations is subject to change from time to time and the investors are advised to make their own judgment about investment through this process prior to making a Bid or application in the Issue.

Illustration of Book Building and Price Discovery Process

For an illustration of the Book Building Process and the price discovery process, please refer to "*Issue Procedure - Part B - Basis of Allocation - Illustration of the Book Building Process and Price Discovery Process" on page 412.*

Steps to be taken by the Bidders for Bidding:

For details, please refer to the chapter "*Issue Procedure*" on page 378).

Underwriting Agreement

Our Company has entered into an Underwriting Agreement with the Underwriters for the Equity Shares proposed to be issued through the Issue. The Underwriting Agreement is dated September 11, 2017. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters are several and are subject to certain conditions specified therein.

The Underwriters have indicated their intention to underwrite the following number of Equity Shares:

Name and Address of the Underwriters along with the telephone number, fax number and e-mail address of the Underwriter	Indicated Number of Equity Shares to be Underwritten	Amount Underwritten (in ₹ million)
Inga Capital Private Limited Naman Midtown, 'A' Wing, 21st Floor, Senapati Bapat Marg, Elphinstone (West), Mumbai- 400 013; **Tel**: +91 22 4031 3489; **Fax**: +91 22 4031 3379 **Email**: brnl.ipo@ingacapital.com	24,41,567	500.52
Investec Capital Services (India) Private Limited 607A, 6th floor, A Wing, The Capital, BKC; Mumbai – 400 051 **Tel**: +91 22 61367400; **Fax**: +91 22 61367495 **E-mail**: brnlipo@Investec.co.in	24,41,566	500.52
Srei Capital Markets Limited 'Vishwakarma', 86C, Topsia Road (South), Kolkata – 700 046 **Tel**: +91 33 6602 3845; **Fax**: +91 33 2285 7542; **Email**: capital@srei.com	24,41,567	500.52
SPA Securities Limited 25, C Block, Community Centre, Janak Puri, New Delhi – 110 058 **Tel**: +91 11 2551 7371; **Fax**: +91 11 4558 6606 **Email**: atul.mehra@spagroupindia.com	100	0.02
AUM Capital Market Private Limited 5, Lower Rawdon Street, Akashdeep, 1st Floor, Kolkata - 700 020 **Tel**: +91 33 3058 3812; **Fax:** +91 33 2476 0191 **email:** aumcapital@aumcap.com	100	0.02
Antique Stock Broking Limited Naman Midtown, A - Wing, 20th Floor, Dr. Ambedkar Nagar, Off Senapati Bapat Marg, Elphinstone Road, Mumbai – 400 013 **Tel:** +91 22 4031 3315; **Fax:** +91 22 4031 3400 **Email:** jignesh@antiquelimited.com	100	0.02

The above-mentioned amount is indicative and will be finalised after determination of basis of allotment and subject to the provisions of the SEBI ICDR Regulations

In the opinion of the Board of Directors (based on certificates provided by the Underwriters), the resources of the above mentioned Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The abovementioned Underwriters are registered with SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchange(s). The Board of Directors / Committee of Directors, at its meeting held on September 11, 2017, has accepted and entered into the Underwriting Agreement mentioned above on behalf of our Company.

Allocation among the Underwriters may not necessarily be in proportion to their underwriting commitment.

Notwithstanding the above table, the Underwriters shall be severally responsible for ensuring payment with respect to Equity Shares allocated to investors procured by them. In the event of any default in payment, the respective Underwriter, in addition to other obligations defined in the Underwriting Agreement, will also be required to procure/subscribe to the Equity Shares to the extent of the defaulted amount.

The underwriting arrangements mentioned above shall not apply to the subscriptions by the Bidders in this Issue, except for Bids procured by the Syndicate Member(s). The underwriting agreement shall list out the role and obligations of each Syndicate Member.

CAPITAL STRUCTURE

The share capital of our Company as on the date of this Prospectus, is set forth below:

(Amount in ₹ except share data)

Sr. No.	Particulars	Aggregate value at Face Value	Aggregate value at Issue Price^
A	**Authorised Share Capital**		
	100,000,000 Equity Shares	1,000,000,000.00	N.A.
B	**Issued, subscribed and paid up capital before the Issue**		
	54,650,000 Equity Shares	546,500,000.00	N.A.
C	**Present Issue in terms of this Prospectus**		
	Issue of 29,300,000 Equity Shares*#	293,000,000.00	6,006,500,000.00
D	**Issued, Subscribed and Paid Up Equity Capital after the Issue**		
	83,950,000 Equity Shares	839,500,000.00	N.A.
E	**Share Premium Account**		
	Before the Issue	5,183,793,160.00	
	After the Issue	10,897,293,160.00	

**The Issue has been authorised by a resolution of the Board of Directors dated November 10, 2016 and by a resolution of the Shareholders dated November 14, 2016.*

 # Subject to finalisation of Basis of Allotment

^ Issue Price is ₹205 per Equity Share

Changes in authorised equity share capital of our Company

Date of Shareholders' Resolution	Particulars
March 28, 2013	The capital clause of the Memorandum of Association was substituted to reflect the increase in the authorised capital of our Company from ₹ 5.00 million divided into 500,000 Equity Shares of ₹ 10.00 each to ₹ 100.00 million divided into 10,000,000 Equity Shares of ₹ 10.00 each
October 18, 2016	The capital clause of the Memorandum of Association was substituted to reflect the increase in the authorised capital of our Company from ₹ 100.00 million divided into 10,000,000 Equity Shares of ₹ 10.00 each to ₹ 1,000.00 million divided into 100,000,000 Equity Shares of ₹ 10.00 each

Notes to Capital Structure

1. **Equity share capital history of our Company**

(a) The history of the equity share capital of our Company is provided in the following table:

Date of allotment of Equity Shares	No. of Equity Shares allotted	Face value (₹)	Issue price (₹)	Nature of consideration	Reason for allotment	Cumulative number of Equity Shares	Cumulative paid up capital (₹ in million)	Cumulative share premium (₹ in million)
On Incorporation	50,000	10.00	10.00	Cash	Subscription to MoA[1]	50,000	0.50	0
March 28, 2013	9,950,000	10.00	10.00	Cash	Preferential allotment[2]	10,000,000	100.00	0
October 28, 2016	18,000,000	10.00	10.00	Cash	Rights issue[3]	28,000,000	280.00	0
November 12, 2016	26,650,000	10.00	205.00	Cash	Preferential allotment [4]	54,650,000	546.50	5,196.75

1. *7,150 Equity Shares were each allotted to Mr. Ram Narayan Yadav, Mr. Surinder Kumar Kalra, Mr. Ramawatar Sharma, Mr. Sanjay Chaurasia, Mr. Manoj Harlalka and Mr. Bajrang Kumar Choudhary; and 7,100 Equity Shares were allotted to Mr. Manoj Agarwal;*
2. *9,950,000 Equity Shares were allotted to IPDC.*
3. *Nine (9) Equity Shares were offered for every five (5) Equity Shares held by the Shareholders of our Company as on October 17, 2016. IPDC, Mr. Manoj Agarwal, Mr. Manoj Beriwala, Mr. Rajesh Sirohia, Mr. Sandeep Lakhotia, Mr. Bajrang Kumar Choudhary and Mr. Sanjay Kumar Chaurasia renounced 6,910,000, 180, 180, 180, 180, 180 and 180 Equity Shares in favour of IPDF. Thus, 11,000,000 Equity Shares were allotted to IPDC and 7,000,000 Equity Shares allotted to IPDF.*
4. *16,630,000 Equity Shares were allotted to SREI; 500,000 Equity Shares were allotted to Make in India Fund; and 9,520,000 Equity Shares were allotted to OSPL Infradeal Private Limited (earlier known as Omkareshwar Suppliers Private Limited.)*

(b) Our Company has not allotted any Equity Shares for consideration other than cash.

(c) Our Company has not issued or allotted any Equity Shares in terms of any scheme approved under sections 391-394 of the Companies Act, 1956 and/or sections 230-232 of the Companies Act, 2013.

2. Since incorporation, our Company has not revalued any of its assets and hence has not issued any Equity Shares out of its revaluation reserves or unrealised profits.

3. Except as disclosed below, our Company has not made any issue of Equity Shares at a price lower than the Issue Price during the preceding one year from the date of this Prospectus

Date of allotment	Number of Equity Shares issued	Face Value (₹)	Issue Price (₹)	Name of allottees	Relationship with our Company	Reasons for allotment
October 28, 2016	**18,000,000**	**10.00**	**10.00**	**Allotment of 11,000,000 Equity Shares to IPDC**	**Promoter Group**	**Rights issue**
				7,000,000 Equity Shares IPDF	**Promoter Group**	
November 12, 2016	**26,650,000**	**10.00**	**205.00**	**Allotment of 16,630,000 Equity Shares to SREI**	**Promoter**	**Preferential allotment**
				500,000 Equity Shares to Make in India Fund	**Promoter**	
				9,520,000 Equity Shares to OSPL Infradeal Private Limited (earlier known as Omkareshwar Suppliers Private Limited)	**Promoter Group**	

4. **Issue of Shares in the last two preceding years**

For details of issue of Equity Shares by our Company in the last two preceding years, please refer to "*Capital Structure - Equity share capital history of our Company*" on page 79.

5. **Build-up of Promoters' Shareholding, Promoters' contribution, and Lock-in**

As on the date of this Prospectus, our Promoters hold 17,130,000 Equity Shares, constituting 31.34% of the issued, subscribed and paid-up Equity Share capital of our Company. The details regarding our Promoters' shareholding is set out below:

A. *Build-up of Equity Shares held by our Promoters*

The details of the build-up of our Promoters' shareholding in our Company are as follows:

I) SREI

Sr. No.	Date of allotment	Nature of transaction	Number of Equity Shares	Face Value (₹)	Issue Price per Equity Share (₹)	Nature of consideration	Percentage of pre-Issue capital %	Percentage of post-Issue capital %
1.	November 12, 2016	Preferential allotment	16,630,000	10.00	205.00	Cash	30.43	19.81
	Total		**16,630,000**				**30.43**	**19.81**

II) Make in India Fund

Sr. No.	Date of allotment	Nature of transaction	Number of Equity Shares	Face Value (₹)	Issue Price per Equity Share (₹)	Nature of consideration	Percentage of pre-Issue capital %	Percentage of post-Issue capital %
1.	November 12, 2016	Preferential allotment	500,000	10.00	205.00	Cash	0.91	0.60
	Total		**500,000**				**0.91**	**0.60**

All the above Equity Shares were fully paid-up at the time of allotment. None of the Equity Shares held by the Promoters are pledged.

B. ***Details of Promoters' contribution locked-in for three years***

Pursuant to the SEBI ICDR Regulations, an aggregate of 20.00% of the fully diluted post-Issue paid up capital of our Company held by the Promoters shall be locked-in for a period of three years from the date of Allotment of Equity Shares ("**Promoters' Contribution**") in the Issue and our Promoters' shareholding in excess of 20.00% shall be locked in for a period of one year from Allotment.

The details of the Equity Shares held by our Promoters, which shall be locked-in for a period of three years from the date of Allotment are set out in the following table:

Sr. No.	Name of the Promoters	Date of transaction	Nature of transaction	No. of Equity Shares	Face value (₹)	Issue price per Equity Share (₹)	Maximum no. of Equity Shares to be locked-in	Percentage of pre-Issue lock-in paid-up capital (%)	Percentage of post-Issue lock-in paid-up capital (%)
1.	SREI	November 12, 2016	Preferential allotment	16,630,000	10.00	205.00	16,630,000	30.43	19.81
2.	Make in India Fund	November 12, 2016	Preferential allotment	500,000	10.00	205.00	160,000	0.29	0.19
	Total			**17,130,000**			**16,790,000**	**31.34**	**20.00**

Note: In the event the upper end of the Price Band is more than ₹205.00 per Equity Share, our Promoters shall bring the difference between ₹205.00 per Equity Share and such price not later than one (1) day prior to Bid/ Issue Opening Date.

Our Promoters have confirmed that acquisition of the Equity Shares held by them and which will be locked in as Promoters' Contribution have been financed from their own funds and no loans or financial assistance from any bank or financial institution has been availed for such purpose.

The minimum Promoters' Contribution has been brought to the extent of not less than the specified minimum lot and from our Promoters in terms of the SEBI ICDR Regulations. The Equity Shares that are being locked-in are not ineligible for computation of Promoters' Contribution under Regulation 33 of the SEBI ICDR Regulations. In this computation, as per Regulation 33 of the SEBI ICDR Regulations, our Company confirms that the Equity Shares locked-in, do not, and does not, consist of:

(i) The Equity Shares acquired during the three years preceding the date of the Draft Red Herring Prospectus (a) for consideration other than cash and revaluation of assets or capitalisation of intangible assets, or (b) bonus shares issued out of revaluations reserves or unrealised profits or against equity shares which are otherwise ineligible for computation of Promoters' Contribution;
(ii) The Equity Shares acquired during the year preceding the date of this Prospectus, at a price lower than the price at which the Equity Shares are being offered to the public in the Issue;
(iii) Equity Shares issued to the Promoters upon conversion of a partnership firm; and
(iv) Equity Shares held by the Promoters that are subject to any pledge or any other form of encumbrance.

C. ***Details of pre-Issue equity share capital locked-in for one year***

In addition to the 20.00% of the fully diluted post- Issue shareholding of our Company held by our Promoters and locked in for a period of three years as specified above and the Equity Shares held by IPDC and IPDF, being SEBI registered VCFs (more particularly described in point D below), the entire pre-Issue Equity Share capital of our Company will be locked-in for a period of one year from the date of Allotment.

D. ***Lock in of Equity Shares held by IPDC and IPDF***

In terms of proviso to Regulation 37 (b) of SEBI ICDR Regulations, equity shares acquired by a venture capital fund or alternative investment fund of category I or a foreign venture capital investor shall be locked in for a period of at least one year from the date of such acquisition. IPDC and IPDF have acquired 11,000,000 Equity Shares and 7,000,000 Equity Shares on October 28, 2016. These shares shall be locked-in for a period of 1 year from the date of acquisition i.e. up to October 27, 2017. Further, 400 Equity Shares were acquired by IPDF on November 25, 2016. These shares shall also be locked-in for a period of 1 year from the date of acquisition i.e. up to November 24, 2017.

All other Equity Shares held by IPDC and IPDF i.e. 9,950,000 and 49,400 Equity Shares respectively are not eligible to be locked-in in terms of Regulation 37 (b) of SEBI ICDR Regulations.

E. ***Lock in of Equity Shares Allotted to Anchor Investors***

Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked-in for a period of 30 days from the date of Allotment.

F. ***Other requirements in respect of lock-in***

The Equity Shares held by the Promoters which are locked-in for a period of one year from the date of Allotment in the Issue may be pledged only with scheduled commercial banks or public financial institutions as collateral security for loans granted by such banks or public financial institutions provided that the pledge of the Equity Shares is one of the terms of the sanction of such loans. Further, the Equity Shares held by our Promoters that are locked-in for a period of three years from the date of Allotment of Equity Shares in the Issue, may be pledged only with scheduled commercial banks or public financial institutions if, in addition to complying with the aforesaid condition, the loans have been granted by the scheduled commercial banks or public financial institutions for the purpose of financing one or more Objects of the Issue.

The Equity Shares held by persons other than the Promoters and locked-in for a period of one year from the date of Allotment in the Issue, may be transferred to any other person holding the Equity Shares which are locked-in subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the SEBI Takeover Regulations, as applicable. Further, Equity Shares held by the Promoters and locked-in, may be transferred to and among the Promoters or Promoter Group or to a new Promoters or persons in control of our Company subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the SEBI Takeover Regulations, as applicable.

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6. ***Shareholding Pattern of our Company***

The following table sets forth details of the shareholding pattern of our Company as on the date of this Prospectus:

Category (I)	**Category of shareholder (II)**	**Nos. of share holders (III)**	**Number of fully paid up Equity Shares held (IV)**	**Number of Partly Paid-up Equity Shares held (V)**	**Number of shares underlying Depository Receipts (VI)**	**Total nos. shares held (VII) = (IV)+(V)+ (VI)**	**Shareholding as a % of total number of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)**	**Number of Voting Rights held in each class of securities (IX)**				**Number of Shares Underlying Outstanding convertible securities (including Warrants) (X)**	**Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)**	**Number of Locked in shares (XII)**		**Number of Shares pledged or otherwise encumbered (XIII)**		**Number of Equity Shares held in dematerialised form (XIV)**
								No of Voting Rights			**Total as a % of (A+B+ C)**			**Number (a)**	**As a % of total Shares held (b)**	**Number (a)**	**As a % of total Shares held (b)**	
								Class e.g.: Equity	**Class e.g.: Others**	**Total**								
(A)	Promoter & Promoter Group	5	546,49,800	-	-	546,49,800	100.00	546,49,800	-	100.00	100.00	-	-	-	-	9,999,400	18.30	546,49,800
(B)	Public	2	200	-	-	200	Negligible	200	-	Negligible	Negligible	-	-	-	-	-	-	-
(C)	Non-Promoter-Non-Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	**7**	**54,650,000**	**-**	**-**	**54,650,000**	**100.00**	**54,650,000**	**-**	**100.00**	**100.00**	**-**	**-**	**-**	**-**			546,49,800

7. **Equity Shares held by top ten shareholders**

(a) *On the date of the Prospectus are as follows*:

Sr. No.	Name of the Shareholder	No. of Shares	Percentage of pre- Issue shareholding (%)
1.	IPDC	20,950,000	38.33
2.	SREI	16,630,000	30.43
3.	OSPL Infradeal Private Limited	9,520,000	17.42
4.	IPDF	7,049,800	12.90
5.	Make in India Fund	500,000	0.91
6.	Bajrang Kumar Choudhary	100	negligible
7.	Rajesh Sirohia	100	negligible
Total		**54,650,000**	**100.00**

(b) *Ten days prior to the date of the Prospectus are as follows:*

Sr. No.	Name of the Shareholder	No. of Shares	Percentage of pre- Issue shareholding (%)
1.	IPDC	20,950,000	38.33
2.	SREI	16,630,000	30.43
3.	OSPL Infradeal Private Limited	9,520,000	17.42
4.	IPDF	7,049,800	12.90
5.	Make in India Fund	500,000	0.91
6.	Bajrang Kumar Choudhary	100	negligible
7.	Rajesh Sirohia	100	negligible
Total		**54,650,000**	**100.00**

(c) *Two years prior to the date of filing the Prospectus are as follows:*

Sr. No.	Name of the Shareholder	No. of Shares	Percentage of pre-Issue shareholding (%)
1.	IPDC	9,950,000	99.50
2.	IPDF	49,400	0.49
3.	Bajrang Kumar Choudhary	100	negligible
4.	Rajesh Sirohia	100	negligible
5.	Sandeep Lakhotia	100	negligible
6.	Manoj Beriwala	100	negligible
7.	Manoj Agarwal	100	negligible
8.	Sanjay Kumar Chaurasia	100	negligible
Total		**10,000,000**	**100.00**

For details relating to the cost of acquisition of Equity Shares by our Promoters, please refer "*Risk Factors – Prominent Notes*" on page 49.

8. As on date of this Prospectus, our Company has no Employee Stock Option Scheme.

9. Our Company, our Promoters, our Directors and the BRLMs have not entered into any buyback and/or standby arrangements or any safety net facility and/or any other similar arrangements for the purchase of Equity Shares being offered through this Issue.

10. Except as disclosed below our Promoters, Promoter Group, or the Directors of our Company and directors of our Corporate Promoter and their immediate relatives or the investment manager of our Promoter, Make in India Fund, have not purchased or sold any Equity Shares of our Company within six months preceding the filing of the Draft Red Herring Prospectus:

SR. NO.	NAME OF THE TRANSFEROR	NAME OF THE TRANSFEREE	DATE OF TRANSFER	NUMBER OF EQUITY SHARES TRANSFERRED	TRANSFER PRICE
1.	Sandeep Lakhotia	IPDF*	November 25, 2016	100	10
2.	Manoj Beriwala	IPDF*		100	10
3.	Manoj Agarwal	IPDF*		100	10
4.	Sanjay Kumar Chaurasia	IPDF*		100	10

SR. NO.	NAME OF THE TRANSFEROR	NAME OF THE TRANSFEREE	DATE OF TRANSFER	NUMBER OF EQUITY SHARES TRANSFERRED	TRANSFER PRICE
5.	Bajrang Kumar Chaudhary#	IPDF* with Bajrang Kumar Chaudhary#	January 20, 2017	100	10
6.	Rajesh Sirohia	IPDF* with Rajesh Sirohia		100	10
7.	IPDF* with Bajrang Kumar Chaudhary#	Bajrang Kumar Chaudhary#		100	10
8.	IPDF* with Rajesh Sirohia	Rajesh Sirohia		100	10

**Promoter Group Company*
 # Managing Director

All Equity Shares were transferred at face value.

11. Except as disclosed below, our Promoters, Promoter Group, or the Directors of our Company and directors of our Corporate Promoter and their immediate relatives or the investment manager of our Promoter, Make in India Fund, have not purchased or sold any or the equity shares of any of our Subsidiaries within six months preceding the filing of the Draft Red Herring Prospectus:

Sr. No.	Name of Subsidiary	Name of Transferor (relationship with our Company)	Name of Transferee (relationship with our Company)	Number of equity shares transferred	Date of transfer
1.	OSEPL	SREI (Corporate Promoter)	BRNL (the Issuer)	7,330,033	November 15, 2016
2.	OSEPL	IPDC (Promoter Group)	SREI (Corporate Promoter)	4,250,000	December 7, 2016
3.	OSEPL	SREI (Corporate Promoter)	BRNL (the Issuer)	4,254,900	December 7, 2016
4.	STPL	SREI (Corporate Promoter)	BRNL (the Issuer)	4,900	November 15, 2016

12. As on the date of this Prospectus, there are no outstanding warrants, financial instruments or any rights, which would entitle the Promoters or the Shareholders or any other person any option to acquire/ receive any Equity Shares after the Issue.

13. The Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on date of this Prospectus. The Equity Shares issued pursuant to this Issue shall be fully paid-up.

14. Our Company shall not make any further issue of Equity Shares and/or any securities convertible into Equity Shares, whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner, during the period commencing from filing of this Prospectus with SEBI until the Equity Shares have been listed on the Stock Exchanges.

15. Our Company presently does not intend or propose to alter the capital structure for a period of six months from the Issue Opening Date, by way of split or consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares) whether on a preferential basis or issue of bonus or rights or further public issue of specified securities or otherwise. However, if business needs of the Company so require, the Company may alter the capital structure by way of split / consolidation of the denomination of the Equity Shares / issue of Equity Shares on a preferential basis or issue of bonus or rights or public or preferential issue of Equity Shares or any other securities during the period of six (6) months from the date of opening of the Issue or from the date the application moneys are refunded on account of failure of the Issue, after seeking and obtaining all the approvals which may be required. However, if our Company enters into acquisitions, joint ventures or other arrangements, our Company may, subject to necessary approvals, consider raising additional capital to fund such activity or use Equity Shares as currency for acquisitions or participation in such joint venture.

16. There shall be only one denomination of the Equity Shares, unless otherwise permitted by law.

17. Our Promoters and members of the Promoter Group will not subscribe to or purchase any Equity Shares in the Issue.

18. Total number of Shareholders of our Company as on the date of this Prospectus is seven (7).

19. Other than 9,950,000 and 49,400 Equity Shares held by IPDC and IPDF currently pledged with SREI, as on

the date of this Prospectus, none of the Equity Shares of our Company are subject to any pledge or encumbrance.

20. No person connected with the Issue, including, but not limited to, the BRLMs, the members of the Syndicate, our Company, the Directors, the Promoter Group, Group Companies, and the KMPs, shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid except as disclosed in this Prospectus.

21. Our Company has not issued any Equity Shares out of its revaluation reserves or unrealised profits.

22. Except as disclosed in this section, our Company has not made any public issue of its Equity Shares or rights issue of any kind since its incorporation.

23. Save and except as stated below, none of our Promoter, Promoter Group or directors of our Corporate Promoter or the investment manager of our Promoter, Make in India Fund, have any shareholding in our Company as on the date of this Prospectus:

Sr. No.	Name of the Shareholder (relationship with our Company)	No. of Shares	Percentage of pre-Issue shareholding (%)	Percentage of post-Issue shareholding (%)
1.	SREI (Promoter)	16,630,000	30.43	19.81
2.	Make in India Fund (Promoter)	500,000	0.91	0.60
3.	IPDC (Promoter Group)	20,950,000	38.33	24.96
4.	IPDF (Promoter Group)	7,049,800	12.90	8.40
5.	OSPL Infradeal Private Limited (Promoter Group)	9,520,000	17.42	11.34
Grand Total		**546,49,800**	**100.00**	**65.10**

24. As on date of this Prospectus, all the Equity Shares of our Company held by our Promoters and Promoter Group are in dematerialised form.

25. Any over-subscription to the extent of 10.00% of the Issue can be retained for the purpose of rounding off to the nearer multiple of minimum allotment lot while finalising the Basis of Allotment.

26. This Issue is being made in terms of Rule 19(2)(b) of SCRR.

    The Issue is being made through the Book Building Process in accordance with SEBI ICDR Regulations, wherein at least 75% of the Issue is to be Allotted on a proportionate basis to QIBs. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares was added to the Net QIB Portion. The number of Equity Shares representing 5% of the Net QIB Portion was available for allocation on a proportionate basis to Mutual Funds only. The remainder of the Net QIB Portion was available for allocation on a proportionate basis to QIBs, including Mutual Funds, subject to valid Bids being received from them at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion was added to the remaining Net QIB Portion for proportionate allocation to QIBs. If at least 75% of the Issue cannot be Allotted to QIBs, all the application monies will be refunded / unblocked forthwith. Further, not more than 15% of the Issue was made available for allocation on a proportionate basis to Non Institutional Bidders and not more than 10% of the Issue shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Issue Price. All Bidders, other than Anchor Investors, participated in the Issue mandatorily through the ASBA process by providing the details of their respective bank accounts in which the corresponding Bid Amount will be blocked by the SCSBs. Anchor Investors are not permitted to participate in the Issue through the ASBA process.

27. Subject to valid Bids being received at or above the Issue Price, under-subscription, if any, in any category except in the QIB category would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company, in consultation with the BRLMs (other than SCML) and the Designated Stock Exchange, subject to applicable law. However, under-subscription, if any, in the QIB Category will not be allowed to be met with spill-over from other categories or a combination of categories.

28. Our Company shall ensure that transactions in the Equity Shares by the Promoters and the Promoter Group between the date of registering the Red Herring Prospectus with the RoC and the Bid/Issue Closing Date, if

any, shall be reported to the Stock Exchanges within 24 hours of such transaction.

29. There are no financing arrangements pursuant to which our Promoter Group, Directors or their relatives, directors of our Corporate Promoter or Investment Manager of our Promoter, Make in India Fund, have financed the purchase of Equity Shares by any other person other than in the ordinary course of business of the financing entity during the six months preceding the date of filing of the Draft Red Herring Prospectus with SEBI. SREI has financed acquisition of 9,520,000 Equity Shares by OSPL Infradeal Private Limited (earlier known as Omkareshwar Suppliers Private Limited) on November 12, 2016 in normal course of its business as an NBFC.

30. None of the BRLMs or their associates hold any Equity Shares except:

    - SREI (the holding company of SCML) holds 16,630,000 Equity Shares; and

    - IPDC, IPDF and Make in India Fund, funds managed by Srei Alternative Investment Managers Limited, a 100.00% subsidiary of our Corporate Promoter) hold 20,950,000 Equity Shares, 7,049,800 Equity Shares and 500,000 Equity Shares respectively;

    The BRLMs and their affiliates may engage in the transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company for which they may in the future receive customary compensation.

31. For details of our related party transactions, please refer to the chapter "*Financial Statements*" on page 218.

SECTION IV: PARTICULARS OF THE ISSUE

OBJECTS OF THE ISSUE

Our Company proposes to utilise the funds which are being raised through the Issue, after deducting the Issue related expenses ("**Net Proceeds**"), estimated to be approximately ₹ 5,678.39 million, towards funding the following objects (collectively, referred to herein as the "**Objects**"):

1. Advancing of subordinate debt in form of interest free unsecured loan to our Subsidiary, STPL, for part financing of the STPL Project ("**STPL Sponsor Investment**");

2. Acquisition of the subordinated debt in the form of unsecured loans/OCPIDs/warrants/OCDs, advanced/held by SREI to/in STPL, KEPL and MTPL ("**Identified SPVs**"); and

3. General corporate purposes.

In addition to the aforementioned Objects, our Company expects to receive the benefits of listing of its Equity Shares on the Stock Exchanges, including among other things, enhancing the visibility of our Company.

The main objects set out in the Memorandum of Association enable us to undertake our existing activities and the Objects.

The STPL Sponsor Investment will be utilized by STPL to carry out activities as permitted by the objects clause of its memorandum of association.

Issue Proceeds

The details of the Issue Proceeds are set forth in the following table:

(in ₹million)

Particulars	Amount
Gross proceeds of the Issue*	6,006.50
(Less) Issue related expenses*	328.11
Net Proceeds of the Issue*	5,678.39

**The Issue expenses are based on certain estimates and are subject to change upon finalisation of basis of allotment.*

Requirement of funds and utilisation of Net Proceeds

The proposed utilisation of the Net Proceeds is set forth in the table below:

(in ₹million)

Particulars	Amount
STPL Sponsor Investment	514.70
Acquisition of the subordinated debt in the form of unsecured loans/ OCPIDs/ warrants/ OCDs, advanced/held by SREI to/in the Identified SPVs	3,722.53
General corporate purposes*	1,441.16
Total	**5,678.39**

**Based on certain estimates and are subject to change upon finalisation of the basis of allotment.*

Schedule of Deployment

We propose to deploy the Net Proceeds for the aforesaid Objects in accordance with the estimated schedule of implementation and deployment of funds set forth in the table below:

(in ₹million)

Particulars	Amount proposed to be funded from the Net Proceeds	Estimated utilisation in Fiscal 2018
STPL Sponsor Investment	514.70	514.70
Acquisition of the subordinated debt in the form of unsecured loans/OCPIDs/warrants/OCDs, advanced/held by SREI to/in the Identified SPVs	3,722.53	3,722.53
General corporate purposes*	1,441.16	1,441.16

** Based on certain estimates and are subject to change upon finalisation of basis of allotment.*

As indicated above, our Company proposes to deploy the entire Net Proceeds towards the Objects during Fiscal

2018 and that no amounts proposed to be utilised out of the Issue have been deployed by our Company as on August 3, 2017. However, where the Net Proceeds are not completely utilised for the Objects in the Fiscal 2018 due to various factors including but not limited to (i) economic and business conditions; (ii) delay or failure in meeting any conditions attached to the borrowings with respect to these Identified SPVs or delay or failure to obtain waivers from fulfilment of any such conditions, and (iii) other commercial considerations such as interest rate, tenor of the debt and availability of alternate financial resources; the same would be utilised (in part or full) in Fiscal 2018-19 or a subsequent period as may be determined by our Company at its sole discretion and in accordance with applicable law. G.P. Agrawal & Co., Chartered Accountants have *vide* its certificate dated August 3, 2017, certified that our Company, has not, as of August 3, 2017, deployed any monies towards the stated Objects.

The deployment of funds described herein are based on the internal management estimates of our Company and have not been appraised or verified by the Book Running Lead Managers or appraised by any bank or financial institution. We may have to revise our funding requirements and deployment on account of a variety of factors such as our financial condition, business and strategy, certain external factors which may not be within the control of our management. Consequently, the fund requirements of our Company are subject to revisions in the future at the discretion of the management. In the event of variations in the actual utilization of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in this Issue, subject to compliance with applicable laws. Further, in case of a shortfall in the Net Proceeds, our management may explore a range of options including utilising our Company's internal accruals or seeking debt financing. For further details, please refer "*Risk Factors – Our Company's management will have flexibility in utilising the Net Proceeds and that there is no assurance that the deployment of the Net Proceeds in the manner intended by our Company will result in any increase in the value of your investment. Further, the funding plan has not been appraised by any bank or financial institution"* on page 44.

Details of the Objects of the Issue

The details in relation to objects of the Issue are set forth herein below.

1. **Advancing of subordinate debt in form of interest free unsecured loan to our Subsidiary, STPL, for part financing of the STPL Project**

We propose to utilise ₹ 514.70 million from the Net Proceeds towards part-financing of the STPL Project, which is being developed by one of our subsidiaries, STPL, by advancing subordinate debt in form of interest free unsecured loan to STPL aggregating up to ₹ 514.70 million.

The STPL Project is for augmenting the existing road by four-laning the Solapur-Maharashtra / Karnataka border section of NH-9 from km 249.00 to km 348.80 ("**STPL Project Road**") in the state of Maharashtra on DBFOT pattern on toll basis. Pursuant to the STPL Concession Agreement, STPL has been granted an exclusive right, license and authority to construct, operate and maintain the STPL Project for a period of 25 years commencing from the appointed date for the STPL Project, being June 3, 2014 ("**STPL Appointed Date**").

The scheduled date for completion ("**Scheduled COD**") of the STPL Project was the 910th day from the STPL Appointed Date i.e. November 28, 2016. The Project Director, PIU Solapur, NHAI *vide* letter no. NHAI/PIU/SLP/MAH-KNTBorder/STPL/14029/10/1/1983 dated November 17, 2016, addressed to the Chief General Manager (Tech) and NHAI Regional Office, Navi Mumbai, Maharashtra ("**STPL Project Extension Letter**"), has recommended an extension of time for completion of Milestone II and thus consequentially the project completion period, as contemplated in the STPL Concession Agreement, by 213 days. The recommendation was accepted by the Chief General Manager (Tech.), NHAI, Mumbai and was submitted to the competent Authority at NHAI for approval *vide* letter dated March 21, 2017. Accordingly, once the approval is received and notified, the revised Scheduled COD would be advanced to June 29, 2017 ("**Revised Scheduled COD**"). STPL had, *vide* letter dated January 20, 2017 addressed to the independent engineer for the STPL Project, requested for extension of time for execution of Milestone III and scheduled four-laning of the STPL Project by 444 days from the Scheduled COD, i.e. up to February 15, 2018, due to delays in acquisition of land, shifting of utilities and other reasons which are not attributable to STPL. However, pursuant to non-fulfilment of obligations of NHAI towards land acquisition, continuing delays in finalisation of change of scope, shifting of population, health and environment utility and electrical utility and unprecedented rainfall in Osmanabad District section of project highway in Fiscal 2017, STPL has *vide* its letter dated May 31, 2017 addressed to the independent engineer for the STPL Project, requested for extension of time for execution of Milestone III and scheduled four-laning of the STPL Project by 548 days from the Scheduled COD, i.e. up to May 31, 2018.

For further details, please refer to "*BOT Projects in Operation - Solapur Tollways Private Limited*" on page 156.

Details of the STPL Project

Estimated Project Cost

In terms of the STPL Loan Facility (as defined hereinafter) the estimated project cost of the STPL Project is ₹ 8,826.20 million ("**STPL Project Cost**"). The detailed break-up of the STPL Project Cost, together with the actual costs incurred up to July 15, 2017 is set forth below.

(in ₹million)

Particulars	STPL Project Cost (as per STPL Loan Facility)	Projects costs incurred as of July 15, 2017*
EPC Cost	7,839.00	4,053.11
Pre-Operative Expenses	206.00	199.65
Financing Fees	106.60	79.40
Interest during construction	674.60	357.66
Fixed Assets	-	1.27
Net Current Asset**	-	350.79
Total	**8,826.20**	**5,041.88**

**As per the certificate dated July 28, 2017 from MKPS & Associates, Chartered Accountants (Firm membership No: 302014E).*

***Mobilisation and adhoc advances, investment in mutual fund, cash and bank balances, current assets net of current liabilities and intercorporate deposits*

Schedule of Implementation of STPL Project

The schedule of implementation of the development of the STPL Project as per the STPL Concession Agreement as well as the current status is set out below:

Milestone	Activity to be completed prior to milestones	Scheduled date of completion	Revised date of completion as per the recommendations stated in the STPL Project Extension Letter	Status
I	Completion of 10.00% of STPL Project Cost within 180 days from STPL Appointed Date	November 29, 2014	-	Has been achieved on scheduled date
II	Completion of 35.00% of STPL Project Cost within 400 days from STPL Appointed Date	July 7, 2015	February 5, 2016	Has been achieved on March 31, 2016 within cure period of 90 days from the revised date under the STPL Project Extension Letter
III	Completion of 70.00% of STPL Project Cost within 650 days from STPL Appointed Date	March 14, 2016	October 13, 2016	To be achieved*
Scheduled four-laning	Scheduled COD	November 28, 2016	June 29, 2017	To be achieved*

** An extension of time of 213 days had been recommended by NHAI Solapur vide the STPL Project Extension Letter and by NHAI Regional Office, Mumbai vide letter dated March 21, 2017. Due to delays in achieving completion of Milestone III due to delays in acquisition of land, shifting of utilities and other reasons which are not attributable to STPL, STPL has, vide letter dated May 31, 2017 addressed to the independent engineer for the STPL Project, requested for further extension of time for execution of Milestone III and scheduled four-laning of the STPL Project up to May 31, 2018.*

As of May 31, 2017, the cumulative financial progress of 50.59% and the cumulative physical progress of 43.88% of the STPL Project has been achieved as per MPR for the month of May, 2017.

Means of finance

The STPL Project Cost in terms of the STPL Loan Facility is ₹ 8,826.20 million. In relation to the STPL Project, STPL has entered into:

(i) the common facility agreement dated August 3, 2013 ("**CLA**") as amended by the amendment agreements to the CLA dated December 12, 2014, April 21, 2015, October 19, 2015 and February 15, 2016 with Union Bank of India, India Infrastructure Finance Company Limited, Oriental Bank of Commerce, SREI, Vijaya Bank and Syndicate Bank, with Union Bank of India acting as the Lenders Agent and Axis Trustee Services Limited as the Security Trustee (the "**STPL Loan Facility**") for ₹ 5,884.20 million.

(ii) Under the STPL Loan Facility and in terms of the "STPL SSU" (as defined below), the contribution by the STPL sponsors ("**STPL Sponsors**") towards the STPL Project Cost is ₹ 2,942.10 million ("**STPL Committed Capital**"). The STPL Loan Facility provides that the STPL Committed Capital can be contributed *inter alia* in the form of equity share capital and/or subordinated debt by the STPL Sponsors and such subordinated debt shall be non-interest bearing during the construction period only.

(iii) Further STPL Sponsors have under sponsor support undertaking dated August 3, 2013, as amended by the sponsor support undertaking dated December 12, 2014, ("**STPL SSU**") in relation to the STPL Loan Facility, undertaken that, any financial support provided by the STPL Sponsors shall remain fully subordinated to the outstanding due amounts under the STPL Loan Facility and shall not be due and payable until all rights and claims which the secured lenders under the STPL Loan Facility may have against STPL in respect of such outstanding due amounts have been irrevocably paid and discharged in full to the satisfaction of the lenders under the STPL Loan Facility.

As of July 15, 2017, STPL Sponsors have invested an aggregate amount of ₹ 2,427.40 million (including equity contribution of ₹ 0.05 million made by Coastal Projects Limited) towards STPL Committed Capital by way of equity share capital / equity convertibles and optionally convertible debentures.

(in ₹million)

Particulars	SREI	Our Company	Total
Equity share capital	-	4.95	5.00#
STPL Warrants*	1,659.20	105.00	1,764.20
Optionally convertible participative interest bearing debentures ("**STPL OCPIDs**")	658.20**	-	658.20
Total	**2,317.40**	**109.95**	**2,427.40#**

Source: Certificate dated July 28, 2017 from MKPS & Associates, Chartered Accountants (Firm membership No: 302014E)
**Aggregate of 176,420,000 warrants of face value ₹ 10.00 each issued by STPL to SREI and our Company for an aggregate consideration of ₹ 1,764.20 million including the conversion of SREI's loan of ₹ 1,659.20 million. These warrants are fully paid-up and provide the right to the warrant holder to convert each warrant into one fully paid-up equity share of STPL on maturity i.e. 36 months from the date of allotment of the warrants. For further details, please refer to the chapter "Our Subsidiaries and Associates" on page 184.*
*** Aggregate of 65,820,000 STPL OCPIDs of face value ₹ 10.00 each were issued by STPL to SREI. Each STPL OCPID provides its holder to convert at any time, in one or more tranches, subject to a three months' conversion notice being served on STPL, into one fully paid-up equity shares of STPL. STPL OCPIDs that remain unconverted at maturity (i.e. 10 years from the date of allotment, which may be extended by a further period of five (5) years) shall be redeemed. For further details, please refer to the chapter "Our Subsidiaries and Associates" on page 184.*
 # Coastal Projects Limited holds equity contribution of ₹ 0.05 million being the minority shareholder in STPL

In order to fund STPL Project Cost, the STPL Sponsors are under an obligation to infuse an additional amount of ₹ 514.70 million by way of *inter alia* equity share capital and/or subordinated debt, in terms of the STPL Loan Facility and the remaining balance amount of ₹ 3,269.72 million shall be drawn down from the STPL Loan Facility. Thus, firm arrangements of finance through verifiable means towards atleast seventy-five per cent of the stated means of finance have been made as mandated under Regulation 4 (2) (g) of SEBI ICDR Regulations.

The summary of the details of means of finance for the STPL Project are set forth below.

Particulars	Amount (in ₹ million)
Total STPL Project Cost – A*	**8,826.20**
Sources of funds deployed as on July 15, 2017	
Amount drawn down under the STPL Loan Facility	2,614.48
STPL OCPIDs subscribed by SREI	658.20
STPL Warrants issued to SREI and our Company	1,764.20
Equity share capital@	5.00
Sub-total – B*	**5,041.88**

Particulars	Amount (in ₹ million)
Details of STPL Project Cost incurred as on July 15, 2017	
EPC Cost	4,053.11
Pre-Operative Expenses	199.65
Financing Fees	79.40
Interest during construction	357.66
Net Current Asset**	350.79
Fixed Asset	1.27
Sub-total – C*	**5,041.88**
Amount proposed to be financed from the Net Proceeds	
Equity investment by our Company	Nil
Subordinated Debt in form of interest free unsecured loan from our Company	514.70
Sub-total – D	**514.70**
Remaining portion of the STPL Project Cost (A-B-D) = E	**3,269.62**
75.00% of the balance funds required (E*75.00%) = F	2,452.22
Firm arrangement for funds required excluding the Net Proceeds	
Sanctioned debt for the STPL Project which is yet to be drawn down	3,269.72
Balance amount to be arranged by our Company	Nil

** Certificate dated July 28, 2017 from MKPS & Associates, Chartered Accountants (Firm membership No: 302014E)*
*** Mobilisation and adhoc advances, cash and bank balances, investment in mutual fund, current assets net of current liabilities and inter-corporate deposits*
[@] Coastal Projects Limited holds equity contribution of 0.05 million, being the minority shareholder in STPL

The Net Proceeds of the Issue for the above stated objects may also be utilized for the purpose of pre-payment or repayment of any borrowings undertaken by our Company for the purpose of funding of the STPL SSU. Further the Net Proceeds of the Issue for the above stated objects may also be utilized for the purpose of acquisition of any sponsor support extended by SREI to STPL at such terms as may be mutually agreed between SREI and our Company. While the remaining portion of the STPL Project Cost is to be financed through STPL Loan Facility, in case there is any shortfall or cost overruns, the same is proposed to be met by way of additional equity or subordinated debt by the STPL Sponsors or by way of debt financing.

2. Acquisition of subordinated debt advanced by SREI to the Identified SPVs

In terms of the loan agreements entered into by the Identified SPVs, the sponsors of the Identified SPVs have to bring in their contribution towards the project expenses, as a condition precedent to disbursement of loan by the lenders. The sponsors of the Identified SPVs have also executed sponsor support undertakings pursuant to the terms of such loan agreements. This contribution can be brought in as equity or by way of loans which are unsecured in nature and governed by the terms of the loan agreement with respect to permissible unsecured lending. Accordingly, SREI in its capacity as the sponsor, had extended support in the form of unsecured loans/OCPIDs/warrants/OCDs to the Identified SPVs. Additionally, in the case of MTPL and KEPL, SREI has extended funds to meet debt servicing requirements of senior lenders of the MTPL Project and KEPL Project. We would like to draw your attention to the chapter "*Our Subsidiaries and Associates*" on page 184 where the total sponsor contribution to each of the Project SPVs has been disclosed.

The Company has, in Fiscal 2015 and Fiscal 2016, acquired the equity shares of the Identified SPVs from SREI and its related entities and has further entered into a Letter Agreement dated November 11, 2016 with SREI to acquire the subordinated debt advanced by SREI to the Identified SPVs. Accordingly, our Company proposes to utilise ₹ 3,722.53 million from the Net Proceeds of the Issue towards acquisition of the sponsor contribution in form of subordinated debt advanced by SREI, in the following Identified SPVs. Pursuant to this acquisition, our Company would hold 100% of the sponsor contribution made by SREI in its capacity as a sponsor to the Identified SPVs.

Identified SPV	Nature of instrument / lending	Sponsor contribution by SREI as of July 15, 2017		Sponsor contribution proposed to be acquired by our Company	
		Number of instruments	Amount in ₹ million	Number of instruments	Consideration in ₹ million
STPL	STPL Warrants	165,920,000	1,659.20	165,920,000	1,659.20

Identified SPV	Nature of instrument / lending	Sponsor contribution by SREI as of July 15, 2017		Sponsor contribution proposed to be acquired by our Company	
		Number of instruments	Amount in ₹ million	Number of instruments	Consideration in ₹ million
	STPL OCPID	65,820,000	658.20	65,820,000	658.20
	Total (1)		**2,317.40**		**2,317.40**
KEPL	Optionally convertible debentures - Series I ("**KEPL OCDs 1**")	87,959,400	879.59	87,959,400	879.59
	Total (2)		**879.59**		**879.59**
MTPL	Unsecured loan	NA	231.77	NA	231.77
	MTPL OCPID I	26,658,500	266.59	26,658,500	266.59
	MTPL OCPID II	2,718,100	27.18	2,718,100	27.18
	Total (3)		**525.54**		**525.54**
	Total (1+2+3)		**3,722.53**		**3,722.53**

The fund requirement set out above is proposed to be entirely funded from the Net Proceeds. Accordingly, our Company confirms that there is no requirement to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amounts to be raised from the Issue and existing identifiable internal accruals. In case of a shortfall in the Net Proceeds, our management may explore a range of options including utilising our internal accruals or seeking debt financing.

Details of Sponsor contribution in each of the Identified SPVs

i) STPL

The STPL Project is for augmenting the existing road by four-laning the Solapur-Maharashtra / Karnataka border section of NH-9 from km 249.00 to km 348.800 in the state of Maharashtra on DBFOT pattern on toll basis. In terms of the STPL Loan Facility and the STPL SSU, the STPL Sponsors are required to infuse an aggregate amount of ₹ 2,942.10 million as STPL Committed Capital. Further in terms of the STPL SSU, any claims towards the STPL Committed Capital shall be subordinate to the claims of lenders under the STPL Loan Facility.

As of July 15, 2017, the contribution towards STPL Committed Capital is as under:

Nature of instrument / lending	SREI		Our Company		
	Number of instruments	Amount in ₹ million#	Number of instruments	Amount in ₹ million#	Total in ₹ million#
STPL Warrants	165,920,000	1,659.20	10,500,000	105.00	1,764.20
STPL OCPID	65,820,000	658.20	Nil	Nil	658.20
Equity share capital	Nil	Nil	495,100	4.95	4.95
Total*		**2,317.40**		**109.95**	**2,427.35**

#Source: Certificate dated July 28, 2017 from MKPS & Associates, Chartered Accountants (Firm membership No: 302014E)
** does not include the equity contribution of ₹0.05 million by Coastal Projects Limited, being the minority shareholder in STPL.*

MKPS & Associates, Chartered Accountants (Firm membership No: 302014E) *vide* their certificate dated July 28, 2017 have confirmed the STPL Committed Capital and the amount drawn down from the STPL Loan Facility and that it has been utilized by STPL for the purposes for which it has been raised.

Terms of the STPL Warrant

The STPL Warrants have a tenure of 36 months from the date of allotment at the end of which STPL Warrant holder has the right to convert each STPL Warrant into one equity share in STPL of face value of ₹ 10.00 each. In the event the STPL Warrant holder does not opt to convert the STPL Warrant into the equity shares of STPL, then the monies paid for the subscription of the STPL Warrant would be fully forfeited.

Further, if any re-characterisation events (as listed below) has taken place, the warrant holder may serve a notice upon STPL, and in case STPL does not satisfactorily redress the notice served by the warrant-holder, the STPL Warrants shall be deemed to have been converted into debentures of face value of ₹ 10.00 each repayable with a fixed interest of 14.00% p.a. in the ratio of 1:1 ("**STPL Contingent Debt Obligations**") which will be repayable within 17 years from the date of issue. Interest shall accrue and will be payable annually on interest due dates only when STPL has distributable profits after paying all expenses, statutory dues and payments to the senior secured lenders of STPL.

The re-characterisation events are:

- Change of control over the Company.
- The Company not achieving COD for its project within 2.5 years from the date of the issuance of the Warrants.
- The Company not achieving revenue and/or Cash accrual as per the Projected cash flow with a (+/-) 20.00% variation.

Terms of the STPL OCPID

The STPL OCPID have a tenure of 10 years from the date of allotment which may be extended by a further period of five (5) years at the option of the holders. Each STPL OCPID provides its holder to convert at any time, in one or more tranches, subject to a three months' conversion notice being served on STPL, into one fully paid-up equity shares of STPL. STPL OCPIDs that remain unconverted at maturity shall be redeemed. The total interest i.e. fixed interest @12.00% p.a. alongwith variable interest that shall accrue and that will be payable on the STPL OCPID shall be determined at the end of every financial year depending on the residual cash flows after the payment of all expenses, statutory dues and payments to the senior secured lenders of STPL. Such total interest on the STPL OCPID shall be capped to 16.00% p.a. computed on a cumulative basis.

Our Company proposes to utilize ₹ 2,317.40 million to acquire the STPL Warrants and STPL OCPID currently being held by SREI. Further in terms of the letter agreement dated February 16, 2017 entered into between our Company and SREI, our Company has agreed to pay SREI on the same terms, any interest earned on the STPL OCPID by our Company, for the period of holding of the STPL OCPID by SREI. Provided that in the event our Company converts any part or whole of the STPL OCPID into the equity shares of STPL, there would be no payments due and payable by our Company to SREI for such converted STPL OCPID. For further details, please also refer to the "*Risk Factor - We propose to utilise a portion of Net Proceeds for acquisition of subordinate debt advanced by SREI, our Corporate Promoter to Identified SPVs*" on page 23.

Particulars	**Number of Instruments**	**Amount *(in ₹ million)***
Optionally convertible participating interest bearing debentures from SREI	65,820,000	658.20
STPL Warrants issued to SREI	165,920,000	1,659.20
Total		**2,317.40**

ii) KEPL

The KEPL Project is for augmenting the existing road by four-laning the Rohtak to Bawal section of NH 71 in Haryana on DBFOT Toll basis and is approximately 82.55 km long. For further details, please refer to "*Business - Summary of our BOT contracts*" on page 144.

Details of capital contribution as of July 15, 2017

KEPL's sponsors i.e. JMC Projects (India) Limited, SREI and our Company have invested an aggregate amount of ₹ 4,191.75 million in KEPL by way of equity share capital/ unsecured loan/ optionally convertible debentures as part of sponsor contribution for the KEPL Project ("**KEPL Committed Capital**").

(Amount in ₹million)

Particulars	**JMC Projects (India) Limited****	**SREI**	**Our Company***	**Total**
Equity share capital (including premium)	1,012.44	0.00	972.74	1,985.18
Sub-Total of equity	**1,012.44**	**0.00**	**972.74**	**1,985.18**
Unsecured interest free loan	1,134.47	0.00	140.67	1,275.14
Optionally convertible debentures - Series I ("**KEPL OCD I**") #	0.00	879.59	25.87	905.46
Optionally convertible debentures - Series II ("**KEPL OCD II**") #	0.00	0.00	25.97	25.97
Sub-Total of debt	**1,134.47**	**879.59**	**192.51**	**2,206.57**
Total	**2,146.91**	**879.59**	**1,165.25**	**4,191.75**

Source: Certificate dated July 27, 2017 from MKPS & Associates, Chartered Accountants (Firm membership No: 302014E)

**20,504,960 equity shares of KEPL, was acquired by our Company pursuant to a share purchase agreement dated October 27, 2016 entered into with SREI. Of the 20,504,960 equity shares of KEPL, 4,900 equity shares of KEPL and 13,665,630 equity shares of KEPL held in the name of SREI and IPDC, respectively are pledged with the senior lenders of KEPL and shall be transferred in the name of our Company upon release of the pledge by the senior lenders of KEPL. However, pending transfer of these shares upon being released from pledge, all the economic and beneficial interest with respect to these shares have been transferred to our Company pursuant to a share purchase agreement dated October 27, 2016. For further details, please refer to "Risk Factor - Some of the shares acquired by our Company in KEPL, have not been transferred in the name*

of our Company pending release of pledge by senior lenders" on page 26.
*** JMC Projects (India) Limited and associates includes shares held by MPM Holding LLP and Mr. Saurabh Gupta hold 1,488,900 and 200 equity shares in KEPL, respectively.*
 # The KEPL OCD I and KEPL OCD II are subordinate to all claims of the lenders of KEPL.

MKPS & Associates, Chartered Accountants (Firm membership No: 302014E) *vide* their certificate dated July 27 2017 have confirmed that KEPL Committed Capital has been utilized by KEPL for the purpose for which it has been raised.

Terms of the Optionally convertible debentures - Series I

90,546,600 optionally convertible debentures of face value ₹ 10.00 ("**KEPL OCD I**") were issued to SREI and our Company on October 28, 2016. Our Company transferred 27,781,900 KEPL OCD I to SREI on October 28, 2016. The KEPL OCD I have a tenure of 15 years from the date of allotment (with an option to extend it for another five (5) years at option of the holders). Fixed interest of 16.00% p.a. (compoundable monthly) payable on Interest Payment Dates such that IRR on the KEPL OCD I is 16.00%. The interest payable on the KEPL OCD I shall accrue and are payable on interest due dates only upon KEPL having residual cash flows available for distribution after paying all expenses, statutory dues and payment to senior lenders. If in any of the years' residual cash flow is not enough to provide for interest of the KEPL OCD I, the cumulative deficit shall be made good in the year it has sufficient residual cash flows. The KEPL OCD I are redeemable at par.

Our Company proposes to utilize ₹ 879.59 million to acquire SREI's investment in OCDs of KEPL which has been infused as part of KEPL Committed Capital as on July 15, 2017 as provided above:

(in ₹ million)

Particulars	Number of Instruments	Amount
OCD I from SREI	87,959,400	879.59

iii) MTPL

The MTPL Project is for augmenting the existing road by four-laning the 48.89 km long Indore to Ujjain stretch of NH-27, in the state of Madhya Pradesh on a DBFOT Toll basis. MTPL Project was granted the Final COD on February 17, 2011. For further details, please refer to "*Business - Summary of our BOT contracts*" on page 144.

Details of capital contribution as of July 15, 2017

MTPL's sponsors i.e. Galfar and affiliates, Varaha and affiliates, SREI and our Company have brought in an aggregate of ₹ 2,188.57 million in MTPL by way of unsecured loan and optionally convertible participating interest bearing debentures ("**MTPL OCPID**") as part of sponsor contribution towards debt servicing of senior lenders of the MTPL Project **("MTPL Committed Capital")**:

Nature of instrument / lending	SREI		Our Company		Galfar and Affiliates		Varaha and Affiliates		
	Number of instruments	Amount in ₹ million*	Number of instruments	Amount in ₹ million*	Number of instruments	Amount in ₹ million*	Number of instruments	Amount in ₹ million*	Total in ₹ million*
Equity share capital				499.95		270.82		270.82	1,041.59
Unsecured loan	NA	231.77	NA	94.60	NA	241.49	NA	285.35	853.21
MTPL OCPID Series I#	26,658,500	266.59	Nil	Nil	Nil	Nil	Nil	Nil	266.59
MTPL OCPID Series II##	2,718,100	27.18	Nil	Nil	Nil	Nil	Nil	Nil	27.18
Total		**525.54**		**594.55**		**512.31**		**556.17**	**2,188.57**

**Source: Certificate dated July 26, 2017 from Sunil Saraf & Associates, Chartered Accountants (Firm membership. No. 015021C)*
 # 24,198,500 and 2,460,000 MTPL OCPID Series I of face value of ₹10.00 issued on March 29, 2013 and February 15, 2014
273,600 and 2,444,500 MTPL OCPID Series II of face value of ₹10.00 were issued on December 25, 2015 and March 28, 2016 to our Company, which was transferred to SREI on October 27, 2016.

Sunil Saraf & Associates, Chartered Accountants (Firm Regn. No. 015021C) *vide* their certificate dated July 26, 2017 have confirmed that MTPL Committed Capital has been utilized by MTPL for the purpose for which it has been raised.

Terms of Unsecured Loan

The Unsecured loan was advanced by SREI for a period of 11 years from the date of initial disbursement as may be extended by a further period of five (5) years at the discretion of SREI on such terms and conditions as SREI may deem fit in terms of the rupee loan agreement dated August 29, 2014. Interest yield from the loan will be 16.00% at the time of prepayment / repayment in part or full, and will be payable quarterly on availability of free available cash flow i.e. cash flow available after payment of all expenses, statutory dues and servicing of debt obligation to senior lenders, etc. as mentioned under escrow agreement dated February 23, 2010, executed between MTPL, MPRDC, Escrow Bank and lender's representative as per the MTPL Concession Agreement. If free available cash flow is insufficient, interest will be paid when sufficient free available cash flow will be available.

Terms of the MTPL OCPID Series I

Optionally convertible participating interest bearing debentures of face value of ₹ 10.00 ("**MTPL OCPID Series I**") each having a tenure of 10 years from the date of allotment, with an option to extend it for another five (5) years, at option of holders, payable at a fixed interest of 12.00% p.a. If in any of the years' residual cash flow is not enough to provide for the interest of the MTPL OCPID Series I, the cumulative deficit shall be made good in the year it has sufficient residual cash flows. The interest payable on the MTPL OCPID Series I shall accrue and shall be payable on interest due date only upon MTPL having residual cash flows available for distribution after paying all expenses, statutory dues and payment to senior secured lenders subject to a maximum of 16.00% p.a. The MTPL OCPID Series I are redeemable at par.

Terms of the MTPL OCPID Series II

Optionally convertible participating interest bearing debentures of face value of ₹ 10.00 ("**MTPL OCPID Series II**") each having a tenure of 15 years from the date of allotment, with an option to extend it for another three (3) years at option of holders, payable at a fixed interest of 12.00% p.a. If in any of the years' residual cash flow is not enough to provide for the interest of the MTPL OCPID Series II, the cumulative deficit shall be made good in the year it has sufficient residual cash flows. The interest payable on the MTPL OCPID Series II shall accrue and shall be payable on interest due date only upon MTPL having residual cash flows available for distribution after paying all expenses, statutory dues and payment to senior secured lenders subject to a maximum of 16.00% p.a. The MTPL OCPID Series II are redeemable at par.

Our Company has agreed to acquire the principal amount of unsecured debt and MTPL OCPIDs advanced by SREI to MTPL:

(in ₹ million)

Particulars	Number of Instruments	Amount
Unsecured loan from SREI **(1)**	-	231.77
MTPL OCPID Series I from SREI **(2)**	26,658,500	266.59
MTPL OCPID Series II from SREI **(3)**	2,718,100	27.18
Total = (1+ 2 + 3)		**525.54**

3. General Corporate Purposes

Our Company proposes to deploy the balance Net Proceeds aggregating ₹ 1,441.16 million towards general corporate purposes, subject to such utilisation not exceeding 25.00% of the Issue proceeds, in compliance with the SEBI ICDR Regulations, including but not limited to strategic initiatives, partnerships and joint ventures, meeting exigencies which our Company may face in the ordinary course of business, meeting expenses incurred in the ordinary course of business and any other purpose as may be approved by the Board or a duly appointed committee from time to time, subject to compliance with the necessary provisions of the Companies Act. Our Company's management, in accordance with the policies of the Board, will have flexibility in utilising any surplus amounts.

Issue Expenses

The total expenses of the Issue are estimated to be approximately ₹ 328.11 million. The break-up for the Issue expenses is as follows:

Activity	Estimated expenses (in ₹ million)	As a % of the total estimated Issue expenses	As a % of the total Issue size
BRLMs fees and commissions (including underwriting commission, brokerage and selling commission)	198.59	60.53	3.31

Activity	Estimated expenses (in ₹ million)	As a % of the total estimated Issue expenses	As a % of the total Issue size
Commission/ processing fee for SCSBs and Bankers to the Issue, Brokerage and selling commission for Registered Brokers	21.43	6.53	0.36
Registrar to the Issue	2.04	0.62	0.03
Other advisors to the Issue	23.92	7.29	0.40
Others			
- Listing fees, SEBI filing fees, book building software fees	24.62	7.50	0.41
- Printing and stationery	11.33	3.45	0.19
- Advertising and marketing expenses	39.03	11.89	0.65
- Miscellaneous	7.15	2.18	0.12
Total estimated Issue expenses	**328.11**	**100.00**	**5.46**

1) Based on certain estimates and are subject to change upon finalisation of Basis of Allotment.

2) Selling commission on the portion for Retail Individual Bidders and the portion for Non-Institutional Bidders which are procured by members of the Syndicate (including their Sub Syndicate Members), RTAs and CDPs would be as follows:

Portion for retail individual bidders	*0.35% of the amount allotted* (plus applicable taxes)*
Portion for Non-Institutional Bidders	*0.20% of the Amount Allotted* (plus applicable taxes)*

** Amount Allotted is the product of the number of Equity Shares Allotted and the Issue Price.*

In addition to the selling commission referred above, any additional amount(s) to be paid by the Company shall be paid, as mutually agreed upon with the Book Running Lead Managers and their affiliate Syndicate Member. The Syndicate, RTAs and CDPs shall be entitled to bidding charges of ₹ 10 (plus applicable taxes) per valid Bid cum Application Form procured by them.

3) Processing/uploading charges payable to the Registered Brokers on the portion for Retail Individual Bidders and Non-Institutional Bidders, which are directly procured by the Registered Brokers and submitted to SCSB for blocking of funds in ASBA Accounts, would be as follows:

Portion for Retail Individual Bidders	*₹10 per valid Bid cum Application Form* (plus applicable taxes)*
Portion for non-institutional bidders	*₹10 per valid Bid cum Application Form* (plus applicable taxes)*

** Based on valid Bid cum Application Forms*

4) Selling commission payable to the SCSBs on the portion for Retail Individual Bidders and Non-Institutional Bidders, which are directly procured by them would be as follows:

Portion for retail individual bidders	*0.35% of the amount allotted* (plus applicable taxes)*
Portion for Non-Institutional Bidders	*0.20% of the Amount Allotted* (plus applicable taxes)*

** Amount Allotted is the product of the number of Equity Shares Allotted and the Issue Price.*

No additional processing/uploading charges shall be payable by the Company to the SCSBs on the applications directly procured by them.

5) Processing fees payable to the SCSBs on the portion for Retail Individual Bidders and Non-Institutional Bidders which are procured by the members of the Syndicate /sub-syndicate /Registered Brokers / RTAs /CDPs and submitted to SCSBs for blocking of funds in ASBA Accounts would be as follows.

Portion for Retail Individual Bidders	*₹10 per valid Bid cum Application Form* (plus applicable taxes)*
Portion for Non-institutional bidders	*₹10 per valid Bid cum Application Form* (plus applicable taxes)*

** Based on valid Bid cum Application Forms*

Interim use of Net Proceeds

Our Company, in accordance with the policies formulated by the Board of Directors from time to time, will have flexibility to deploy the Net Proceeds. Pending utilisation of the Net Proceeds for the purposes described above, our Company will deposit the Net Proceeds only with scheduled commercial banks included in second schedule of the Reserve Bank of India Act, 1934. In accordance with Section 27 of the Companies Act, 2013, our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in equity shares of any other listed company.

Bridge Financing Facilities

Our Company has not raised any bridge loans from any bank or financial institution as on the date of this

Prospectus, which are proposed to be repaid from the Net Proceeds.

Monitoring of Utilisation of Funds

Our Company has appointed HDFC Bank Limited as the Monitoring Agency in relation to the Issue, under the requirements of Regulation 16 of the SEBI ICDR Regulations. Our Board and Monitoring Agency will monitor the utilisation of the Net Proceeds. Our Company will disclose the utilisation of the Net Proceeds under a separate head in our balance sheet along with the relevant details, for all such amounts that have not been utilised. The Company will indicate investments, if any, of unutilised Net Proceeds in the balance sheet of our Company for the relevant Fiscal subsequent to receipt of listing and trading approvals from the Stock Exchanges.

Pursuant to Regulation 18 of the SEBI Listing Regulations, our Company shall, on a quarterly basis disclose to the Audit Committee the uses and application of the Net Proceeds. The Audit Committee shall make recommendations to our Board of Directors for further action, if appropriate. Our Company shall, on an annual basis, prepare a statement of funds utilised for purposes other than those stated in this Prospectus and place it before the Audit Committee. Such disclosure shall be made only the such time that all the Net Proceeds have been utilised in full. The statement shall be certified by the Statutory Auditors of our Company. Furthermore, in accordance with Regulation 32(6) of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement including material deviations, if any, in the utilisation of the proceeds of the Issue from the Objects as stated above. This information will also be published in newspapers simultaneously with the interim or annual financial results, placing the same before the Audit Committee. Our Company will disclose the utilisation of the Net proceeds under a separate head along with details in our balance sheet(s) until such time as the Next Proceeds remain unutilised clearly specifying the purpose for which such Net Proceeds have been utilised.

Appraising Entity

None of the Objects for which the Net Proceeds will be utilised have been appraised.

Other Confirmations

Other than payment to SREI and STPL, for the Objects stated above, no part of the proceeds of the Issue will be paid by us to our Promoters and Promoter Group, Group Companies, Directors, Subsidiaries, Associates or Key Management Personnel, except in the normal course of business and in compliance with applicable law.

BASIS FOR ISSUE PRICE

The Issue Price was determined by our Company in consultation with the BRLMs (other than SCML) on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and on the basis of quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹ 10.00 each and the Issue Price is 20.50 times the face value. Investors should refer to the chapters "*Business*", "*Risk Factors*" and "*Financial Statements*" beginning on pages 136, 18 and 218, respectively, to have an informed view before making an investment decision.

Qualitative Factors

We believe the following are our strengths:

- Diverse portfolio of projects in several states in India and long residual concession period of the projects
- Ability to partner with domestic and international experienced EPC players
- Ability to effectively finance and manage our projects
- Strong and experienced Corporate Promoter
- Experienced and professional management team with strong asset management, execution capabilities and extensive industry experience

For further details, please refer to "*Business - Strengths*" on page 137.

Quantitative Factors

The information presented below relating to our Company is based on the Restated Financial Statements. For details, please refer to "*Financial Statements*" on page 218.

Some of the quantitative factors which may form the basis for computing the Issue Price are as follows:

1. Basic and Diluted Earnings Per Share ("EPS"), as adjusted for changes in capital:

On standalone basis:

	Basic EPS (in ₹)	**Diluted EPS (in ₹)**	**Weight**
Year Ended March 31, 2015	(6.31)	(6.31)	1
Year Ended March 31, 2016	(46.67)	(46.67)	2
Year Ended March 31, 2017	(11.04)	(11.04)	3
Weighted Average	**(22.13)**	**(22.13)**	

On a consolidated basis:

	Basic EPS (in ₹)	**Diluted EPS (in ₹)**	**Weight**
Year Ended March 31, 2015	(26.42)	(26.42)	1
Year Ended March 31, 2016	(92.54)	(92.54)	2
Year Ended March 31, 2017	(26.51)	(26.51)	3
Weighted Average	**(48.51)**	**(48.51)**	

Notes:
(1) The face value of each Equity Share is ₹ 10.
(2) Basic and diluted earnings per share are computed in accordance with Accounting Standard 20 'Earnings per Share' notified accounting standard by Companies (Accounting Standards) Rules, 2006 (as amended).
(3) The above statement should be read with significant accounting policies and notes on Restated Financial Statements as appearing in the chapter "Financial Statements" on page 218.
(4) Basic EPS (₹) is Net profit/(loss) after tax, as restated attributable to equity shareholders divided by Weighted average number of Equity Shares outstanding during the year
(5) Diluted EPS (₹) is Net profit/(loss) after tax, as restated attributable to equity shareholders divided by Weighted average number of diluted Equity Shares outstanding during the year

2. Price/Earning ("P/E") ratio in relation to the Issue Price of ₹ 205 per Equity Share:

Particulars	P/E at the Issue Price (no. of times)
Basic EPS - for the year ended March 31, 2017 on standalone basis	NM
Basic EPS - for the year ended March 31, 2017 on a consolidated basis	NM
Diluted EPS - for the year ended March 31, 2017 on standalone basis	NM
Diluted EPS - for the year ended March 31, 2017 on a consolidated basis	NM

NM – Not measurable, since EPS is negative

Industry P/E ratio*

(i) Highest: 11.60
(ii) Lowest: 11.60
(iii) Average: 11.60

**Peer Group includes IRB Infrastructure Developers Limited, Sadbhav Infrastructure Project Limited and Ashoka Buildcon Limited. P/E Ratio has been computed based on the closing market price of equity shares on March 31, 2017, on www.bseindia.com, divided by the diluted EPS as on March 31, 2017 as disclosed in consolidated audited financials submitted by the respective entity with the stock exchange for the year ended March 31, 2017.*

3. Average Return on Net Worth ("RoNW")

As per Restated Standalone Financial Statements of our Company:

Particulars	RoNW** (%)	Weight
March 31, 2015	NM *	-
March 31, 2016	NM *	-
March 31, 2017	(7.29)	1
Weighted Average	**(7.29)#**	

** NM – Not measurable, since both Restated Net Profit and Net worth are negative*
***RoNW is calculated as Net profit after tax (as restated) attributable to equity shareholders divided by net worth excluding preference share capital at the end of the year.*
#Since we cannot calculate RoNW for Fiscal 2015 and Fiscal 2016, the weighted average RoNW will be same as RoNW for March 31, 2017.

As per Restated Consolidated Financial Statements of our Company:

Particulars	RoNW** (%)	Weight
March 31, 2015	(443.99)	1
March 31, 2016	NM*	-
March 31, 2017	(17.19)	2
Weighted Average	**(159.46)#**	

** NM – Not measurable, since both Restated Net Profit and Net worth are negative*
***RoNW is calculated as Net profit after tax (as restated) attributable to equity shareholders divided by net worth excluding preference share capital at the end of the year.*
#Weighted average has been calculated considering RoNW for Fiscal 2015 and Fiscal 2017.

4. Minimum Return on Increased Net Worth after the Issue needed to maintain pre-Issue basic/ diluted EPS for the year ended March 31, 2017:

Particulars	At Issue Price
To maintain pre-Issue basic EPS	
On standalone basis	NM
On consolidated basis	NM
To maintain pre-Issue diluted EPS	
On standalone basis	NM
On consolidated basis	NM

NM – Not measurable, since EPS is negative

5. Net Asset Value per Equity Share of face value of ₹ 10.00 each

i. Net asset value per equity share as on March 31, 2017 as per restated standalone financial statements is ₹ 77.17 and as per restated consolidated financial statements is ₹ 78.64.

ii. After the Issue on standalone basis:
   a. At the Issue Price: ₹ 118.23

iii. After the Issue on the consolidated basis:
   a. At the Issue Price: ₹ 119.19

iv. Issue Price (*as determined on conclusion of the book building process*): ₹ 205 per Equity Share

6. Comparison with Listed Industry Peers

Name of Company	Latest Fiscal (on a consolidated basis)	Face Value (₹ per share)	EPS (₹ per share)		NAV (₹ per share)	P/E	RONW (%)
			Basic	Diluted			
Bharat Road Network Limited	Consolidated	10.00	(26.51)	(26.51)	78.64	NM(1)	(17.19)
Peer Group							
IRB Infrastructure Developers Limited	Consolidated	10.00	20.36	20.36	150.00(2)	11.60(3)	13.57(4)
Sadbhav Infrastructure Project Limited	Consolidated	10.00	(10.05)	(10.05)	2.78(2)	- (1)	(360.81) (4)
Ashoka Buildcon Limited	Consolidated	5.00	(0.55)	(0.55)	115.24(2)	- (1)	(0.45) (4)

Notes:

(1) *Not measurable since diluted EPS is negative*

(2) *NAV is computed as the closing net worth (sum of equity share capital, other equity and non controlling interest) divided by the closing outstanding number of equity shares as on March 31, 2017.*

(3) *P/E Ratio has been computed based on the closing market price of equity shares on March 31, 2017, on www.bseindia.com, divided by the Diluted EPS as on March 31, 2017.*

(4) *RoNW is computed as net profit after tax and minority interest divided by closing net worth. Net worth has been computed as the aggregate of share capital and reserves and surplus. In case the net worth is negative for a particular year, the same has not been considered.*

Source:

All the financial information for the Company mentioned above is based on the Restated Consolidated Financial Statements for the year ended March 31, 2017.

All the financial information for listed industry peers mentioned above is on a consolidated basis and is sourced from the audited financial statements of the respective companies for the year ended March 31, 2017, as available on the website of BSE at www.bseindia.com.

The Issue Price of ₹ 205 has been determined by our Company in consultation with the BRLMs (other than SCML) on the basis of assessment of market demand from investors for Equity Shares through the Book Building Process and, is justified in view of the above qualitative and quantitative parameters. Investors should read the above-mentioned information along with "*Risk Factors*" and "*Financial Statements*" beginning on pages 18 and 218, respectively, to have a more informed view. The trading price of Equity Shares could decline due to factors mentioned in "Risk Factors" or any other factors that may arise in future and you may lose all or part of your investments.

STATEMENT OF TAX BENEFITS

Date: 3rd, Aug, 2017

To,

The Board of Directors
Bharat Road Network Limited
Mirania Gardens, 10B/1,
Topsia Road (East),
Kolkata - 700 046,
West Bengal, India.

Dear Sirs,

Re: Proposed Initial public offering (Issue) of equity shares of ₹ 10/- each by Bharat Road Network Limited (Company)

We, G. P. Agrawal & Co., the Statutory Auditor of the Company, hereby report that the enclosed statement is in connection with the possible special tax benefits available to (i) the Company (including its subsidiaries and associates) and, (ii) to the shareholders of the Company, under applicable tax laws presently in force in India including the Income Act, 1961 (**Act**), and the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017 and the applicable states' Goods and Services Tax Act.

Several of these benefits are dependent on the Company (including its subsidiaries and associates) or its shareholders fulfilling the conditions prescribed under the relevant statutory provisions. Hence, the ability of the Company (including its subsidiaries and associates) or its shareholders to derive the possible special tax benefits is dependent upon fulfilling such conditions, which, based on the business imperatives the Company (including its subsidiaries and associates) faces in the future, the Company may or may not choose or be able to fulfil.

The benefits discussed in the enclosed Annexure covers only special tax benefits available to the Company (including its subsidiaries and associates) and its shareholders and do not cover any general tax benefits available to the Company (including its subsidiaries and associates). Further, the benefits discussed in the enclosed statement are not exhaustive. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Issue. We do not express any opinion or provide any assurance as to whether:

(i) the Company (including its subsidiaries and associates) or its shareholders will continue to obtain these benefits in the future; or

(ii) the conditions prescribed for availing of the benefits have been/would be met with.

The contents of the enclosed statement are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company.

We hereby consent to the extracts of this certificate being used in the Red Herring Prospectus, this Prospectus and on the website of the Company in connection with the Issue.

This certificate may be relied on by Inga Capital Private Limited and Investec Capital Services (India) Private Limited and the legal advisors in relation to the Issue.

Yours sincerely,
For G. P. Agrawal & Co.
Chartered Accountants
Firm Registration No: 302082E

(CA Ajay Agrawal)
Partner
Membership No. 17643
Place: 7A, Kiran Shankar Ray Road,
Kolkata – 700 001.

STATEMENT OF TAX BENEFITS

STATEMENT OF POSSIBLE TAX BENEFITS AVAILABLE TO THE COMPANY (INCLUDING ITS SUBSIDIARIES AND ASSOCIATES) AND TO ITS SHAREHOLDERS UNDER INCOME TAX ACT, 1961 ('ACT') AND THE CENTRAL GOODS AND SERVICES TAX ACT, 2017, THE INTEGRATED GOODS AND SERVICES TAX ACT, 2017 AND THE APPLICABLE STATES' GOODS AND SERVICES TAX ACTS.

I. Special tax benefits available to the Company

There are no special tax benefits available to the Company.

II. Special tax benefits available to the subsidiaries* and associates *of the Company

The following specific tax benefits are available to the under mentioned subsidiaries and associates of the Company after fulfilling conditions as per the respective provisions of the relevant tax laws.

Income arising from the business of Infrastructure facilities

As per the provisions of section 80-IA of the Act (under Chapter VI-A) of the Income Tax Act, 1961, following subsidiaries and associates of the Company, engaged in the business of developing or operating and maintaining or developing, operating and maintaining an infrastructure facility, are eligible for a deduction of 100 percent of its profits and gains from such business for a period of 10 consecutive years, subject to fulfilment of the conditions stipulated therein.

Subsidiaries:

1. Solapur Tollways Private Limited

Associates:

1. Kurukshetra Expressway Private Limited;
2. Ghaziabad Aligarh Expressway Private Limited;
3. Shree Jagannath Expressways Private Limited;
4. Mahakaleshwar Tollways Private Limited; and
5. Guruvayoor Infrastructure Private Limited.

The aforementioned subsidiaries and associates of the Company are eligible to claim the deduction subject to satisfaction of certain conditions as laid down under section 80-IA of the Act for a period of any 10 consecutive assessment years out of 20 years from the year in which they develops and begins to operate the infrastructure facility.

In view of the above provisions of the Act, certain agreement entered by subsidiaries and associates of the Company for operating and maintaining or developing, operating and maintaining an infrastructure facility are eligible to claim deduction under section 80-IA of the Income Tax Act, 1961 as both the subsidiaries and associates have fulfilled all the following conditions required to be eligible to claim deduction under section 80IA.

(i) It must be owned by:

a. an Indian company or a consortium of such companies or

b. an authority or a board or a corporation or any other body established or constituted under any Central or State Act.

(ii) There should be an agreement with any Government or a local authority or statutory body for developing (etc.) a new infrastructure facility.

(iii) It starts operating and maintaining such infrastructure facility on or after 1-4-1995.

However, the aforesaid deduction is not available while computing tax liability of the Company under section 115JB of the Act i.e. Minimum Alternative Tax (**MAT**) provisions. Nonetheless, such MAT paid/ payable on the book profits of the Company computed in terms of the provisions of Act would be eligible for credit against tax liability arising under normal provisions of the Act.

Further, such credit would not be allowed to be carried forward and set off beyond 10th assessment year immediately succeeding the assessment year in which such credit becomes allowable.

III. Special tax benefits available to the Shareholders

There are no special tax benefits available to the Shareholders of the Company.

Notes:

1. All the above benefits are as per the Current Tax Laws and any change or amendment in the laws/regulation, which when implemented would impact the same.

2. The special tax benefits are subject to several conditions and eligibility criteria which need to be examined for precise tax implications.

SECTION V: ABOUT THE COMPANY

INDUSTRY OVERVIEW

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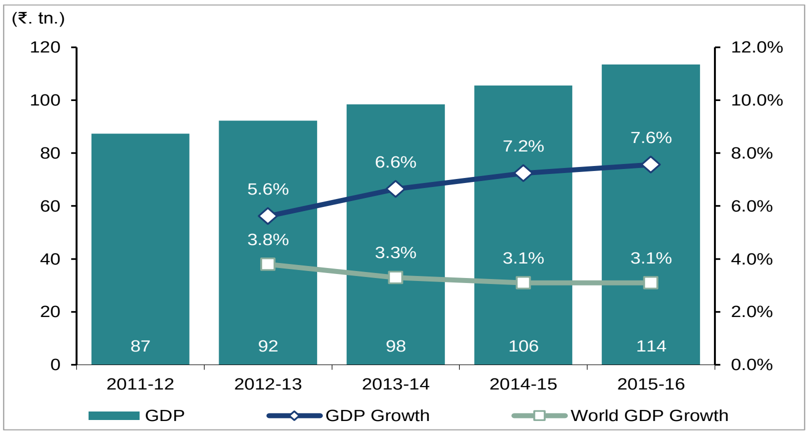
3. Overview of macroeconomic scenario in India

3.1. Review and outlook on GDP growth in India

New series (from 2011- 12 onwards)

India adopted a new base year (2011-12) for calculating GDP based on which, absolute GDP shot up from ₹ 87 trillion in 2011-12 to ₹ 114 trillion in 2015-16 or a CAGR of 7.0%. In 2015-16, growth was 7.6%, well above the world average of 3.1%.

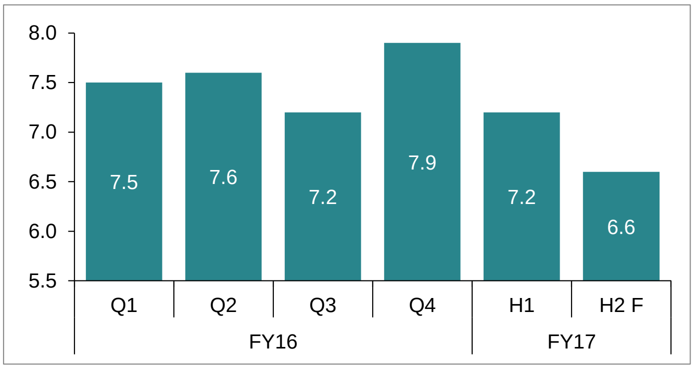
Real GDP growth in India (new GDP series)



Source: Central Statistics Office (CSO), CRISIL Research

India's GDP registered some pick up in the second quarter of the current fiscal. According to latest data, real GDP growth in the second quarter, or July-September 2016, was 7.3%, up from 7.1% in the first quarter, or April-June. As anticipated, this year's normal and well-distributed monsoon gave a fillip to the agricultural sector, where growth shot up to 3.3% in the second quarter, compared with 2% in the same period of fiscal 2016.

Real GDP growth (% y-o-y)

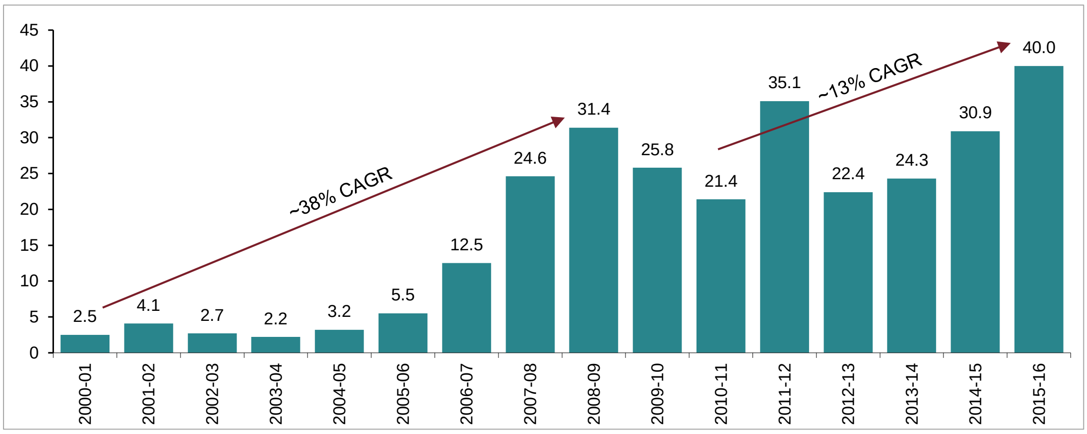


Source: CSO (Central Statistical Organisation), CRISIL Research

GDP growth in the first half of fiscal 2017 was 7.2% compared with 7.5% in the same period of fiscal 2016. After demonetisation, we expect it to be reasonably lower in the second half.

From 2000-01, FDI inflows in India have grown at a rapid pace of around 20% CAGR to reach $40 billion in 2015-16 from $2.5 billion in 2000-01. The pace of growth was even faster from 2000-01 to 2008-09 (CAGR of ~38%) but the global slowdown affected investments in 2009-10 and 2010-11. However, since then, the growth in FDI has picked up again.

FDI Inflows to India ($ billion)



Source: DIPP, CRISIL Research

According to the quarterly fact sheet on Foreign Direct Investment (FDI) prepared by the Department of Industrial Policy and Promotion (DIPP) up to the September quarter of 2016-17, Mauritius is the leader in cumulative FDI inflow over the period of April 2000 to September 2016 with a share of 33% followed by Singapore (16%), United Kingdom (8%), Japan (8%), USA (6%) and Netherlands (6%).

The services sector accounted for 18% of the cumulative FDI inflow over April 2000 to September 2016, followed by construction development (8%), computer software and hardware (7%), telecommunications (7%) and automobiles (5%). Construction (Infrastructure) activities sector was 12th on the list with a share of 2.87% over the same period.

Mumbai accounted for 30% of the cumulative FDI inflow over April 2000 to September 2016, followed by New Delhi (21%), Chennai (7%), Bangalore (7%) and Ahmedabad (4%).

CRISIL Research believes the pain in the economy from tardy infusion of new banknotes has curtailed demand. The impact of this on growth and inflation will be seen for the rest of this fiscal. That said, our GDP growth forecast for fiscal 2017 stands at 6.9%. We believe inflation will also print lower at 4.7% creating room for a 25 bps repo rate cut by the Reserve Bank of India (RBI) this fiscal. Also, rural areas, which have a higher share of cash transactions, could see a sharper fall in inflation compared with urban areas.

Inflation (Base Year 2004-05) (Y-o-Y %)

	Wholesale Price Index (WPI)	Composition		
		Wholesale Price Index (WPI): Primary	Wholesale Price Index (WPI): Fuel, Power and lubricant	Wholesale Price Index (WPI): Manufacturing
FY06	4.4	4.3	13.6	2.4
FY07	6.6	9.6	6.6	5.7
FY08	4.7	8.3	0.1	4.8
FY09	8.1	11.0	11.6	6.2
FY10	3.8	12.7	-2.1	2.2
FY11	9.6	17.7	12.3	5.7
FY12	8.9	9.8	14.0	7.3
FY13	7.4	9.8	10.3	5.4
FY14	6.0	9.8	10.2	3.0
FY15	2.0	3.0	-0.9	2.4
FY16	-2.5	0.3	-11.7	-1.1

Source: Office of the Economic Adviser, Ministry of Commerce and industry, CRISIL Research

WPI (April 2016 – November 2016)

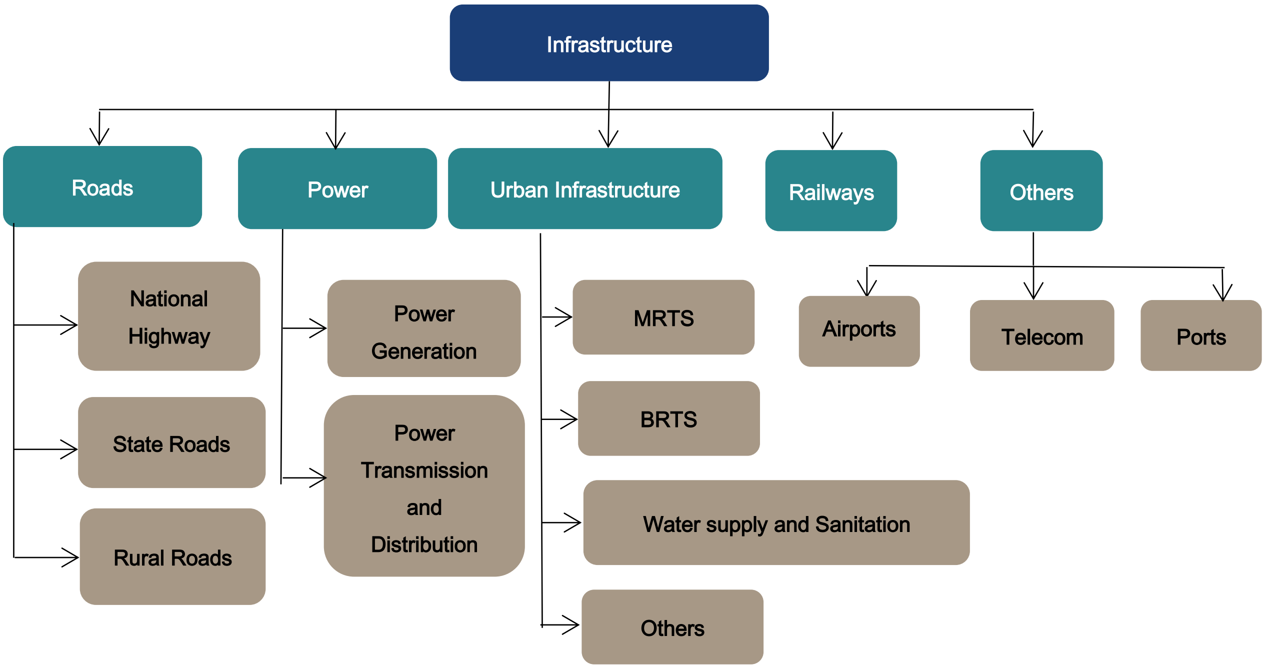
Monthly WPI	Commodity Weight	Nov-16	Oct-16	Sep-16	Aug-16	Jul-16	Jun-16	May-16	Apr-16
All commodities	**100.00**	183.1	182.9	183.2	183.3	184.2	182.9	180.2	177.8
I Primary Articles	**20.12**	259.4	261.8	265.4	269.6	270.4	265.5	257.6	251.9
II Fuel & Power	**14.91**	190.7	187.3	185.5	182.2	187.9	188.0	180.9	175.4
III Manufactured Products	**64.97**	157.9	157.4	157.2	156.8	156.6	156.2	156.1	155.5

Note: Data for last two months are Provisional.
Source: Office of the Economic Adviser, Ministry of Commerce and Industry, Government of India.

4. Overview infrastructure Sector in India

Overview of investments

Major infrastructure development requires substantial capital investment. The policies of the Indian government April 2000 to September 2015 stood at $4,423.46 million according to the Department of Industrial Policy and Promotion (DIPP). The government has introduced significant policy reforms to augment FDI inflows, to further boost investments and enhance infrastructure. The infrastructure industry includes roads, power, railways, urban infrastructure and others. The road sector is the key contributor to overall investments in the infrastructure industry.

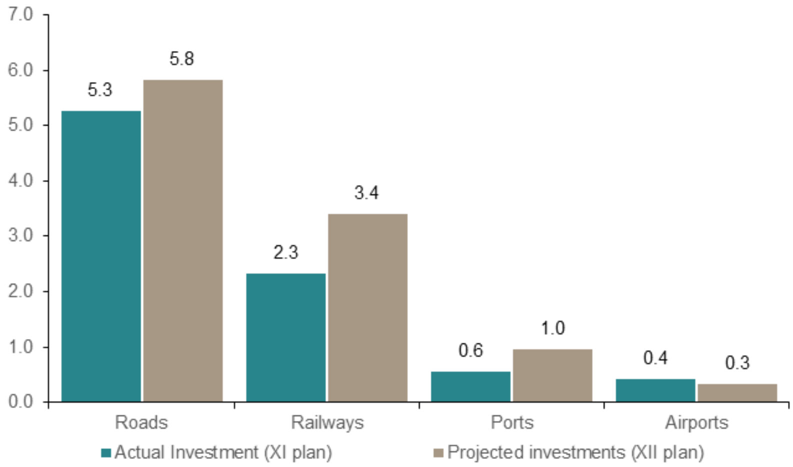


Source: CRISIL Research

In the Eleventh Five-Year Plan period (2007-08 to 2011-12), actual investments in the infrastructure sector reached ₹ 27.3 trillion, driven by GoI's thrust on improving domestic infrastructure.

According to the second report of the High Level Committee on Financing Infrastructure, the construction spend on infrastructure projects is expected to amount to ₹ 30.93 trillion over 2012-17, up from ₹ 10.3 trillion (likely investments till 2013-14), with 39% contribution by the private sector and 61% by the central and state governments. Within infrastructure, electricity is estimated to be the largest contributor, followed by roads and railways.

Construction spends (₹ trillion) in key infrastructure segments (Eleventh and Twelfth Five-Year Plans)



**Others include irrigation, water supply and sanitation, storage, oil and gas pipelines*
Source: High-level Committee on Financing Infrastructure (Second Report, June 2014), CRISIL Research

Roads: Investments in roads in the Eleventh Five-Year Plan were ₹ 5.3 trillion, accounting for about 19% of overall infrastructure investments in the same period. Investments were largely driven by the government's thrust on the sector via encouragement of public private partnerships (PPPs), speedy implementation of National Highways Development Project (NHDP) and recent changes in the policy environment. The continued thrust on improving rural and state road network by the various state governments has supported this growth. Investments in roads is expected to increase to ₹ 5.8 trillion in the Twelfth Five-Year Plan, as against ₹ 5.3 trillion (actual) in the Eleventh Five-Year Plan (marking a 11% increase).

Five Year planned investments in road sector

(₹ Billion)	Centre	Roads & Bridges State	Private	Total
2012-13 (E)	278	485	262	1025
2013-14 (E)	250	495	271	1017
2014-15 (P)	243	563	294	1100
2015-16 (P)	240	677	335	1252
2016-17 (P)	236	815	381	1432
Total	**1248**	**3035**	**1543**	**5826**

P – Projected
Plan investments are the budgeted estimates for a particular year

Source: Planning Commission, CRISIL Research

Growth drivers in infrastructure investments

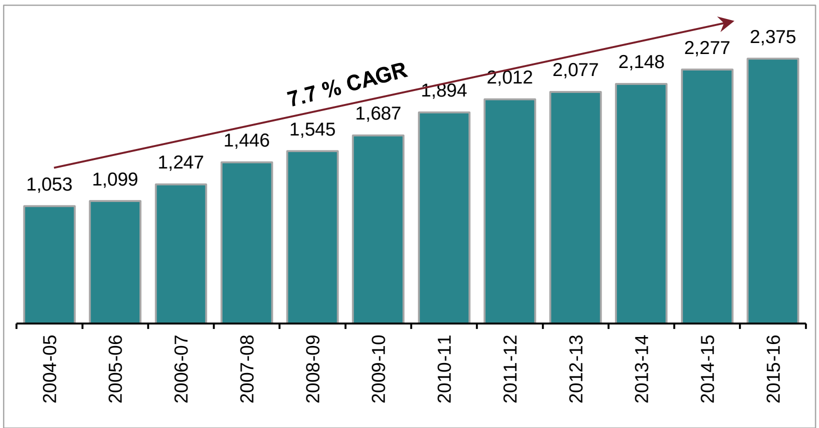
Economic growth, increasing government thrust, preference of road in freight traffic, spurt in private participation and surge in passenger traffic and vehicle density are key growth drivers for infrastructure investments.

Economic growth

Freight traffic growth is a function of economic activity which further necessitates road development. Freight traffic in billion net tonne km (BTKM) is set to surge 6-8% in 2016-17, a substantial increase from the 4.3% rise seen in 2015-16, due to higher growth in industrial and agricultural GDP. Industrial GDP in H1 FY17 was estimated to be 5.59%, as against an estimated growth of 6.5% in H1 FY16.

Roads continue to dominate freight traffic with their share in overall freight movement rising steadily to 65.1% in 2015-16, from 58.2% in 2009-10, due to capacity constraints in railways and healthy growth in non-bulk traffic.

Moderate growth in overall freight demand (in BTKM)



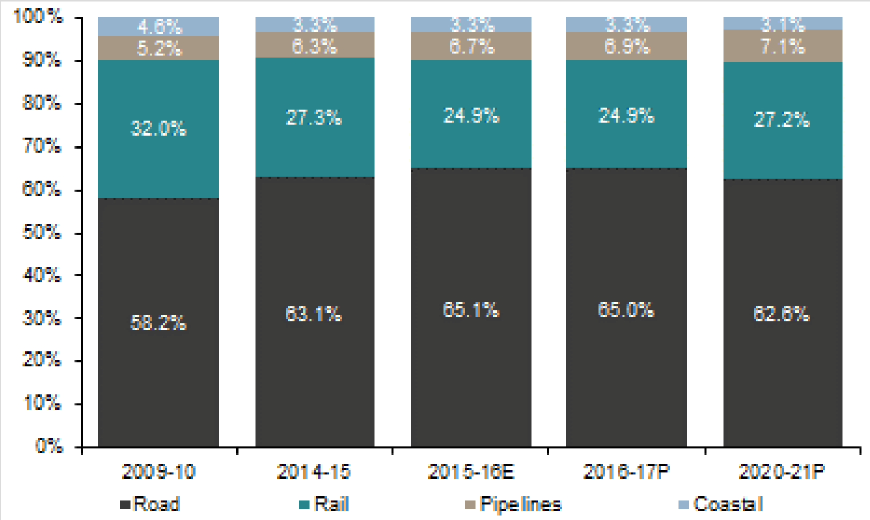
Source: CRISIL Research

Road freight traffic gaining preference

Capacity constraints of the railways has led to the share of roads in the primary freight pie increasing from an estimated 58.2% (in BTKM) in 2009-10 to around 65.1% in 2015-16. The positive trajectory is expected to continue from 2015-16 to 2020-21, with road freight logging 7-9% CAGR growth to about 2,450 BTKM from an estimated 1,700 BTKM in 2015-16.

Growth in road freight traffic will be largely driven by increased non-bulk traffic and development of road infrastructure. Roads remain the preferred mode of transport for non-bulk traffic and we expect its share in total road primary BTKM to surge to 77.5% by 2020-21, from 74.3% currently.

Share of roads in total freight movement (BTKM terms)



E: Estimates P: Projected
Source: CRISIL Research

E-commerce logistics is a growth driver for road freight

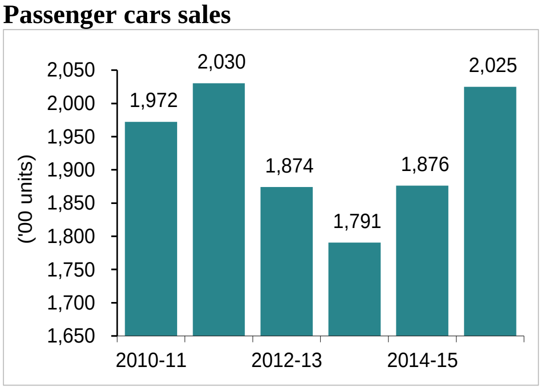
CRISIL Research expects the e-commerce industry to grow at an estimated 40-44% CAGR during 2014-15 to 2017-18, to reach close to ₹ 2.5 trillion. Growth is expected to be driven by segments such as the online marketplace, where players will continue to offer huge discounts and deals and will innovate to attract customers. Further, rising penetration of the internet, increasing use of smart phones (with mobile apps) and increasing consumer awareness should support the growth story. As the industry grows, players are looking to develop local ecosystems to serve demand across India. As these local ecosystems develop, lead distances can reduce and freight traffic can shift from air freight to roads gradually.

Vehicular growth picked in 2015-16, long term projects looks healthy

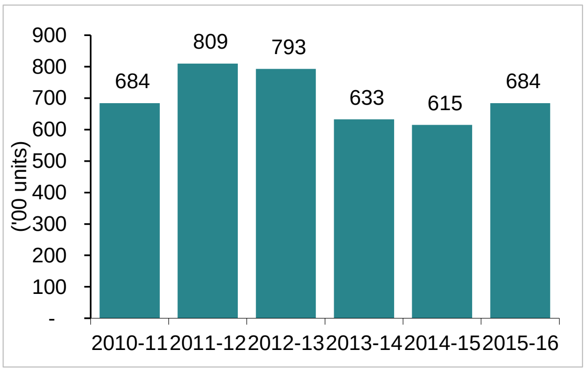
Domestic passenger car sales increased from 1.97 million units in 2010-11 to 2.03 million units in 2015-16 at a CAGR of 0.5%. From 2.03 million units in 2010-11, domestic passenger car sales shrank at a CAGR of 3.9% to 1.9 million in 2014-15. However, it shot up 7.9%, in 2015-16, primarily due to faster economic growth, lower fuel prices and improvement in consumer sentiments (driven by rising affordability and competitively priced launches).

In contrast, commercial vehicle sales shrank 8.8% CAGR from 2011-12 to 2014-15. However, in 2015-16, commercial vehicle sales shot up 11.2%.

Passenger cars sales



Commercial vehicle sales



Source: SIAM, CRISIL Research
Note: Commercial vehicles include goods vehicle and passenger but excludes three wheeler

Several new trends seen in roads sector

Slowing progress in road construction: The length of roads constructed has decreased at a CAGR of 3%, from 1,784 km in 2010-11 to 1,576 km in 2014-15 (from around 500 km under NHDP in 2001). However, in 2015-16, total road constructed/upgraded shot up to 2,196 km.

Improving awarding momentum: Government is focusing to improve awarding and with the introduction of HAM, a significant share of awarding has been under HAM and it is expected to improve further in coming years.

Increasing participation of private equity funds: Private equity has contributed to road projects in the past. Going ahead, private equity investment can further pick up, following the recent announcements of exit policy for debt-stressed operators for toll roads.

Re-emergence of EPC contracts: Given the current financial crunch being faced by build-operate-transfer (BOT) players, over the next five years, we expect the share of engineering, procurement, construction (EPC)/ cash contract projects to widen, especially in low-traffic-volume projects under NHDP-Phase IV.

Other sector-favourable policies: 100% exit policy for stressed BOT players, providing for 'secured' status for PPP projects while lending, proposal to scrap slow moving highway projects (under consideration) etc.

HAM : The hybrid annuity model has now gathered pace and hence is likely to improve private participation in the sector. The model has been successful in bringing a new set of players to the private space by mitigating risks related to traffic, interest rate and inflation, and by requiring a smaller equity commitment (only 12-15% of project cost).

TOT: The Toll, Operate and Transfer (TOT) model is a new PPP model under consideration by NHAI to spur private participation in the roads sector.

OMT: Apart from NHAI, operate, maintain, transfer (OMT) models have also been adopted by a few large Indian states, where state road development authorities have invited bids / awarded state highway stretches to be operated and maintained on OMT basis.

ETC lane: Electronic Toll Collection enables road users to pay highway tolls electronically without stopping at the toll plazas. Dedicated ETC lane will help in reducing congestion at the toll plazas and enable seamless movement of vehicles on the national highways. The Ministry has decided to roll out ETC programme in the country under the brand name 'FASTag'

iv. Outlook on planned investment in roads in Smart Cities

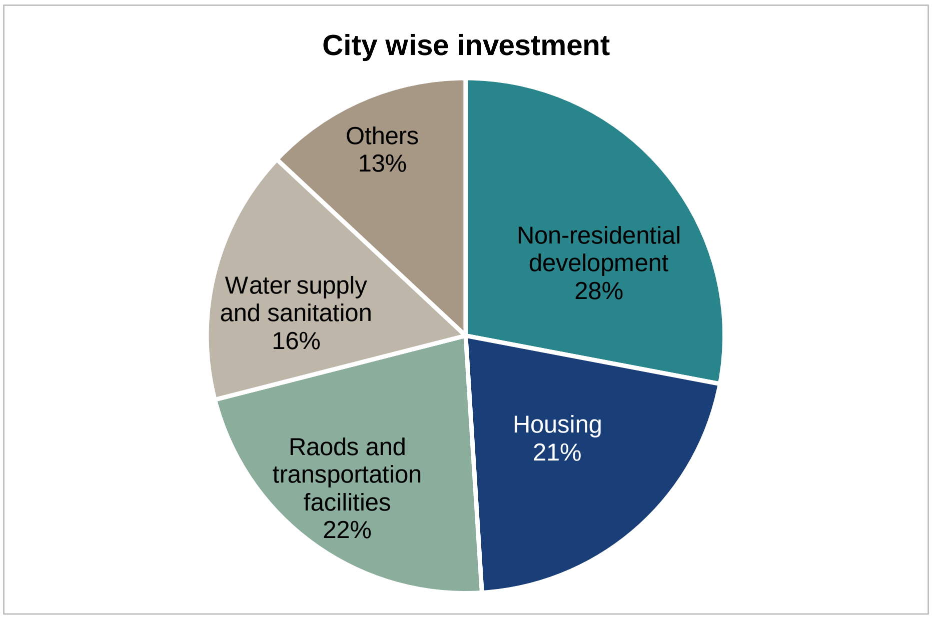
The government introduced the Smart Cities Mission in June 2015 for the development of 100 smart cities over five years (2016-17 onwards) to meet the infrastructure and services expectations of citizens.

Current status

The smart cities mission has progressed quickly and under it 100 cities have been selected to be developed as smart cities. Of these 100, 33 cities have been selected to be funded from 2016-2017 onwards and they will start implementing their smart city proposals from 2016-17. In the second round of the contracts awarding Stage II, another 27 cities will be selected for funding from 2017-18 and another 40 will be funded from 2018-19 onwards.

About ₹ 335 billion is expected to translate into construction opportunity in the top 33 smart cities. Approximately, 87% of the spends will be spread across four categories - housing, non-residential complexes, water supply and sanitation and, roads and transport facilities.

Break-up of construction spends in top 33 smart cities



Source: CRISIL Research

Status of the Smart Cities Mission

In January 2016, the government announced 20 winners of the Smart City challenge competition, for financing during this financial year. Three cities from Madhya Pradesh, two each from Andhra Pradesh, Karnataka, Tamil Nadu, Gujarat, Maharashtra and Rajasthan, one each from Odisha, Kerala, Assam and Punjab, and the New Delhi Municipal Council made it to the winning list.

The winning cities and towns have proposed a total investment of ₹ 508.02 billion over five years, with all the cities proposing public-private partnership as a major vehicle of resource mobilisation; 10 of the 20 cities have indicated ability to raise ₹ 85.2 billion via the PPP route. The cities have identified 26,735 acres for smart city interventions.

Since then, 13 cities were selected for the mission under the fast track round and another 27 cities were selected in September 2016 taking the total number of cities under the mission to 60.

List of cities

Sr. No.	Round 1		Fast Track Round		Round 2	
	City	State	City	State	City	State
1	Vishakhapatnam	Andhra Pradesh	Port Blair	Andaman & Nicobar Islands	Tirupati	Andhra Pradesh
2	Kakinada	Andhra Pradesh	Bhagalpur	Bihar	Vadodara	Gujarat
3	Guwahati	Assam	Chandigarh	Chandigarh	Mangaluru	Karnataka
4	New Delhi	Delhi	Raipur	Chhattisgarh	Tamakuru	Karnataka
5	Surat	Gujarat	Panaji	Goa	Shivanmogga	Karnataka
6	Ahmedabad	Gujarat	Faridabad	Haryana	Hubbali-Dharwad	Karnataka
7	Davanagere	Karnataka	Dharamshala	Himachal Pradesh	Ujjain	Madhya Pradesh
8	Belgaum	Karnataka	Ranchi	Jharkhand	Gwalior	Madhya Pradesh
9	Kochi	Kerala	Imphal	Manipur	Kalyan Dombivli	Maharashtra
10	Jabalpur	Madhya Pradesh	Warangal	Telangana	Nagpur	Maharashtra
11	Indore	Madhya Pradesh	Agartala	Tripura	Thane	Maharashtra
12	Bhopal	Madhya Pradesh	Lucknow	Uttar Pradesh	Nashik	Maharashtra
13	Pune	Maharashtra	Kolkata	West Bengal	Aurangabad	Maharashtra
14	Solapur	Maharashtra			Kohima	Nagaland
15	Bhubaneshwar	Odisha			Rourkela	Odisha
16	Ludhiana	Punjab			Amritsar	Punjab
17	Jaipur	Rajasthan			Jalandhar	Punjab
18	Udaipur	Rajasthan			Kota	Rajasthan
19	Coimbatore	Tamil Nadu			Ajmer	Rajasthan
20	Chennai	Tamil Nadu			Namchi	Sikkim

Sr.	Round 1		Fast Track Round		Round 2	
No.	City	State	City	State	City	State
21					Vellore	Tamil Nadu
22					Madurai	Tamil Nadu
23					Thanjavur	Tamil Nadu
24					Salem	Tamil Nadu
25					Agra	Uttar Pradesh
26					Kanpur	Uttar Pradesh
27					Varanasi	Uttar Pradesh

Note: Numbers include capex investments only
Source: CRISIL Research, Ministry of Urban Development

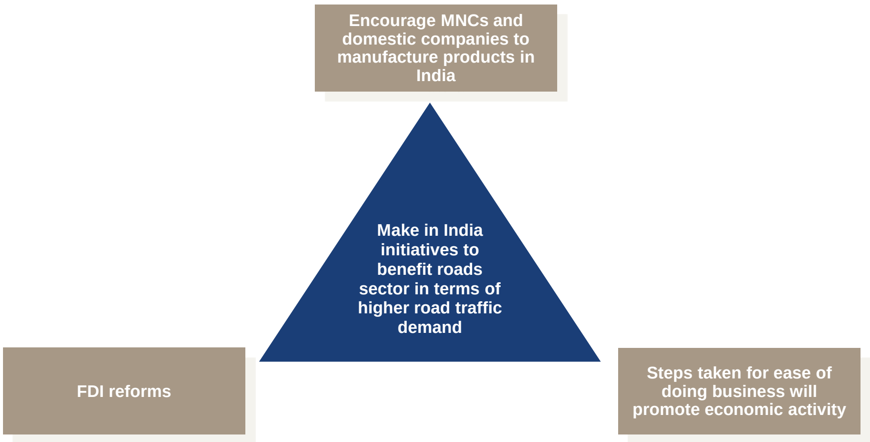
v. Impact on 'Make in India' initiative on roads sector

Launched in September 2014, Make in India campaign covers 25 major sectors in the economy including roads and highways. The 'Make in India' initiatives such as encouraging multinational companies (MNCs) to manufacture products in India, steps taken for ease of doing business and FDI reforms is expected to benefit roads sector in terms of higher traffic movement.

Encourage MNCs and domestic companies to manufacture products in India

MNCs and domestic companies setting up manufacturing plants in India will facilitate higher road traffic in terms of both passenger and freight. Post announcement of Make in India campaign, the government received several proposals from multinational companies interested in manufacturing electronics in India. For instance, Xiaomi, a Chinese mobile phone maker partnered with Foxconn in August 2015 to manufacture smartphones in India, the factory is based in Andhra Pradesh. Few weeks later, Lenovo, a Chinese computer and mobile phone maker announced that it would commence manufacturing smartphones in India at Chennai plant.

Impact of 'Make in India' initiative on the roads sector



Source: CRISIL Research

vi. Review of road infrastructure in India

Road sector contribution to Indian GDP

As of FY 2014-15, road transport sector's share to Indian GDP among other sectors is 3.20%, which is 5 basis points lower than the share in FY 2013-14.

GVA Share (%)	2011-12	2012-13	2013-14	2014-15
Road Transport	3.24%	3.26%	3.25%	3.20%

Source: MOSPI, CRISIL Research

Total length, and break-up by national, state and rural

India has the second largest road network in the world, aggregating 5.2 million km. Roads are the most common mode of transportation and account for about 86% of passenger traffic and close to 65% of freight traffic.

In India, national highways, with a length of close to 100,475 km, constitute a mere 2% of the road network but carry about 40% of the total road traffic. On the other hand, state roads and major district roads are the secondary system of roads; they carry another 60% of traffic and account for 98% of road length.

In the decreasing order of the volume of traffic movement, road network in India can be divided into the following categories:

Road network in India as in 2015-16

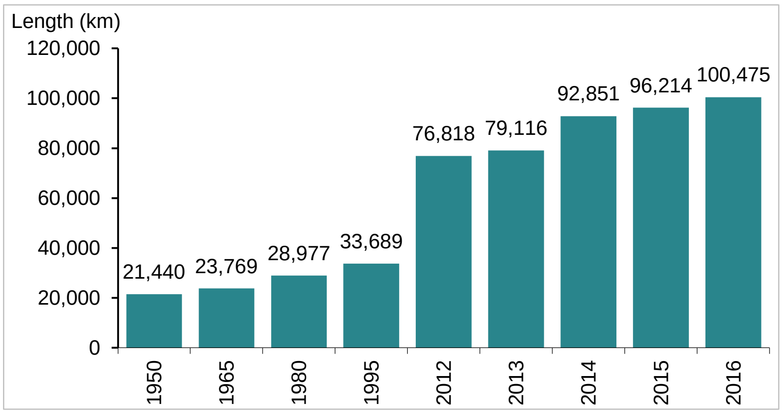
Road network	Length (km)	Percentage of total		Connectivity to
		Length	Traffic	
National highway	100,475	2.0	40.0	Union capital, state capitals, major ports, foreign highways
State highway	148,256	3.0	60.0	Major centres within the states, national highways
Other roads	4,983,579	95.0		Major and other district roads, Rural roads - Production centres, Markets, Highways, Railway stations
Total	**5,232,310**	**100.0**	**100.0**	

Source: CRISIL Research

National highways

National highways (NHs) constitute around 2% of the country's road network, but carry about 40% of the total road traffic. The National Highways Authority of India (NHAI), the nodal agency under the Ministry of Road Transport & Highways (MoRTH), is responsible for building, maintaining and upgrading NHs. In order to develop the NH network, NHAI launched the National Highways Development Programme (NHDP) in December 2000.

National highways network



Source: MoRTH
Note: Year represents Financial Year

State roads

State roads constitute around 18% of the country's total road network, handling about 40% of the total road traffic. State roads comprise state highways (SHs), major district roads (MDRs), other district roads (ODRs) and rural roads - which do not come under the purview of the Pradhan Mantri Gram Sadak Yojana (PMGSY). State roads represent the secondary system of road transportation in the country. They provide linkages with national highways, district headquarters of the state and important towns, tourist centres and minor ports.

Rural roads

Rural roads, connect rural habitations as well as state and national highways. Of India's 4.8 million km road network, rural roads account for around 3.7 million km (80%).

Key growth drivers for road sector

Rise in investments, reforms and higher budgetary support to drive growth in roads sector

CRISIL Research expects investment in road projects to double to ₹ 9.8 trillion over the next five years. Investment in state roads is expected to grow steadily, and rise at a faster pace in rural roads owing to higher budgetary allocation to the PMGSY since 2015-16.

Execution of national highway projects has seen a good pick-up since 2015-16, aided by policy reforms, after having slowed down in the previous two fiscals. Higher budgetary support to fund engineering, processing and construction (EPC) projects will also drive investment in national highways, which have recently seen a significant drop in private interest.

Policy changes to drive execution of national highway projects

Execution of national highway projects declined in the past two years owing to delays in land acquisition and clearances, and private developers' weak financials. To clear the logjam, NHAI terminated projects -- work on about 5,500 km of length was stalled. To put execution back on track, the agency has also re-awarded almost 1,000 km of the terminated projects. Moreover, in the past year and a half, the government announced a host of policy changes to reduce delays in project execution.

To offer some respite to ailing developers, the government came out with a premium rescheduling policy and allowed promoters to fully exit all projects two years after completion. The Union Cabinet has also allowed NHAI to fund projects stuck owing to the weak financial health of promoters and where at least 50% of the work has been completed. The new amendments to the model concession agreement such as back-ending of premium payments and deemed termination on delay of appointed date, have also brought many changes which will reduce delay and improve lender comfort. The new HAM should encourage private participation with limited risk to the developer.

Hence, the government's focus has clearly shifted towards ensuring on-the-ground implementation, instead of merely awarding more projects.

New Initiatives to drive growth in state road network

New initiatives have been taken by the government to build state roads. Road Requirement Plan-I (RRP-I) for Left Wing Extremism (LWE) affected areas and Special Accelerated Road Development Programme for North-Eastern region (SARDP- NE) are some of the projects which are going in full swing to cover the state roads. Apart from these projects the Bharat Mala programme has also been proposed to build new state roads. For details on these projects, see section 2F.

Healthy economic growth to push road development

With the economy expected to grow at a healthy pace, per capita income is set to improve pushing the number of two- wheelers and passenger vehicles in the country. Initiatives like ‘Make in India’ and GST is also expected to add to the road freight traffic in the country (for details, refer section 5J and 5K). The rise in two-wheeler and four-wheeler vehicles, increasing freight traffic, strong trade and tourist flows between states are all set to augment road development in the country. All segments of roads i.e. National Highways, state roads and rural roads are expected to benefit from the growing economy of the country.

Increased private participation to boost road development

The changes done by the government to put in place appropriate policy, institutional and regulatory mechanisms including a set of fiscal and financial incentives are expected to encourage further private participation in future, which will boost all segments of roads in the country, be it, National Highways, state roads or rural roads.

Important changes to the MCA (September 2015) and their impact

Amendment	Previous Clause	Current Clause	Impact
Premium payments	To begin from year one of completion date (Final COD)	To begin from Year four of Final COD and increase by 3% till 10th year, and 8% per year until the end of concession period	Will help developers and lenders reduce cash flow mismatches

Amendment	Previous Clause	Current Clause	Impact
Termination of projects	No provision of deemed termination	There will be termination if the appointed date is not within one year from agreement date	Will reduce the number of projects stuck due to lack of progress in work
Redefinition of Project Milestones (I, II, III)	Project Milestones defined in terms of financial progress only	Project Milestones defined in terms of physical and financial progress	Will weed out diversion of funds and improve lender comfort
Lenders get charge on receivables	Lenders gets first charge on Escrow account only	Lenders get first charge in Escrow account and also other receivables	Improve lender comfort
Revenue shortfall loan	Revenue shortfall loan available for political events, default impacting cash flows	Revenue shortfall loan available additionally for judicial pronouncements impacting cash flows	Will improve scope to avail of revenue shortfall loan
Maintenance obligations	No provision for higher traffic beyond the capability designed. If maintenance obligations are not met, a penalty of 0.5% of the average daily toll, and 0.1% of the cost of repair for balance concession period (whichever is higher), will be levied	Added obligations if traffic is higher than designed capacity. If the concessionaire fails to repair or rectify defects then the authority will levy penalty for each day delay at 5% of the average daily toll and 1% of the cost of repair, whichever is higher, for the balance concession period.	Will fix responsibilities for maintenance on developer
Toll fee notifications	If the toll collected or displayed is in excess of notified fees, the excess amount along with penalty equal to 25% of the excess amount	If the toll collected or displayed is in excess of notified fee, the excess amount, along with penalty equal to 200% of such excess amount, will have to be deposited.	Will prevent misuse of toll collection rights
Data on toll and traffic collection	Not present	Install appropriate mechanism to ensure real time traffic data count and corresponding revenue collection	Will enhance transparency and lender comfort because of better traffic estimation
Refinancing obligations	Not present	NHAI shall permit and enable concessionaire to secure refinancing in whole or in part	Will enhance lender comfort

Source: MoRTH, CRISIL Research

Key initiatives and overview on HAM

MORTH released the standard concession agreement and request for proposal for the much-awaited HAM for private-public partnerships in road construction in June 2016. HAM is a mix of engineering, procurement and construction (EPC) and BOT (annuity) model.

The broad contours of the policy are:

- 40 per cent of total project cost to be funded by the government and the remaining by the developer.
- The project cost will be linked to inflation
- The 'Construction Support' is to be disbursed in five equal instalments of 8% each and the timing of each such payment shall be linked to percentage of project cost spent by the concessionaire.
- Traffic risk will be borne by the government with developers receiving fixed annuities
- Annuities will be linked to bank rate plus 3%

Hybrid-annuity model to boost private investments in national highways in next 5 years

We expect the hybrid-annuity model to gradually increase private participation in the roads sector, which declined significantly in the past 2-3 years.

Boosted by the model, we expect project awards by NHAI to inch up to 3,953 km in 2015-16 compared with 3,091 km in 2014-15. Of the total projects awarded in 2015-16, we expect about 900 km to be through HAM in 2015-16, which will push up private participation in national highway projects to 35-38% in 2015-16, and to 40-42% in 2016-17. That will be significantly higher than about 25% private participation seen in 2014-15.

But BOT project typically commence construction about a year after award. Hence, we expect to see a significant surge in execution through the hybrid annuity mode only from 2017-18. Accordingly, NHAI project execution is expected to gather steam from that fiscal to touch about 3,900 km from less than half that – or about 1,700 km – seen in 2014-15. The share of private investments in national highways is also expected to move up to 50% by 2019-20, after dropping to 47 % in 2015-16 from 70% in 2010-11.

Key budget announcements for roads sector

The Union Budget 2016-17 has announced a significant increase in allocation of funds to the roads segment. While investments in national highways have been increased by 49% y-o-y, investment in the PMGSY scheme has been increased by 26% y-o-y.

Impact factors:

A. The Union Budget has proposed a 49% on-year rise in investments for development of national highways to ₹ 1.03 trillion. Of this, ₹ 440 billion is the budgetary support, while the rest is from the internal and extra budgetary resources. This would support continued rise in public investments for highway execution.

B. Allocation to the PMGSY has been increased substantially by 26% on-year to ₹ 190 billion aiding execution of rural roads.

C. The Budget provides clarity on dividend distribution tax for infrastructure investment trusts or InvITs, stating that it will not be applicable on distribution made from SPVs to InvITs. This would enhance investor confidence.

D. Three new initiatives were introduced to boost private participation:

    i. A public utility Bill will be introduced during FY17 to streamline institutional arrangements for resolution of disputes in infrastructure-related construction contracts, PPP and public utility contracts
    ii. Guidelines for renegotiation of PPP concession agreements will be issued keeping in view the long-term nature of such contracts and potential uncertainties of the real economy
    iii. A new credit rating system for infrastructure projects which gives emphasis to various in-built credit enhancement structures will be developed

E. Countervailing duty of 12.5% has been availed on specified machinery required for construction of roads. This would increase capital spending cost for players who import such machinery.

Impact of Land Bill Amendment on national highways

The Right to Fair Compensation and Transparency in Land Acquisition, Rehabilitation and Resettlement (Second Amendment) Bill, 2015 passed by the government in May 2015 exempted the infrastructure sector from the requirements of - (I) social impact assessment, (II) restrictions on acquisition of multi-cropped land, and (III) consent for private projects and public private partnerships (PPPs) projects, while acquiring land.

However, with the increased cost of acquiring land, there would be following impact on the highway projects:

- Maximum impact on NHAI phase VI projects (greenfield expressways)
- Since land is acquired as well as land costs are borne by NHAI, it will mainly impact NHAI in terms of costs
- While NHs are still not under the purview of the ‘Land Act’, higher compensation by competing projects will increase expectations of land owners, indirectly pushing up land cost for NHAI. This is also likely to push up time required to acquire land leading to higher time overruns
- Higher time overruns will also impact developer returns wherever land has not been acquired

For NHAI, costs to increase, however, funding is not a big concern

- Land cost accounts for about 8-10% of total project costs
- CRISIL Research expects project costs to increase by 12-15 per cent post the implementation of the ‘Land Act’
- NHAI can fund this incremental requirement through additional borrowings

vii. Review and outlook on national highways and NHDP

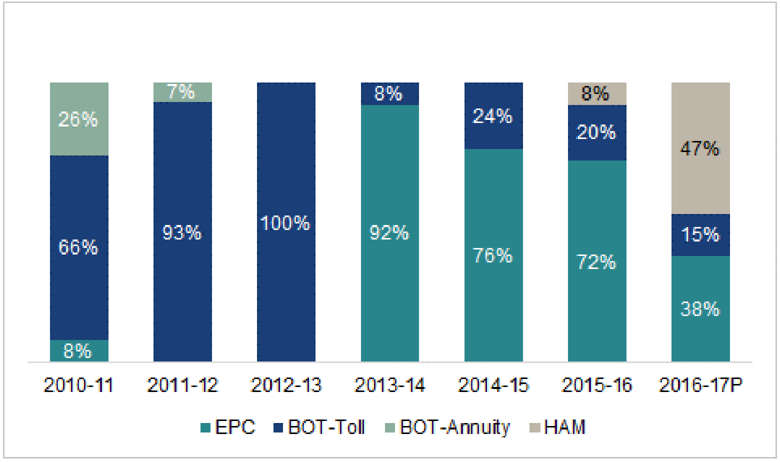
Review of investments in NHAI projects

NHAI awards projects under different modes - EPC, build-operate-transfer, or BOT, and the recently introduced HAM. In the last two years, BOT projects have lost out to EPC projects because the latter requires limited upfront capital and involves lower risk.

Since 2013-14, cash contracts have dominated NHAI awarding as a result of low appetite of road players for BOT projects.

To boost private participation further, the government introduced HAM in 2015-16, wherein 40% of the total project cost is to be funded by the government and the remaining by the private developer. The equity requirement in these projects is only about 12-15% of the project cost, which is much lower than a BOT project, and the developer is immune to traffic, inflation and interest rate risk. In 2015-16, this model took off at a rather slower-than-expected pace and only about 350 km were awarded mostly due to the apprehensions of various stakeholders towards a new, untested model. However, the participation of players in these projects improved significantly towards the end of 2015-16. In 2016-17, almost half of the projects are expected to be awarded on HAM.

NHAI awarding trend: Significant change in last few years



P: projected
Source: NHAI, CRISIL Research

Between 2016-17 and 2020-21, CRISIL Research expects an investment of ₹ 3.8 trillion, up 3.2 times in the next five years compared with the past five years. Notably, the government will account for more than half of the investments against 44% in the previous five years. We believe that in the medium term with EPC and HAM execution being dominant, funding needs for agencies like NHAI will rise substantially.

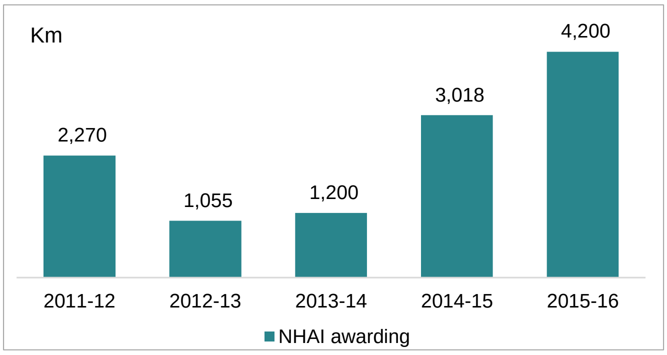
i. Year-wise break-up of total length awarded (over last 4-5 years)

The NHAI awarded projects of close to 4,200 km in 2015-16, a rise of 40% on-year. We expect awarding to improve further and reach 5,100 km in 2016-17 because of improved participation in HAM and BOT projects as new players enter this space. However, EPC will continue to dominate and grow as budgetary allocations to NHAI go up in 2016-17.

As per a recent press release by the Ministry of Road Transport and Highways, the awarding target for NHAI is set at 15,000 km for 2016-17. We believe this is not plausible as many of the projects proposed to be awarded this year are at a very nascent stage in terms of preparation of Detailed Project Reports (DPR), land acquisition and obtaining other clearances.

We expect momentum in the highways sector to build up owing to: a) Completion of the remaining length of the National Highway Development Programme (NHDP) programme, b) new projects such as Bharat Mala, c) upgradation of state highways to national highways, d) four laning of NH, and e) PMGSY.

NHAI awarding



Source: NHAI, CRISIL Research

ii. Lane upgradation of National Highways over the past 4-5 years

There has been an upgradation in terms of lanes in national highways, which has gone from being single lane and double lane to four lanes. Single lane roads decreased from 30% in 2008-09 to 24% in 2012-13. Double-lane roads reduced from 53% in 2008-09 to 51% in 2012-13, while four-lane roads have increased from 17% to 24%.

Percentage of national highways in terms of width

Width of carriageway	National Highways length (2010-11)		National Highways length (2011-12)		National Highways length (2012-13)		National Highways length (2015-16) *	
	(km)	(per cent)	(km)	(per cent)	(km)	(per cent)	(km)	(per cent)
Four/ Six/ Eight - lane	16,187	22.8	17,700	24.7	19,128	24.2	24,687	25.0
Two-lane	36,995	52.2	38,536	53.7	40,658	51.4	N.A.	N.A.
One-lane	17,752	25.0	15,536	21.6	19,330	24.4	N.A.	N.A.
Total	**70,934**	**100.0**	**71,772**	**100.0**	**79,116**	**100.0**	**100,475**	**100.0**

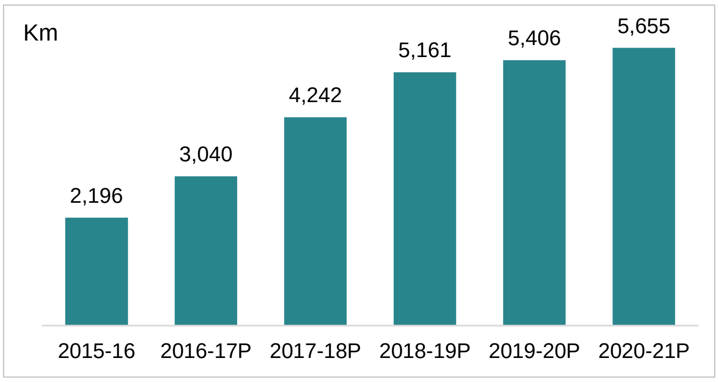
Note: 2013-14 and 2014-15 data is not available
**Up to Dec 2015*
Source: PIB, CRISIL Research

iii. Outlook on national highways – construction/upgrade (2015-16 to 2020-21)

Execution of NHAI projects declined for the second consecutive year in 2014-15 by 11% to 1,691 km, in line with our expectations. This was because the project pipeline fell to a five-year low of about 10,181 km (as of October 2014), as the NHAI terminated at least 32 projects of total 4,190 km.

Construction of BOT projects usually begins 8-12 months after being awarded. In the current scenario, the time lag is much longer as players take more time for financial closure. On the other hand, construction of EPC projects can start within 2-4 months. About 70% of projects have been awarded under the EPC mode since 2013-14 and this will support execution over the next 2-3 years. Additionally, new players entering the BOT and HAM space, and pick-up of stalled projects will maintain the pace of execution. Also, new projects such as Bharat Mala and state highways being notified as national highways will support execution in the last two years of the five-year period.

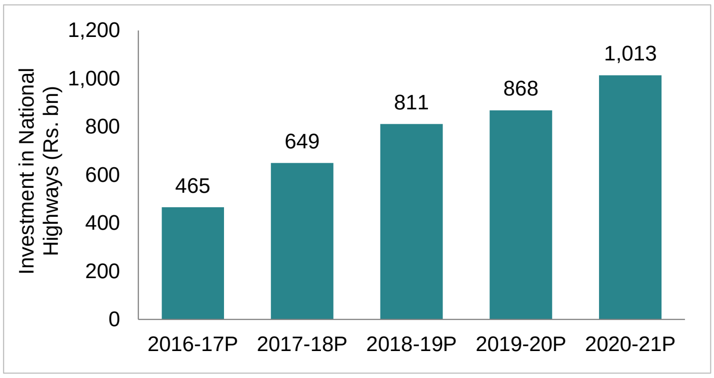
Execution of national highways through NHAI: Total length constructed/ upgraded



P: projected
Source: NHAI, CRISIL Research

iv. Projected investments in national highways over 2016-17 to 2020-21

Investment in national highways



Source: CRISIL Research

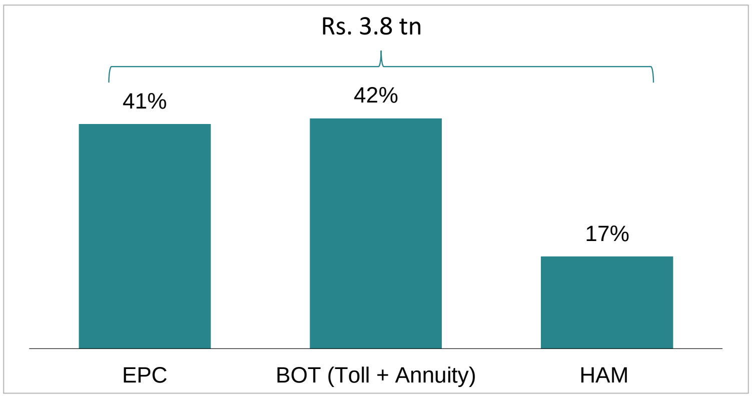
v. Estimated investment break-up between EPC and BOT projects for national highways (2016-17 to 2020-21)

EPC space remains highly competitive, BOT projects find few takers

Contrary to HAM, the EPC space remains highly competitive with an average of 15-16 bids per project, and most projects being awarded in line or below the benchmark cost. Inability of the players to infuse equity in BOT projects has led to a higher participation in EPC projects.

Competition in BOT projects has narrowed significantly over the past two years. As against 2011-12, when there were 25-30 bidders for most projects, currently there are only six-seven bidders. With competition remaining moderate, we do not expect bidding to be aggressive and irrational as in the past. As a result, we believe the expected returns for most projects bid in 2013-14 and 2014-15 to be higher by 200-300 basis points (bps) than the projects bid three years ago.

Share of estimated investment of EPC and BOT projects for national highways (2016-17 to 2020-21)



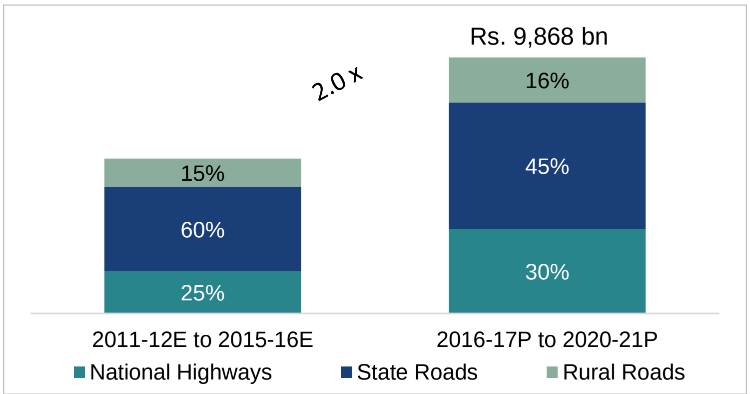
Source: CRISIL Research

Execution share through BOT projects during 2016-17 to 2020-21 is estimated to be the highest compared to EPC and HAM, as major execution of BOT awarding from the past will get converted into on ground execution during that period. On the other hand, execution share through HAM projects is the least, as HAM got introduced only in 2015-16.

vi. Key factors driving investment growth in national highways

CRISIL Research expects investment in road projects to grow at a healthy pace during the next five years, led by the government's focus on infrastructure-related sectors. Investment would largely be driven by expenditure on national highways and rural roads as a result of greater budgetary support. However, the current targets set for the sector may be too optimistic, even with the increase in the budget allocation.

Share of investment across road categories



Source: CRISIL Research

The revival, which began with the National Highways Authority of India (NHAI) awarding 3,091 km of highway projects in 2014-15, almost double the 1,522 km awarded in the preceding year, carried through into 2015-16, with awarding by NHAI rising 40% on-year. Non-NHAI projects awarded by various other departments of the Ministry of Road Transport and Highways also rose substantially in 2015-16. Notably, **the government will account for more than half of the investments against 44% in the previous five years.**

To boost private participation further, the government introduced HAM in 2015-16, wherein 40% of the total project cost is to be funded by the government and the remaining by the private developer. The equity requirement in these projects is only about 12-15% of the project cost, which is much lower than a BOT project, and the developer is immune to traffic, inflation and interest rate risk. In 2015-16, this model took off at a rather slower-than-expected pace and only about 350 km were awarded mostly due to the apprehensions of various stakeholders towards a new, untested model. However, the participation of players in these projects improved significantly towards the end of 2015-16. In 2016-17, almost half of the projects are expected to be awarded on HAM.

Private investment in national highways is likely to be lower than in the past five years, as most developers struggle with weak financials and are, therefore, unable to bid for build-operate-transfer (BOT) projects. Hence, almost

70% of the projects awarded by the government in the previous three fiscal years were in the EPC mode. Balance-sheet stress remains high among many players and a few may not participate in future opportunities, given that many major road players are now going through strategic debt restructuring. Some of the options for a gradual uptick in private road participation are **InVIT and National Investment and Infrastructure Fund (NIIF)**, which are yet to evolve.

National Highway Development Programme (NHDP)

Current status and overview

NHDP encompasses building, upgradation, rehabilitation and broadening of existing national highways. The programme is executed by NHAI in coordination with the public works department (PWD) of various states. NHAI also collaborates with BRO for development of certain stretches.
NHDP is being implemented in seven phases:

NHDP phases

Phases		Description	Implementing agencies
I	Golden Quadrilateral	Connecting Delhi-Kolkata Chennai	NHAI
	Port connectivity	Connectivity for 10 major ports	NHAI
	Others	-	NHAI
II	North-South & East-West (NSEW) corridor	Srinagar to Kanyakumari- (North South) and Silchar to Porbander- (East-West)	NHAI
III	Phase	Connecting state capitals and places of economic and tourist importance	NHAI
IV	Improve 2-lane standards with paved shoulders	-	NHAI, MoRTH
V	6-laning of existing national highways	Phase involves 6,500 km stretch under GQ	NHAI
VI	Expressways	-	NHAI
VII	Ring roads	-	NHAI

Source: CRISIL Research

Execution of NHDP projects increased to 5.6 km per day in July 2016 compared to 3.2 in September 2014. As of July, 2016, around 53% of 46,200 km roads under NHDP has been completed. The total cost incurred amounted to ₹ 2,245 billion (as on October 31, 2014). About 20% of the total length is under construction/ upgradation and the rest is yet to be awarded.

	Unit	GQ	NS&EW Phase I &II	Phase III	Phase IV	Phase V	Phase VI	Phase VII	Total
Total length	km	5,846	7,142	11,809	13,203	6,500	1,000	700	46,200
Completed till date	km	5,846	6,465	7,032	2,550	2,439	-	22	24,354
Completion rate as % of total	*%*	*100.0*	*90.5*	*59.5*	*19.3*	*37.5*	-	*3.1*	*52.7*
Completion from April 1, 2016- Jul 31, 2016	km	0	10	199	396	64	-	0	669
Under implementation (UI)	km	0	420	3,135	5,581	721	165	98	10,120
UI as a % of total	*%*	*0.0*	*5.9*	*26.5*	*42.3*	*11.1*	*0.0*	*14.0*	*21.9*
Balance length for award (BFA)	km	0	257	1,642	5,072	3,340	835	580	11,726
BFA as a % of total	*%*	*0.0*	*3.6*	*13.9*	*38.4*	*51.4*	*83.5*	*82.9*	*25.4*
Cost incurred so far *	₹ billion	321	652	850	97	307	1	17	2,245
* Cost as on Oct 31, 2014									

Note: 1) Data is available till July 31st on the NHAI website.
2) Phase IV total length is 20,000 km. However total length under NHAI is 13,203 km.

viii. Review and outlook of state roads

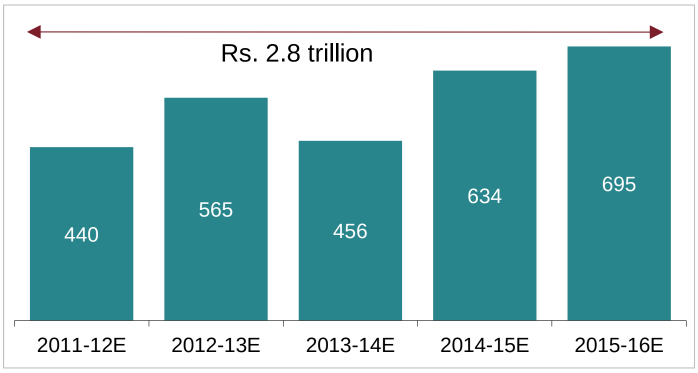
Review of investments, 2010-11 to 2015-16

State roads (which include highways, major district roads and rural roads that do not come under the purview of the PMGSY) constitute over 20% of the country's total road network and handle about 40% of road traffic. They play an important role in economic development of mid-sized towns and rural areas, and aid industrial development by enabling movement of raw materials and products to and from the hinterland.

Over the past few years, many state governments, such as Uttar Pradesh, Gujarat, Maharashtra, Tamil Nadu, etc. have allocated a significant portion of their budgets for developing roads; during this period, the contribution from the Centre to state roads through the central road fund has remained more or less constant. Currently, 12-15% of the total investment in state road projects happens through the PPP route.

During 2010-11 to 2015-16, a total investment of ₹ 2.8 trillion has been made.

State roads: Overall investments

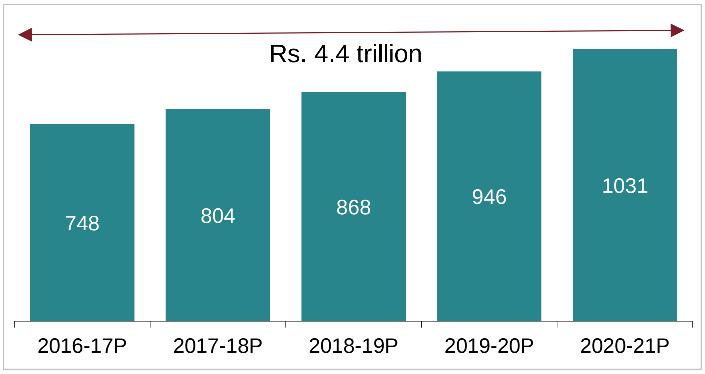


Note: State road includes state highways and other district roads
Source: CRISIL Research

Projected investments in state roads, 2016-17 to 2020-21

In recent years, state governments have allocated a significant portion of the budgets for developing roads. Between 2016-17 and 2020-21, the total investment in state roads, during this period, is expected to be ₹ 4.4 trillion. We expect private participation in state road projects to remain steady in future. Gujarat, Madhya Pradesh, Maharashtra, and Rajasthan are expected to lead the way in implementing state highway projects through the PPP route.

State roads: Outlook on year-wise investments



P: Projected
Source: CRISIL Research

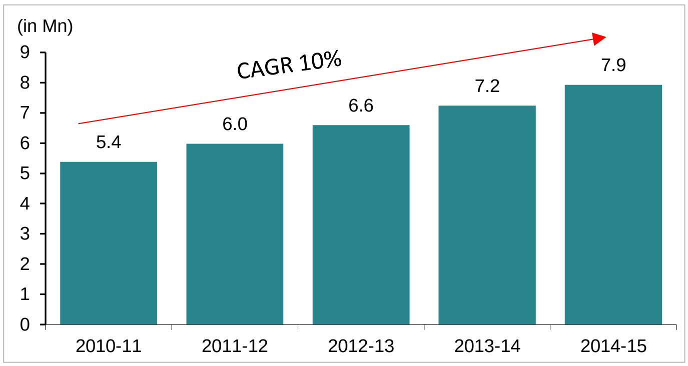
Key infrastructure development plans in the states in which our BOT projects are located

HARYANA

Economic overview

The GSDP of Haryana is estimated at ₹ 3.6 trillion (2011-12 series; constant price) for 2014-15 compared to ₹ 3.4 trillion (2011-12 series) in 2013-14, showing a growth of 8%. In 2014-15, according to 2011-12 series, India's GDP growth stood at 7.2%. The state's GSDP grew at a CAGR of 6.8% in the period from 2011-12 to 2014-15, equal to India's growth rate.

Historic 5-year trend in the number of registered motor vehicles for Haryana



Above data is as per latest publicly available information on the Ministry of Road Transport and Highways website as on November, 2016.

Source: MORTH, CRISIL Research

Freight vehicles such as trucks, light motor vehicles, tractors and trailers, etc. grew by 6% annually from 1.06 million vehicles in 2013-14 to 1.12 million vehicles in 2014-15. On the other hand, as per capita incomes have grown, passenger vehicles such as buses, taxis, cars, jeeps, two wheelers, etc. posted a growth of 10-11% annually between 20013-14 and 2014-15 and grew from 6.18 million vehicles to 6.81 million vehicles during the same period.

	2013-14	2014-15	Y-o-Y
Passenger Vehicles	6.18	6.81	10.1%
Freight Vehicles	1.06	1.12	6.0%

The length of road network in the state of Haryana is 46,287 km, out of which, following is the network split in terms of national vs state vs rural roads:

Road network split (in km) as on 31st March 2015

	Length (km)	Share (%)
National Highway	2,307	5%
State Highway	2,128	5%
Rural Roads	6,974	15%
Other Roads	34,878	75%
Total		**46,287**

Above data is as per latest publicly available information on the MORTH website as on November, 2016.
Source: MORTH, CRISIL Research

BRNL stretch in the state of Haryana:

Sr. No	SPV Name	Project Description	NH/SH	State	Major Cities Covered	Connectivity
1	Kurukshetra Expressway Private Limited	4 Laning of Rohtak-Bawal section of NH-71	NH 71	Haryana	Rohtak, Jhajjar, Rewari, & Bawal	The Project road is a part of NH-71, which starts at Jalandhar and ends at NH-8 near Bawal. On its way it connects the cities of Moga, Sangrur and Rohtak. There is an overlap of NH-71 with NH-64 from Sangrur to Barnala. The study corridor passes through the districts of Rohtak, Jhajjar and Rewai with the major towns connected being Jhajjar and Rewari.

Overview of key infrastructure development plans for cities/districts within the state of Haryana, that will boost road traffic

i. Rohtak:

Industrial model township

The industrial model township (IMT) project in Rohtak lies in the south-east of Haryana state located 30 km west of New Delhi and 250 km of the south of the Chandigarh at the NH-10.

The proposed IMT is envisaged to have campuses for large industries, industrial plots, flatted factories, residential facilities, labour housing, commercial and institutional areas, entertainment zones, skill development and health care facilities, etc. The development will be of international standards with power, water supply, roads, sewerage, effluent disposal, storm water disposal, and solid waste management to enable enterprises to function in a pleasing environment. The proposed IMT shall be planned in an environment friendly so as to allow the hyper industrial activity integrate with the habitation zones and prevent possibilities of urban degradation.

Phase I is developed and Phase II is under development.

ii. Bawal

Bawal is a sub-district of Rewari district, with 23,519 households and a population of 1.3 lakh persons as per Census 2011.

With DMIC project undertaken by the GoI, Manesar-Bawal is one of the investment regions selected for development in the first phase of the Corridor, which will contribute to major expansion of infrastructure and industry.

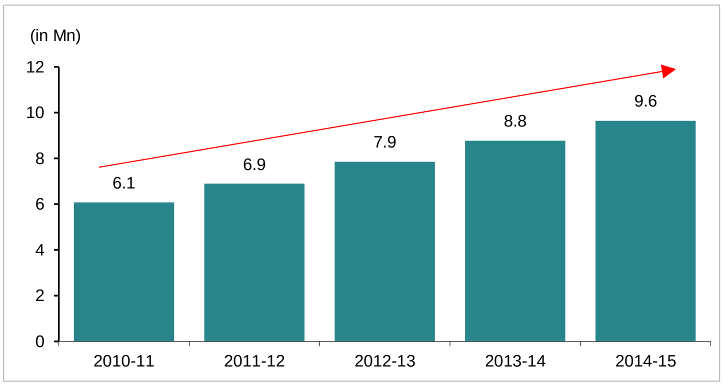
Project that may boost the road traffic in long run, as per Haryana State Industrial & Infrastructure Development Corporation Limited is Industrial Township Model in Rewari district, Phase I, II of which are developed and Phase III, IV are under development.

KERALA

Economic overview

The GSDP of Kerala is estimated at ₹ 4.3 trillion (2011-12 series; constant price) for 2014-15 compared with ₹ 4 trillion (2011-12 series) in 2013-14, showing a growth of 7.5%. In 2014-15, according to 2011-12 series, India's GDP growth stood at 7.2%. The state's GSDP grew at a CAGR of 5.9% in the period from 2011-12 to 2014-15, lower than India's growth rate of 6.8% CAGR.

Historic 5-year trend in the number of registered motor vehicles for Kerala



Above data is as per latest publicly available information on the Ministry of Road Transport and Highways website as on November, 2016.

Source: MORTH, CRISIL Research

Freight vehicles such as trucks, lorries, light motor vehicles, tractors and trailers, etc. grew by 4-5% annually from 0.49 million vehicles in 2013-14 to 0.52 million vehicles in 2014-15. On the other hand, as per capita incomes have grown, passenger vehicles such as buses, taxis, cars, jeeps, two wheelers, etc. posted a growth of 10-11% annually between 20013-14 and 2014-15 and grew from 8.17 million vehicles to 9.02 million vehicles during the same period.

	2013-14	2014-15	Y-o-Y
Passenger Vehicles	8.17	9.02	10.4%
Freight Vehicles	0.49	0.52	4.7%

The length of road network in the state of Kerala is 194,854 km, out of which, following is the network split in terms of national vs state vs rural roads:

Road network split (in km) as on 31st March 2015

	Length (km)	Share (%)
National Highway	1,811	1%
State Highway	4,341	2%
Rural Roads	127,985	66%
Other Roads	60,717	31%
Total	**194,854**	

Above data is as per latest publicly available information on the Ministry of Road Transport and Highways website as on November, 2016.

Source: MORTH, CRISIL Research

BRNL stretch in the state of Kerala

Sr. No	SPV Name	Project Description	NH/SH	State	Major Cities Covered	Connectivity
1	Guruvayoor Infrastructure (P) Limited	4/6 Laning of Thrissur – Angamali, NH47	NH47	Kerala	Thrissur, Chalakudi, and Angamali	NH-47 connects between Kanyakumari and Salem, and provides connectivity to Cochin Refinery, Cochin Port, Coimbatore and nearby industries, thereby rendering project road important for interstate commercial traffic movement.

Overview of key infrastructure development plans for cities/ district/ municipal towns within the state of Kerala, that will boost road traffic

In this section, we have given a qualitative overview on few selected locations within the state.

i. **Thrissur**

Thrissur is a district situated in the central part of Kerala. It is spread over an area of about 3,032 sq km and is home to more than 10% of Kerala's population. Thrissur was considered the most urbanised after Ernakulam.
One of the projects that will boost the road traffic is:

KINFRA Gem and jewellery park

This project is proposed to be set up in 10 acres land in Puzhakkalpadam with the assistance of Ministry of Commerce, GoI, under the ASIDE scheme. This project proposes to have full-fledged infrastructure facilities for ornament making and its allied activities. The expected cost of the project is 1000 million.

ii. **Chalakudy**

Chalakudy is a municipal town situated in Thrissur district. It lies on National Highway 47 and located about 47 km north of the city of Kochi and 30 km south of Thrissur.
One of the projects that will boost the road traffic is:

Koratty Infopark

With the success of Infopark Phase I, Phase II 'Indeevaram' development is taking place. It is located in an expanse of 6 acres in the SEZ area. It is designed with all the facilities to suit the requirement of IT. Infopark Thrissur is strategically placed at the NH 47, midway between Kochi and Thrissur, two major cities of Kerala. The location is with close proximity to Angamaly and Chalakudy.

iii. **Angamaly**

It is a municipality in Ernakulam district and it is one of the fastest developing satellite town of Kochi. It is situated in the north of Ernakulam. It lies at the intersection of Central Road and National Highway 47.

Some of the projects that will boost the road traffic are:

INKEL City

A master plan of 50 acres of the land adjacent to Transformers and Electricals Kerala Limited, Angamaly is being jointly developed by INKEL and KISDC. Out of the 50 acres, 30 acres of the land will be developed as INKEL city.

Transit-oriented development

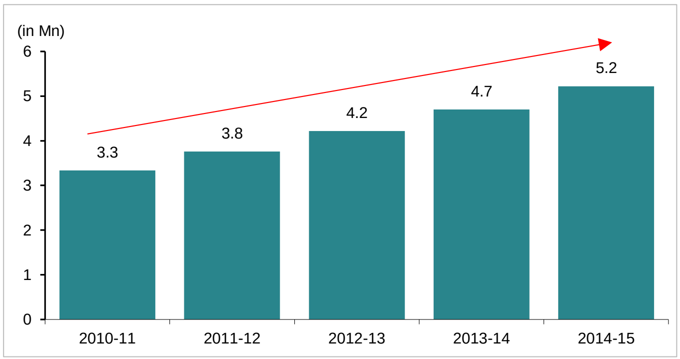
In order to arrest urban sprawl, reduce the dependency on Kochi City and to open up new areas of development in the Region, it is proposed to develop a transit oriented development corridor connecting centres of Kodungallur, Angamaly, Perumbavoor, Kolenchery, Piravom, Thalayolaparambu, and Cherthala. Intense development shall be promoted along Angamaly -Thripunithra - Piravom corridor in the first phase to induce development along Angamaly - Kolenchery - Piravom- Cherthala corridor, with the main focus on Angamaly.

ODISHA

Economic overview

The GSDP of Odisha is estimated at ₹ 2.8 trillion (2011-12 series; constant price) for 2015-16 compared to ₹ 2.6 trillion (2011-12 series) in 2014-15, showing a growth of 6.2%. In 2015-16, according to 2011-12 series, India's GDP growth stood at 7.2%. The state's GSDP grew at a CAGR of 5.2% in the period from 2011-12 to 2015-16, which is lower than India's growth rate of 6.8% CAGR in same period.

Historic 5-year trend in the number of registered motor vehicles for Odisha



Above data is as per latest publicly available information on the MORTH website as on November, 2016.

Source: MORTH, CRISIL Research

Freight vehicles such as trucks, lorries, light motor vehicles, tractors and trailers, etc. grew by 7-8% annually from 0.48 million vehicles in 2013-14 to 0.52 million vehicles in 2014-15. On the other hand, as per capita incomes have grown, passenger vehicles such as buses, taxis, cars, jeeps, two wheelers, etc. posted a growth of 11-12% annually between 20013-14 and 2014-15 and grew from 4.22 million vehicles to 4.70 million vehicles during the same period.

	2013-14	2014-15	Y-o-Y
Passenger Vehicles	4.22	4.7	11.4%
Freight Vehicles	0.48	0.52	7.7%

The length of road network in the state of Odisha is 283,692 km, out of which, following is the network split in terms of National vs. State vs. Rural roads:

Road network split (in km) as on 31st March 2015

	Length (km)	Share (%)
National Highway	4,645	2%
State Highway	4,109	1%
Rural Roads	217,919	77%
Other Roads	57,019	20%
Total		**283,692**

Above data is as per latest publicly available information on the Ministry of Road Transport and Highways website as on November, 2016.

Source: MORTH, CRISIL Research

BRNL stretches in the state of Odisha

Sr. No	SPV Name	Project Description	NH/SH	State	Major Cities Covered	Connectivity
1	Shree Jagannath Expressways Private Limited	6 Laning of Chandikhole Bhubaneswar section of NH-5	NH5	Odisha	Bhubaneswar, Cuttack, Chandikhol	Important connections provided through the project road include the Road to Puri (NH-203) at Rasulgarh, Ring Road near Cuttack, Link Road and OMP Junction Roads in Cuttack, and NH-42 at Mangoli Chowk. NH-42 connects NH-5 with Dhenkanal, Angul, Redhakhol and Sambalpur. The end point (north of km 62) of the project road at Chandikhol is a major intersection, where NH-200 and NH-5A cross NH-5 through an overpass. NH-200 connects Daiteri mines and then runs towards Raipur, capital of Chhattisgarh. NH-42 and NH-200 form a loop connecting to Talcher, an important power generation hub. NH-5A connects Paradip, a major part. Both NH-200 and NH-5A have gained prime importance in the roadmap of the country, due to the steel industry as well as harbour facilities at Paradip. A number of iron ore mines and steel plants are located near Chandikhol, Angul and Talcher in District Jajpur.

Overview of key infrastructure development plans for cities/ district/ municipal towns within the state of Odisha, that will boost road traffic

In this section, we have given a qualitative overview on few selected locations within the state.

i. Chandikhol

Chandikhol is a place located in Jajpur district. It is one of the end points of National Highway 200, directly connecting to the other end Raipur.

Strategic petroleum reserve

In order to secure mandate energy of the country, Ministry of Petroleum & Natural Gas, Govt. of India is creating strategic Petroleum Reserves. Under Phase II storage program, plans currently are progressing to create Strategic Petroleum Reserves at two locations, out of which, one is Chandikhol (4.4 MMT storage capacity).

ii. Bhubaneswar

Bhubaneswar is the capital state and is a centre of economic importance. The area under the jurisdiction of Bhubaneswar Municipal Corporation covers around 135 sq. kms.

Projects that may boost the road traffic in the long run is:

Infovalley

Infovalley is a joint venture Integrated IT Park with IL&FS comprising of an IT SEZ with a township of 500 acres land in the western parts of Bhubaneswar. It is a township with both residential and commercial complexes. It includes a 216 acre electronics manufacturing cluster, approved by the GoI.

Smart City

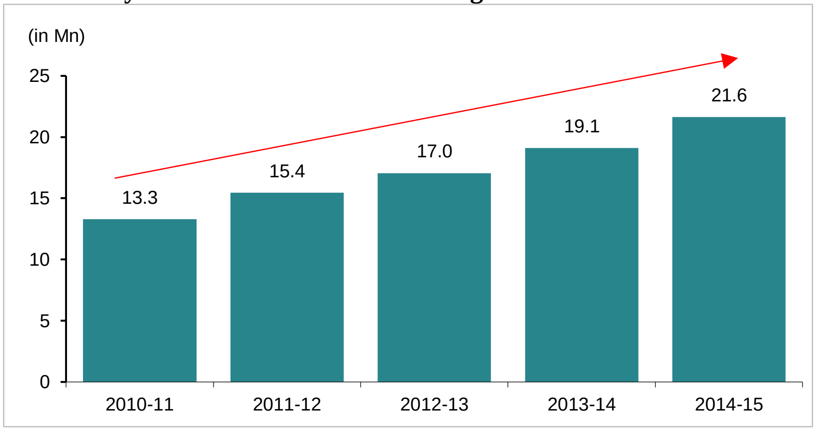
- Bhubaneswar topped round 1 of stage 2 of the Smart City Challenge, making it the first smart city in the country
- The city has one of the biggest smart city proposals at over ₹ 45,300 million
- More than half of the funding, i.e. ₹ 25,630 million, is expected via public-private partnerships (PPPs)
- Slum and housing redevelopment projects and development of railway station into a multi-modal hub comprise about 65% of the proposed smart city amount. Major proportion of both projects are proposed to be developed through PPPs

UTTAR PRADESH

Economic overview

The GSDP of Uttar Pradesh is estimated at ₹ 9.1 trillion (2011-12 series; constant price) for 2015-16 compared with ₹ 8.5 trillion (2011-12 series) in 2014-15, showing a growth of 7.1%. In 2015-16, according to 2011-12 series, India's GDP growth stood at 7.2%. The state's GSDP grew at a CAGR of 6.0% in the period from 2011-12 to 2015-16, which is lower than India's growth rate of 6.8% CAGR in same period.

Historic 5-year trend in the number of registered motor vehicles for Uttar Pradesh



Above data is as per latest publicly available information on the MORTH website as on November, 2016.

Source: MORTH, CRISIL Research

Freight vehicles such as trucks, light motor vehicles, tractors and trailers, etc. grew by 5-6% annually from 1.63 million vehicles in 2013-14 to 1.72 million vehicles in 2014-15. On the other hand, as per capita incomes have grown, passenger vehicles such as buses, taxis, cars, jeeps, two wheelers, etc. posted a growth of 13-14% annually between 20013-14 and 2014-15 and grew from 17.48 million vehicles to 19.91 million vehicles during the same period.

	2013-14	2014-15	Y-o-Y
Passenger Vehicles	17.48	19.91	13.9%

	2013-14	2014-15	Y-o-Y
Freight Vehicles	1.63	1.72	5.8%

The length of road network in the state of Uttar Pradesh is 415,383 km, out of which, following is the network split in terms of National vs. State vs. Rural roads:

Road network split (in km) as on 31st March 2015

	Length (km)	Share (%)
National Highway	8,483	2%
State Highway	7,543	2%
Rural Roads	80,044	19%
Other Roads	319,313	77%
Total	**415,383**	

Above data is as per latest publicly available information on the Ministry of Road Transport and Highways website as on November, 2016.

Source: Ministry of Road Transport and Highways, CRISIL Research

BRNL stretch in the state of Uttar Pradesh

Sr. No	SPV Name	Project Description	NH/SH	State	Major Cities Covered	Connectivity
1	Ghaziabad Aligarh Expressway Private Limited	4/6 Laning of Gaziabad-Aligarh section of NH – 91	NH91	Uttar Pradesh	Ghaziabad, Bulundsahar and Aligarh	The highway passes through Barrajpur, Bihaur, Makkanpur, Kannauj, Gursahaiganj, Chhibramau, Bewar, Bhogaon, Kurawali, Etah, Sikandra Rao, Aligarh, Arnia, Khurja, Bulandshahr, Sikandrabad and Dadri.

Overview of key infrastructure development plans for cities/ district/ municipal towns within the state of Uttar Pradesh, that will boost road traffic

In this section, we have given a qualitative overview on few selected locations within the state.

i. Ghaziabad:

Ghaziabad district is located in the nothern UP, is spread over an area of 1,273 sq km and has population of 4.68 million person (as per 2011 census). It contributes 2.33% of the total population of UP. Ghaziabad is part of the National Capital Region (NCR), which provides immediate benefits for the district as it can secure loans for infrastructure development at cheaper rates from the NCR Planning Board (NCRPB).

i. Dadri Noida Ghaziabad Investment Region:

The proposed Dadri-Noida-Ghaziabad Investment Region would be located close to Delhi, the National Capital. This region has good connectivity by road and rail to rest of India. Besides, it comprises of Noida, the vibrant satellite town of Delhi with IT/ITES and electronics industries; Ghaziabad, the hub of light engineering and electronics industries; and Greater Noida, the city with well-developed road network, state of the art physical and social infrastructure with quality residential commercial, recreational and institutional areas. The facility is being developed over an area of 747.5 acres.

Ghaziabad belt is proficient at manufacture of engineering, electronics, and leather and textile goods. A large industrial park would give a boost to the production and export of these items.

ii. **Aligarh**

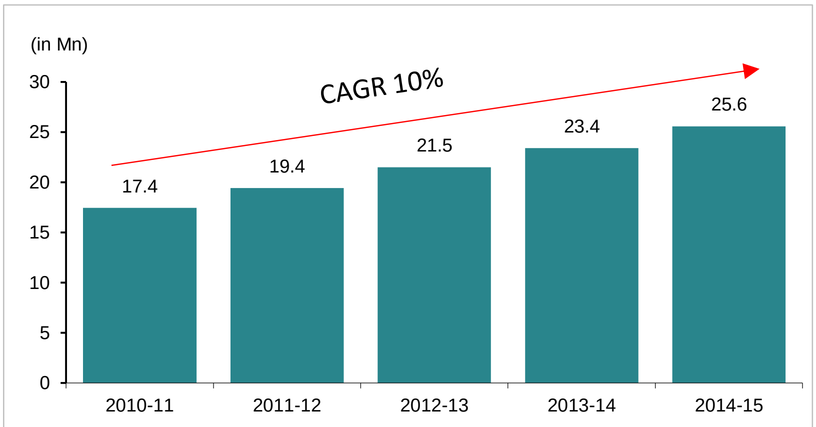
Aligarh is located in the western part of the state at a distance of about 126 kms from Delhi. It is spread has population of 3.67 million person (as per 2011 census).

MAHARASHTRA

Economic overview

The GSDP of Maharashtra is estimated at ₹ 15.2 trillion (2011-12 series; constant price) for 2014-15 compared to ₹ 14.4 trillion (2011-12 series) in 2013-14, showing a growth of 5.8%. In 2014-15, according to 2011-12 series, India's GDP growth stood at 7.2%. The state's GSDP grew at a CAGR of 6.2% in the period from 2011-12 to 2014-15, which is lower than India's growth rate of 6.5% CAGR in same period.

Historic 5-year trend in the number of registered motor vehicles for Maharashtra



Above data is as per latest publicly available information on the MORTH website as on November, 2016.
Source: MORTH, CRISIL Research

Freight vehicles such as trucks, light motor vehicles, tractors and trailers, etc. grew by 7-8% annually from 2.15 million vehicles in 2013-14 to 2.30 million vehicles in 2014-15. On the other hand, as per-capita incomes have grown, passenger vehicles such as buses, taxis, cars, jeeps, two wheelers, etc. posted a growth of 9-10% annually between 20013-14 and 2014-15 and grew from 21.25 million vehicles to 23.26 million vehicles during the same period.

	2013-14	2014-15	Y-o-Y
Passenger Vehicles	21.25	23.26	9.5%
Freight Vehicles	2.15	2.3	7.3%

The length of road network in the state of Maharashtra is 608,140 km, out of which, following is the network split in terms of National vs. State vs. Rural roads:

Road network split (in km) as on March 31, 2015

	Length (km)	Share (%)
National Highway	7,048	1%
State Highway	40,144	7%
Rural Roads	267,402	44%
Other Roads	293,546	48%
Total	**608140**	

Above data is as per latest publicly available information on the Ministry of Road Transport and Highways website as on November, 2016.

Source: MORTH, CRISIL Research

BRNL stretch in the state of Maharashtra

Sr. No	SPV Name	Project Description	NH/SH	State	Major Cities Covered	Connectivity
1	Solapur Tollways	4 Laning of Solapur Maharashtra/Karnataka	NH9	Maharashtra	Solapur	Part of NH-9 which connects from Pune in West to Macihlipatnam in South. part

Sr. No	SPV Name	Project Description	NH/SH	State	Major Cities Covered	Connectivity
	Private Limited	Border section of NH-9				of NH 9 which connects west and east passing through major cities such as Vijayawada, Hyderabad, Pune and provides onward connectivity to Mumbai

Overview of key infrastructure development plans for cities/ district/ municipal towns within the state of Maharashtra, that will boost road traffic

In this section, we have given a qualitative overview on few selected locations within the state.

i. Solapur

Solapur district is located in the southern Maharashtra, is spread over an area of 14,844 sq km and has population of 4.3 million person (as per 2011 census). It contributes 3.97% of the total population of Maharashtra. The population of Solapur, as per the 2011 Census is 9.51 Lakh which has increased by 0.87% compound annual growth rate from the previous census (8.72 Lakh in 2001 Census).

Solapur being located on an important junction of the North – South railway line, had a good base for industries. There are approximately 98 medium and 8,986 smaller industries in the district. Chaddars, (Solapur bed sheets) have earned Solapur a reputation and fame for their durability and novel designs. The handloom and power loom weaving industry provides employment to a large number of workers. Solapur has the largest Beedi industry in Maharashtra and is also known for its market in oilseeds. Solapur also houses a large industrial estate developed by the Maharashtra Industrial Development Corporation (MIDC) on the Akkalkot road of Solapur.

Industries in the district

As per the information available from the Ministry of Micro, Small and Medium Enterprises, GoI, Solapur is the home to handloom and power loom weaving industry which provides employment to a large number of workers in the district. There are around 6000 power loom industries operational in the Solapur district. Out of these 300 establishments are registered under Mumbai Shops and Societies Act, 1948 and the other 3000 are registered under Factories Act, 1948. There are about 25,000 Power loom and about 30,000 workers are employed. On the Jackard power loom, the main production is the famous Solapur Chadders (bedsheet /quilt), towels and napkins. These workers receive their payments on the 'Piece Rate' basis, based on category of the product. As the 'piece rates' of various products are different there is variation in worker’s earnings. As per the traditional piece rate system the worker gets ₹ 70 to 90 per day on an average. The beedi industry is the second important industry in Solapur. There are 115 units of 29 various beedi factories. In these 115 units there are about 70,000 lady workers and 1725 factory workers in the district.

Smart City

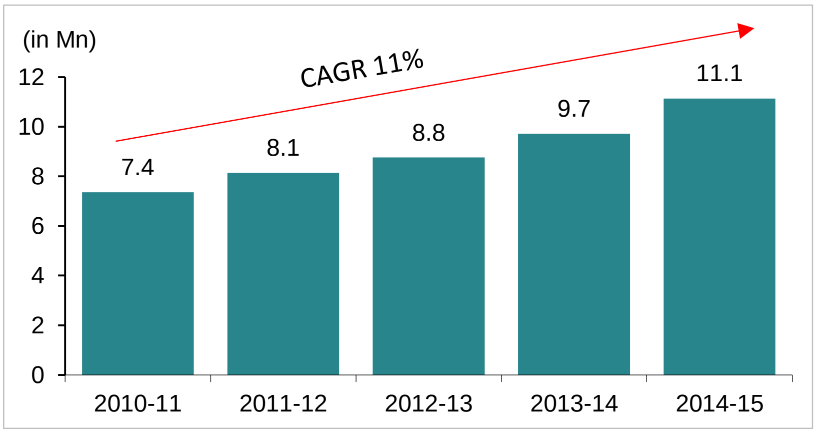
- Development of a bypass and grade separator for freight traffic, with an estimated cost of ₹ 7,000 million, will provide the maximum construction opportunity
- Improving water supply and sewage system are on top of the city’s agenda
- The proposal includes development of a teritiary water treatment plant in order to provide water supply to National Thermal Power Corporation’s power plant, which has been facing water constraints

MADHYA PRADESH

Economic overview

The GSDP of MP is estimated at ₹ 4.2 trillion (2011-12 series; constant price) for 2015-16 compared with ₹ 3.9 trillion (2011-12 series) in 2014-15, showing a growth of 8.7%. In 2015-16, according to 2011-12 series, India’s GDP growth stood at 7.2%. The state’s GSDP grew at a CAGR of 7.5% in the period from 2011-12 to 2015-16, which is higher than India’s growth rate of 6.8% CAGR in same period.

Historic 5-year trend in the number of registered motor vehicles for Madhya Pradesh



Above data is as per latest publicly available information on the MORTH website as on November, 2016.
Source: MORTH, CRISIL Research

Freight vehicles such as trucks, light motor vehicles, tractors and trailers, etc. grew by 11-12% annually from 1.11 million vehicles in 2013-14 to 1.24 million vehicles in 2014-15. On the other hand, as per capita incomes have grown, passenger vehicles such as buses, taxis, cars, jeeps, two wheelers, etc. posted a growth of 15% annually between 20013-14 and 2014-15 and grew from 8.61 million vehicles to 9.90 million vehicles during the same period.

	2013-14	2014-15	Y-o-Y
Passenger Vehicles	8.61	9.9	15.0%
Freight Vehicles	1.11	1.24	11.7%

The length of road network in the state of Madhya Pradesh is 288,931 km, out of which, following is the network split in terms of National vs. State vs. Rural roads:

Road network split (in km) as on March 31, 2015

	Length (km)	Share (%)
National Highway	5,184	2%
State Highway	10,934	4%
Rural Roads	177,060	61%
Other Roads	95,753	33%
Total	**288931**	

Above data is as per latest publicly available information on the MORTH website as on November, 2016.
Source: MORTH, CRISIL Research

BRNL stretch in the state of Madhya Pradesh

Sr. No	SPV Name	Project Description	NH/SH	State	Major Cities Covered	Connectivity
1	Mahakaleshwar Tollways Private Limited	4 Laning of Indore – Ujjain Road on SH-27	SH27	Madhya Pradesh	Ujjain, Indore, Pitampur	Part of SH-27 which connects Rajasthan border in north and Maharashtra border in south

Overview of key infrastructure development plans for cities/ district/ municipal towns within the state of Madhya Pradesh, that will boost road traffic

In this section, we have given a qualitative overview on few selected locations within the state.

i. Indore

Indore district is located in south west of Madhya Pradesh and is spread over an area of 3,898 sq km. It has population of 3.28 million persons (as per 2011 census), out of which rural population constitutes 26% of the total population of the district and the literacy rate of the district is 81%.

Projects that will boost the road traffic are:

SEZ Indore:

SEZs are considered to be growth engines to boost manufacturing, augment exports and generate large scale employment. Indore SEZ was notified prior to the enactment of the SEZ Act, 2005 and became operational from Aug-2003. This SEZ is the only Green Field multi product SEZ of India as on date and is spread over an area of more than 1,100 hectare in Phase I and II.

Industries of various sectors are located in the zone such as:

Textile & apparel
Pharmaceuticals
Automobile & engineering
Biotech
Soya and agro-processing
Trading & logistics
Plastics and allied products.

Location of Indore SEZ is suitable for Industries because it is adjacent to the Pithampur/Kheda industrial growth central complex which is incidentally one of the leading growth centers of India and is situated near the most advanced and developed industrial town i.e., Indore, the commercial capital, provides all the social infrastructure, civic facilities and other benefits to the growing centers.

IT Park, Indore

It is located in Simhasa Village and is spread over 112 acre. MP has adopted a proactive approach in attracting companies in IT/ITeS sector. The state government has unveiled two policies specifically for the sector – IT policy and BPO policy. Companies that are currently operational at Indore IT park include Impetus, Intellicus, Cleartrail, Infobeans, Yash Technologies, Systematix Technocrats, Hiteshi Infotech and Linkites.

Smart City

- The city has one of the largest proposals of about ₹ 49000 million. Over 40% of the proposal is expected to be funded via debt raised from domestic/bilateral/multilateral agencies
- Construction opportunity is huge as big chunk (over 50%) of the prosal is concentrated on redevelopment of public land
- About 166 acres of land is to be developed by the SPV to build residential (80%) and commercial buildings, parking facilities and other infrastructure

ii. Ujjain

Ujjain district is a district of Madhya Pradesh state in central India with population of 1.9 lakh persons as per Census 2011.The district is bounded by the districts of Shajapur on the northeast and east, Dewas to the southeast, Indore to the south, Dhar to the southwest, and Ratlam to the west and northwest. The district is part of Ujjain division.

Projects that will boost the road traffic are:

Integrated Industrial Township 'Vikram Udyogpuri' Project:

The development of Vikram Udyogpuri has been selected by the Government of Madhya Pradesh (GoMP) and DMICDC to be developed as a Smart City. The proposed site of is located about 8 km from Ujjain and 12 km from Dewas and has a total area of 1100 acres.

Smart City

Under the Smart Cities Mission introduced by the Government, Ujjain is one of the shortlisted cities in round two. The objective of the mission is to promote the city to provide core infrastructure and smart solutions to citizens apart from giving them a clean and sustainable environment and a decent quality of life.

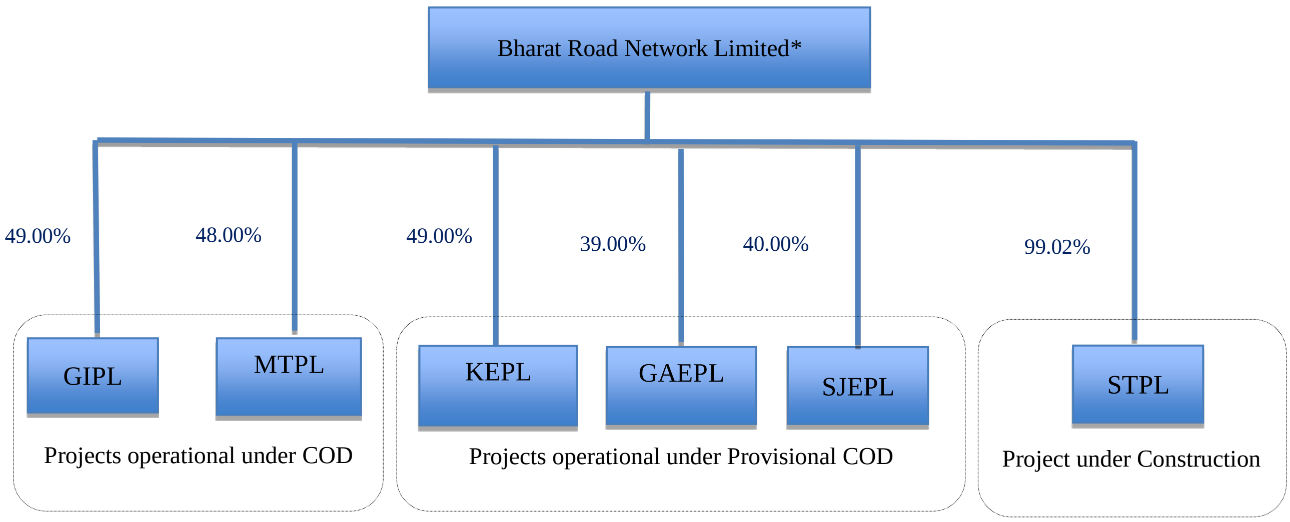
BUSINESS

Overview

Incorporated in 2006, we are a road BOT company in India, focused on development, implementation, operation and maintenance of roads/highways projects. We are involved in the development, operation and maintenance of national and state highways in several states in India with projects in states of Uttar Pradesh, Kerala, Haryana, Madhya Pradesh, Maharashtra and Odisha through partnerships with experienced EPC players in the local space where the project is located. At present, all of our projects are implemented through special purpose vehicles, either through our Subsidiary or in partnership with other infrastructure players.

We perform a range of project management functions, including design, engineering, EPC management and quality control. We also provide project advisory activities including, project management consultancy, project conceptualisation, commissioning, operation and management of the projects during the entire life cycle of our projects. We also undertake debt syndication, refinancing and financial restructuring of our projects.

We have a project portfolio consisting of six (6) BOT Projects, of which two (2) are Projects operational under Final COD, three (3) are Projects operational under Provisional COD and one (1) is a Project under Construction. Our Projects operational under Final COD and Projects operational under Provisional COD are located in the states of Kerala, Madhya Pradesh, and Haryana, Uttar Pradesh and Odisha, respectively. Our Project under Construction is located in the state of Maharashtra. Our Projects operational under Final COD and Projects operational under Provisional COD cover approximately 1,622.44 lane kms, including major and minor bridges and approximately 12 lane kms and 60.72 lane kms are under construction at the GAEPL Project and SJEPL Project, respectively for which we are awaiting final COD. Our Project under Construction involves development of 400.24 lane kms, including major and minor bridges. Further, as of March 31, 2017, the average residual Concession Period of our BOT Projects (based on concession agreements as of March 31, 2017) was approximately 18 years and six (6) months in comparison with our average debt maturity profile of approximately 10 years, as on March 31, 2017. Details of our Company's equity shareholdings in various Project SPVs are as follows:



**In addition to the Project SPVs mentioned above, our Company holds 59.38% equity shareholding in Orissa Steel Expressway Private Limited, which was implementing the OSEPL Project, now under foreclosure proceedings with NHAI. For further details regarding the Project SPVs, please refer to the chapter "History and Certain Corporate Matters" and "Our Subsidiaries and Associates" on page 171 and 184.*

We believe, with a history of over two decades in the infrastructure sector, SREI Infrastructure Finance Limited ("**SREI**"), our Corporate Promoter, is one of India's recognized infrastructure institutions and provides financial products and services for the customers engaged in the infrastructure sector. SREI is registered with the RBI as an Infrastructure Finance Company and is also a notified Public Financial Institution, under Section 4A of the Companies Act, 1956 (now Section 2(72) of the Companies Act, 2013). Our Company has entered into a letter arrangement dated February 16, 2017, pursuant to which all the road/ highway assets of SREI would be managed by our Company. For further details please refer chapter "*History and Certain Corporate Matters - Letter Arrangement dated February 16, 2017 between SREI and our Company*" on page 182.

We are involved in operating toll based BOT Projects wherein we have the right to collect toll or user fees. Our Company generates revenue from toll operations & maintenance and project management consultancy fees including from our Project SPVs. The summary statement of percentage contribution of our Project SPVs towards the revenue from operations, including other income, of our Company, on a standalone basis is provided below:

Sr. No.	Name of the SPV	Percentage contribution towards the revenue for the year ended		
		2017	2016	2015
1.	**STPL**	**14.89%**	**42.10%**	**4.67%**
2.	**OSEPL**	**29.88%**	**26.78%**	**4.60%**
3.	**KEPL**	**0.00%**	**0.00%**	**0.00%**
4.	**MTPL**	**1.24%**	**10.21%**	**0.25%**
5.	**SJEPL**	**7.25%**	**17.75%**	**0.00%**
6.	**GIPL**	**0.00%**	**0.00%**	**0.00%**
7.	**GAEPL**	**4.58%**	**3.14%**	**0.00%**

For the Fiscal 2017 and 2016, the total revenue and PBDITA for our operational Project SPVs are as follows:

Project SPV	Shareholding of BRNL in the Project SPVs (%)	Total revenue (₹ in million) #		PBDITA* (in ₹ million) #	
		For the Fiscal 2017	For the Fiscal 2016	For the Fiscal 2017	For the Fiscal 2016
GIPL	49.00%	1,193.20	1,172.88	629.58	624.69
MTPL	48.00%	186.05	225.07	129.37	180.93
KEPL	49.00%##	770.76	731.79	389.27	314.14
GAEPL	39.00%	1,480.46	1,010.07	1,349.57	908.94
SJEPL**	40.00%	143.67	NA	123.36	NA

 # as per the audited financial statements of the respective Project SPVs

##20,504,960 equity shares of KEPL, was acquired by our Company pursuant to a share purchase agreement dated October 27, 2016 entered into with SREI. Of the 20,504,960 equity shares of KEPL, 4,900 equity shares of KEPL and 13,665,630 equity shares of KEPL held in the name of SREI and IPDC, respectively are pledged with the senior lenders of KEPL and shall be transferred in the name of our Company upon release of the pledge by the senior lenders of KEPL. However, pending transfer of these shares upon being released from pledge, all the economic and beneficial interest with respect to these shares have been transferred to our Company pursuant to a share purchase agreement dated October 27, 2016. For further details, please refer to "Risk Factor - Some of the shares acquired by our Company in KEPL, have not been transferred in the name of our Company pending release of pledge by senior lenders" on page 26.

** PBDITA has been calculated as profit before tax and before depreciation, amortisation and finance cost as per the audited financial statements of the respective Project SPVs.*

*** As SJEPL has received its first Provisional COD on January 12, 2017, no profit and loss account was prepared for the Fiscal 2016. SJEPL has been however collecting toll since December 14, 2011 but the same has been utilised for funding the construction of the SJEPL Project.*

For the Fiscals 2017, 2016 and 2015 our consolidated revenue from operations was ₹ 102.51 million, ₹ 7.50 million and ₹ 84.33 million, respectively. For the Fiscals 2017, 2016 and 2015 our consolidated loss after tax was ₹ 738.85 million, ₹ 925.44 million and ₹ 264.22 million, respectively.

Strengths

- *Diverse portfolio of projects in several states in India and long residual concession period of the projects*

  We have our footprint across the states of Haryana, Uttar Pradesh, Madhya Pradesh, Kerala, Odisha and Maharashtra. At present, our project portfolio consists of six (6) BOT Projects, of which two (2) are Projects operational under Final COD, three (3) are Projects operational under Provisional COD and one (1) is Project under Construction. We believe that our project portfolio is well distributed to cover both urban and rural vehicular traffic and includes national and state highways and that the geographical diversification of our projects reduces our reliance on specific states or their economies and allows us to capitalise on different growth trends in different states across the country. For example, the SJEPL Project is located on the NH-5 between Chandikhol, where a strategic petroleum reserve (4.4 MMT storage capacity) is being planned, and Bhubaneshwar, the capital of Odisha and centre of economic importance and one of the biggest smart city proposals at over ₹ 45,300.00 million. Similarly, the GAEPL Project which connects Ghaziabad to Aligarh in UP, services the Ghaziabad belt which is part of the National Capital Region (NCR) and is known as manufacturing hub of engineering, electronics, leather and textile goods. Further, the proposed Dadri-Noida-Ghaziabad Investment Region is coming up in proximity to the GAEPL Project, which is expected to boost traffic. For further details, on our BOT Projects please refer to "*Business - BOT Projects in Operation*" and "*Industry Overview - Key infrastructure development plans in the states in which our BOT project are located*" on page 145 and 124 respectively.

All of our projects are implemented through special purpose vehicles formed for the respective projects. These special purpose vehicles enter into concession agreements with government agencies and are expected to generate revenue from toll receipts or user fee. The concession agreements are for periods ranging from 21years to 28 years. Most of our operational projects having commenced operations in recent years, have long residual concession period. As of March 31, 2017, the average residual concession period of our projects (based on concession agreements) was approximately 18 years and six months.

- *Ability to partner with experienced domestic and international EPC players*

We believe, selection of experienced domestic and international EPC players plays a significant role in pre-qualification for bids as we leverage upon technical know-how and the experience of the EPC partner in executing projects. We are involved in the development, operation and maintenance of national and state highways in several states in India including Uttar Pradesh, Kerala, Haryana, Madhya Pradesh, Maharashtra and Odisha through partnerships with experienced EPC players in the region where the project is located. Tying up with local EPC players in the region helps us benefit from the experience and know-how of the partner at the local level. We believe we have gained significant experience of diverse geographic locations in India with varied degrees of complexities like construction in high traffic and high density areas and construction over wide water bodies. Our partnerships with local EPC players enable us to liaison effectively at local level and help us reduce fixed costs and mitigate risks and enables smooth execution of the projects. This in-turn enables us in managing multiple projects in diverse geographies simultaneously. We have in the past partnered with international EPC players which has enabled us to gain access to best practices in project design and engineering.

- *Ability to effectively finance and manage our projects*

We believe that we have been able to effectively finance and manage our projects, due to support from our Corporate Promoter, efficient project execution and our prudent bidding strategy. We strive to maintain a robust financial position with emphasis on maintaining a strong balance sheet and effective capital gearing. Further, SREI Group's financial strength and robust track record with financial management provides us access to funds at commercially acceptable terms. Our Company's total debt (short term, long term and current maturities of long term debt), as on March 31, 2017 was ₹ 1,499.53 million on a standalone basis. We believe we have ability to leverage our Company's balance sheet to fund future needs of existing Project SPVs as well as for the purpose of bidding for and funding new projects.

Further, as of March 31, 2017, the average residual Concession Period of our BOT Projects (based on concession agreements) was approximately 18 years and six months in comparison with our average debt maturity profile of approximately 10 years, as on March 31, 2017.

We have entered into fixed cost contracts with EPC contractors minimising risk of EPC cost overrun. Further, instead of awarding a single contract for EPC, we have been awarding separate contracts for various sections. This helps us in reducing cost and enables us to work with specialists for respective components which helps us not only in reducing cost but also in negotiating for better quality service and faster BOT Project execution.

Further, our qualified in-house teams who are responsible for different aspects of our projects starting from identifying prospective projects to the collection of tolls and the operation and maintenance of the projects enable us to effectively manage our projects. We are able to undertake a significant number of activities related to all our projects in-house, thereby ensuring faster execution of our projects, meeting highest standards of quality through established and professional monitoring mechanism, reducing our reliance on third parties and decreasing our costs. Our integrated structure also allows us to control our budget and maximize returns for the project, including developer returns and operation and maintenance margins.

- *Strong and experienced Corporate Promoter*

SREI, our Corporate Promoter, which currently holds 30.43% of the issued and paid-up share capital of our Company, is a RBI registered non-deposit taking and systematically important Infrastructure Finance Company and a Public Financial Institution and has presence in the infrastructure sector with a track record of over two decades of supporting entities in the infrastructure sector.

We believe, SREI, with a history of over two decades, is one of India's recognized infrastructure institutions with interests in infrastructure project finance, advisory and development, infrastructure equipment finance, venture capital, capital market, equipment rental, integrated rural network of common services centres ("**CSCs**"), insurance broking, SEZ and industrial park and environment management. SREI provides customized financing to infrastructure projects and their sponsor companies. In the past our Corporate Promoter has infused capital in our projects by way of equity and through debt, which not only helped us achieve financial closure for our projects but also enabled us to procure equipment in the early stages of project development and substantially reduce implementation time and risks.

- *Experienced and professional management team with strong asset management, execution capabilities and extensive industry experience*

Our management team has considerable experience in the Indian road infrastructure sector. We consider the strength of our management team, led by the Managing Director of our Company, Mr. Bajrang Kumar Choudhary and Mr. Rajesh Sirohia, Mr. Asim Tiwari, Mr. Partha Pratim Chaudhary and Mr. Arunava Sengupta, our KMPs, who have broad experience of around two decades in areas like asset management, infrastructure development, project evaluation, equity and debt syndication, project management, planning and construction, contract administration & management, to be fundamental to our success. We believe the stability of our management team and the industry experience brought in by our KMPs and employees, coupled with their strong client relationships, will enable us to continue to take advantage of future market opportunities and expand into new markets.

For further details of the roles and experience of our Board and Key Managerial Personnel, refer to "*Our Management*" on page 192.

Strategies

- *Increased focus on mid to large BOT Projects*

Over the past few years, the Indian road sector has gained momentum with the government's thrust on reforms and policy measures focussed on expanding the roads and highways network commensurate with India's economic growth and development. However, there is inadequate investment in capacity building mainly because of lack of resources for transport infrastructure development. Hence, the government is focusing on both public and private sector funding towards revitalising investment in the roads and highways network through BOT Projects under the PPP framework. As per CRISIL Report, during 2007-2011, road developers bid aggressively to bag more and more BOT-Toll projects. Consequently, the developers faced viability issues with the projects in the later stages. Issues pertaining to subdued financing, lower traffic and delayed execution have stressed the balance sheets of the developers. PPP toll projects are now unable to attract any further bidders due to the stressed balance sheet of the developers, resulting from unavailability of financing from banks and stuck equity of the developers in the existing projects. We believe that going forward BOT space in India is expected to move out of the phase of aggressive bidding which was largely triggered by competition from EPC Contractors and only the infrastructure developers with a strong focus on highway assets would now be primarily bidding for new BOT Projects being awarded. We believe this would result in a rational and healthy competition among the select infrastructure developers with long term focus on the sector.

Leveraging on our domain knowledge and a decade long experience in the infrastructure space, we intend to strengthen our presence by bidding for mid to large BOT Projects. Our focus on larger projects gives us an opportunity to rationalise fixed costs associated with large projects, such as employee expenses, system automation expenses and administration expenses, which typically represent a lower proportion of the total costs of the project than those incurred in smaller projects. Over the next few years, we intend to remain focussed on the operations, maintenance and development of our existing projects while seeking opportunities to expand our portfolio of projects by bidding for new projects either individually or with partners.

Further, while all our existing projects are toll based BOT Projects, we also intend to focus on HAM based BOT Projects in the future which we believe can provide assured cash flows and help reduce the risk of income fluctuations, which is inherent in BOT Projects with a toll component.

We also intend to continue to expand into new geographies based on partnership opportunities. Through an increasingly diversified geographic portfolio, we hope to hedge against risks in specific areas or projects and protect us from fluctuations resulting from business concentration in limited geographical areas. We have established partnerships with experienced EPC players in the states that we currently operate and intend to leverage upon our experience to garner partnership opportunities in economically and politically stable states which we believe would have increased economic activity, which in turn is likely to result in higher traffic.

- *Strengthen internal systems and continue to focus on technology and operational efficiency*

Information technology is integral part of almost every aspect of our operations, from business development to procurement and quality management. With gaining prominence of IT system and other internal processes in every aspect of business and operations, we are constantly strengthening our IT system and capabilities to create an environment friendly sustainable business eco system. We are committed towards driving efficiency through more advanced and fully proven technologies to minimize human error resulting from manual intervention and also moving towards more environment friendly transportation solutions that are sustainable both from energy consumption and an environment perspective. Our increasing focus on the IT infrastructure, applications, and other internal processes necessitates further investments to improve its reliability and functionality. We intend to strengthen our IT systems and other internal processes to reduce manual intervention and improve reliability and efficiency of our business and operations. Improved IT systems help us in achieving low operating costs, high operational efficiency and reduced toll leakages. Given the growing prevalence of Electronic Toll Collection ("**ETC**"), we are also fast moving towards the collection of tolls based on the automatic identification and classification of vehicles using electronic systems. Keeping in line with Government of India's emphasis to promote efficient movement of passenger and goods on high-traffic density corridors through automated toll operations through FASTag, we embarked on the process for completed automation of tolling operations at our existing projects, where we have equipped the toll plaza with ETC tags. A similar system automation and subsequent integration with existing tolling operations are in process at our other operating projects. We are also developing new tolling software; through our strategic technology partner to make the toll collection procedure more efficient and accurate. We are in the process of upgrading our existing IT systems and are currently in the process of implementing a fully automated "hands-off" operation management system integrating technology primarily to improve the flow of vehicular traffic and improve safety.

Besides, keeping in line with GoI's Digital India initiative, all our toll plazas are gradually being equipped with automated toll payment facilities thereby increasing efficiency, accuracy and convenience in toll collection. In addition to increase in usage of plastic money through point of sale ("**POS**") and mobile wallet, all our toll plazas are fully equipped with both conventional as well as modern payment facilities for commuters' convenience. We have been able to leverage our relations with banks to get attractive commercial terms for POS implementation and subsequently adhere to the system automation target set out by Concessioning Authority as well as the Government of India

Besides tolling operations, we are also making efforts to implement new technology to improve highway traffic management, route patrolling and corridor management to reduce delays and improve travel-time reliability. With increasing focus on Highway Traffic Management System, we are aiming to create an advanced integrated Traffic Control Centre equipped with latest technology to detect speed violation, video incident detection, CCTV monitoring system to derive real time traffic information and incident management.

- *Leverage our core competencies through increased activities in the secondary market*

Besides capitalising on primary market opportunities, we also intend to focus on strengthening our position in road infrastructure development business through increased activity in the secondary market.

As per CRISIL Report, during the years 2007 – 2011 road developers, bid aggressively to bag more BOT-Toll projects. This resulted in many small to medium contractors with limited financial strength entering into the BOT space. Some of these BOT Projects have run significant cost overruns arising from various reasons beyond their control, including, subdued financing, lower traffic and delayed execution of projects. The above factors have resulted in lower returns accruing to the developers as well as adversely affecting their debt servicing ability. Some of these developers faced viability issues in the later stages of the projects.

We believe that due to our ability to effectively finance our BOT Projects, we are well positioned to take a rational approach towards secondary market acquisitions of existing BOT Projects, developed or under development by other companies, assuming such acquisitions are supported by sound strategic and financial objectives. We thus intend to draw on our experience, effectively use our assets, market position and our ability to execute and manage multiple projects across geographies, to grow our portfolio of road projects by secondary acquisition of road assets.

- *Increasing financial efficiencies*

  Maintaining financial discipline is key to good financial performance in our business. We intend to continue our practices of strict financial discipline through (i) careful selection of projects; (ii) selective expansion into new geographical areas and (iii) careful selection of EPC contractors with adequate equipment and experience. While we aim to achieve higher profitability, we are careful to avoid over-leveraging our balance sheet or undertake projects that would require significant investment in equipment and/or manpower. We may also deleverage our balance sheet to improve returns on our assets by divesting, either wholly or partially, some of our operational BOT assets.

  We source funding for our projects primarily through loans from banks, other financial institutions and equity contribution. We intend to continue to evaluate various funding mechanisms which will enable us to enhance our credit rating and in turn reduce our borrowing cost and improve our liquidity position. Further, we have in the past explored and will continue to explore options for refinancing or repricing certain of our loans to lower our borrowing cost and improve cash flows. For example, in March 2013 we refinanced GIPL's term loans with a new facility from IDFC Bank Limited (originally funded by consortium of lenders led by Punjab National Bank), which not only reduced the interest cost but also helped to align the repayments with a ballooning repayment structure and increasing the loan repayment tenure by around 6 (six) years within the available Concession Period.

- *Enhancing in-house integration with an aim to improve performance and enhance returns*

  In-house integration has been an integral part of our growth since incorporation and we seek to focus on further enhancing our in-house competencies by expanding into various functional aspects of our projects thereby reducing dependence on third parties. We intend to focus on improving our project designing, project monitoring and management capabilities. We believe that further developing specialized in-house capabilities would reduce dependence on third parties, thereby avoiding risks and minimizing costs associated with outsourcing.

  We intend to focus on improving project monitoring and management capabilities, and depending on the kind of projects that we may bid and win in the future, also develop design and engineering capabilities in-house. This would in long term reduce dependence on third party design consultants, resulting in avoiding risks and minimising costs associated with outsourcing.

  We will also continue to focus on maximizing returns from each of our BOT Projects. We intend to improve performance and enhance returns from our BOT Projects by:

  - adopting the best of the evolving technologies in collection of tolls and other business processes,

  - continuing to improve checks and balances to reduce toll leakages, and

  - continuing to complete construction of our BOT Projects on or before time to increase revenues.

Our Business and Operations

Our main business operations can be divided into three categories, i.e. (i) project development and implementation; (ii) operation and maintenance of tolling operations and (iii) providing advisory and project management services to our projects.

All of our projects are implemented and held through our Subsidiaries and Associates. As on the date of this Prospectus, we have a project portfolio consisting of six (6) BOT Projects, of which two (2) are Projects operational under Final COD, three (3) are Projects operational under Provisional COD and one (1) is Project under Construction.

Set forth below is a summary of each of the six projects in our project portfolio, and in which we have an interest.

1. *Operational BOT Projects*

Particulars	GIPL	MTPL	KEPL	GAEPL	SJEPL
Current status	Operational under Final COD	Operational under Final COD	Operational under Provisional COD	Operational under Provisional COD	Operational under Provisional COD
Brief Description (From / to / NH/SH Number)/ Construction type	Four laning of the existing two lane portion of the Thrissur-Angamali section of NH-47 from km 270.00 to km 316.70 (There is a missing chainage of 6.70 km) and improvement, operation and maintenance of the Angamali-Edapalli section from km 316.70 to km 342.0 of NH-47 in the state of Kerala on BOT Toll basis.	Four laning of the Indore-Ujjain portion from Ch. 5/2 to Ch. 53 on State Highway 27 on BOT Toll basis in the state of Madhya Pradesh.	Augmenting the existing road by four laning of the Rohtak-Bawal section of NH-71 from km 363.30 to km 450.80 in the state of Haryana on DBFOT Toll basis.	Four laning of the Ghaziabad-Aligarh section of NH-91 connecting km 23.60 to km 140.20 of NH-91 on BOT Toll basis. We shall six lane the project highway (excluding Aligarh bypass from km 129.60 to km 149.90) before the 12th anniversary of the appointed date.	Augmenting the existing road from km 413.00 to km 418.00 and km 0.00 to km 62.00 on Chandikhole-Jagatpur-Bhubaneswar section of NH-5 in the state of Odisha by six laning on a DBFOT Toll basis.
Design length (in kms)	65.30	47.80	82.55	126.30	67.00
Actual completed length (in kms)	64.94	48.89	83.16	123.30	56.88 @
Actual completed length (in lane kms)	259.76	195.56	332.64	493.20	341.28
Number of lanes	4	4	4	4	6
State	Kerala	Madhya Pradesh	Haryana	Uttar Pradesh	Odisha
Type of project	Toll	Toll	Toll	Toll	Toll

Particulars	GIPL	MTPL	KEPL	GAEPL	SJEPL
Awarding Authority	NHAI	MPRDC	NHAI	NHAI	NHAI
Date of signing of concession agreement	March 27, 2006	September 17, 2008	July 13, 2010	May 20, 2010	August 6, 2010
Appointed Date	September 22, 2006	May 26, 2009	May 10, 2011	February 25, 2011	December 14, 2011
Concession period from Appointed Date	21 years and 9 months#	25 years	28 years	24 years	26 years
Approximate Residual concession life as of March 31, 2017 (Based on Normal Concession period)	11 years and 2 months	17 years and 2 months	22 years and 1 month	17 years and 11 months	20 years and 8 months
Final COD Date/ Latest Provisional COD Date	Final COD Date: April 18, 2016	Final COD Date: February 17, 2011	Latest Provisional COD Date: September 30, 2014 (1st Provisional COD was received on August 24, 2013)	Latest Provisional COD Date: November 25, 2016 (1st Provisional COD was received on June 23, 2015)	1st Provisional COD Date: January 12, 2017
Total estimated project cost (in ₹ million) on financial closure	6,487.90*	3,408.10**	9,925.78***	17,080.00##	17,740.80###
Actual project cost incurred up to Final COD date/ March 31, 2017 (in ₹ million)	7,212.35* (As on Final COD Date)	3,303.56** (As on Final COD Date)	10,236.62*** (As on March 31, 2017)	19,248.22## (As on March 31, 2017)	18,030.71### (As on March 31, 2017)
Cost overrun as of Final COD date / March 31, 2017 (in ₹ million)	724.45	-	310.84	2,168.22	289.91
Grant receivable from Concessioning Authority/ annual premium/ negative grant payable to the Concessioning Authority	GIPL shall pay a negative grant of ₹ 2,150.00 million to NHAI payable in multiple tranches as per the terms of the concession agreement. As on final COD date i.e. April 18, 2016 ₹ 150.00 million has been paid which has been considered as part of the actual project cost	MTPL shall pay a premium equal to 26.38% of the total realizable fee for the 1st year from the date falling after COD with an increment of 1.00% every year.	KEPL shall pay a premium equal to ₹ 120.00 million during the COD year, with an annual increase of 5.00% every year as compared to the immediately preceding year@@	NHAI shall, as per the terms of the concession agreement, provide a grant of ₹ 3,110.00 million to GAEPL Project for meeting the total project cost, in one or more tranches, of which as on March 31, 2017, ₹ 3,031.86 million has been received	NHAI shall, as per the terms of the concession agreement, provide a grant of ₹ 2,050.00 million to SJEPL Project for meeting the Total Project Cost, in one or more tranches, of which as on March 31, 2017, ₹ 1,773.97 million has been received
Our equity shareholding as of date of this RHP in the respective Project SPV (in %)	49.00	48.00	49.00@@@	39.00	40.00

 # Including extension, if any, granted by the Concessioning Authority
** as per certificate dated June 21, 2017 issued by Gianender & Associates, Chartered Accountants*
*** as per certificate dated July 26, 2017 issued by Sunil Saraf & Associates, Chartered Accountants*
**** as per certificate dated July 27, 2017 issued by MKPS & Associates, Chartered Accountants*
as per certificate dated June 23, 2017 issued by RMA & Associates, Chartered Accountants
as per certificate dated June 28, 2017 issued by Chaturvedi & Co., Chartered Accountants
@ Company has received Provisional COD for 56.878 kms, however, the Company is collecting toll on 67.00 kms.
@@ KEPL has paid premium amount of nil, ₹ 3.22 million and ₹ 87.95 million, in the Fiscal 2017, 2016 and 2015, respectively.
@@@ 20,504,960 equity shares of KEPL, was acquired by our Company pursuant to a share purchase agreement dated October 27,

2016 entered into with SREI. Of the 20,504,960 equity shares of KEPL, 4,900 equity shares of KEPL and 13,665,630 equity shares of KEPL held in the name of SREI and IPDC, respectively are pledged with the senior lenders of KEPL and shall be transferred in the name of our Company upon release of the pledge by the senior lenders of KEPL. However, pending transfer of these shares upon being released from pledge, all the economic and beneficial interest with respect to these shares have been transferred to our Company pursuant to a share purchase agreement dated October 27, 2016. For further details, please refer to "Risk Factor - Some of the shares acquired by our Company in KEPL, have not been transferred in the name of our Company pending release of pledge by senior lenders" on page 26.

For further details regarding the Project SPVs, please refer to the chapter *"History and Certain Corporate Matters" and "Our Subsidiaries and Associates"* on page 171 and 184.

2. Under Construction BOT Project

Particulars	STPL
Brief Description (From / to / NH/SH Number)/ Construction type	Augmenting the existing road by four laning the Solapur-Maharashtra/ Karnataka border section of NH-9 from km 249.00 to km 348.80 in the state of Maharashtra on DBFOT Toll basis.
Design length (in kms)	100.06
Design length (in lane kms)	400.24
Number of lanes	4
State	Maharashtra
Type of project	Toll
Awarding Authority	NHAI
Date of signing of concession agreement	February 29, 2012
Approximate Residual concession life as of March 31, 2017 (Based on Normal Concession period)	22 years and two months
Appointed Date	June 3, 2014
Scheduled COD Date	November 28, 2016##
Revised Scheduled COD Date	June 29, 2017#
Concession period from Appointed Date	25 years
Total estimated project cost (in ₹ million) on financial closure	8,826.20*
Project cost incurred as of March 31, 2017	4,733.48*
Annual premium payable to the Concessioning Authority	STPL shall pay a premium equal to ₹ 279.90 million during the COD year with an annual increase of 5.00 % every year as compared to the immediately preceding year.
Our equity shareholding as of date of this Prospectus in STPL (in %)	99.02

**As per certificate dated July 28, 2017 issued by MKPS & Associates, Chartered Accountants*

#Projected completion date as per the concession agreement is 910 days from Appointed Date. An extension of this period by 213 days i.e. up to June 29, 2017 has been recommended by NHAI, PIU Solapur vide letter dated November 17, 2016 to Chief General Manager (Tech.), NHAI, Navi Mumbai, Maharashtra. The Chief General Manager (Tech.), NHAI has accepted the recommendation and has vide his letter dated March 21, 2017 further recommended the extension up to June 29, 2017 to the competent authority at NHAI, for approval. Further, due to delays in achieving completion of Milestone III due to delays in acquisition of land, shifting of utilities and other reasons which are not attributable to STPL, STPL has, vide letter dated January 20, 2017 addressed to the independent engineer for the STPL Project, requested for further extension of time for execution of Milestone III and scheduled four-laning of the STPL Project up to February 15, 2018. However, pursuant to non-fulfilment of obligations of NHAI towards land acquisition, further delays in finalisation of change of scope, shifting of population, health and environment utility and electrical utility and unprecedented rainfall in Osmanabad District section of project highway in Fiscal 2017, STPL has vide its letter dated May 31, 2017 addressed to the independent engineer for the STPL Project, requested for extension of time for execution of Milestone III and scheduled four-laning of the STPL Project by 548 days from the Scheduled COD, i.e. up to May 31, 2018.

##Projected completion date as per the concession agreement is 910 days from Appointed Date.

For further details, regarding the Project SPVs, please refer to the chapter *"History and Certain Corporate Matters" and "Our Subsidiaries and Associates"* on page 171 and 184.

Summary of our BOT contracts

Typically, our BOT contracts require the Project SPVs to construct a road and /or bridge and operate and maintain the asset over a pre-defined period (known as the concession period) at its own expense. In return, the concessionaire is granted a right to collect revenues or tolls from the end users of the BOT Project road during the concession period. At the end of the Concession Period, the obligation to maintain the road or bridge and the right to collect tolls reverts to the Concessioning Authority that had granted the concession.

In order to meet specific eligibility requirements for certain larger road projects, including requirements relating to particular types of experience and financial resources, we operate through Project SPVs and in most cases we enter into project-specific joint ventures.

Under each Concession Agreement, we are entitled to collect tolls from the users of our roads. We develop the relevant BOT Project road and operate the BOT Project facilities in accordance with the terms and conditions under the relevant Concession Agreement. While we are required to maintain prescribed performance security with the Concession Authority during the Construction Period, the relevant concession agreement requires us to maintain insurance during the Construction Period and Operation Period. In the event of any deviations or non-compliance in relation to the project, our client may enforce its rights under the agreement, including termination of the agreement. Further, deviation or non-compliances may result in us needing to take remedial measures at our cost and may be obligated to pay a percentage of the cost additionally as penalties.

During the Concession Period, we operate and maintain the BOT Project road and earn revenues through charges, fees, tolls or annuities generated from the BOT Project road. The amount of charges, fees, tolls, or annuities that we may collect are set forth in the relevant concession agreements or notified by the relevant government agency. The tolling rates are usually as may be prescribed under the rules of National Highways and State Highways. The scope of our responsibilities is usually set out in the relevant concession agreement, where we may be required to undertake routine maintenance of the project road, maintain and comply with safety standards to ensure smooth and safe traffic movement, deploy adequate human resources for incident management, maintain proper medical and sanitary arrangements for personnel deployed at the site and prevent any unauthorised entry and exit. The Concessioning Authority may use one or more firms of engineers to carry out periodic tests to assess the quality of the road and related maintenance. If we are determined to have failed to carry out our maintenance obligations, the Concessioning Authority may, following the issuance of notices and the expiry of cure periods, terminate the relevant concession agreement.

BOT PROJECTS IN OPERATION

Set forth below is a summary of each of our Project SPVs.

1. ***Guruvayoor Infrastructure Private Limited ("GIPL")***

Description

The GIPL Project is for (a) four laning of the existing two lane portion of the Thrissur-Angamali section of NH-47 from km 270.00 to km 316.70 (there is a missing chainage of 6.70 km) and (b) improvement, operation and maintenance of the Angamali - Edapalli section from km 316.70 to km 342.00 of NH-47 ("**GIPL Project Road**") in the state of Kerala on DCDFOM pattern on BOT toll basis ("**GIPL Project**"). The Concession Agreement for the GIPL Project was signed on March 27, 2006 (the "**GIPL Principal Concession Agreement**") and supplemented by a supplementary agreement dated November 23, 2009 ("**GIPL 1st Supplementary Agreement**") and a supplementary agreement dated December 3, 2011 ("**GIPL 2nd Supplementary Agreement**") (the GIPL Principal Concession Agreement, GIPL 1st Supplementary Agreement and GIPL 2nd Supplementary Agreement are together referred to as "**GIPL Concession Agreement**"). Our scope of work also included improvement of junction at the Kochi airport, curve improvement at Marthandaverma bridge, six lane flyover at Aluva junction and construction of approaches to ROB at km 320.09.

The Provisional COD for the GIPL Project was received on December 04, 2011 and the Final COD was granted on April 18, 2016. The delay in receiving Final COD was primarily due to non-completion of punch list item, indicated by the Independent Engineer for the project, due to non-availability of Land/ROW by NHAI.

We began collecting toll on the GIPL Project Road on February 9, 2012. This project has one operational toll plaza.

Concession Operator

GIPL is the operator of the GIPL Project. Our Company holds 49.00% of the equity share capital in GIPL and KMC Constructions Limited, together with its associate, KMC Infratech Road Holdings Limited holds the balance 51.00% of the equity share capital. For more information on GIPL, please refer to the chapter "*Our Subsidiaries and Associates*" on page 184. Further, the engineering, procurement and construction work of the GIPL Project has been carried out by KMC Constructions Limited.

Key Terms of the Concession

The concession was granted by the NHAI. The term of concession was 20 years, and it was to start from September 22, 2006, i.e. Appointed Date and expire on September 21, 2026. However, the same has been extended up to June 21, 2028 by way of GIPL 1st Supplementary Agreement due to delay in land acquisition by NHAI and accordingly the Concession Period got extended to 21 years and 9 months.

The GIPL Concession Agreement provides that for a period of eight years from the appointed date, neither NHAI itself, nor GoI and Government of Kerala shall, construct and operate either itself or through any other party, built and operated on BOT basis or otherwise, any expressway or other toll road, not being a bypass, between Thrissur and Edapalli. This restriction shall not apply if the length of the proposed new toll road is more than 120.00% of the GIPL Project Road or the toll rates are more than 133.00% of the applicable toll fee for GIPL Project. Further, in case such a new toll road is constructed by NHAI, GOI or Government of Kerala, the concession period shall get extended by 50.00% of the period remaining out of the concession period at the time of commission of such new toll road.

As per the GIPL Concession Agreement, NHAI can based on detailed traffic study, at any time after eight (8) years of the COD, decide to augment / increase the capacity of the GIPL Project Road and can invite proposals from eligible persons for such augmentation of capacity including GIPL. In case GIPL doesn't submit its proposal or fails or declines to match the preferred offer, a termination payment as would be specified in the GIPL Concession Agreement would be paid to GIPL. GIPL shall, however, have the right of first refusal to match the preferred offer.

Toll collection

GIPL has entered into an agreement for operation and maintenance of the GIPL Project with Egis Road Operation India Private Limited ("**Egis**") dated April 3, 2013 whereby Egis undertakes the following activities (a) toll collection, (b) traffic Management and (c) routine maintenance and horticulture.

As per the GIPL Concession Agreement, GIPL is entitled to collect and appropriate the fees from the users of the GIPL Project Road at the toll plaza pursuant to and in accordance with the fee notified by NHAI from time to time. The fees to be collected are revised annually based on extent of variation in WPI as stated in the GIPL Concession Agreement. The current toll rates are subject to and in accordance with the fee determination rules. The GIPL Concession Agreement allows the toll rates to be revised annually but is subject to and in accordance with the provisions of the fee determination rules. The current toll rates per vehicle as specified in the letter dated August 26, 2016 issued by NHAI for the toll plaza is as follows:

(Amount in ₹)

Toll rates	**Car, passenger van or jeep**	**Light commercial vehicles**	**Trucks or buses**	**Multi-axle vehicles (> 2 Axles)**
Fee for single journey	65.00	115.00	225.00	365.00
Fee for multiple trips within a day	95.00	170.00	340.00	550.00
Fee for monthly pass for use of section continuously and frequently	1,945.00	3,410.00	6,815.00	10,955.00

GIPL is permitted to collect fees from local traffic as per the discounted rates as specified in the GIPL Concession Agreement and is required to issue appropriate passes or make refunds in a manner that minimizes the inconvenience to local traffic. The GIPL Concession Agreement also exempts certain vehicles as identified in the GIPL Concession Agreement from payment of fees.

Traffic Study

GIPL Project Road is a part of NH-47 which originates at Kanyakumari and ends at Salem. It connects the cities of Kochi, Thrissur and Coimbatore and runs in proximity to the Cochin Refinery, Cochin Port and the proposed KINFRA Gem and jewellery park, a full-fledged infrastructure facility for ornament making and its allied activities (Source: CRISIL Report). The growth in ADT in PCU terms for the GIPL Project is as provided below:

	FOR THE FIRST TWO MONTHS OF FISCAL 2018#	**FISCAL**				
		2017	**2016**	**2015**	**2014**	**2013**
ADT in PCU terms	64,524	59,891*	56,471	52,594	53,596	37,074

	FOR THE FIRST TWO MONTHS OF FISCAL 2018#	FISCAL				
		2017	2016	2015	2014	2013
% growth year on year in PCUs	4.60%	6.05%	7.37%	(1.87)%	-**	N.A.

GIPL Project was operational only for a period of 8.73 days during November, 2016 and 29 days for December, 2016, due to suspension of tolls by GOI post demonetisation announcement. Hence project was operational for 341.73 days during Fiscal 2017

****** *Traffic growth for GIPL Project in Fiscal 2014 over previous year could not be computed due to incomplete traffic numbers of Fiscal 2013 due to limitations of toll information system then being used by GIPL*

[#] *ADT in PCU terms has been arrived by considering traffic numbers for the first two months of Fiscal 2018 and year on year growth during the first two months of Fiscal 2018 was calculated comparing average daily traffic during first two months of Fiscal 2018 vis-à-vis first two months of Fiscal 2017.*

Note

- *Average Daily Traffic (total traffic divided by number of days project was operational during the year)*
- *The PCU Conversion Factor for various categories of vehicles is as under:*

Vehicle Category	PCU Conversion Factor
Car / Light Motor Vehicle (LMV)	**1.0**
Light Commercial Vehicle (LCV) / Mini Bus	**1.5**
Truck / Bus	**3.0**
Multi- Axle Vehicle (MAV)	**4.5**
Oversized Vehicle (OSV)	**4.5**

(Source – Certificate dated June 23, 2017 issued by Kamal H Agarwal & Associates, Chartered Accountants (Firm No: 327616-E)

Project Cost and Financing

As of April 18, 2016, (i.e. date of receipt of Final COD) the GIPL Project cost as per certificate dated June 21, 2017 issued by Gianender & Associates, Chartered Accountants, was ₹ 7,212.35 million, which includes a payment of ₹ 150.00 million as upfront Negative Grant to NHAI. The above Project Cost was funded by ₹ 1,689.40 million equity share capital, ₹ 885.44 million as sponsor's fund, ₹ 4,575.95 million of term loan from banks, current liability (net of current assets) of ₹ 54.14 million and project reserve and surplus of ₹ 7.42 million.

Financial Information

For the Fiscal 2017, GIPL's total revenue and net loss, as per its audited financial statements, was ₹ 1,193.20 million and ₹ 108.81 million, respectively.

As of March 31, 2017, the total outstanding debt due to banks (including current maturities of loan term debt) was ₹ 3,401.58 million and secured debentures outstanding was ₹ 986.46 million.

For further details, please refer to the chapter "*Financial Statements – Identified Associates Audited Financial Statements*" on page 303.

*2. **Mahakaleshwar Tollways Private Limited ("MTPL")***

Description

The MTPL Project is for four laning of the Indore-Ujjain portion from Ch. 5/2 to Ch. 53 on State Highway 27 ("**MTPL Project Road**") on a DBFOT pattern, on a BOT Toll basis in the state of Madhya Pradesh ("**MTPL Project**"). The Concession Agreement for the MTPL Project was signed on September 17, 2008 ("**MTPL Concession Agreement**").

The Provisional COD for the MTPL Project was received on November 19, 2010. The Final COD was received on February 17, 2011.

We began collecting toll for MTPL Project Road on November 20, 2010. This project has one operational toll plaza.

Concession Operators

MTPL is the operator of the MTPL Project. Our Company owns 48.00% of the equity share capital in MTPL, while Galfar Engineering & Contracting S.O.AG., Varaha Infra Limited and Varaha Construction Company own

26.00%, 25.62% and 0.38%, respectively. For more information on MTPL, please refer to the chapter "*Our Subsidiaries and Associates*" on page 184. Further, the engineering, procurement and construction work of the MTPL Project has been carried out by Galfar Engineering & Contracting (India) Private Limited, and Varaha Infra Limited.

Key Terms of the Concession

The concession was granted by the MPRDC. The term of the concession is 25 years starting from May 26, 2009 and expires in May 25, 2034.

The concession agreement provides that MPRDC shall ensure that for a period of fifteen years from the appointed date, neither MPRDC itself, nor any other government instrumentality shall, construct or cause to be constructed any expressway or toll road between of State Highway - 27 from Ch. 5/2 Indore to Ch. 53 at Ujjain (collectively the "**MTPL Additional Tollway**"). This restriction shall not apply if such length of MTPL Additional Tollway is more than 20.00% of the MTPL Project Road. Further, the toll rate of the MTPL Additional Tollway, shall not be less than 25.00% higher than the toll rate of the MTPL Project. If new toll road is opened to traffic between the 20th and 25th anniversary of the Appointed Date for the MTPL Project, MTPL shall be entitled to an additional concession period, which shall be equal in duration to the period between the opening of the MTPL Additional Tollway and the 25th (twenty fifth) anniversary.

As per the terms of the MTPL Concession Agreement, traffic is estimated to be 37,096 PCUs per day (the "**Target Traffic**") as of June 1, 2020 (the "**Target Date**") and if the average of traffic sampling undertaken on the date one year prior to the Target Date falls short of Target Traffic by more than 2.50%, then for every 1.00% of shortfall as compared to Target Traffic, the Concession Period shall, subject to payment of concession fee in accordance with MTPL Concession Agreement, be increased by 1.50% subject to the increase of period not exceeding 20.00% of the Concession Period. Similarly, if the aforesaid traffic sampling exceeds Target Traffic by more than 2.50%, then for every 1.00% excess as compared to Target Traffic the Concession Period shall be reduced by 0.75%, subject to the reduction of period not exceeding 10.00% of the concession period. In case of reduction of the Concession Period, MTPL may choose to pay a further premium of 25.00% of the realisable fee in lieu of reduction of Concession Period.

Toll collection

MTPL has entered into an agreement for operation and maintenance of the MTPL Project with Kosher Infrastructure Private Limited ("**Kosher**") dated May 27, 2016 whereby Kosher undertakes *inter alia* toll collection activities.

The current toll rates are subject to and in accordance with the fee determination rules and the fee notifications issued by MPRDC. The concession agreement allows the toll rates to be revised annually on September 1 but is subject to and in accordance with the provisions of the fee determination rules and fee notifications. The current toll rates per vehicle as specified in the letter dated August 27, 2016 issued by MPRDC for the toll plaza is as follows:

(Amount in ₹)

	Car	Light Commercial Vehicles	Bus	Trucks	Multi-axle Trucks
Toll rates	25.00	65.00	135.00	165.00	325.00

The rate of monthly pass is ₹ 80.00.

Traffic Study

MTPL Project Road is a part of SH-27 which connects Rajasthan border in the north and Maharashtra border in the south. On its way it connects the cities of Ujjain, Indore and Pitampur. Indore is the largest and most populous city of the Indian state of Madhya Pradesh and it successfully qualified in Phase-1 of the Smart Cities Mission. SEZ Indore, which is serviced by the MTPL Project Road, is the only Green Field multi product SEZ of India, and is considered to be growth engines to boost manufacturing, augment exports and generate large scale employment and economic activities. Similarly, Ujjain is a prominent city in the state of Madhya Pradesh and an important place of pilgrimage. The Government of Madhya Pradesh is also developing Vikram Udyogpuri Project under the Delhi-Mumbai Industrial Corridor Project, being developed by the GOI (Source: CRISIL Report). The growth in ADT for the MTPL Project is as provided below:

	FOR THE FIRST TWO MONTHS OF FISCAL 2018#	FISCAL				
		2017*	2016	2015	2014	2013
ADT in PCU terms	16,355#	15,570	15,863	15,750	13,754	13,365
% growth year on year in PCUs	N.A.**	(1.85)%	0.72%	14.52%	2.91%	N.A.

** MTPL Project was operational only for a period of 8.73 days during November, 2016 and 29 days for December, 2016, due to suspension of tolls by GOI post demonetisation announcement. Further, toll collections in MTPL Project was suspended by the Authority from April 1, 2016 to May 31, 2016 in view of Kumbh Mela. For computing Average Daily Traffic, the number of operating days during the year have been reduced by 61 days for the project. Hence project was operational for only 280.73 days for Fiscal 2017*

*** Since the tolling was suspended due to Kumbh Mela from April 1, 2016 to May 31, 2016, the comparison with the period April 1, 2017 to May 31, 2017 has not been provided*

 # ADT in PCU terms has been arrived by considering traffic numbers for the first two months of Fiscal 2018.

Notes

Average Daily Traffic (total traffic divided by number of days project was operational during the year)
The PCU Conversion Factor for various categories of vehicles is as under:

Vehicle Category	PCU Conversion Factor
Car / Light Motor Vehicle (LMV)	**1.0**
Light Commercial Vehicle (LCV) / Mini Bus	**1.5**
Truck / Bus	**3.0**
Multi- Axle Vehicle (MAV)	**4.5**
Oversized Vehicle (OSV)	**4.5**

(Source – Certificate dated June 23, 2017 issued by Kamal H Agarwal & Associates, Chartered Accountants (Firm No: 327616-E)

Project Cost and Financing

As of February 17, 2011, (i.e. date of receipt of Final COD), the MTPL Project cost as per certificate dated July 26, 2017 issued by Sunil Saraf & Associates, Chartered Accountants, was ₹ 3,303.56 million. The above project cost was financed by way of sponsors' contribution in the form of equity share capital of ₹ 1,019.11 million and term loan from lenders of ₹ 2,300.80 million and net current liabilities/ (assets) of ₹ (16.35) million.

Financial Information

For the Fiscal 2017, MTPL's total revenue and net loss, as per its audited financial statements, was ₹ 186.05 million and ₹ 147.57 million, respectively. For further details, please refer to the chapter "*Financial Statements – Identified Associates Audited Financial Statements*" on page 303.

As of March 31, 2017, the total outstanding debt due to banks/ financial institutions (including current maturities of loan term debt) was ₹ 1,648.35 million.

3. ***Kurukshetra Expressway Private Limited ("KEPL")***

Description

The KEPL Project is for augmenting the existing road by four laning the Rohtak-Bawal section of NH-71 from km 363.30 to km 450.80 in the state of Haryana on DBFOT Toll basis ("**KEPL Project**"). The Concession Agreement for the project was signed on July 13, 2010 (the "**KEPL Principal Concession Agreement**"). This agreement was amended by way of Supplementary Agreements dated August 22, 2013, March 5, 2014, September 9, 2014 and January 15, 2016 ("**KEPL Supplementary Agreements**") (the KEPL Principal Concession Agreement and the KEPL Supplementary Agreements are together referred to as "**KEPL Concession Agreement**")

The 1st Provisional COD was granted on August 24, 2013 and a 2nd Provisional COD was granted on September 30, 2014. We have constructed 83.16 kms against the design length of 82.55 kms and are awaiting receipt of the Final COD which is subject to completion of work as per punch list prepared by the independent engineer, delayed due to reasons attributable to the Concessioning Authority and KEPL. The KEPL Project has 2 operational toll plazas and we began collecting toll on September 1, 2013.

Concession Operators

KEPL is the operator of the KEPL Project. Our Company owns 35.89% of the equity share capital of KEPL while JMC Projects India Limited, IPDC and MPM Holding Private Limited hold 49.57%, 13.11% and 1.43% equity shareholding in KEPL. Additionally, SREI and Mr. Saurabh Gupta hold 4,900 and 200 equity shares of KEPL which is less than 0.10% of equity shareholding of KEPL. For more information on KEPL, please refer to the chapter "*Our Subsidiaries and Associates*" on page 184. The engineering, procurement and construction work of the KEPL Project has been carried out by JMC Projects (India) Limited.

Key Terms of the Concession

The concession was granted by the NHAI. The term of the concession is 28 years starting from May 10, 2011 i.e. Appointed Date and expiring in May 9, 2039.

The concession agreement provides that NHAI shall ensure that for a period of 12 years from the appointed date, neither NHAI itself nor any Government instrumentality and shall, construct or cause to be constructed any expressway or other toll road inter alia between Rohtak and Bawal i.e. km 363.300 and km 450.800 on NH-71 (collectively the "**KEPL Additional Tollway**"). This restriction shall not apply if the length of the KEPL Additional Tollway is more than 20.00% of the length of the KEPL Project Road. Further, the toll rate of KEPL Additional Tollway, shall not be less than 25.00% higher than the toll rate of the KEPL Project Road. If the new toll road is opened to traffic between the 12th and 28th anniversary of the appointed date, KEPL shall he entitled to an additional concession period, which shall be equal in duration to the period between the date opening of the KEPL Additional Tollway and the 28th anniversary.

As per the terms of the concession agreement, traffic is estimated to be 22,800 PCUs per day ("**Target Traffic**") as of September 1, 2019 ("**Target Date**") and if the average of traffic sampling undertaken on the date one year prior to the Target Date, the Target Date and on the first anniversary of the Target Date falls short of Target Traffic by more than 2.50%, then for every 1.00% of shortfall as compared to Target Traffic, the concession period shall subject to payment of concession fee in accordance with KEPL Concession Agreement be increased by 1.50% subject to the increase of period not exceeding 20.00% of the concession period. Similarly, if the aforesaid traffic sampling exceeds Target Traffic by more than 2.50%, then for every 1.00% excess as compared to Target Traffic the concession period shall be reduced by 0.75% subject to the reduction of period not exceeding 10.00% of the concession period. In case of reduction of the concession period, KEPL may choose to pay a further premium of 25.00% of the realisable fee in the respective year in lieu of reduction of concession period.

Toll Collection

KEPL has entered into an agreement for tolling operations of the KEPL Project with Skylark Infra Engineering Private Limited ("**Skylark**") dated July 1, 2016 pursuant to which Skylark undertakes tolling operations. KEPL has also entered into an agreement for route operations, incident and corridor management of the KEPL Project with Kosher dated October 24, 2016 whereby Kosher undertakes the route operations and routine maintenance activities. KEPL has also entered in to an agreement with Kosher dated October 24, 2016 to undertake route maintenance including complete horticulture and cleaning services.

As per the KEPL Concession Agreement, KEPL is entitled during the operations period to levy, collect and appropriate the fees from the users of the KEPL Project Road at the toll plaza pursuant to and in accordance with the fee notified by NHAI from time to time. The fees to be collected are revised annually (1) by 3.00% per annum and (2) based on extent of variation in WPI subject to such revision not exceeding 40.00% of the increase in WPI. The current toll rates per vehicle as specified in the letter dated March 27, 2017 issued by NHAI for the toll plazas is as follows:

(Amount in ₹)

	Car, jeep, van, light motor vehicles	**Mini buses, light commercial and goods vehicles**	**Trucks and buses**	**Heavy construction machinery, earth moving equipment or multi-axle vehicles (three to six axles)**	**Over-sized vehicles (seven or more axles)**
Dighal Village toll plaza at km 370.420 for 38.280 km					
Fee for single journey	40.00	65.00	140.00	215.00	265.00
Fee for multiple journey (max. no of two one way) journey within a day	60.00	100.00	205.00	325.00	395.00
Fee for monthly pass for 50 single journeys in a month	1,355.00	2,190.00	4,590.00	7,200.00	8,765.00
Gangaycha Jatt Village toll plaza at km 430.000 for 44.875 km					

	Car, jeep, van, light motor vehicles	Mini buses, light commercial and goods vehicles	Trucks and buses	Heavy construction machinery, earth moving equipment or multi-axle vehicles (three to six axles)	Over-sized vehicles (seven or more axles)
Fee for single journey	70.00	110.00	220.00	340.00	430.00
Fee for multiple journey (max. no of two one way) journey within a day	105.00	160.00	330.00	510.00	650.00
Fee for monthly pass for 50 single journeys in a month	2,310.00	3, 600.00	7, 385.00	11,315.00	14,405.00

KEPL is permitted to collect fees from local traffic as per the discounted rates as specified in the KEPL Concession Agreement and is required to issue appropriate passes or make refunds in a manner that minimizes the inconvenience to local traffic. The KEPL Concession Agreement also exempts certain vehicles as identified in the KEPL Concession Agreement from payment of fees.

Traffic Study

KEPL Project Road is a part of NH-71, which starts at Jalandhar and ends at NH-8 near Bawal. On its way it connects the cities of Moga, Sangrur and Rohtak. An industrial model township being set-up in Rohtak, of which Phase I has been developed while Phase II is under development. Similarly, the Manesar-Bawal region that is serviced by the KEPL Project road is one of the investment regions selected for development in the first phase of the Delhi-Mumbai Industrial Corridor Project, being developed by the GOI and is expected to contribute to major expansion of infrastructure and industry in the state of Haryana (Source: CRISIL Report).

The growth in ADT for the KEPL Project is as provided below:

	FOR THE FIRST TWO MONTHS OF FISCAL 2018[#]	FISCAL			
		2017	2016	2015	2014
ADT in PCU terms	23,902	20,167**	20,872*	21,115	21,468
% growth year on year in PCUs	19.47%	(3.37)%	(1.15)%	1.65%	NA[##]

** KEPL Project Toll collection was affected during 'Jat Quota Agitation' in the month of February 2016. Toll collection was suspended for 11 days on one Toll Plaza and 3 days on another Toll Plaza. On overall basis, the project has been taken as not operating due to said agitation for 7 days during Fiscal 2016.*
***KEPL Project was operational only for a period of 8.73 days during November, 2016 and 29 days for December, 2016, due to suspension of tolls by GOI post demonetisation announcement. Hence project was operational for 341.73 days during Fiscal 2017.*
[#] ADT in PCU terms has been arrived by considering traffic numbers for the first two months of Fiscal 2018. The year on year growth during the first two months of Fiscal 2018 was calculated comparing average daily traffic during first two months of Fiscal 2018 vis-à-vis first two months of Fiscal 2017.
[##]Project started toll collection from August 24, 2013, hence operational for a period of 220 days during Fiscal 2014.

***Notes**:*
- *Average Daily Traffic (total traffic divided by number of days project was operational during the year)*
- *ADT has been arrived by taking the mean of the traffic numbers of 2 toll plazas.*
- *The PCU Conversion Factor for various categories of vehicles is as under:*

Vehicle Category	PCU Conversion Factor
Car / Light Motor Vehicle (LMV)	**1.0**
Light Commercial Vehicle (LCV) / Mini Bus	**1.5**
Truck / Bus	**3.0**
Multi- Axle Vehicle (MAV)	**4.5**
Oversized Vehicle (OSV)	**4.5**

(Source – Certificate dated June 23, 2017 issued by Kamal H Agarwal & Associates, Chartered Accountants (Firm No: 327616-E)

Project Cost and Financing

As of March 31, 2017, the KEPL Project cost as per certificate dated July 27, 2017 issued by MKPS & Associates, Chartered Accountants, was ₹ 10,236.62 million. The above project cost was financed by ₹ 1,985.18 million of equity contribution, ₹ 7,810.55 million of term loan from banks, ₹ 425.29 million of sponsor’s contribution and current liability (net of current assets) of ₹ 15.60 million.

Financial Information

For the Fiscal 2017, KEPL's total revenue and net loss, as per its audited financial statements, was ₹ 770.76 million and ₹ 715.28 million, respectively. For further details, please refer to the chapter "*Financial Statements – Identified Associates Audited Financial Statements*" on page 303.

As of March 31, 2017, the outstanding debt due to banks (including current maturities of loan term debt) was ₹ 7,414.54 million. For further details, please refer to the chapter "*Financial Statements – Identified Associates Audited Financial Statements*" on page 303.

*4. **Ghaziabad Aligarh Expressway Private Limited ("GAEPL")***

Description

The toll project is for four laning of the Ghaziabad-Aligarh section of NH-91 connecting km 23.60 to km 140.20 of NH-91 on DBFOT pattern on BOT Toll basis ("**GAEPL Project Road**") and subsequent six laning of the GAEPL Project Road (excluding Aligarh bypass from km 129.60 to km 149.90) before the 12th anniversary of the appointed date i.e. February 25, 2011 ("**GAEPL Project**"). The Concession Agreement for the project was signed on May 20, 2010 ("**GAEPL Concession Agreement**").

The Provisional COD was received on June 23, 2015, a delay of approximately 669 days from the scheduled commercial operation date, due to delay in handing over of certain stretches on the GAEPL Project Road by the Concessioning Authority. The independent engineer *vide* its letter dated February 11, 2015 had recommended extension of scheduled four laning date to September 14, 2015. GAEPL has received 2nd Provisional COD on November 25, 2016, a delay of approximately 1,190 days from the scheduled commercial operation date, due to further delay in handing over of certain stretches on the GAEPL Project Road by the Concessioning Authority. The independent engineer has recommended completion of all other balance activities within 90 days of issuance of 2nd Provisional COD dated November 25, 2016 which was completed by GAEPL and intimated to the independent engineer *vide* letter dated March 4, 2017.

We began collecting toll on June 24, 2015. The GAEPL Project has 2 operational toll plazas.

Concession Operator

GAEPL is the operator of the GAEPL Project. Our Company owns 39.00% of the equity share capital in GAEPL, while PNC Infratech Limited, PNC Infra Holdings Limited, Galfar Engineering & Contracting (India) Private Limited and Galfar Engineering & Contracting S.A.O.G., own 15.12%, 19.88%, 23.91% and 2.09%, respectively. For more information on GAEPL, please refer to the chapter "*Our Subsidiaries and Associates*" on page 184. Further, the engineering, procurement and construction work of the GAEPL Project has been carried out by PNC Infratech Limited, and Galfar Engineering & Contracting (India) Private Limited.

Key Terms of the Concession

The concession was granted by the NHAI. The term of the GAEPL Concession Agreement is 24 years starting from the appointed date i.e. February 25, 2011 and expiring in February 24, 2035. The GAEPL Concession Agreement provides that NHAI shall ensure that for a period of twenty-four years from the appointed date, neither NHAI itself, nor any other government instrumentality shall, construct or cause to be constructed any expressway or other toll road between inter alia km 23.600 and km 140.200 of NH-91 (collectively the "**GAEPL Additional Tollway**") for use by traffic. This restriction shall not apply if the length of the GAEPL Additional Tollway is more than 20.00% of the length of the GAEPL Project Road. Further, the toll rate of GAEPL Additional Tollway, shall not be less than 25.00% higher, than the toll rate of the GAEPL Project Road. If the GAEPL Additional Tollway is opened to traffic between the 15th and 24th anniversary of the appointed date, GAEPL shall be entitled to an additional Concession Period, which shall be equal in duration to the period between the opening of GAEPL Additional Tollway and the 24th anniversary

As per the terms of the concession agreement, traffic is estimated to be 37,550 PCUs per day (the "**Target Traffic**") as of December 1, 2018 (the "**Target Date**") and if the average of traffic sampling undertaken on the date one year prior to the Target Date, the Target Date and on the first anniversary of the Target Date falls short of Target Traffic by more than 2.50%, then for every 1.00% of shortfall as compared to Target Traffic, the concession period shall, subject to payment of concession fee in accordance with GAEPL Concession Agreement, be increased by 1.50% subject to the increase of period not exceeding 20.00% of the concession period. Similarly, if the aforesaid traffic sampling exceeds Target Traffic by more than 2.50%, then for every 1.00% excess as compared to Target Traffic the concession period shall be reduced by 0.75% subject to the reduction of period not exceeding 10.00% of the concession period. In case of reduction of the concession period, GAEPL may choose to pay a further premium of 25.00% of the realisable fee in lieu of reduction of concession period.

Toll Collection

GAEPL undertakes O&M and tolling operation for the GAEPL Project road.

As per the GAEPL Concession Agreement, GAEPL is entitled during the operations period to levy, collect and appropriate the fees from the users of the GAEPL Project Road at the toll plaza pursuant to and in accordance with the fee notified by NHAI from time to time. The fees to be collected are revised annually (1) by 3.00% per annum and (2) based on extent of variation in WPI subject to such revision not exceeding 40.00% of the increase in WPI. The GAEPL Concession Agreement allows the toll rates to be revised annually on April 1 but is subject to and in accordance with the provisions of the fee determination rules and Concession Agreement. The current toll rates per vehicle as specified in the letter dated March 31, 2017 by NHAI for the toll plazas are as follows:

(Amount in ₹)

Particulars	Car, jeep, van, light motor vehicles	Mini buses, light commercial and goods vehicles	Trucks and buses	Heavy construction machinery, earth moving equipment or multi-axle vehicles (three or six axles)	Over-sized vehicles (seven or more axles)
Luharali Village toll plaza at km 47.500					
Fee for single journey	105.00	160.00	330.00	505.00	650.00
Fee for return journey within a day	155.00	245.00	500.00	760.00	975.00
Fee for monthly pass for 50 or more single journeys	3,480.00	5,405.00	11,055.00	16,890.00	21,625.00
Somna Village toll plaza at km 113.30					
Fee for single journey	135.00	210.00	420.00	635.00	835.00
Fee for return journey within a day	205.00	315.00	630.00	955.00	1,250.00
Fee for monthly pass for 50 or more single journeys	4,560.00	6,970.00	14,045.00	21,240.00	27,795.00

GAEPL is permitted to collect fees from local traffic as per the discounted rates as specified in the GAEPL Concession Agreement and is required to issue appropriate passes or make refunds in a manner that minimizes the inconvenience to local traffic. The GAEPL Concession Agreement also exempts certain vehicles as identified in the GAEPL Concession Agreement from payment of fees.

Traffic Study

GAEPL Project Road connects Ghaziabad to Aligarh in UP and services the Ghaziabad belt which is part of the National Capital Region (NCR). Ghaziabad is the hub of engineering, electronics, and leather and textile goods. Further, the proposed Dadri-Noida-Ghaziabad Investment Region is coming up in proximity to the GAEPL Project. (Source: CRISIL Report)

GAEPL started its tolling operation on June 24, 2015. The growth in ADT for the GAEPL Project is as provided below:

	FOR THE FIRST TWO MONTHS OF FISCAL 2018#	FISCAL 2017	FISCAL 2016
ADT in PCU terms	28,716	26,042**	24,436*
% growth year on year in PCUs	10.27%	6.57%	N.A.

** GAEPL Project started toll collection started from June 23, 2015 and it was operational for a period of 283 days during Fiscal 2016*

***GAEPL Project was operational only for a period of 8.73 days during November, 2016 and 29 days for December, 2016, due to suspension of tolls by GOI post demonetisation announcement. Hence project was operational for 341.73 days during Fiscal 2017*

 # ADT in PCU terms has been arrived by considering traffic numbers for the first two months of Fiscal 2018. The year on year growth during the first two months of Fiscal 2018 was calculated comparing average daily traffic during first two months of Fiscal 2018 vis-à-vis first two months of Fiscal 2017.

Note:

- *Average Daily Traffic (total traffic divided by number of days' project was operational during the year)*
- *ADT has been arrived by taking the mean of the traffic numbers of 2 toll plazas.*
- *The PCU Conversion Factor for various categories of vehicles is as under:*

Vehicle Category	PCU Conversion Factor
Car / Light Motor Vehicle (LMV)	**1.0**
Light Commercial Vehicle (LCV) / Mini Bus	**1.5**
Truck / Bus	**3.0**
Multi- Axle Vehicle (MAV)	**4.5**
Oversized Vehicle (OSV)	**4.5**

(Source – Certificate dated June 23, 2017 issued by Kamal H Agarwal & Associates, Chartered Accountants (Firm No: 327616-E)

Project Cost and Financing

As of March 31, 2017, the GAEPL Project cost, as per certificate dated June 23, 2017 issued by RMA and Associates, Chartered Accountants, was ₹ 19,248.22 million. The above project cost was financed by equity share capital of ₹ 1,940.00 million, term loan from banks of ₹ 15,139.98 million, grant from NHAI as capital work in progress of ₹ 137.15 million, current liability (net of current assets) of ₹ 644.23 million and sponsors' contribution of ₹ 1,386.86 million.

Financial Information

For the Fiscal 2017, GAEPL's total revenue and net loss, as per its audited financial statements for Fiscal 2017, was ₹ 1,480.46 million and ₹ 513.90 million, respectively.

As of March 31, 2017, the outstanding debt due to banks (including current maturities of loan term debt) was ₹ 13,370.46 million. For further details, please refer to the chapter "*Financial Statements –Identified Associates Audited Financial Statements*" on page 303.

*5. **Shree Jagannath Expressways Private Limited ("SJEPL")***

Description

The SJEPL Project is for augmenting the existing road from km 413.00 to km 418.00 and km 0.00 to km 62.00 on Chandikhol-Jagatpur-Bhubaneswar section of NH-5 in the state of Odisha by six laning the Chandikhole-Jagatpur-Bhubaneswar section of NH-5 ("**SJEPL Project Road**") in the state of Odisha on a DBFOT pattern on BOT Toll basis ("**SJEPL Project**"). The Concession Agreement for the project was signed on August 6, 2010 ("**SJEPL Original Concession Agreement**"). This agreement was amended by way of Supplementary Agreements dated November 27, 2014, November 26, 2015 and November 11, 2016 ("**SJEPL Supplementary Agreements**") (the SJEPL Principal Concession Agreement and the SJEPL Supplementary Agreements are together referred to as "**SJEPL Concession Agreement**").

As SJEPL Project is augmentation of the SJEPL Project Road by six laning the existing four lane road to six lanes, the appointed date for the SJEPL Project i.e. December 14, 2011. We began collecting toll on December 14, 2011, which was the date of commencement of operations of the SJEPL Project. The Provisional COD for the SJEPL Project was received on January 12, 2017.

Concession Operators

SJEPL is the operator of the SJEPL Project. Our Company owns 40.00% of the equity share capital in SJEPL, while our partners Simplex Infra Development Limited, Simplex Infrastructure Limited, Galfar Engineering and Contracting (India) Private Limited, and Galfar Engineering & Contracting, S.A.O.G., own 34.00%, 0.001%, 20.18% and 5.82%, respectively. For more information on SJEPL, please refer to the chapter "*Our Subsidiaries and Associates*" on page 184. The engineering, procurement and construction work of the SJEPL Project has been carried out by Simplex Infrastructure Limited and RKD Construction Private Limited.

Key Terms of the Concession

The concession was granted by the NHAI. The term of the SJEPL Concession Agreement is 26 years starting from December 14, 2011, i.e. the appointed date and expiring on December 13, 2037.

The Concession Agreement provides that NHAI shall ensure that for a period of twelve years from the appointed date, neither NHAI itself, nor any other government instrumentality shall, construct or cause to be constructed any expressway or other toll road between Chandikhole, Jagatpur and Bhubaneswar (inter alia km 431.00, km 418.00 and km 0.00 and km 62.00 of NH-5) (collectively the "**SJEPL Additional Tollway**") for use by traffic. This restriction shall not apply if the length of the SJEPL Additional Tollway is more than 20.00% of the SJEPL Project Road. Further, the toll rate of the SJEPL Additional Tollway, shall not be less than 25.00% higher than the toll rate of the SJEPL Project. If the SJEPL Additional Tollway is opened to traffic between the 12^{th} and 26^{th} anniversary of the appointed date, the SJEPL shall be entitled to an additional concession period, which shall be equal in duration to the period between the opening of the SJEPL Additional Tollway and the 26^{th} anniversary.

As per the terms of the concession agreement, traffic is estimated to be 56,937 PCUs per day (the "**Target Traffic**") as of April 1, 2020 (the "**Target Date**") and if the average of traffic sampling undertaken on the date one year prior to the Target Date, the Target Date and on the first anniversary of the Target Date falls short of Target Traffic by more than 2.50%, then for every 1.00% of shortfall as compared to Target Traffic, the concession period shall subject to payment of concession fee in accordance with SJEPL Concession Agreement be increased by 1.50% subject to the increase of period not exceeding 20.00% of the concession period. Similarly, if the aforesaid traffic sampling exceeds Target Traffic by more than 2.50%, then for every 1.00% excess as compared to Target Traffic the concession period shall be reduced by 0.75% subject to the reduction of period not exceeding 10.00% of the concession period. In case of reduction of the concession period, SJEPL may choose to pay a further premium of 25.00% of the realisable fee in the respective year in lieu of reduction of concession period.

Toll Collection

SJEPL undertakes tolling operation for the SJEPL Project road. However, it has entered into agreements with various parties in relation to route operations and maintenance services etc.

As per the SJEPL Concession Agreement, SJEPL is entitled during the Operations Period to levy, collect and appropriate the fees from the users of the SJEPL Project Road at the toll plaza pursuant to and in accordance with the fee notified by NHAI from time to time. The fees to be collected are revised annually (1) by 3.00% per annum and (2) based on extent of variation in WPI subject to such revision not exceeding 40.00% of the increase in WPI. The current toll rates per vehicle as specified in the letter dated February 23, 2017 issued by NHAI for the toll plaza is as follows:

(Amount in ₹)

Particulars	Car, jeep, van, light motor vehicles	Mini buses, light commercial and goods vehicles	Trucks and buses	Heavy construction machinery, earth moving equipment or multi-axle vehicles (three to six axles)	Over-sized vehicles (seven or more axles)
Fees for single journey	100.00	160.00	330.00	510.00	640.00
Fees for return journey within a day	155.00	240.00	495.00	765.00	960.00
Fees for monthly pass for 50 single journeys	3,390.00	5,340.00	11,015.00	17,000.00	21,350.00
Fees for local personal vehicles monthly pass	235 per month				

SJEPL is permitted to collect fees from local traffic as per the discounted rates as specified in the SJEPL Concession Agreement and is required to issue appropriate passes or make refunds in a manner that minimizes the inconvenience to local traffic. The SJEPL Concession Agreement also exempts certain vehicles as identified in the SJEPL Concession Agreement from payment of fees.

Traffic Study

The SJEPL Project is located on the NH-5 between Chandikhol, where a strategic petroleum reserve (4.4 MMT storage capacity) is being planned and Bhubaneshwar, the capital of Odisha and centre of economic importance and one of the biggest smart city proposals at over ₹ 45,300.00 million (Source: CRISIL Report). The SJEPL Project also envisages tolling on the bridge across the Mahanadi river. The growth in ADT for the SJEPL Project is as provided below:

	FOR THE FIRST TWO MONTHS OF FISCAL 2018#	FISCAL				
		2017	2016	2015	2014	2013
ADT in PCU terms	45,100	43,287*	38,692	35,934	37,427	37,630
% growth year on year in PCUs	6.84%	11.90%	7.68%	(3.99%)	(0.54%)	N.A.

**SJEPL Project was operational only for a period of 8.73 days during November, 2016 and 29 days for December, 2016, due to suspension of tolls by GOI post demonetisation announcement. Hence project was operational for 341.73 days during Fiscal 2017*

 # ADT in PCU terms has been arrived by considering traffic numbers for the first two months of Fiscal 2018. The year on year growth during the first two months of Fiscal 2018 was calculated comparing average daily traffic during first two months of Fiscal 2018 vis-à-vis first two months of Fiscal 2017.

Note:

- *Average Daily Traffic (total traffic divided by number of days project was operational during the year)*
- *The PCU Conversion Factor for various categories of vehicles is as under:*

Vehicle Category	PCU Conversion Factor
Car / Light Motor Vehicle (LMV)	**1.0**
Light Commercial Vehicle (LCV) / Mini Bus	**1.5**
Truck / Bus	**3.0**
Multi- Axle Vehicle (MAV)	**4.5**
Oversized Vehicle (OSV)	**4.5**

(Source – Certificate dated June 23, 2017 issued by Kamal H Agarwal & Associates, Chartered Accountants (Firm No: 327616-E)

Project Cost and Financing

As of March 31, 2017, the amount expended towards SJEPL Project cost, as per certificate dated June 28, 2017 issued by Chaturvedi & Co., Chartered Accountants, was ₹ 18,030.71 million. The above project cost was financed by equity share capital of ₹ 1,478.70 million, term loan from senior lenders of ₹ 10,039.98 million, grant from NHAI of ₹ 1,773.97 million, internal accruals of ₹ 3,788.86 million, net accruals after provisional completion (February 25, 2017 to March 31, 2017) of ₹ 9.13 million and additional sponsors' fund (unsecured loan) of ₹ 940.07 million.

Financial Information

As the Provisional COD for the SJEPL Project was received on January 12, 2017, and the total revenue and net loss numbers have been determined from the date of receipt of the Provisional COD, no profit and loss statement has been prepared for SJEPL for the Fiscal 2016. For the Fiscal 2017, SJEPL's total revenue and net loss, as per its audited financial statements for Fiscal 2017, was ₹ 143.67 million and ₹ 11.29 million respectively. As of March 31, 2017, the outstanding debt due to banks (including current maturities of loan term debt) was ₹ 10,039.98 million.

*6. **Solapur Tollways Private Limited ("STPL")***

Description

The STPL Project is for augmenting the existing road by four laning the Solapur-Maharashtra / Karnataka border section of NH-9 from km 249.00 to km 348.80 ("**STPL Project Road**") in the states of Maharashtra and Karnataka on DBFOT pattern on BOT Toll basis. ("**STPL Project**"). The Concession Agreement for the project was signed on February 29, 2012 ("**STPL Concession Agreement**").

The Project Director, PIU Solapur, *vide* his letter NHAI/PIU/SLP/MAH-KNTBorder/STPL/14029/10/1/1983 dated November 17, 2016 recommended extension of time of 213 days to Chief General Manager (Tech.), NHAI, Navi Mumbai, Maharashtra. The recommendation was accepted by the Chief General Manager (Tech.), NHAI, Navi Mumbai, Maharashtra and submitted the recommendation to the competent Authority at NHAI for approval. Once the approval is received and notified accordingly, then the revised Scheduled COD would be advanced to June 29, 2017.

Further, due to delays in achieving completion of Milestone III due to delays in acquisition of land, shifting of utilities and other reasons which are not attributable to STPL, STPL has, *vide* letter dated January 20, 2017 addressed to the independent engineer for the STPL Project, requested for further extension of time for execution of Milestone III and scheduled four-laning of the STPL Project up to February 15, 2018. However, pursuant to non-fulfilment of obligations of NHAI towards land acquisition, further delays in finalisation of change of scope, shifting of PHE Utility and electrical utility and unprecedented rainfall in Osmanabad District section of project highway in Fiscal 2017, STPL has *vide* its letter dated May 31, 2017 addressed to the independent engineer for the STPL Project, requested for extension of time for execution of Milestone III and scheduled four-laning of the STPL Project by 548 days from the Scheduled COD, i.e. up to May 31, 2018.

Concession Operators

STPL is the operator of the project. Our Company and Coastal Projects Limited own 99.02% and 0.98% of the equity share capital of STPL. For more information on STPL, please refer to the chapter "*Our Subsidiaries and Associates*" on page 184. Further, the engineering, procurement and construction work of the project is being carried out by Varaha Infra Limited, PBA Infrastructure Limited, Shinde Developers Private Limited, Kilari Construction, Hyderabad and V&V Projects, Solapur.

Key Terms of the Concession

The concession was granted by the NHAI. The term of the STPL Concession Agreement is 25 years starting from June 3, 2014 and expiring in June 2, 2039.

The concession agreement provides that NHAI shall ensure that for a period of 15 years from the appointed date, neither NHAI itself, nor governmental instrumentality shall, construct or cause to be constructed any expressway or other toll road between Solapur and Maharashtra/ Karnataka border i.e. km 249.00 to km 348.80 & Solapur Bypass on NH-9 (collectively the "**STPL Additional Tollway**"). This restriction shall not apply if the length of the proposed STPL Additional Tollway by more than by 20.00% the length of the STPL Project Road. Further, the toll rate of the STPL Additional Tollway shall not be less than 25.00% higher than the toll rate of the SJEPL Project. If the STPL Additional Tollway is opened to traffic between the 15^{th} and 25^{th} anniversary of the appointed date, STPL shall be entitled to an additional concession period which shall be equal in duration to the period between the opening of the STPL Additional Tollway and the 25^{th} anniversary.

As per the terms of the concession agreement, traffic is estimated to be 23,391 PCUs per day ("**Target Traffic**") as of April 1, 2021 ("**Target Date**") and if the average of traffic sampling undertaken on the date one year prior to the Target Date, the Target Date and on the first anniversary of the Target Date falls short of Target Traffic by more than 2.50%, then for every 1.00% of shortfall as compared to Target Traffic, the concession period shall subject to payment of concession fee in accordance with STPL Concession Agreement be increased by 1.50% subject to the increase of period not exceeding 20.00% of the concession period. Similarly, if the aforesaid traffic sampling exceeds Target Traffic by more than 2.50%, then for every 1.00% excess as compared to Target Traffic the concession period shall be reduced by 0.75% subject to the reduction of period not exceeding 10.00% of the concession period. In case of reduction of the concession period, STPL may choose to pay a further premium of 25.00% of the realisable fee in the respective year in lieu of reduction of concession period.

Traffic Study

STPL Project Road is part of NH-9 which connects west and east passing through major cities such as Vijayawada, Hyderabad, Pune and provides onward connectivity to Mumbai. The STPL Project Road comes within the Solapur District, which is the home to handloom and power loom weaving industry and beedi manufacturing industries (Source: CRISIL Report).

Project Cost and Financing

As of July 15, 2017, amount expended towards the STPL Project cost, as per certificate dated July 28, 2017 issued by MKPS & Associates, Chartered Accountants, was ₹ 5,041.88 million. The above project cost was financed by equity share capital of ₹ 5.00 million of, ₹ issue of warrants of 1,764.20 million by, subordinate debt from the sponsors of the STPL Project of ₹ 658.20 million and term loan from banks / financial institutions of ₹ 2,614.48 million.

Financial Information

As the STPL project is under construction and operations are yet to commence, for the Fiscal 2017, STPL's total revenue and net loss, as per its audited financial statements, was ₹ 0.09 million and ₹ 1.11 million, respectively. For further details, please refer to the chapter "*Financial Statements –Identified Associates Audited Financial Statements"* on page 303.

PROJECT UNDER FORECLOSURE

Other than the Projects operational under Final COD, Projects operational under Provisional COD and the Project under Construction, we have one more project that is currently under foreclosure. The OSEPL Project is for augmenting the existing road on the Rimuli-Roxy-Rajamunda section of NH-215 from km 163.00 to km 269.00 (Four lane 84.6 km and Two Lane 11.853 km). The two lane stretch of 11.853 km from km 247.600 to km 259.453 of the project highway ("**OSEPL Project Road**") shall be four laned before the eight anniversary of the date appointed by the NHAI in the state of Odisha on DBFOT Toll basis ("**OSEPL Project**"). The Concession Agreement for the project was signed on July 6, 2010 (the "**OSEPL Concession Agreement**").

We entered into conciliation proceedings with NHAI in relation with foreclosure of the OSEPL Project due to delay in handing over of the requisite land for the purpose of the OSEPL Project. Pursuant to multiple rounds of NHAI conciliation committee meetings the NHAI Conciliation committee recommended that, as the project has been delayed due to NHAI not being able to hand over requisite land as per the OSEPL Concession Agreement and OSEPL not completing work on land already handed over, the foreclosure of the OSEPL Project be done by settlement between parties by mitigating costs of each other. The costs, as per the recommendation, was to be limited to direct costs and apprehensive indirect costs were not to be considered. As per the recommendation upon OSEPL agreeing to terms of the foreclosure, the OSEPL Concession Agreement would be foreclosed releasing the project for re-award by NHAI and OSEPL shall be compensated for actual work done after deducting maintenance charges, due receivables from OSEPL on account of payment to independent engineer and any penalties. In case the terms are not acceptable to OSEPL, it can invoke arbitration proceedings and NHAI would consider the same as termination of the project due to OSEPL's defaults and it would also encash the bank guarantee and takeover the project for re-award.

NHAI by way of its letter dated January 13, 2017 has recommended foreclosure of the OSEPL Project and permitted OSEPL to settle its claims through settlement-cum ISAC procedure, failing which, OSEPL can invoke arbitration. OSEPL has communicated to NHAI by way of its letter dated January 18, 2017, that it accepted the proposal of NHAI and has considered the OSEPL Concession Agreement as foreclosed with effect from January 13, 2017and has released the project for re-bid, subject to the claims of OSEPL. OSEPL *vide* its communication dated January 18, 2017 has confirmed to NHAI that the performance bank guarantee shall be kept alive till there is a settlement either amicably or through dispute resolution process or upon passing of any order by ISAC/ arbitrators or courts in this regard. Upon such resolution or order by the appropriate forum and will not be invoked in the meanwhile. Subsequently, NHAI has *vide* its letter dated May 5, 2017 suggested that the settlement-cum ISAC procedure be followed by an arbitration. OSEPL has on June 13, 2017 re-submitted its request to proceed under the settlement-cum ISAC procedure, failing which OSEPL will invoke arbitration. For further details, refer to the "*Risk Factors – One of our Projects which was under construction has been foreclosed by NHAI, subject to determination of amount of compensation through settlement-cum ISAC procedure. We cannot assure you that we would receive any part or whole of such compensation on a timely basis or at all*" on page 24.

PROJECT CONSTRUCTION AND OPERATIONS

(i) Project Development and Implementation

We perform a range of project development activities from the conceptualization of projects to commissioning and commencement of commercial operations. These activities include the following:

- Business development and pre-qualifications and tenders;
- Bidding;
- SPV formation and arranging financing for the project; and
- Management of logistical and development issues;

Business development and pre-qualification activities

We have a well-regulated management policy governing our strategy on bidding for projects. The entire bidding process of our Company is managed by a Bid Management Committee which comprises of technical, financial and operational teams. Our business development team identifies potential projects and prepares the bids generally by monitoring the published tenders of local, state and central governments. Our technical team supervises the EPC partner's roles and responsibilities and certifying relevant studies and preliminary designs in accordance with the requirements of the bid documents to conclude the viability of the project and to arrive at an estimate cost of the project.

Prior to submitting our application for pre-qualification, our Bid Management Committee reviews each potential project for its viability and obtains necessary internal approvals for participation in the project. If viable, we initiate preparation of a formal application that will satisfy the pre-qualification criteria as defined in the pre-qualification document floated by the project authority (which is generally the State or Central Government Entity who is awarding the project) including technical experience and financial strength, pursuant to which we submit our credentials for pre-qualification. In the pre-qualification stage.

The Bidding Stage

Once we are pre-qualified for a project, we obtain the relevant information from the Project Authority with respect to the project requirements then proceeds to an in-depth understanding of the project requirements including the delivery schedules. Mostly, the relevant local, state or central government authority follow the Model Concession Agreement formulated by the Planning Commission of India and the concessionaire generally have limited ability to negotiate these terms. However, the concessionaires do have to determine the amount of the premium to be paid to the project authority for the project or the amount of financial grant or annuity it proposes to receive under the concession agreement. As a result, it is important that both revenues and expenses are accurately forecasted during the bidding phase, and that potential risks are correctly identified, assessed and appropriate provisions are incorporated prior to submission of the bid.

We have formulated a robust bid evaluation mechanism to ensure match between external competitive drivers and internal capabilities. We rely on our experienced management team, domain knowledge, understanding of techno-commercial aspect of project to prepare and submit competitive bids or the projects.

SPV Formation and Financing

Once we have been awarded an infrastructure road project, we establish a special purpose vehicle (SPV) which holds the project and develops, maintains and operates the concession. The SPV is the legal entity with rights and obligations under the concession agreement and we provide all necessary support to the SPV and take the lead in project management in accordance with the terms of the concession agreement. Though we empower SPVs to independently operate and maintain the toll/annuity roads once it is completed, we do follow a robust governance framework to maintain an effective management, financial and operating control over the SPVs to safeguard shareholder's interest.

Upon accepting the award of the concession, the successful bidder signs a letter of award received from the Project Authority, including the submission of a performance guarantee. The performance guarantee is usually provided by us within 180 days from date of signing of the concession agreement. All the required finances for the project are generally mandated to be concluded within 180 days of signing of concession agreement. We normally seek to fund up to 75.00% of the required capital expenditure for new BOT/ Annuity projects through debt financing. The Project SPVs also enter into state support agreements with the respective states in which the BOT Project Road is situated where in the state governments *inter alia* agree to:

- provide access to the project site to the concessionaire for peaceful use of and operations at the project site by the concessionaire under and in accordance with the provisions of the concession agreement;

- provide and/or assist the concessionaire in obtaining access to all necessary infrastructure facilities and utilities, including water, electricity and telecommunication facilities at rates and on terms no less favourable to the concessionaire than those generally available to commercial customers receiving substantially equivalent services;

- ensure that no barriers are erected or placed by state government or any of its agencies that interrupts free flow of traffic on the project /project facility except on account of any law and order situation or upon national security consideration;

- provide the concessionaire with assistance through a dedicated team against payment of prescribed fee and charges, if any, for regulation of traffic on the project/project facility;

- provide to the concessionaire with police assistance in the form of dedicated highway patrol parties against payment of prescribed costs and charges, if any, for patrolling and provision of security on the project/ project facility;

- support, cooperate with and facilitate GOI and the concessionaire in the implementation of the project;

- assist in procurement of all applicable permits required from any municipal and other local authorities and bodies including panchayats;

- ensure, subject to and in accordance with the applicable laws, that all relevant municipal and other local authorities and bodies including panchayats in the state do not put any barriers or other obstructions that interrupt free flow of traffic on the project/ project facility;

- not construct and operate either itself or have the same, interalia, built and operated on BOT basis or otherwise a competing facility, either toll free or otherwise during the concession period;

- not levy any additional toll, fee, charge or tax on the use of whole or any part of the project facility;

For most of our projects, we also undertake the banking and commercial operations, debt syndication, refinancing and restructuring of the project domiciled in the SPV.

Construction activities

The construction phase of road project begins after financial closure is achieved. The construction of a project often takes up to 30 months from the appointed date, as fixed under the concession agreement. The concession agreements often contain incentives for early completion of a project.

During the construction phase, we prepare a detailed design of the project, liaise with the Project Authority and respective government agencies in connection with the land acquisition process, utility shifting, and procurement of necessary approvals/permits and supervise and manage construction work. We also liaise with state and local authorities for obtaining land and environment related approvals for the projects during the concession period

Throughout this phase, we monitor and control various work processes closely with the objective of controlling costs, maintaining quality and other logistical issues such as land acquisition, environmental rehabilitation or social resettlement. The design, development, construction, supervision and management for most of our projects are given on sub-contract either to our local partner at the consortium or a domestic contractor through competitive bidding. The contractors generally procure all the raw materials required for each project. The contractors are typically paid based on the completion of construction milestones. We choose the contractor for a given project based on multiple factors including the size and nature of the project, the contractor's capability, the contractor's presence and experience in the local region, the contractor's relevant experience and the contractor's quote and estimated time for completion.

The civil works portion of the contracts is usually outsourced to a third party domestic construction contractor on a competitive fixed price contract. In fixed price contracts, the construction price is fixed at the time of agreement and the contractor bears the risk of any subsequent increase in costs and delays (other than increased costs or delays attributable to the Project Authority) in connection with construction. An independent engineer is appointed to certify execution of road works in accordance with the technical specifications set forth in the relevant concession agreement. Upon completion of the construction of the road, the independent engineer's issues a completion certificate in accordance with the requirements set forth in the relevant concession agreement, which allows us to begin collecting toll or receive annuity payments as per the provisions of the Concession Agreement.

(ii) Operation and maintenance

We also perform a range of project operation maintenance activities through our own in-house teams and also through sub-contractors. These activities include the following:

- Management and supervision of projects during the project life cycle;

- Toll operations; and
- Other Services.

Management and supervision of projects during the project life cycle

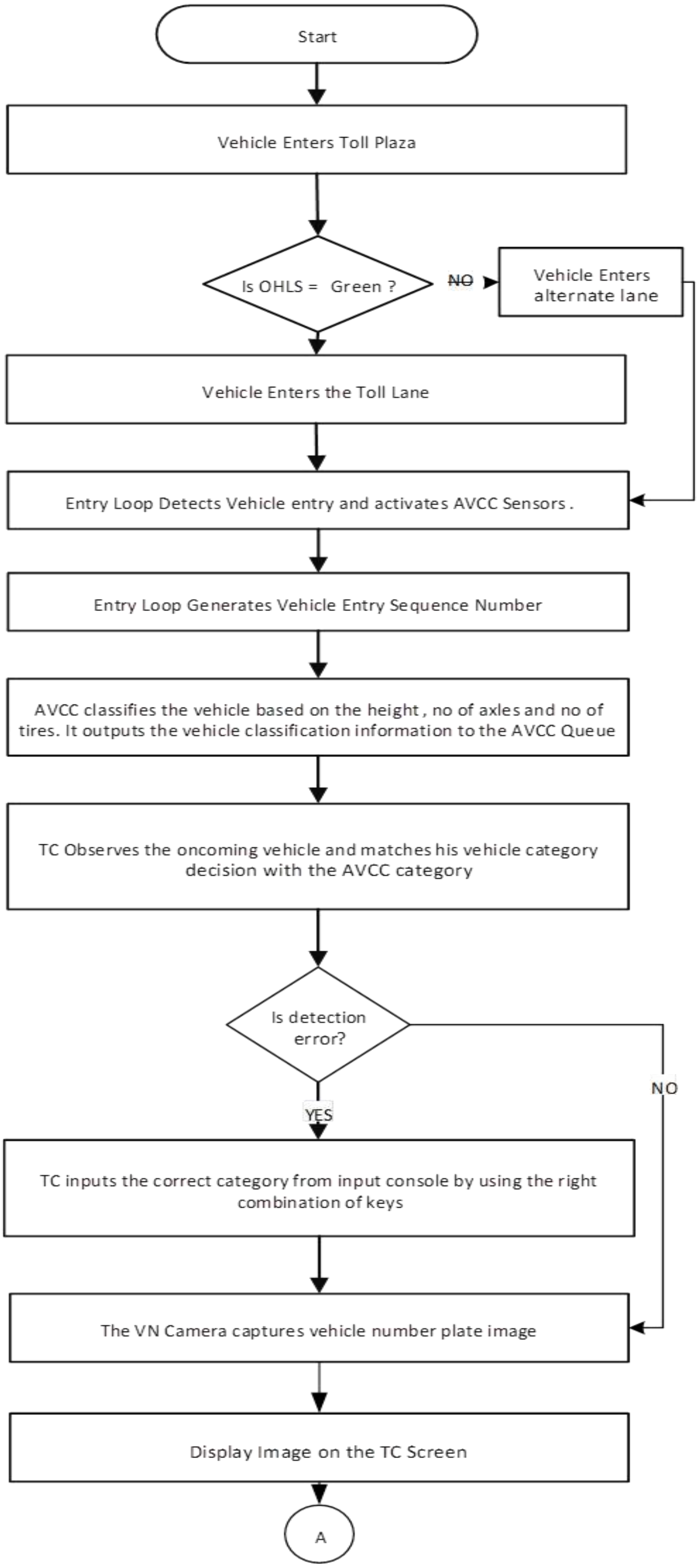
We are required to operate and maintain the Road Projects in accordance with the concession agreement, including by modifying, repairing or otherwise making improvements to the road including rectification of any defects on the road surface, services for overlaying, draining, safety services and equipment, signage and signaling, maintaining bridges and viaducts and carrying out protective works such as patchwork repairs. In particular, each of the concession agreements requires us to maintain the Road Projects to certain standards during the concession period. The Project Authorities have used, and will likely to continue to use, independent engineers to carry out periodic tests to assess the quality of the construction and their related maintenance.

We have project implementation teams located on site at all our projects. These teams are assigned the task to monitor the roads for maintenance, upkeep and operations services, as well as user and emergency services. These services are provided either through our own facilities at the SPV or by sub-contracting some services to specialist companies. We conduct regular safety inspections of all our roads using independent engineers.

Toll Operations

An efficient and effective toll operations and management is the most important aspect of our road project life cycle. We constantly strive for automation of toll operations and management to minimize human interfaces and reduce manual errors in tolls collections.

Once the vehicle enters a toll plaza, it is automatically classified into a particular vehicle category for the purpose of toll collection, using automatic vehicle category classification ("AVCC") technology, thus reducing dependence on toll collector to classify the vehicle manually. Together with the classification of vehicle category, the system also automatically detects the overweight vehicles which are charged simultaneously through in built integration between Toll Management software and the WIM software. This way we can completely eliminate manual involvement and manual errors in toll collection thereby giving a seamless toll payment experience to the commuters while passing through our toll plazas. The typical process flow for vehicle pre-classification for a semi-auto toll plaza has been represented by the schematic process flow as below:



We have also enabled our plazas with POS machines and other platforms of digital transactions to provide a hassle free experience to the toll payers. Further we have equipped few lanes of the plazas with state of the art ETC system whereby the commuter need not stop at the plaza for paying toll and the toll is charged to the commuter's account through a ETC tag fitted in the vehicle which is read by the ETC readers at the toll plazas while passing.

Toll fees can also be paid using a pre-paid smart card, where the road user flashes the smart card on a smart card reader to perform the transaction. The smart card reader validates the user against certain predefined parameters and the toll fee is deducted from the users account and a receipt is generated for the transaction.

The process is monitored by supervisors using point-tilt-zoom camera surveillance. Since a significant portion of the toll fees are paid in cash, we closely monitor the collection of toll fees in order to reduce fraud and pilfering. The toll supervisor also reconciles cash receipts against the records entered into computer systems by the toll collector and against the information recorded by the AVC system. In the event the toll collector charges less toll fees, the toll collector is required to make up for such shortfall. Further, each of our Project SPVs has an internal audit team which is primarily responsible for auditing its toll operations.

The user fees that we charge the users of our toll roads are set according to the user fee notification provided as part of the concession agreements. The user fee is typically increased at scheduled intervals, sometimes by reference to certain indices. The user fee also varies depending on the type of vehicle.

Other Services

i. Traffic control

There is an emergency telephone system to provide a reliable communication channel for the drivers in cases of emergency where they need to communicate with staff at the control room. The Project SPVs takes regular preventive and corrective measures to maintain the emergency telephone system at the highest levels of reliability and safety. The Project SPVs are required to carry out regular patrolling and regulate and maintain traffic order within the projects. Emergency telephone systems and emergency helpline numbers are provided at all projects where such systems and numbers are required by the relevant concession agreement. There are also patrol vehicles that continuously move on the section of the project that it is assigned to, which will intervene to regulate traffic and carry out surveillance activities.

ii. Accident and Emergency Services

In managing our toll roads, we seek to meet accepted safety standards in the industry. Our accident prevention strategy prioritizes construction, acquisition and provision of new safety features, such as pedestrian overpasses, concrete barriers, speed limit controls, improved signals and signage, roadway widening, ambulance response capability, traffic inspection and removal of dead animals and other obstructions.

Further, the concession agreements also require us to provide emergency medical aid to users of our toll roads. In this regard, we provide ambulance service, paramedic and first aid kits, rescue and search services at our projects.

Our traffic inspection teams patrol the toll roads and monitor potential problems and emergencies, placing emergency signs and taking other appropriate measures when necessary. Our service team provides emergency aid to vehicles with mechanical problems on our roads, using tow trucks to remove broken down or damaged vehicles. We also operate mobile rescue units that are equipped to provide first aid and evacuation in case of medical emergency. Most of our mobile rescue units have a GPS tracking system installed that permits us to monitor the vehicle’s activity, fuel levels and other critical details on a real-time basis by means of a satellite network.

iii. Traffic Information

We maintain several traffic information systems for our road users, including technologically advanced traffic management systems such as variable message panels along certain of our concession toll roads to provide traffic condition information.

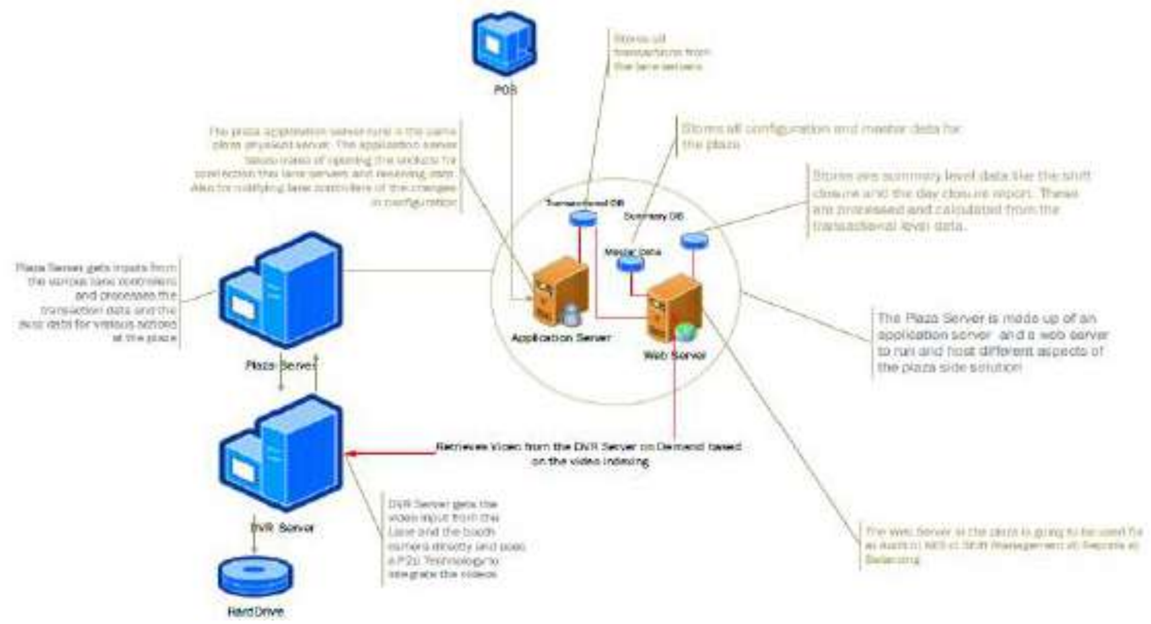
Information Technology

Information technology is part of almost every aspect of our operations, from business development to procurement and quality management. Our IT system and other internal processes have become the backbone of all aspects of our business and operations. Our increasing focus on strengthening the IT infrastructure, applications, and other internal processes necessitates further investments to improve its reliability and functionality. We constantly strive to strengthen our IT systems and other internal processes to reduce manual intervention and improve reliability and efficiency of our business and operations. Improved IT systems help us in achieving low execution costs and reduce toll leakages. We have already automated processes at our existing projects like GIPL, where we have successfully automated the toll plaza with ETC tags. A similar automated mechanism is being replicated at all our other toll plazas. We, are also developing new tolling software, through strategic technology partner which we believe will make the toll collection procedure more efficient. We are in the process of upgrading our existing IT systems and are currently in the process of implementing a fully automated “hands-off” operation management system integrating technology primarily to improve the flow of vehicular traffic and improve safety.

As part of automated traffic maintenance system (“ATMS”), we are setting up ‘Transportation Management Center’ (TMC), a fully automated centralized control centre to collect, analyses, process real-time traffic data from cameras, speed sensors, etc. The data collected through the system are integrated and processed (e.g. for incident detection), and result in necessary actions taken (e.g. traffic routing, dynamic message signs messages) with the goal of improving traffic flow and maintain the safety and security of the road user.

The typical TMS system adopted at our various toll plazas are represented at the schematic diagram below:

The overview of the plaza server is shown below:



The primary objective of the ATMS is to increase transportation system efficiency, enhance mobility, improve safety and create an environment for ITS market.

The components of ATMS are:

- Real-time traffic monitoring;
- Dynamic message sign monitoring and control;
- Incident monitoring and Corridor Management;
- Active Traffic Management;
- Chain control;
- Ramp meter monitoring and control;
- Arterial management;
- Traffic signal monitoring and control;
- Automated warning systems; and
- Road Weather Information System (RWIS) monitoring

Besides, keeping in line with Government of India’s Digital India initiative, all our toll plazas are gradually being equipped with automated toll payment facilities thereby increasing efficiency, accuracy and convenience in toll collection. In addition to increase in usage of plastic money through point of sale (POS) and mobile wallet, all our toll plazas are fully equipped with both conventional as well as modern payment facilities for commuters' convenience.

Insurance

We adopt prudent risk management policies. Our principal types of insurance coverage including fire insurance, motor vehicle insurance, electronic equipment insurance, machinery breakdown insurance, directors' and officers' liability insurance, public liability insurance, group personal accident and employees' compensation liability. While we try to maintain adequate insurance, our insurance policies may not be sufficient to cover our economic losses. For further details, please refer to the chapter "*Risk Factors*" on page 18. Our operations are subject to hazards inherent to the road infrastructure development business, such as risks of equipment failure, terrorist attacks, riots, work accidents, fire, earthquake, flood and other force majeure events. This includes hazards that may cause injury and loss of life, damage and destruction of property, equipment and environmental damage.

Insurance during the construction phase typically includes the following:

- Standard fire and special perils policy; and
- Directors and officer's liability insurance;

In addition, some of our Project SPVs has taken the following insurance covers apart from the extended maintenance cover under the "Contractor's All Risk Policy":

- Fire insurance policy for all natural perils including earthquake, terrorism, riots, strike and malicious damage for project roads, toll plazas, bridges and ROBs and administration buildings;
- Loss of profit policy for loss of toll revenue due to natural perils;
- Group Personal Accident for claims arising from accidents on the project roads;
- Public liability policy for any claims arising from the public for any public liability; and
- Money policy for all toll collection locations.

Employees

As of March 31, 2017 our Company had a total of 20 employees. Our employees do not belong to a union. We have not experienced any work stoppage, strike, demonstration or other labour disturbances from our employees. Further, as of March 31, 2017, GAEPL, GIPL, MTPL, KEPL, SJEPL, OSEPL and STPL had 207, 10, 29, 23, 25, nil and 24 employees, respectively.

Intellectual Property

Our Corporate Promoter, SREI holds trademark registration for the logo of our Company under various classes including classes 35, 36, 37, 39 and 42 under the Indian Trademark Rules, 2002, in respect of roads construction and engineering services. We have entered into an agreement with SREI dated November 12, 2016 which permits our Company and our Subsidiaries to use the said logo for the purposes of our business.

Competition

Our revenues from existing toll roads are subject to competition from other roads that operate in the same area as well as from other modes of transportation. Additionally, the competition depends on various factors, such as the type of project, total contract value, potential margins and location of the project. In addition, we compete with a number of Indian and international infrastructure operators in acquiring both concessions for new road projects and existing projects. Some of our competitors are IRB Infrastructure Developers Limited, Sadbhav Infrastructure Project Limited and Ashoka Buildcon Limited.

Property and Equipment

We do not own most of the assets that we use in our concessions. Generally, pursuant to the terms of our concession agreements, title to our toll roads and related infrastructure such as toll plazas and monitoring posts remains with the Concessioning Authority for the duration of the concession period.

During the concession period, we are entitled to use the toll roads and the related infrastructure which comprise the concession assets and we are entitled to the income arising from these assets. Upon the expiration of the concession period, we are required to transfer these project assets to the Concessioning Authority without further compensation.

Details of our Registered Office and Corporate Office are as provided below:

Location of property	Type of Property (ownership / lease)	Lessor, if applicable	Relationship with our Company, if applicable	Monthly rental	Period
Registered Office: Mirania Gardens, 10B/1, Topsia Road (East) Kolkata – 700 046 West Bengal, India	Registered Office (Leased property)	Sahaj e-Village Limited	The Lessor is a promoter group entity	₹ 30.00 per sq. ft. per month for 100 sq. ft. along with sharing of Electricity, water and other related charges on pro rata basis	Three (3) years from April 1, 2016
Corporate Office: 5th Floor (north east block), Vishwakarma, 86C Topsia Road (S), Kolkata – 700 046 West Bengal, India	Corporate Office (Leased property)	RadhaKrishna Bimalkumar Private Limited	Not Related	₹ 34,605.00 per month* for office space, ₹ 11,000.00 per month for covered car parking space at ₹ 5,500.00 for each car parking* and Maintenance charge at ₹ 5.00 per sq. ft., for office space which comes to ₹ 11,535.00 per month* *exclusive of applicable service tax and other applicable taxes, if any	12 months from January 2, 2017

Additionally, our Company also enters into short term leases, leave and license agreements for lands and buildings for setting up site offices from time to time.

REGULATIONS AND POLICIES

The following description is a summary of the relevant regulations and policies that are applicable to our business, as prescribed by the GoI and other regulatory bodies. The information detailed below has been obtained from the various legislations, including rules and regulations promulgated by regulatory bodies and the bye laws of the respective local authorities that are available in the public domain. The regulations set below may not be exhaustive, are intended only to provide general information to the investors and are neither designed nor intended to substitute for professional legal advice. For details of government approvals obtained by us, please refer to the chapter "Government and Other Approvals" beginning on page 357.

Except as otherwise specified in this Prospectus, taxation statutes including the Income Tax Act, 1961, Goods and Services Tax Act, 2017, The Integrated Goods and Services Tax Act, 2017 and applicable relevant state GST statutes and other miscellaneous regulations and statutes apply to us as they do to any other Indian company. The statements below are based on the current provisions of Indian law and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. Set forth below are certain significant Indian legislations and regulations which are generally adhered to by the industry that we operate in.

Highways Related Laws

National Highways Act, 1956

The GoI is responsible for the development and maintenance of national highways. The NH Act *inter-alia* empowers the GoI to delegate any function relating to development or maintenance of national highways to the relevant State Government in whose jurisdiction the national highway falls, or to any officer or authority subordinate to the GoI or the concerned State Government.

The National Highways Act, 1956 ("**NH Act**") was enacted with the purpose of declaration of certain highways to be national highways and for matters connected therewith. Under the NH Act, the GoI is vested with the power to declare a highway as a national highway and also to acquire land for this purpose. The NH Act empowers the GoI to, by notification, declare its intention to acquire any land when it is satisfied that for a public purpose such land is required to be acquired for the building, maintenance, management or operation of a national highway or part thereof. The NH Act prescribes the procedure for such land acquisition which inter alia includes entering and inspecting such land, hearing of objections, declaration of acquisition and the mode of taking possession. The NH Act also provides for payment of compensation to owners and any other person whose right of enjoyment in that land has been affected.

National Highways Fee (Determination of Rates and Collection) Rules, 2008

The National Highways Fee (Determination of Rates and Collection) Rules, 2008 ("**NH Fee Rules**") regulate the collection of fee for the use of a national highway. Pursuant to the NH Fee Rules, GoI may, by a notification, levy fee for use of any section of a national highway, permanent bridge, bypass or tunnel forming part of a national highway, as the case may be. However, the GoI may, by notification, exempt any section of a national highway, permanent bridge, bypass or tunnel constructed through a public funded project from levy of fees.

Pursuant to the NH Fee Rules, GoI may, by a notification, levy fee for use of any section of a national highway, 'permanent bridge', bypass or tunnel forming part of a national highway, as the case may be. However, GoI may, by notification, exempt any section of a national highway, permanent bridge, bypass or tunnel constructed through a public funded project from levy of fees.

The collection of fee in case of a public funded project shall commence within 45 days from the date of completion of the project. In case of a private investment project, the collection of such fee shall be made in accordance with the terms of the agreement entered into by the concessionaire. The NH Fee Rules further provide for the base rate of fees applicable for the use of a section of the national highway for different categories of vehicles, collection of fees, location of toll plaza.

National Highways Authority of India Act, 1988

The National Highways Authority of India Act, 1988 ("**NHAI Act**") provides for the constitution of an authority for the development, maintenance and management of national highways. Pursuant to the same, the NHAI, was constituted as an autonomous body in 1988 and operationalised in 1995. Under the NHAI Act, GoI carries out development and maintenance of the national highways system, through NHAI. The NHAI has the power to enter into and perform any contract necessary for the discharge of its functions under the NHAI Act.

The NHAI Act prescribes a limit in relation to the value of the contracts that may be entered into by NHAI. However, the NHAI may enter into contracts exceeding the value so specified, on obtaining prior approval of the GoI. NHAI Act provides that the contracts for acquisition, sale or lease of immovable property on behalf of the NHAI cannot exceed a term of 30 years unless previously approved by the GoI. The National Highways Authority of India (Amendment) Act, 2013 which received the assent of the President on September 10, 2013, aimed at increasing the institutional capacity of NHAI to help execute the powers delegated to it.

National Highways Development Project

The GoI, under the Central Road Fund Act, 2000 created a dedicated fund for NHDP ("**Fund**"). Certain sources for financing of NHDP are through securitization of cess as well as involving the private sector and encouraging Public Private Partnership (PPP). The NHDP is also being financed through long-term external loans from the World Bank, the ADB and the JBIC as well as through tolling of roads.

Private Participation in NHDP

In an effort to attract private sector participation in the NHDP, the NHAI has formulated model concession agreements where a private entity ("**Concessionaire**") is awarded a concession to build, operate and collect toll on a road for a specified period of time, which is usually up to 30 years.

The bidding for the projects takes place in two stages as per the process provided below:

- in the pre-qualification stage, NHAI selects certain bidders on the basis of technical and financial expertise, prior experience in implementing similar projects and previous track record; and
- in the second stage, NHAI invites commercial bids from the pre-qualified bidders on the basis of which the right to develop the project is awarded.

In a BOT project, the Concessionaire meets the up-front cost and expenditure on annual maintenance and recovers the entire cost along with the interest from toll collections during the concession period. To increase the viability of the projects, a capital grant is provided by the NHAI/GoI on a case to case basis. The Concessionaire at the end of the concession period transfers the road back to the Government. The Concessionaire's investment in the road is recovered directly through user fees by way of tolls.

In annuity projects, the private entity is required to meet the entire upfront cost (no grant is paid by NHAI/GoI) and the expenditure on annual maintenance. The Concessionaire recovers the entire investment and pre-determined return on investments through annuity payments by NHAI/GoI.

In hybrid annuity projects, 40.00% of the total project cost is to be funded by the government and the remaining by the Concessionaire. For further details, please refer to the chapter "*Industry Overview*" on page 106.

The NHAI also forms SPVs for funding road projects. This method of private participation involves very less cash support from the NHAI in the form of equity/debt. Most of the funds come from ports/financial institutions/beneficiary organisations in the form of equity/debt. The amount spent on developments of roads/highways is to be recovered in the prescribed concession period by way of collection of toll fee by the SPV.

Tax incentives which are being provided to the private entity are eligible for 100.00% exemption for any consecutive 10 years out of the first 20 years after completion of a project. The Government has also allowed duty free import of specified modern high capacity equipment for highway construction.

Control of National Highways (Land and Traffic) Act, 2002

The Control of National Highways (Land and Traffic) Act, 2002 ("**Control of NH Act**") provides for control of land within national highways, right of way and traffic moving on national highways and also for removal of unauthorised occupation thereon.

The Control of NH Act makes provisions for the GoI to establish a body or authority of one or more officers of the GoI or the State Government as Highway Administrations and confers various powers on the Highway Administrations. Under the Control of NH Act, all land that forms part of a highway which vests in the GoI, or that which does not already vest in the GoI but has been acquired for the purpose of highways shall be deemed to be the property of the GoI. The Control of NH Act prohibits any person from occupying any highway land or discharging any material through drain on such land without the permission of the Highway Administration. The Control of NH Act permits the grant of lease and license for use of highway land for temporary use. The Control of NH Act empowers the GoI to establish one or more tribunals known as the National Highway Tribunal to exercise the jurisdiction, powers and authority conferred on such National Highway Tribunal by or under the Control of NH Act.

Indian Tolls Act, 1851

Pursuant to the Indian Tolls Act, 1851, ("**Tolls Act**") the State Governments have been vested with the power to levy tolls at such rates as they deem fit, to be levied upon any road or bridge, made or repaired at the expense of the Central or any state government. The tolls levied under the Tolls Act, are deemed to be 'public revenue'. The collection of tolls can be placed under any person as the state governments deem fit under the Tolls Act, and they are enjoined with the same responsibilities as if they were employed in the collection of land revenue. Further, all police officers are bound to assist the toll collectors in the implementation of the Tolls Act. The Tolls Act further gives power for recovery of toll and exempts certain category of people from payment of toll.

Provisions under the Constitution of India and other legislations on collection of toll

Entry 59, List II of Schedule VII read with Article 246 of the Constitution of India vests the States with the power to levy tolls. Pursuant to the Indian Tolls Act, 1851, the State Governments have been vested with the power to levy tolls at such rates as they deem fit.

Other legislations relevant to the road sector

In addition to the above, there are also certain other legislations that are relevant to the road sector which include the Road Transport Corporation Act, 1950, National Highways Rules, 1957, National Highways (Temporary Bridges) Rules, 1964, National Highways (Fees for the Use of National Highways Section and Permanent Bridge Public Funded Project) Rules, 1997, National Highways (Rate of Fee) Rules, 1997, National Highways Tribunal (Procedure) Rules, 2003, Central Road Fund Act, 2000, Central Road Fund (State Roads) Rules, 2007 and Green Highways (Plantation, Transplantation, Beautification & Maintenance) Policy, 2015.

Environmental Laws

The major statutes in India which seek to regulate and protect the environment against pollution related activities in India are the Water (Prevention and Control of Pollution) Act, 1974, the Air (Prevention and Control of Pollution) Act, 1981 and the Environment Protection Act, 1986 and the rules and regulations thereunder and The Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008. Pollution Control Boards ("**PCBs**"), which are vested with diverse powers to deal with water and air pollution, have been set up in each state to control and prevent pollution. The PCBs are responsible for setting the standards for the maintenance of clean air and water, directing the installation of pollution control devices in industries and undertaking investigations to ensure that industries are functioning in compliance with the standards prescribed. All industries and factories are required to obtain consent orders from the PCBs, and these orders are required to be renewed annually.

Labour Related Laws

As part of its business, our Company is required to comply with certain laws in relation to the employment of labour. The following is an indicative list of labour laws applicable to our operations:

- Contract Labour (Regulation and Abolition) Act, 1970;
- Employees' Compensation Act, 1923;
- Employees' Provident Funds and Miscellaneous Provisions Act, 1952;
- Employees' State Insurance Act, 1948;
- Industrial Disputes Act, 1947;
- Industrial Employment (Standing orders) Act, 1946;
- Building and other Construction Workers (Regulation of Employment and Conditions of Service) Act,

1996;

- Child Labour (Prohibition and Regulation) Act, 1986;
- Maternity Benefit Act, 1961;
- Minimum Wages Act, 1948;
- Payment of Bonus Act, 1965;
- Apprentices Act, 1961;
- Payment of Gratuity Act, 1972;
- Payment of Wages Act, 1936;
- Equal Remuneration Act, 1976; and
- Public Liability Insurance Act, 1991.

Other laws

In addition to the above, our Company is also required to, inter alia, comply with the provisions of the Factories Act, 1948, the Shops and Establishments Legislations of the relevant State, Petroleum Rules, 2002, Explosives Rules, 2008, the Electricity Act, 2003 and the Bureau of Indian Standards Act, 1986.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Our Company was incorporated as 'Bharat Road Network Limited' on December 22, 2006, at Kolkata as a public limited company under the Companies Act, 1956. Our Company was issued a certificate of commencement of business on August 2, 2007 by the RoC.

Our Company has seven (7) members as of the date of this Prospectus. For more details on the shareholding pattern, please refer to the chapter "*Capital Structure*" on page 79.

For information on our Company's profile, management, activities, services, market, growth, technology, managerial competence, standing with reference to prominent competitors, geographical segment etc. please refer to the chapter "*Our Management*", "*Business*" and "*Industry Overview*" on pages 192, 136 and 106, respectively.

Changes in the Registered Office

The Registered Office of our Company has been changed once from Mirania Gardens, 10B, Topsia Road (South), Kolkata – 700 046, West Bengal, India to Mirania Gardens, 10B/1, Topsia Road (East), Kolkata – 700 046, West Bengal, India w.e.f. November 25, 2016 as there was an error in the address of the Registered Office in the original form filed with the RoC.

Main Objects of our Company

The main objects contained in the Memorandum of Association include the following:

1. *To acquire, purchase, own, build, develop, design, appropriate, operate, transfer, consult, maintain, manage, control, undertake, hire, take on lease license, exchange or hire purchase, mortgage, assign, let, sell, dispose of any type of lands, properties, estates, farms, gardens, parks, orchards, mines, buildings, flats, sheds, structures, hostels, hotels, motels, resorts, shops commercial complexes, townships, farmhouses, roads, streets, railways, ropeways, docks, aerodromes, dams, bridges, new power plants or takeover of old plants, thermal power plants, power stations, any water works, gas works, reservoirs, electric power, heat and light supply works, reservoirs, electric stations, generators, sub-stations and transfer stations, low tension networks, electric locomotives, tramways and industrial railway, electric railway lines, beautification and modifications of Railway Stations, industries, barrages, valleys, stadiums, museums, tourist and picnic spots and for any other project in the road sector, including their erection, construction, demolition and rebuilding, alteration, conversion, renovation, improvement, interior and exterior decoration and to act as developers, builders, colonizers, and contractors.*
2. *To carry on the business of assisting in the creation, expansion and modernisation of roadway facilities and to identify projects, project ideas, to prepare project profiles, project reports, market research, feasibility studies and reports, pre-investment studies, appraisals, evaluations and investigation of roadway projects.*
3. *To engage in the business of development / project management / financing roadway/ highway projects / transportation in India and / or abroad.*
4. *To carry on and undertake the business of financing industrial enterprises including those engaged in and providing roadways facility and setting up of projects and also to provide by way of operating lease, all types of plant, equipment, machinery, vehicles, vessels, ships, all electrical and electronic equipment and any other moveable and immovable equipment and/or properties whether in India or abroad, for industrial, commercial or other uses.*
5. *To engage in infrastructure development on the Build, own, operate and Transfer format and Build, operate and Transfer format and/or any other format and for this purpose to enter into any contracts in relation to and to erect, construct, maintain, alter, repair, pull down and restore either alone or jointly with any other companies, State/Statutory Body or persons works of all descriptions including wharves, docks, piers, railways, tramways, power projects, waterways, roads, bridges, airports, dams, warehouses, factories, mills, engines, machinery, railway carriages and wagons, ships and vessels of every description, gas works, electric works, water works, drainage and sewage works and buildings of every description including hospitals and health cares and to act as advisors and consultants on matters relating to the infrastructure development.*

The main objects as contained in the Memorandum of Association enable our Company to carry on the business presently being carried out.

Amendments to our Memorandum of Association

Set out below are the amendments to our Memorandum of Association since the incorporation of our Company:

Date of Shareholders Resolution	Particulars
March 28, 2013	The capital clause of the Memorandum of Association was substituted to reflect the increase in the authorised capital of our Company from ₹ 5.00 million divided into 500,000 Equity Shares of ₹ 10.00 each to ₹ 100.00 million divided into 10,000,000 Equity Shares of ₹ 10.00 each
October 18, 2016	The capital clause of the Memorandum of Association was substituted to reflect the increase in the authorised capital of our Company from ₹ 100.00 million divided into 10,000,000 Equity Shares of ₹ 10.00 each to ₹ 1,000.00 million divided into 100,000,000 Equity Shares of ₹ 10.00 each

Major events and milestones of our Company and projects being currently undertaken by our Subsidiaries and Associates

Fiscal	Particulars
2006	• Awarded the GIPL Project*
2009	• Awarded the MTPL Project*
2010	• Awarded the GAEPL Project* • Awarded the KEPL Project*
2011	• Awarded the SJEPL Project* • Achieved Provisional COD of MTPL Project • Achieved Final COD of MTPL Project
2012	• Achieved Provisional COD of GIPL Project • Awarded STPL Project*
2014	• Achieved first Provisional COD of KEPL Project • STPL became a subsidiary
2015	• Achieved second Provisional COD of KEPL Project
2016	• Achieved first Provisional COD of GAEPL Project
2017	• Achieved Final COD of GIPL Project • Achieved second Provisional COD of GAEPL Project • Achieved Provisional COD of SJEPL Project

** Originally awarded to SREI along with other SPV partners. Our Company has acquired stake and/ or has been allotted equity shares in the respective Project SPVs subsequently. For details of project awarded to our Company and projects being currently undertaken by our Subsidiaries and Associates, please refer to the chapter "Business" on page 136.*

Our Holding Company

As of the date of this Prospectus, our Company does not have a holding company.

Our Subsidiaries and Associates

As of the date of this Prospectus, our Company has two (2) Subsidiaries and five (5) Associates. For details, please refer to the chapter "*Our Subsidiaries and Associates*" on page 184.

Capital raising activities through equity or debt

For details regarding our capital raising activities through equity, please refer to the chapter "*Capital Structure*" on page 79. For details regarding our capital raising activities through debt instruments, please refer to the chapters "*Financial Statements*" and "*Financial Indebtedness*" on page 218 and 337, respectively.

Injunctions or restraining order against our Company

As of the date of this Prospectus, there are no injunctions or restraining orders against our Company.

Strike and lock-outs

We have not experienced any strikes, lock-outs or labour unrest in the past.

Changes in activities of our Company during the last five years

There has been no change in the activities of our Company during last five years.

Time/cost overrun

Other than as disclosed in the chapters "*Risk Factors*" and "*Business*" on page 18 and 136, respectively, there have been no time/cost overruns pertaining to our business operations since incorporation.

Defaults or rescheduling of borrowings with financial institutions/banks, conversion of loans into equity by the Company

As on date of this Prospectus, there are no defaults or rescheduling of borrowings with financial institutions, banks or conversion of loans into equity in relation to our Company. For the details of outstanding delays in payment of interest and principal in relation to the outstanding term loans for our Project SPV, as on March 31, 2017, please refer to the *"Risk Factor - Delay in servicing of outstanding borrowings by our Subsidiaries and Associates may result in an event of default and may have an adverse effect on our results of operations and financial condition"* on page 34.

One of our Associates, MTPL, which has entered into one-time settlement with its lenders in Fiscals 2015 and 2016. For details, please refer to the chapter "*Our Subsidiaries and Associates*" on page 184 and the "*Risk Factor –One of our Project SPVs, MTPL has in the past entered into one-time settlement with its lenders. We cannot assure you that similar situations may not arise in the future or that we will be able to make a settlement or refinance the loan facilities on terms that are acceptable to us"* on page 25.

Details regarding acquisition of business/undertakings, mergers, amalgamation, revaluation of assets

Except as disclosed in this chapter there are no acquisition of business/undertakings, mergers, amalgamation, revaluation of assets that our Company is involved in.

Shareholders' Agreements

1. ***Shareholders' agreement dated December 14, 2006 between KMC Constructions Limited ("KMC"), SREI and GIPL as amended by way of amendment agreement dated March 28, 2016 ("GIPL SHA") and Deed of Adherence dated March 30, 2015 ("GIPL DOA").***

GIPL has entered into a concession agreement dated March 27, 2006 with the NHAI undertaking the GIPL Project on BOT basis ("**GIPL Concession Agreement**"). KMC and SREI, being the shareholders of GIPL, have entered into the GIPL SHA to lay down the rights, obligations and interests of each party with regards to GIPL and, consequently implement the GIPL project. As on the date of the GIPL SHA, the shareholding of KMC and SREI was 51.00%, and 49.00%, respectively.

The prominent terms of the GIPL SHA are:

- GIPL shall make endeavour to raise additional share capital through initial public offer within a period of 4.5 years from date of the GIPL SHA, failing which, GIPL shall purchase the shares of SREI and its associates subject to the minimum shareholding as stipulated in the GIPL Concession Agreement.

- The existing shareholders of GIPL have the right of first refusal in case equity shares of GIPL are sold by another existing shareholder of GIPL.

- The board of directors of GIPL shall have a maximum of 12 directors, and they shall be appointed by KMC and SREI in the ratio of 3:2, if their shareholding in GIPL continues to remain 51.00% and 49.00%, respectively. Further, KMC has the right to appoint the chairman and managing director of the GIPL.

- No quorum for a board meeting of GIPL would be validly constituted unless at least one director each of KMC and SREI is present. However, if the quorum is not validly constituted, the board meeting would be adjourned to the same day in the next week. If at such adjourned meeting, the quorum is not validly constituted, then the directors present shall constitute a valid quorum.

- No decision in relation to specific matters can be taken without the presence of at least one member or one director of KMC and SREI in a board or general meeting, respectively. Such specific matters include:

  - increase in the share capital of and issuance and allotment of any securities and decision as to the alteration in the structure of share capital of GIPL;
  - borrowing of funds or pre-payment of any loans or other debts and giving guarantee, indemnities or security;
  - establishment of subsidiaries; and
  - payment of dividends, etc.

The GIPL DOA was entered into between IPDF, our Company and GIPL, whereby IPDF proposed to transfer 45,270,000 equity shares, allotted to IPDF between February, 2007 and November, 2010 in GIPL, to our Company. Pursuant to such transfer and execution of GIPL DOA, our Company agreed to be bound by the terms of the GIPL SHA.

For current shareholding pattern of GIPL, please refer to the chapter "*Our Subsidiaries and Associates*" on page 184.

2. ***Shareholders' agreement dated November 17, 2009 between Galfar Engineering & Contracting, S.A.O.G. ("Galfar"), Varaha Construction Company. ("Varaha"), SREI and MTPL ("MTPL SHA") and the Deed of Adherence dated October 27, 2016 ("MTPL DOA").***

MTPL has entered into a concession agreement dated September 17, 2008 with the MPRDC for undertaking the MTPL Project on BOT basis ("**MTPL Concession Agreement**"). Galfar, Varaha and SREI, being the shareholders of MTPL, along with MTPL, have entered into the MTPL SHA to lay down the rights, obligations and interests of each party with regards to MTPL and, consequently implement the MTPL Project. As on the date of the MTPL SHA, the shareholding of Galfar, Varaha and SREI was 26.00%, 26.00% and 48.00%, respectively.

Prominent terms of the MTPL SHA are as follows:

- SREI shall have the right to appoint two nominee directors, while Galfar and Varaha, shall have the right to appoint one nominee director each, on the board of MTPL.

- However, in case the shareholding of any party to the MTPL SHA falls below 10.00%, it shall cease to have any right under the MTPL SHA including the right to appoint any nominee director or right to be indemnified.

- No quorum for a board meeting of MTPL would be validly constituted, unless at least one nominee director of SREI is present in person throughout the board meeting.

- No decision in respect of reserved matters can be taken at the board, committee or general meeting of MTPL without the specific approval of at least one nominee director or representative of SREI, as the case may be. Such reserved matters include:

  - alteration of constitutional documents;
  - issuance and allotment of any securities;
  - entering into profit sharing agreements or partnerships;
  - raising of any loans and giving of any guarantees, warranties or any other form of financial commitment; and
  - payment of dividends, etc.

- The shareholders of MTPL have pre-emptive right in relation to issue of new securities by MTPL. In case MTPL allots equity shares to any third party, the shareholding ratio *inter-se* the existing shareholders of MTPL is required to be maintained.

- The existing shareholders of MTPL have the right of first refusal and tag along right, in case equity shares of MTPL are sold by existing shareholder of MTPL.

- Prior written approval of MPRDC is required for issuance or transfer of equity shares to any third party, creation of pledge on any shares, exercise any pre-emptive rights or right of first refusal or tag along right or call on unpaid portion of the equity shares of MTPL if the same results in:

- the shareholding of Galfar, Varaha and SREI and their associate or affiliates falling below 51.00% during the construction period of the MTPL Project, or 33.00% during a period of three years following the commercial operation date of the MTPL Project, or 26.00% or such other percentage as may be permitted by the government of Madhya Pradesh, India up to the date of transfer of the MTPL Project;
- any person allotted, either individually or jointly or acting in concert, at least 15.00% of the shares of MTPL;
- Galfar, Varaha and SREI along with their respective associates / affiliates holding less than 10.00% of shares of MTPL at any time during the construction period; or
- any material variance in the shareholding ratio *inter-se* Galfar, Varaha and SREI together with their associate or affiliates.

- The MTPL SHA is valid till the validity of the Concession Agreement, unless terminated earlier in terms of the termination clause of the MTPL SHA or until MTPL or any of its shareholders is wound up / dissolved.

The MTPL DOA was entered into between IPDC, SREI, IPDF, our Company and MTPL whereby our Company agreed to be bound by the MTPL SHA and proposed to purchase total of 49,995,000 equity shares held by IPDC, IPDF and SREI.

For current shareholding pattern of MTPL, please refer to the chapter "*Our Subsidiaries and Associates*" on page 184.

3. Shareholders' agreement dated October 27, 2010 between JMC Projects (India) Limited ("JMC") and SREI and KEPL ("KEPL SHA") and Deed of Adherence dated August 29, 2013 ("KEPL DOA")

KEPL has entered into a concession agreement dated July 13, 2010 with the NHAI for undertaking the KEPL Project on DBFOT basis ("**KEPL Concession Agreement**"). JMC and SREI, being the shareholders of KEPL, along with KEPL, have entered into the KEPL SHA to lay down the rights and obligations of each party with regards to KEPL and, consequently implement the KEPL Project. As on the date of the KEPL SHA, the shareholding of JMC and SREI in KEPL was 51.00% and 49.00%, respectively.

The prominent terms of the KEPL SHA are:

- The number of directors that can be appointed on the board of KEPL by each party is dependent on the shareholding of the respective party in KEPL. Each party to the KEPL SHA has a right to appoint two nominee directors on the board of KEPL if its shareholding in KEPL is more than 26.00% and up to 51.00%. If the shareholding of a party to the KEPL SHA is more than 10.00% and up to 26.00%, then such party shall have right to appoint only one nominee director on the board of KEPL However, if the shareholding of a party to the KEPL SHA falls below 10.00%, then such party shall not have any right to appoint any nominee directors on the board of KEPL.

- No quorum for a board or committee meeting of KEPL would be validly constituted, unless at least nominee director of each of the parties is present.

- No decision in relation to reserved matters of KEPL can be taken at any board, committee or general meeting of KEPL, without the presence of at least one nominee director of JMC and SREI. Such reserved matters include:

  - alteration of constitutional documents,
  - issue and allotment of any securities by KEPL,
  - entering into profit sharing agreements or partnerships;
  - raising of any loans and giving of any guarantee or warranties or any other form of financial commitment; and
  - payment of dividends, etc.

  However, if the shareholding of any party falls below 26.00% but is more than 10.00%, the parties will have affirmative voting rights on fewer items of the reserved matters.

- The shareholders of KEPL have pre-emptive right in relation to issue of new equity shares by KEPL. In case KEPL allots equity shares to any third party, the shareholding ratio *inter-se* the existing shareholders of KEPL is required to be maintained.

- The existing shareholders of KEPL have the right of first refusal and tag along right, in case equity shares of KEPL are sold by another existing shareholder of KEPL.

- Prior written approval of NHAI is required for issuance of equity shares to any third party, creation of pledge on any shares, exercise any pre-emptive rights or right of first refusal or tag along right or call on unpaid portion of the equity shares of KEPL if the same results in:

  - the shareholding of JMC and SREI and their associate or affiliates falling below 51.00% during the construction period of the KEPL Project, or 26.00% during a period of two years following the commercial operation date of the KEPL Project;
  - any person acquiring, either individually or jointly or acting in concert, legally or beneficially at least 15.00 % of the shares of KEPL or control over the board of KEPL; or
  - any material variance in the shareholding ratio *inter-se* Galfar, Varaha and SREI together with their associate or affiliates.

- The KEPL SHA is valid till the validity of the Concession Agreement, unless terminated earlier in terms of the termination clause of the KEPL SHA or until KEPL any of its shareholders is wound up / dissolved.

The KEPL DOA was entered into between IPDC, SREI, MPM Holding Private Limited, JMC, our Company and KEPL, whereby it was agreed that IPDC, MPM Holding Private Limited and our Company shall adhere to the terms of the KEPL SHA.

For current shareholding pattern of KEPL, please refer to the chapter "*Our Subsidiaries and Associates*" on page 184.

4. Shareholders' agreement' dated September 18, 2010 between PNC Infratech Limited ("PNC"), Galfar Engineering & Contracting, S.A.O.G. ("Galfar"), SREI and GAEPL ("GAEPL SHA") and the Deed of Adherence dated December 27, 2013 ("GAEPL DOA")

GAEPL has entered into a concession agreement dated May 20, 2010 with the NHAI for undertaking the GAEPL Project on build, operate and transfer basis ("**GAEPL Concession Agreement**"). PNC, Galfar and SREI, being the shareholders of GAEPL, along with GAEPL, have entered into the GAEPL SHA to lay down the rights, obligations and interests of each party with regards to GAEPL and, consequently implement the GAEPL Project. As on the date of the GAEPL SHA, the shareholding of PNC, Galfar and SREI in GAEPL, along with their respective associates, was 35.00%, 26.00% and 39.00%, respectively. On July 9, 2012, SREI, PNC, Galfar and GAEPL executed a supplementary shareholders' agreement amending certain clauses of the GAEPL SHA.

The prominent terms of the GAEPL SHA are:

- PNC and SREI have the right to nominate 3 directors each in GAEPL, and Galfar has the right to nominate two directors in GAEPL. Further, for every 10.00% equity shares held in GAEPL, each party shall have the right to nominate one director in GAEPL.

- No quorum for a board or a committee meeting shall be validly constituted unless at least one nominee director appointed by each of SREI, PNC and Galfar are present in person throughout the meeting. However, if shareholding of any party, including their respective to the GAEPL SHA falls below 10.00%, it shall cease to have the right to appoint a nominee director in GAEPL.

- The shareholders of GAEPL have pre-emptive right in relation to issue of new equity shares by GAEPL. In case GAEPL allots equity shares to any third party, the shareholding ratio of the existing shareholders of GAEPL is required to be maintained.

- The existing shareholders of GAEPL also have the right of first refusal and tag along right, in case equity shares of GAEPL are sold by another existing shareholder of GAEPL.

- Prior written approval of NHAI is required for transfer of equity shares to any third party, exercise of pre-emptive rights, or right of first refusal or tag along right if the same results in:

  - shareholding of the PNC, Galfar and SREI and their associates, including our Company, falls below 51.00% during the construction period of the GAEPL Project, or below 33.00%, three years after commercial operation date of the GAEPL Project, or below 26.00% or such other percentage as may be permitted by NHAI before the transfer date of the GAEPL Project;
  - Acquisition by a third party of 15.00% or more shares of GAEPL or control over the board of GAEPL; and
  - The shareholding of PNC, Galfar and SREI and their respective associates or affiliates falling below 10.00% during the concession period of the GAEPL Concession Agreement.

- The GAEPL SHA is valid till the validity of the GAEPL Concession Agreement, unless terminated earlier in terms of the termination clause of the GAEPL SHA or until GAEPL any of its shareholders is wound up/ dissolved.

- Further, in terms of the supplementary shareholders' agreement dated July 9, 2012, no decision in respect of reserved matters can be taken at the board, committee or general meeting of GAEPL without the specific approval of at least one nominee director or representative of SREI, PNC and Galfar. Such reserved matters include:

  - alteration of constitutional documents;
  - issuance and allotment of any securities;
  - entering into profit sharing agreements or partnerships;
  - raising of any loans and giving of any guarantee or warranties or any other form of financial commitment; and
  - payment of dividends; etc.

The GAEPL DOA was entered into between PNC, PNC Infra Holding Limited, Galfar Engineering & Contracting (India) Private Limited ("**Galfar Engineering**"), Galfar, IPDC, our Company and GAEPL, whereby IPDC, Galfar Engineering, PNC Infra Holdings Limited and our Company agreed to adhere to the terms of the GAEPL SHA.

For current shareholding pattern of GAEPL, please refer to the chapter "*Our Subsidiaries and Associates*" on page 184.

5. ***Shareholders agreement dated October 6, 2010 between Galfar Engineering & Contracting, S.A.O.G. ("Galfar"), Simplex Infrastructure Limited ("Simplex"), SREI and SJEPL ("SJEPL SHA") and Deed of Adherence dated October 27, 2016 ("SJEPL DOA").***

SJEPL has entered into a concession agreement dated August 6, 2010 with NHAI for undertaking the SJEPL Project on DBFOT basis ("**SJEPL Original Concession Agreement**") amended by 1st supplementary to the SJEPL Original Concession Agreement, 2nd supplementary to the SJEPL Original Concession Agreement and 3rd supplementary to the SJEPL Original Concession Agreement dated November 27, 2014, November 26, 2015 and November 11, 2016, respectively (the SJEPL Original Concession Agreement together with the supplementary agreements is referred to as "**SJEPL Concession Agreement**"). Galfar, Simplex and SREI, being the shareholders of SJEPL, along with SJEPL, have executed the SJEPL SHA to lay down the rights, obligations and interests of each party with regards to SJEPL and, consequently implement the SJEPL project. As on the date of the SJEPL SHA, the shareholding of Galfar, Simplex and SREI was 26.00%, 26.00% and 48.00%, respectively.

The prominent terms of the SJEPL SHA are:

- Each party to the SJEPL SHA has a right to appoint three directors on the board of SJEPL if its shareholding in SJEPL is more than 30.00%. If the shareholding of a party in SJEPL exceeds 15.00% but is up to 30.00%, then such party shall have right to appoint two directors on the board of SJEPL. If the shareholding in SJEPL of a party it exceeds 10.00% but is up to 15.00%, then such party shall have the right to appoint one nominee director on the board of SJEPL. If the shareholding of a party in SJEPL falls below 10.00%, then such party shall cease to have the right to appoint any nominee director.

- No quorum for board meeting of SJEPL would be validly constituted, unless at least one nominee director from any two shareholders, out of Galfar, Simplex or SREI, is present in person throughout the board meeting.

- No decision in relation to reserved matters can be taken the board, committee or the general meeting of SJEPL without the presence of at least one nominee director or representative of SREI, Simplex and Galfar. Such reserved matters include:

  - alteration of constitutional documents;
  - issuance and allotment of any securities;
  - entering into profit sharing agreements or partnerships;
  - raising of any loans and giving of any guarantees, warranties or any other form of financial commitment; and
  - payment of dividends, etc.

- The shareholders of SJEPL have pre-emptive right of subscription in relation to issue of new securities by SJEPL. In case SJEPL allots equity shares to any third party, the shareholding ratio inter se the existing shareholders of SJEPL is required to be maintained.

- The existing shareholders of SJEPL also have the right of first offer and tag along right in case the equity shares of SJEPL are sold by another existing shareholder of SJEPL.

- However, in case the shareholding of a shareholder in SJEPL falls below 10.00%, it shall cease to have any right under the SJEPL SHA including pre-emptive right, tag along right, right to appoint a nominee director and right to be indemnified.

- Prior written approval of NHAI is required for issuance or transfer of equity shares to any third party, for pledge of shares, to exercise any pre-emptive rights, right of first refusal, tag along right or call on unpaid portion of the equity shares if the same results in:

  - the aggregate shareholding of the Galfar, Simplex and SREI together with their associates or affiliates falling below 51.00% during the construction period and 2 years thereafter, of the SJPEL Project, or the shareholding of either Galfar, Simplex or SREI and their respective associates or affiliates falling below 26.00% during the construction period and two years thereafter; or
  - direct, indirect, legal or beneficial acquisition by any person of 15.00% or more shares of SJEPL or control over the board of SJEPL**.**

- The SJEPL SHA valid till the validity of the SJEPL Concession Agreement, unless terminated earlier in terms of the termination clause of the SJEPL SHA or until SJEPL any of its shareholders is wound up or dissolved.

Our Company, SREI and SJEPL entered in to SJEPL DOA whereby our Company agreed to be bound by the terms of the SJEPL SHA and proposed to purchase 20,695,600 equity shares of SJEPL, held by SREI.

For current shareholding pattern of SJEPL, please refer to the chapter "*Our Subsidiaries and Associates*" on page 184.

6. ***Shareholders' agreement dated August 3, 2013 between Coastal Projects Limited ("CPL"), SREI, STPL and our Company ("STPL SHA").***

STPL has entered into a concession agreement dated February 29, 2012 with NHAI for undertaking the STPL Project on DBFOT basis ("**STPL Concession Agreement**"). CPL, SREI and our Company, being the shareholders of STPL, along with STPL, have entered into the STPL SHA to lay down the rights, obligations and interests of each party with regards to STPL and, consequently implement the STPL project. As on the date of the STPL SHA, the shareholding of CPL, SREI and our Company was 49.00%, 49.00% and 2.00%, respectively.

The prominent terms of the STPL SHA are:

- All directors in STPL shall be nominee directors of SREI.
- Further, no quorum of a board meeting of STPL would be validly constituted unless at least a nominee director of SREI is present.
- SREI also has the right to appoint chairman, the managing director, chief executive officer, chief operation officer, chief financial officer and other key personnel to the board of STPL.
- SREI has an affirmative voting right on all the matters of STPL including declaration of dividend.

- The STPL SHA and the STPL Concession Agreement also requires prior approval of NHAI for *inter alia* any change in the ownership of STPL in excess of 15.00% of the shareholding of STPL or pursuant to a change in control of STPL.
- The STPL SHA is valid till the STPL Concession Agreement is valid, unless it is terminated in case of breach of the Concession Agreement, or a material breach of the STPL SHA which results in breach of the Concession Agreement, or in case of insolvency of a shareholder of STPL.

For current shareholding pattern of STPL, please refer to the chapter "*Our Subsidiaries and Associates*" on page 184.

7. ***Shareholders' agreement dated October 18, 2010 between MBL Infrastructure Limited ("MBL"), AMR India Limited, ("AMR") (previously AMR Constructions Limited), Rithwik Projects Private Limited ("RPPL"), SREI, OSEPL and our Company ("OSEPL SHA").***

OSEPL has entered into a concession agreement dated July 6, 2010 with NHAI for undertaking the OSEPL Project on DBFOT basis ("**OSEPL Concession Agreement**"). Pursuant to a share purchase agreement dated October 12, 2010, MBL transferred 12.00% of its shareholding in OSEPL to AMR and RPPL in equal proportions. Further, pursuant to another share purchase agreement dated October 13, 2010, MBL transferred 2.00% of its shareholding of OSEPL to our Company. MBL, AMR, RRPL, SREI and our Company, being the shareholders of OSEPL, along with OSEPL, executed the OSEPL SHA to lay down the rights, obligations and interests of each party with regards to OSEPL and, consequently implement the OSEPL Project. At the time of the OSEPL SHA, the shareholding of SREI, MBL, RPPL, AMR and our Company was 50.00%, 36.00%, 6.00%, 6.00% and 2.00%, respectively.

The prominent terms of the OSEPL SHA are:

- SREI has the right to appoint three nominee directors in OSEPL, while MBL, AMR and RPPL have the right to appoint one nominee director each.

- No quorum for a meeting of the board would be validly constituted, unless at least two nominee directors of SREI and one nominee director of the other shareholders are present.

- No decision in relation to reserved matters can be taken at any board, committee or general meeting of OSEPL without the presence of at least one nominee director or representative of SREI. Such reserved matters include:

  - alteration of constitutional documents;
  - issue and allotment of any securities; and
  - entering into profit sharing agreements or partnerships;

- The existing shareholders of OSEPL have pre-emptive right to subscribe to any issue of new equity shares by OSEPL. In case OSEPL allots equity shares to any third party strategic investor, the shareholding ratio *inter-se* the existing shareholders of OSEPL is required to be maintained.

- The existing shareholders of OSEPL have the right of first offer and tag along right, in case equity shares of OSEPL are sold by another existing shareholder of OSEPL.

- In case the shareholding of any party to the OSEPL SHA falls below 5.00%, it shall cease to have all rights under the OSEPL SHA including the right to appoint a nominee director, pre-emptive right, right of first refusal and tag along right.

- Prior written approval of NHAI is required for issuance or transfer of equity shares to any third party, creation of pledge on any shares of OSEPL, exercise of any pre-emptive rights or right of first refusal or tag along right, if the same results in:

  - the shareholding in OSEPL of MBL and SREI together with their affiliates and associates falls below 51.00% collectively and 26.00% individually during the construction period of the OSPEL Project and two years thereafter; and
  - direct, indirect, legal or beneficial acquisition by a third party of 15.00% or more shares of OSEPL or control over the board of OSEPL.

- The OSEPL SHA is valid till the validity of the OSEPL Concession Agreement, unless terminated earlier in terms of the termination clause of the OSEPL SHA or until OSEPL any of its shareholders is wound up or dissolved.

For current shareholding pattern of OSEPL, please refer to the chapter "*Our Subsidiaries and Associates*" on page 184.

Other agreements / arrangements not being a contract entered into in the ordinary course of the business carried on or intended to be carried on by the issuer or a contract entered into more than two years before the date of this Prospectus

1. ***Share Purchase Agreement dated March 30, 2015 between our Company and SREI, for the transfer of 45,270,000 equity shares of GIPL ("GIPL IPDF SPA")***

   Pursuant to the GIPL SPA dated March 30, 2015, IPDF sold 45,270,000 equity shares held by them in GIPL, at a price of ₹ 15.00 per equity share, for a total purchase consideration of ₹ 679.05 million, to be transferred to our Company, free and clear of all charges and encumbrances.

2. ***Share Purchase Agreement dated October 27, 2016 between our Company and IPDC for the transfer of 17,500,000 equity shares of GIPL ("GIPL IPDC SPA").***

   Pursuant to the GIPL IPDC SPA dated October 27, 2016, IPDC sold 17,500,000 equity shares held by them in GIPL at a price of ₹ 10.00 per equity share, for a total purchase consideration of ₹ 175.00 million to be transferred to our Company, free and clear of all charges and encumbrances.

3. ***Share Purchase Agreement dated October 27, 2016 between our Company and SREI for the transfer of 20,010,000 equity shares of GIPL ("GIPL SREI SPA").***

   Pursuant to the GIPL SREI SPA dated October 27, 2016, SREI sold 20,010,000 equity shares held by them in GIPL, at a price of ₹ 10.00 per equity share, for a total purchase consideration of ₹ 200.10 million to be transferred to our Company, free and clear of all charges and encumbrances.

4. ***Share Purchase Agreement dated October 27, 2016 between our Company and SREI for the transfer of 5,000 equity shares of MTPL ("MTPL SREI SPA").***

   Pursuant to the MTPL SREI SPA dated October 27, 2016, SREI sold 5,000 equity shares held by them in MTPL, at a price of ₹ 3.00 per equity share, for a total purchase consideration of ₹ 15,000.00, to be transferred to our Company, free and clear of all charges and encumbrances.

5. ***Share Purchase Agreement dated October 27, 2016 between our Company and IPDF for the transfer of 28,210,000 equity shares of MTPL ("MTPL IPDF SPA").***

   Pursuant to the MTPL IPDF SPA dated October 27, 2016, IPDF sold 28,210,000 equity shares held by them in MTPL, at a price of ₹ 3.00 per equity share, for a total purchase consideration of ₹ 84.63 million, to be transferred to our Company, free and clear of all charges and encumbrances.

6. ***Share Purchase Agreement dated October 27, 2016 between our Company and IPDC for the transfer of 21,780,000 equity shares of MTPL ("MTPL IPDC SPA").***

   Pursuant to the MTPL IPDC SPA dated October 27, 2016, IPDC sold 21,780,000 equity shares held by them in MTPL at a price of ₹ 3.00 per equity share, for a total purchase consideration of ₹ 65.34 million, to be transferred to our Company, free and clear of all charges and encumbrances.

7. ***Share Purchase Agreement dated October 27, 2016 between our Company and SREI, for the transfer of 20,504,960 equity shares of KEPL ("KEPL SREI SPA")***

   Pursuant to the KEPL SREI SPA dated October 27, 2016, 20,504,960 equity shares of KEPL (6,839,330 equity shares in the name of SREI and 13,665,630 in the name of IPDF) were transferred in the name of our Company, at a price of ₹ 6.10 per equity share, for a total purchase consideration of ₹ 125.08 million, to be transferred to our Company, free and clear of all charges and encumbrances.

8. ***Share Purchase Agreement dated March 30, 2015 between our Company and IPDC for the transfer of 22,305,000 equity shares of GAEPL ("GAEPL IPDC SPA").***

Pursuant to the GAEPL IPDC SPA dated March 30, 2015, IPDC sold 22,305,000 equity shares held by them in GAEPL, at a price of ₹ 22.50 per equity share, for a total purchase consideration of ₹ 501.86 million, to be transferred to our Company, free and clear of all charges and encumbrances.

9. ***Share Purchase Agreement dated October 27, 2016 between our Company and SREI for the transfer of 5,000 equity shares of GAEPL ("GAEPL SREI SPA").***

Pursuant to the GAEPL SREI SPA dated October 27, 2016, SREI sold 5,000 equity shares held by them in GAEPL, at a price of ₹ 10.00 per equity share, for a total purchase consideration of ₹ 50,000.00, to be transferred to our Company, free and clear of all charges and encumbrances.

10. ***Share Purchase Agreement dated October 27, 2016 between our Company and SREI for the transfer of 20,695,600 equity shares of SJEPL ("SJEPL SREI SPA").***

Pursuant to the SJEPL SPA dated October 27, 2016, SREI sold 20,695,600 equity shares held by them in SJEPL, at a price of ₹ 21.45 per equity share, for a total purchase consideration of ₹ 443.92 million, to be transferred to our Company, free and clear of all charges and encumbrances.

11. ***Share Purchase Agreement dated October 27, 2016 between our Company and SREI for the transfer of 4,900 equity shares of STPL ("STPL SREI SPA").***

Pursuant to the STPL SREI SPA dated October 27, 2016, SREI sold 4,900 equity shares held by them in STPL, at a price of ₹ 10.00 per equity share, for a total purchase consideration of ₹ 49,000.00, to be transferred to our Company, free and clear of all charges and encumbrances.

12. ***Share Purchase Agreement dated October 27, 2016 between our Company and SREI for the transfer of 11,584,933 equity shares of OSEPL ("OSEPL SREI SPA").***

Pursuant to the OSEPL SREI SPA dated October 27, 2016, SREI sold 11,584,933 equity shares held by them in OSEPL, at a price of ₹ 10.00 per equity share, for a total purchase consideration of ₹ 115.85 million, to be transferred to our Company, free and clear of all charges and encumbrances.

13. ***Security Purchase Agreement dated November 12, 2016 between our Company and IPDC for the transfer of 20,000 equity shares and 1,985,500 OCPIDs of Potin Pangin Highway Private Limited ("PPHPL IPDC SPA").***

Pursuant to the PPHPL IPDC SPA dated November 12, 2016, our Company sold 20,000 equity shares of Potin Pangin Highway Private Limited held by them, at a price of ₹ 10.00 per equity share, for a total purchase consideration of ₹ 200,000.00, to be transferred to IPDC, free and clear of all charges and encumbrances. Further Our Company also sold 1,985,500 OCPID for a total purchase consideration of ₹ 30.00 million to IPDC. As on date of this Prospectus our Company does not hold any equity shares or OPCID in PPHPL.

14. ***Trademark License Agreement dated November 12, 2016 between SREI and our Company***

Pursuant to a trademark license agreement dated November 12, 2016 entered into between our Corporate Promoter, SREI, and our Company, SREI has granted our Company and the Subsidiaries non-exclusive and perpetual license to use trade marks in relation to our corporate logo 'BRNL'. The consideration for such grant of license is a royalty of (i) ₹ 10,000.00 per annum payable by our Company as long as SREI is a promoter of our Company; or (ii) at the rate of 0.25% of the consolidated revenue of our Company for the last completed financial year, otherwise. This agreement is valid for a term up to November 11, 2026, post which period it may be renewed with the mutual consent of the parties thereto.

15. ***Letter of Agreement dated November 11, 2016 between our Company and SREI for acquisition of the subordinated debt due to SREI aggregating to ₹ 525.45 million ("MTPL Letter Agreement").***

Our Company has entered into a Letter of Agreement dated November 11, 2016 with SREI with an understanding that our Company intends to acquire at par, subject to this Issue, the subordinated debt extended to MTPL by SREI in the form of MTPL OCPID – I, MTPL OCPID – II and an unsecured loan on the same terms and conditions as had previously existed between SREI and MTPL.

The MTPL Letter Agreement provides that any interest earned on the MTPL OCPID – I, MTPL OCPID – II and the unsecured loan by our Company shall be paid to SREI on the same terms, for the period of holding of MTPL OCPID – I, MTPL OCPID – II and an unsecured loan by SREI. However, any liabilities (including tax liabilities) arising on account of receipt or transfer of such interest payable by our Company to SREI, shall be borne by SREI.

Pursuant to the MTPL Letter Agreement, in case our Company converts any part or whole of the MTPL OCPID – I, MTPL OCPID – II and the unsecured loan into equity shares of MTPL, there would be no payments which would be due and payable by our Company to SREI for such conversion, including in the event of receipt of any future returns on such converted subordinate debt. For further details with respect to the MTPL OCPID – I, MTPL OCPID – II and an unsecured loan to MTPL, please refer to the chapter "*Objects of the Issue*" on page 88.

16. ***Letter of Agreement dated November 11, 2016 between SREI and our Company for acquisition of subordinated debt in the form of optionally convertible debentures advanced/held by SREI to/ in KEPL aggregating to ₹879.59 million*** *("**KEPL Letter Agreement**").*

Our Company has entered into a Letter of Agreement dated November 11, 2016 with SREI with an understanding that our Company intends to acquire at par, subject to this Issue, the subordinated debt extended to KEPL by SREI in the form of KEPL OCD – I on the same terms and conditions as had previously existed between SREI and KEPL.

The KEPL Letter Agreement provides that any interest earned on the KEPL OCD – I by our Company shall be paid to SREI on the same terms, for the period of holding of KEPL OCD – I by SREI. However, any liabilities (including tax liabilities) arising on account of receipt or transfer of such interest payable by our Company to SREI, shall be borne by SREI.

Pursuant to the KEPL Letter Agreement, in case our Company converts any part or whole of the KEPL OCD – I into equity shares of KEPL, there would be no payments which would be due and payable by our Company to SREI for such conversion, including in the event of receipt of any future returns on such converted subordinate debt. For further details with respect to the KEPL OCD – I, please refer to the chapter "*Objects of the Issue*" on page 88.

17. ***Letter of Agreement dated November 11, 2016 between our Company and SREI for acquisition of the subordinated debt due to SREI aggregating to ₹2,317.40 million by STPL*** *("**STPL Letter Agreement**").*

Our Company has entered into a Letter of Agreement dated November 11, 2016 with SREI with an understanding that our Company intends to acquire at par, subject to the successful completion of this Issue, the subordinated debt extended to STPL by SREI in form of STPL OCPID and STPL Warrants on the same terms and conditions as had previously existed between SREI and STPL.

The STPL Letter Agreement provides that any interest earned on the STPL OCPID and STPL Warrants by our Company shall be paid to SREI on the same terms, for the period of holding of STPL OCPID and STPL Warrants by SREI. However, any liabilities (including tax liabilities) arising on account of receipt or transfer of such interest payable by our Company to SREI, shall be borne by SREI.

Pursuant to the STPL Letter Agreement, in case our Company converts any part or whole of the STPL OCPID and/or STPL Warrants into equity shares of STPL, there would be no payments which would be due and payable by our Company to SREI for such conversion, including in the event of receipt of any future returns on such converted subordinate debt. For further details, please refer to the chapter "*Objects of the Issue*" on page 88.

18. ***Letter Arrangement dated February 16, 2017 between SREI and our Company ("BRNL Letter Arrangement").***

Our Company and SREI have entered into a Letter Arrangement dated February 16, 2017, where-in it has been agreed that as long as SREI continues to the Promoter of the Company, it shall not directly or indirectly engage in any business that is considered to be a competing business with our Company, except through our Company and that all future road assets / projects shall be managed by our Company, with the exception of those road assets/projects acquired by SREI in its ordinary course of business as an NBFC. However, in case SREI intends to subsequently dispose of these assets acquired as part of its ordinary course of business, it shall provide our Company a first right of refusal.

Our Company has not entered into any material agreements, other than agreements disclosed above, in the last two years from the date of this Prospectus, which are not in the ordinary course of its business.

Financial and Strategic Partners

Other than the partners in the Project SPVs, our Company does not have any financial and strategic partners as of the date of filing this Prospectus.

OUR SUBSIDIARIES AND ASSOCIATES

Unless otherwise specified, all information in this chapter is as of the date of this Prospectus.

Our Company has the following Subsidiaries:

1. Solapur Tollways Private Limited ("**STPL**")
2. Orissa Steel Expressway Private Limited ("**OSEPL**")

Our Company has the following Associates:

1. Ghaziabad Aligarh Expressway Private Limited ("**GAEPL**")
2. Guruvayoor Infrastructure Private Limited ("**GIPL**")
3. Kurukshetra Expressway Private Limited ("**KEPL**")
4. Mahakaleshwar Tollways Private Limited ("**MTPL**")
5. Shree Jagannath Expressways Private Limited ("**SJEPL**")

None of our Subsidiaries or Associates is listed on any stock exchange in India or abroad. None of our Subsidiaries or Associates have become sick companies under the meaning of SICA. There are no accumulated profits or losses of our Subsidiaries that are not accounted for by our Company. None of our Subsidiaries or Associates is under winding up.

None of our Subsidiaries or Associates have made any public or rights issue in the last three years. None of our Subsidiaries or Associates have been refused listing on any stock exchange in India or abroad.

Details of our Subsidiaries are given below:

1. STPL

Corporate Information

STPL was incorporated on February 14, 2012 under the Companies Act, 1956, in Kolkata. STPL is involved in the road concession business of four laning of Solapur-Maharashtra/Karnataka border section of NH-9 from km 249.00 to km 348.800 in the State of Maharashtra (Design Length- 100.06 km) on design, build, finance, operate and transfer- DBFOT (Toll) basis.

Our Company currently holds 99.02% of the equity shares in STPL. For details of shareholders' agreement and share purchase agreement in relation to STPL, please refer to the chapter "*History and Certain Corporate Matters*" on page 171.

Capital Structure and Shareholding Pattern

The authorised share capital of STPL is ₹ 50.00 million divided into 5,000,000 equity shares of ₹ 10.00 each and the paid up capital is ₹ 5.00 million divided into 500,000 equity shares of ₹ 10.00 each.

The shareholding pattern of STPL as on the date of this Prospectus is as follows:

Sr. No.	Name of the shareholder	No. of equity shares of ₹ 10.00 each	Percentage of total equity holding (%)
1	Bharat Road Network Limited	495,100	99.02
2	Coastal Projects Limited	4,900	0.98
Total:		**500,000**	**100.00**

STPL Sponsor investment as on March 31, 2017 is as follows:

Nature of instrument / lending	SREI		Our Company		Coastal Projects Limited	
	Number of instruments	Amount in ₹ million	Number of instruments	Amount in ₹ million	Number of instruments	Amount in ₹ million
Equity shares of ₹ 10 each	Nil	Nil	495,100	4.95	4,900	0.05
STPL Warrants	165,920,000	1,659.20	10,500,000	105.00	Nil	Nil
STPL OCPID	65,820,000	658.20	Nil	Nil	Nil	Nil

BRNL
Bharat Road Network Ltd.

Nature of instrument / lending	SREI		Our Company		Coastal Projects Limited	
	Number of instruments	Amount in ₹ million	Number of instruments	Amount in ₹ million	Number of instruments	Amount in ₹ million
Sub-Total		**2,317.40**		**109.95**		**0.05**
Total						**2,427.40**

Financial Information

The following information has been derived from the audited financial statements of STPL for the last three audited Fiscals:

(₹in million, except per share data)

Particulars	For the Fiscal		
	2017	2016	2015
Equity Capital	5.00	5.00	5.00
Reserves and surplus	(17.52)	(16.41)	(15.67)
Total revenue	0.09	-	-
Profit/(Loss) after Tax	(1.11)	(0.74)	(0.40)
Basic EPS (in ₹)	(2.21)	(1.47)	(0.79)
Diluted EPS (in ₹)	(2.21)	(0.01)	(0.79)
Net Asset Value	(12.52)	(11.41)	(10.67)
Net asset value per share (in ₹)	(25.04)	(22.82)	(21.35)

2. OSEPL

Corporate Information

OSEPL was incorporated on June 10, 2010, under the Companies Act, 1956 at Kolkata. Subsequently, OSEPL changed its registered office from the state of West Bengal to Odisha, as certified by the Registrar of Companies, Odisha on December 20, 2011. OSEPL is involved in the road concession business of four/two laning of Rimuli-Roxy-Rajamunda section of NH-215 from km 163.00 to km 269.00 in the state of Odisha to be executed as build, operate and transfer BOT (Toll) project on design, build, finance, operate and transfer (DBFOT) pattern under National Highways Development Project (NHDP) phase-III. ("**OSEPL**").

Our Company currently holds 59.38% of the equity shares in OSEPL. For details of shareholders' agreement and share purchase agreement in relation to OSEPL, please refer to the chapter "*History and Certain Corporate Matters*" on page 171.

Capital Structure and Shareholding Pattern

The authorised share capital of OSEPL is ₹ 1,360.00 million divided into 136,000,000 equity shares of ₹ 10.00 each and the paid up capital is ₹ 783.67 million divided into 78,366,600 equity shares of ₹ 10.00 each.

The shareholding pattern of OSEPL as on the date of this Prospectus is as follows:

Sr. No.	Name of the shareholder	No. of equity shares of ₹ 10.00 each	Percentage of total equity holding (%)
1.	Bharat Road Network Limited	46,534,600	59.38
2.	MBL Infrastructure Limited	23,743,800	30.30
3.	Rithwik Projects Private Limited	3,264,000	4.17
4.	AMR India Limited	4,824,000	6.16
5.	MBL Projects Limited	200	0.00
Total		**78,366,600**	**100.00**

Financial Information

The following information has been derived from the audited financial statements of OSEPL for the last three audited Fiscals:

(₹in million, except per share data)

Particulars	For the Fiscal		
	2017	2016	2015
Equity Capital	783.67	783.67	783.67
Reserves and surplus (excluding revaluation reserves)	(1.72)	(1.36)	(1.07)

Particulars	For the Fiscal		
	2017	2016	2015
Total revenue	0.08	-	-
Profit/(Loss) after Tax	(0.35)	(0.30)	(0.56)
Basic EPS (in ₹)	(0.00)	(0.00)	(0.01)
Diluted EPS (in ₹)	(0.00)	(0.00)	(0.01)
Net Asset Value	781.95	782.30	782.60
Net asset value per share (in ₹)	9.98	9.98	9.99

Details of our Associates are given below

1. GIPL

Corporate Information

GIPL was incorporated on November 24, 2005 under the Companies Act, 1956, in Hyderabad. GIPL is involved in the business of design, construction, development, finance, operation and maintenance of km 270.00 (Thrissur) to km 317.60 (Angamali) and improvement, operation and maintenance of km 316.70 (Angamali) to km 342.00 (Edapalli) on NH-47 in the State of Kerala for a specified concession period on build, operate and transfer basis, and to construct, erect, commission toll gates and toll collection points.

Our Company currently holds 49.00% of the equity shares in GIPL. For details of shareholders' agreement and share purchase agreement in relation to GIPL please refer to the chapter "*History and Certain Corporate Matters*" on page 171.

Capital Structure and Shareholding Pattern

The authorised share capital of GIPL is ₹ 1,690.00 million divided into 169,000,000 equity shares of ₹ 10.00 each and the paid up capital is ₹ 1,689.40 million divided into 168,940,000 equity shares of ₹ 10.00 each.

The shareholding of GIPL as on the date of this Prospectus is as follows:

Sr. No.	Name of the shareholder	No. of equity shares of ₹ 10.00 each	Percentage of total equity holding (%)
1	KMC Infratech Road Holdings Limited	86,159,900	51.00
2	Bharat Road Network Limited	82,780,000	49.00
3	KMC Constructions Limited	100	Negligible
Total		**168,940,000**	**100.00**

GIPL sponsor investment as on March 31, 2017 is as follows:

Nature of instrument / lending	KMC Infratech Road Holdings Limited		KMC Constructions Limited		SREI		Our Company	
	Number of instruments	Amount in ₹ million	Number of instruments	Amount in ₹ million	Number of instruments	Amount in ₹ million	Number of instruments	Amount in ₹ million
Equity shares of ₹ 10 each	86,159,900	861.60	100	0.00	Nil	Nil	82,780,000	827.80
GIPL OCPID	57,129,700	571.30	Nil	Nil	73,102,100	731.02	Nil	Nil
Sub-Total		**1,432.90**				**731.02**		**827.80**
Total								**2,991.72**

Financial Information

The following information has been derived from the audited financial statements of GIPL for the last three audited Fiscals:

(₹in million, except per share data)

Particulars	For the Fiscal		
	2017	2016	2015
Equity Capital	1,689.40	1,689.40	1,689.40
Reserves and surplus (excluding revaluation reserves)	(1,046.09)	(937.28)	(816.84)
Total revenue	1,193.20	1,172.88	1,061.47
Profit/(Loss) after Tax	(108.81)	(120.44)	330.97

Particulars	For the Fiscal		
	2017	2016	2015
Basic EPS (in ₹)	(0.64)	(0.71)	1.96
Diluted EPS (in ₹)	(0.64)	(0.40)	1.96
Net Asset Value	643.31	752.12	872.56
Net asset value per share (in ₹)	3.81	4.45	5.16

2. MTPL

Corporate Information

MTPL was incorporated on September 15, 2008 under the Companies Act, 1956, in Bhopal. Subsequently, on April 20, 2009, the registered office was changed to Indore and thereafter to Ujjain on February 18, 2017. MTPL is involved in the road concession business of designing, construction, finance, strengthening, widening, operation and maintenance of BOT basis tollways road for Indore-Ujjain in the State of Madhya Pradesh.

Our Company currently holds 48.00% of the equity shares in MTPL. For details of shareholders' agreement and share purchase agreement in relation to MTPL please refer to the chapter "*History and Certain Corporate Matters*" on page 171.

Capital Structure and Shareholding Pattern

The authorised share capital of MTPL is ₹ 1,042.40 million divided into 104,240,000 equity shares of ₹ 10.00 each and the paid up capital is ₹ 1,041.60 million divided into 104,159,800 equity shares of ₹ 10.00 each.

The shareholding of MTPL as on the date of this Prospectus is as follows:

Sr. No.	Name of the shareholder	No. of equity shares of ₹ 10.00 each	Percentage of total equity holding (%)
1.	Bharat Road Network Limited	49,995,000	48.00
2.	Galfar Engineering & Contracting S.A.O.G.	27,082,400	26.00
3.	Varaha Infra Limited	26,687,400	25.62
4.	Varaha Construction Company Proprietor Mufat Singh Rao	395,000	0.38
	Total	**104,159,800**	**100.00**

MTPL Sponsor investment as on March 31, 2017 is as follows:

Nature of instrument / lending	SREI		Our Company		Galfar and Affiliates		Varaha and Affiliates	
	Number of instruments	Amount in ₹ million	Number of instruments	Amount in ₹ million	Number of instruments	Amount in ₹ million	Number of instruments	Amount in ₹ million
Equity shares of ₹ 10 each	Nil	Nil	49,995,000	499.95	27,082,400	270.82	27,082,400	270.82
Unsecured loan	NA	231.77	NA	94.60	NA	241.49	NA	285.35
MTPL OCPID Series I	26,658,500	266.59	Nil	Nil	Nil	Nil	Nil	Nil
MTPL OCPID Series II	2,718,100	27.18	Nil	Nil	Nil	Nil	Nil	Nil
Sub-Total		**525.54**		**594.55**		**512.31**		**556.17**
Total								**2,188.57**

Financial Information

The following information has been derived from the audited financial statements of MTPL for the last three audited Fiscals:

(₹in million, except per share data)

Particulars	For the Fiscal		
	2017	2016	2015
Equity Capital	1,041.60	1,041.60	1,041.60
Reserves and surplus	(1,363.74)	(1,216.17)	(1,047.48)
Total revenue	186.05	225.07	218.77
Profit/(Loss) after Tax	(147.57)	(168.69)	(205.74)

Particulars	For the Fiscal		
	2017	2016	2015
Basic EPS (in ₹)	(1.42)	(1.62)	(1.98)
Diluted EPS (in ₹)	(1.42)	(1.29)	(1.98)
Net Asset Value	(322.14)	(174.57)	(5.88)
Net asset value per share (in ₹)	(3.09)	(1.68)	(0.06)

3. KEPL

Corporate Information

KEPL was incorporated on March 29, 2010, under the Companies Act, 1956, in Haryana. KEPL in involved in the road concession business of promoting, developing, financing, establishing, designing, constructing, equipping, operating, maintaining, modifying and upgrading the four laning of Rohtak Bawal section of NH 71 from km 363/300 to 450/800 under NHDP III in State of Haryana on design, build, finance, operate and transfer basis and to charge and collect toll fees and to retain and appropriate receivables as per the concession agreement from the NHAI.

Our Company currently holds 49.00% beneficial holding of the equity shares in KEPL. For details of shareholders' agreement and share purchase agreement in relation to KEPL, please refer to the chapter "*History and Certain Corporate Matters*" on page 171.

Capital Structure and Shareholding Pattern

The authorised share capital of KEPL is ₹ 1,045.00 million divided into 104,500,000 equity shares of ₹ 10.00 each and the paid up capital is ₹ 1,042.59 million divided into 104,259,000 equity shares of ₹ 10.00 each.

The shareholding of KEPL as on the date of this Prospectus is as follows:

Sr. No.	Name of the shareholder	No. of equity shares of ₹ 10.00 each	Percentage of total equity holding (%)
1	JMC Projects India Limited	51,682,990	49.57
2	Bharat Road Network Limited	37,416,380	35.89
3	Srei Infrastructure Finance Limited*	4,900	Negligible
4	IPDC*	13,665,630	13.11
5	MPM Holding Private Limited	1,488,900	1.43
6	Saurabh Gupta	200	Negligible
Total		**104,259,000**	**100.00**

**20,504,960 equity shares of KEPL, was acquired by our Company pursuant to a share purchase agreement dated October 27, 2016 entered into with SREI. Of the 20,504,960 equity shares of KEPL, 4,900 equity shares of KEPL and 13,665,630 equity shares of KEPL held in the name of SREI and IPDC, respectively are pledged with the senior lenders of KEPL and shall be transferred in the name of our Company upon release of the pledge by the senior lenders of KEPL. However, pending transfer of these shares upon being released from pledge, all the economic and beneficial interest with respect to these shares have been transferred to our Company pursuant to a share purchase agreement dated October 27, 2016. For further details, please refer to "Risk Factor - Some of the shares acquired by our Company in KEPL, have not been transferred in the name of our Company pending release of pledge by senior lenders" on page 26.*

KEPL sponsor investment as on March 31, 2017 is as follows:

Particulars	JMC Projects (India) Limited		MPM Holding Private Limited and BN Nagraj		SREI		Our Company	
	Number of instruments	Amount in ₹ million	Number of instruments	Amount in ₹ million	Number of instruments	Amount in ₹ million	Number of instruments	Amount in ₹ million
Equity share capital (including premium)	51,682,990	997.55	14,89,100	14.89	Nil	Nil	51,086,910*	972.74
Unsecured interest free loan	NA	1,079.30	NA	NA	NA	NA	NA	101.33
Optionally convertible debentures - Series I	Nil	Nil	NA	NA	87,959,400	879.59	2,587,200	25.87
Optionally convertible debentures - Series II	Nil	Nil	NA	NA	Nil	Nil	2,597,000	25.97

Particulars	JMC Projects (India) Limited		MPM Holding Private Limited and BN Nagraj		SREI		Our Company	
	Number of instruments	Amount in ₹ million	Number of instruments	Amount in ₹ million	Number of instruments	Amount in ₹ million	Number of instruments	Amount in ₹ million
Sub-Total		**2,076.85**		**14.89**		**879.59**		**1,125.91**
Total								**4,097.24**

**20,504,960 equity shares of KEPL, was acquired by our Company pursuant to a share purchase agreement dated October 27, 2016 entered into with SREI. Of the 20,504,960 equity shares of KEPL, 4,900 equity shares of KEPL and 13,665,630 equity shares of KEPL held in the name of SREI and IPDC, respectively are pledged with the senior lenders of KEPL and shall be transferred in the name of our Company upon release of the pledge by the senior lenders of KEPL. However, pending transfer of these shares upon being released from pledge, all the economic and beneficial interest with respect to these shares have been transferred to our Company pursuant to a share purchase agreement dated October 27, 2016. For further details, please refer to "Risk Factor - Some of the shares acquired by our Company in KEPL, have not been transferred in the name of our Company pending release of pledge by senior lenders" on page 26.*

Financial Information

The following information has been derived from the audited financial statements of KEPL for the last three audited Fiscals:

(₹in million, except per share data)

Particulars	For the Fiscal		
	2017	2016	2015
Equity Capital	1,042.59	1,042.59	1,042.59
Reserves and surplus (excluding revaluation reserves)	(1,556.72)	(841.44)	(34.44)
Total revenue	770.76	731.79	664.01
Profit/(Loss) after Tax	(715.28)	(807.00)	(657.62)
Basic EPS (in ₹)	(6.86)	(7.74)	(6.31)
Diluted EPS (in ₹)	(6.86)	(7.74)	(6.31)
Net Asset Value	(514.13)	201.15	1008.15
Net asset value per share (in ₹)	(4.93)	1.93	9.67

4. GAEPL

Corporate Information

GAEPL was incorporated on December 18, 2009 under the Companies Act, 1956, in New Delhi. GAEPL is involved in the road concession business of design, engineering, finance, construction, operation and maintenance of four/ six laning roads of Ghaziabad-Aligarh section of N-91 from km 23.600 to km 140.200 in the state of Uttar Pradesh under NHDP Phase III on DBFOT basis.

Our Company currently holds 39.00% of the equity shares in GAEPL. For details of shareholders' agreement and share purchase agreement in relation to GAEPL, please refer to the chapter "*History and Certain Corporate Matters*" on page 171.

Capital Structure and Shareholding Pattern

The authorised share capital of GAEPL is ₹ 1,940.00 million divided into 194,000,000 equity shares of ₹ 10.00 each and the paid up capital is ₹ 1,940.00 million divided into 194,000,000 equity shares of ₹ 10.00 each.

The shareholding of GAEPL as on date of this Prospectus is as follows:

Sr. No.	Name of the shareholder	No. of equity shares of ₹ 10.00 each	Percentage of total equity holding (%)
1	Bharat Road Network Limited	75,660,000	39.00
2	PNC Infratech Limited	29,324,000	15.12
3	PNC Infra Holdings Limited	38,576,000	19.88
4	Galfar Engineering and Contracting S.A.O.G.	4,054,797	2.09
5	Galfar Engineering and Contracting India Private Limited	46,385,203	23.91
	Total	**194,000,000**	**100.00**

GAEPL sponsor investment as on March 31, 2017 is as follows:

Nature of instrument / lending	Our Company		SREI		PNC Infratech Limited		PNC Infra Holdings Limited		Galfar Engineering and Contracting S.A.O.G.		Galfar Engineering and Contracting India Private Limited	
	Number of instruments	Amount in ₹ million	Number of instruments	Amount in ₹ million	Number of instruments	Amount in ₹ million	Number of instruments	Amount in ₹ million	Number of instruments	Amount in ₹ million	Number of instruments	Amount in ₹ million
Equity shares of ₹ 10 each	75,660,000	756.60	Nil	Nil	29,324,000	293.24	38,576,000	385.76	4,054,797	40.55	46,385,203	463.85
Unsecured loan	NA	58.10	NA	NA	NA	52.15	NA	NA	NA	NA	NA	38.74
Warrants	48,188,780	481.89	88,081,160	880.81	118,049,720	1,180.50	Nil	Nil	NA	NA	38,779,441	387.79
Secured loan (Subservient to Senior Lenders)	Nil	Nil	NA	487.92	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-Total		**1,296.59**		**1,368.73**		**1525.89**		**385.76**		**40.55**		**890.38**
Total												**5,508.03**

Financial Information

The following information has been derived from the audited financial statements of GAEPL for the last three audited Fiscals:

(₹in million, except per share data)

Particulars	For the Fiscal		
	2017	2016	2015
Equity Capital	1,940.00	1,940.00	1,940.00
Reserves and surplus (excluding revaluation reserves)	(750.21)	18.36	2,576.40
Total revenue	1,480.46	1,010.07	-
Profit/(Loss) after Tax	(513.90)	(373.46)	-
Basic EPS (in ₹)	(2.65)	(1.93)	-
Diluted EPS (in ₹)	(2.65)	(1.93)	-
Net Asset Value	1,189.79	1,958.36	4,516.40
Net asset value per share (in ₹)	6.13	10.09	23.28

5. SJEPL

Corporate Information

SJEPL was incorporated on June 15, 2010, under the Companies Act, 1956, in Kolkata. SJEPL is involved in the road concession business of six laning of Chandikhole-Jagatpur Bhubaneshwar section of NH-5 from km 413.00 to km 418.00 and from km 0.00 to km 62.00 in the State of Orissa as BOT (Toll) on DBFOT under NHDP Phase-V.

Our Company currently holds 40.00% of the equity shares in SJEPL. For details of shareholders' agreement and share purchase agreement in relation to SJEPL please refer to the chapter "*History and Certain Corporate Matters*" on page 171.

Capital Structure and Shareholding Pattern

The authorised share capital of SJEPL is ₹ 1,480.00 million divided into 148,000,000 equity shares of ₹ 10.00 each and the paid up capital is ₹ 1,478.70 million divided into equity shares 147,870,000 equity shares of ₹ 10.00 each.

The shareholding pattern of SJEPL as on the date of this Prospectus is as follows:

Sr. No.	Name of the shareholder	No. of equity shares of ₹ 10.00 each	Percentage of total equity holding (%)
1	Bharat Road Network Limited	59,148,000	40.00
2	Galfar Engineering and Contracting (India) Private Limited	29,846,200	20.18
3	Simplex Infra Development Limited	50,273,200	34.00
4	Galfar Engineering and Contracting S.A.O.G.	8,600,000	5.82
5	Simplex Infrastructures Limited	2,600	Negligible
	Total:	**147,870,000**	**100.00**

SJEPL sponsor investment as on March 31, 2017 is as follows:

Nature of instrument / lending	Our Company		SREI		Simplex Infra Development Limited		Simplex Infrastructures Limited		Galfar Engineering and Contracting S.A.O.G.		Galfar Engineering and Contracting India Private Limited	
	Number of instruments	**Amount in ₹ million**	**Number of instruments**	**Amount in ₹ million**	**Number of instruments**	**Amount in ₹ million**	**Number of instruments**	**Amount in ₹ million**	**Number of instruments**	**Amount in ₹ million**	**Number of instruments**	**Amount in ₹ million**
Equity shares of ₹ 10 each	59,148,000	591.48	NA	NA	50,273,200	502.73	2,600	0.03	8,600,000	86.00	29,846,200	298.46
Unsecured loan	Nil	Nil	NA	572.50	Nil	Nil	Nil	367.57	Nil	Nil	Nil	Nil
Sub-Total		**591.48**		**572.50**		**502.73**		**367.60**		**86.00**		**298.46**
Total												**2,418.77**

Financial Information

The following information has been derived from the audited financial statements of SJEPL for the last three audited Fiscals:

(₹in million, except per share data)

Particulars	For the Fiscal		
	2017	**2016***	**2015***
Equity Capital	1,478.70	1,478.70	1,478.70
Reserves and surplus (excluding revaluation reserves)	1,762.68	1,611.57	1,409.80
Total revenue	143.67	-	-
Profit/(Loss) after Tax	(11.29)	-	-
Basic EPS (in ₹)	(0.08)	-	-
Diluted EPS (in ₹)	(0.08)	-	-
Net Asset Value	3,241.38	3,090.27	2,888.50
Net asset value per share (in ₹)	21.91	20.90	19.53

**As the Company has not started commercial operation, all revenue expenditures related to the project have been debited to pre-operative expenses account and no statement of profit and loss for the period ended on that date has been prepared.*

Interest of the Subsidiaries in our Company

None of our Subsidiaries or Associates have any business interest in our Company except as stated in the chapters "*Business*" and "*Related Party Transactions*" on pages 136 and 216, respectively.

Other than as disclosed in *"Related Party Transactions"* on page 216, there are no sales or purchase between our Company and any of our Subsidiaries or Associates where such sales or purchases exceed in value in the aggregate 10.00% of the total sales or purchases of our Company. For details on transactions between our Company and our Subsidiaries or Associates, please refer to the chapter *"Related Party Transactions"* on page 216.

Common Pursuits

Except as disclosed in the chapters "*Business*" and "*Related Party Transactions*" on pages 136 and 216, respectively, our Company and our Subsidiaries or Associates do not have any common pursuits.

OUR MANAGEMENT

Board of Directors

As per the Articles of Association, our Company is required to have not less than three Directors and not more than 12 Directors. As on the date of this Prospectus, the Board comprises of five Directors, of which one is executive director and four are independent directors. Our Company has one woman director on the Board of Directors of our Company.

The following table sets forth the details of our Directors as on the date of this Prospectus:

Sr. No.	Name, Designation, DIN, Address, Occupation, Nationality, Date of Appointment and Term	Age (in years)	Other Directorships
1.	**Brahm Dutt** ***Designation***: Chairman of the Board and Independent Director ***DIN***: 05308908 ***Address*****:** CII/ 2282, Vasant Kunj, New Delhi – 110 070, India ***Occupation***: Retired Civil Servant ***Nationality***: Indian ***Date of appointment***: January 8, 2014 ***Term***: 5 years w.e.f. January 10, 2015	67	*Other directorships*: • YES Bank Limited
2.	**Pradeep Singh** ***Designation***: Independent Director ***DIN****:* 00304825 ***Address****:* E-124, Westend Heights, DLF-PH-V, Sector-53, Gurgaon – 122 001, Haryana, India. ***Occupation****:* Professional ***Nationality****:* Indian ***Date of appointment****:* September 25, 2015 ***Term****:* 5 years w.e.f. September 25, 2015	65	*Other directorships*: • Climate Policy Initiative India Private Limited • Insaan Group Foundation • Waterlinks, Phillipines
3.	**Atanu Sen** ***Designation***: Independent Director ***DIN***: 05339535 ***Address***: DA-193, Salt Lake, Bidhannagar, North 24 Parganas, Kolkata – 700 064, West Bengal, India ***Occupation***: Professional ***Nationality***: Indian ***Date of appointment***: September 7, 2016 ***Term***: 5 years w.e.f. September 7, 2016	63	*Other directorships* • Jaiprakash Power Ventures Limited • Alok Industries Limited • Peerless Financial Products Distribution Limited • Jaypee Healthcare Limited • Punjab & Sind Bank • Orissa Steel Expressway Private Limited • Senco Gold Limited • Excide Life Insurance Company Limited

Sr. No.	Name, Designation, DIN, Address, Occupation, Nationality, Date of Appointment and Term	Age (in years)	Other Directorships
4.	**Tuk Tuk Ghosh Kumar** ***Designation***: Independent Director ***DIN***: 06547361 ***Address***: D-69, 2nd Floor, Saket, New Delhi – 110 017, India ***Occupation***: Retired Civil Servant ***Nationality***: Indian ***Date of appointment***: October 6, 2016 ***Term***: 5 years w.e.f. October 6, 2016	61	*Other directorships* • Seaways Shipping and Logistics Limited • Nhava Sheva International Container Terminal Private Limited
5.	**Bajrang Kumar Choudhary** ***Designation***: Managing Director ***DIN**:* 00441872 ***Address**:* 167, Jessore Road Flat - 2A, Bangur Avenue, Kolkata – 700 055, West Bengal, India ***Occupation**:* Service ***Nationality**:* Indian ***Date of appointment**: Appointed as a Non –Executive Director w.e.f.* March 23, 2011 and designated as a Managing Director w.e.f. *November 1, 2016* ***Term**:* 3 years w.e.f. November 1, 2016	49	*Other directorships*: • Kolkata Mass Rapid Transit Private Limited • I Log Ports Private Limited • I Log Port (Dahej) Private Limited

Brief biographies of our Directors

Mr. Brahm Dutt is the Chairman of the Board and Independent Director of our Company. He holds a Master of Science degree in physics from University of Meerut, Master of Arts degree in economics from Karnataka University and a bachelor's degree in law from Bangalore University. He was a member of the Indian Administrative Service and during his service, he *inter alia* served as, the Secretary of the Ministry of Road Transport and Highway and the Principal Home Secretary of State of Karnataka. He has been a Director on our Board since January 2014.

Mr. Pradeep Singh is an Independent Director of our Company. He holds a Master of Science degree in Physics from Punjabi University and has also completed his MBA from Panjab University. He has also completed his master of public administration from the John Fitzgerald Kennedy School of Government, Harvard University, where he received the Littauer Award for "Academic Excellence and Promise of Leadership" and he is also a Graduate from Stanford University. He was a member of the Indian Administrative Service and during his service he, inter alia, served as the Director, Ministry of Defence and as the Deputy Secretary of the Ministry of Home Affairs. He has served as Vice Chairman and Managing Director of IDFC Projects Limited. He is currently the Advisor (Infrastructure Development) to the State of Jammu and Kashmir. He has been a Director on our Board since September 2015.

Mr. Atanu Sen is an Independent Director of our Company. He holds a Master of Arts degree in economics from University of Calcutta and is a Certified Associate of The Indian Institute of Bankers. He was the Managing Director and CEO of SBI Life Insurance Company. He has also served, amongst others as the Deputy Managing Director (Chief Credit and Risk Officer) of the State Bank of India. He is also the trustee to the National Pension Scheme of Government of India. He has been a Director of our Board since September 2016.

Ms. Tuk Tuk Ghosh Kumar is an Independent Director of our Company. She holds Master of Philosophy degree and degree of Doctor of Philosophy in History from the University of Delhi and has been a lecturer there from 1979-1981. She was a member of the Indian Administrative Service of West Bengal Cadre between 1981-2015. She retired in the rank of Secretary, Government of India. She has been a Director on our Board since October, 2016.

Mr. Bajrang Kumar Choudhary is the Managing Director of our Company. He has completed his bachelor of commerce from Shriram College of Commerce, New Delhi and he is an associate member of the Institute of Chartered Accountants of India. He is a former Chief Executive Officer - Infrastructure Project Development of SREI, managing portfolio across roads, ports, water and economic zones. He has previously served as the "Chairman- Expert Committee on Infrastructure" of Indian Chamber of Commerce. He has an experience of over two decades in infrastructure asset management, project development, project implementation, private equity and M&A. He has been a Director on our Board since March 2011.

Relationship between our Directors

None of our Directors are related to each other.

Arrangement or Understanding with Major Shareholders, customers, suppliers or others

None of our Directors have been appointed pursuant to any arrangement or understanding with our major Shareholders, customers, suppliers or others.

Confirmations

None of our Directors is or was a director of any listed company during the five years preceding the date of filing of the Draft Red Herring Prospectus, whose shares have been or were suspended from being traded on the BSE Limited or the National Stock Exchange of India Limited. None of our Directors is or was a director of any listed company, which has been or was delisted from any recognized stock exchange in India.

None of our Directors have been categorized as wilful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

Our Company has not entered into any service contracts with our Directors which provide for benefits upon termination of employment of our Directors.

Shareholding of Directors

Shareholding of Directors in our Company

In terms of our Articles of Association, our Directors are not required to hold any qualification shares in our Company. Except as provided hereunder, no other Directors hold any shares of our Company, as on date of filing this Prospectus:

Name of Director	Number of Equity Shares
Bajrang Kumar Chaudhary	100
TOTAL	100

Shareholding of Directors in our Subsidiaries and Associates

None of our Directors held any shares in any of our Subsidiaries and Associates, as on date of filing this Prospectus.

For further details of the shareholding pattern of our Subsidiaries and Associates, please refer to the chapter "*Our Subsidiaries and Associates*" on page 184.

Terms of Appointment of Executive Directors

Our Company has appointed Mr. Bajrang Kumar Choudhary as a Managing Director pursuant to a Board resolution dated November 10, 2016 with effect from November 1, 2016 for a period of 3 (Three) years. The terms and conditions of his employment were approved by the members of the Company pursuant to the shareholder's resolution dated November 14, 2016. Key terms and conditions as listed out in the agreement dated November 25, 2016 between our Company and Mr. Bajrang Kumar Choudhary are as under:

Key Terms	Description
Salary	₹ 375,000.00 per month with authority to the Board to fix such other higher amount as may be permissible under the provisions of the Companies Act, 2013, as amended or replaced or read with Schedule V of the Act from time to time. The annual increments will be merit-based and take into account the Company's performance.
Housing Rent Allowance	Entitled to house rent allowance @ 50.00% of salary
Special Allowance	₹ 418,213.00 per month
Superannuation Allowance	₹ 37,500.00 per month
Conveyance Facility	₹ 75,000.00 per month
Ex-gratia	Payment of one month's salary per annum or such other higher sum as may be decided by the Board
Other benefits and perquisites	• Medical Reimbursement – Entitled for reimbursement of actual medical expenses incurred for self and family, restricted to an amount equivalent to one month's salary per annum. • Leave Travel Concession – Entitled for reimbursement of actual travelling expenses for proceeding on leave, once in a year in respect of self and family, restricted to an amount equivalent to one month's salary per annum. • Contribution to provident fund, superannuation and annuity fund by the Company shall be as per rules applicable for senior executives of our Company. • Gratuity would be paid at the rate of half month's salary for each completed year of service or at such higher rate to be decided by the Board under the payment of Gratuity Act, 1972. • Leave – Entitled for leave with full pay or encashment thereof as per the rules of the Our Company. • Other Perquisites - Subject to overall ceiling on remuneration prescribed in Schedule V to the Companies Act, 2013, as amended or replaced, he may be given any other allowances, benefits and perquisites as the Board may from time to time decide. • Incentives and Amenities - Any incentive and amenities as per the policy of our Company or as decided by the Board from time to time will also be paid to him.
Minimum remuneration	In the event of loss or inadequacy of profits in any financial year during the currency of tenure of service, the payment of salary, perquisites, and other allowances shall be as approved by the Board and be governed by the limits prescribed under Part II of Schedule V of the Companies Act, 2013
Restriction on Dual Employment	During the currency of agreement, Mr. Bajrang Kumar Choudhary shall not accept any appointment or engagement of any nature as an employee/consultant/advisor or under any other title whatsoever of any other Company or elsewhere or be engaged in any other business or activity for gain, though Bajrang Kumar Choudhary can be an ordinary director of other Companies and can hold honorary positions in any organization/ institution/ trust/ society etc.
Termination	Appointment may be terminated even during the period of employment by either party by giving a prior notice of three months of such intention in writing to the other or on payment of three months' salary in lieu thereof.

Payment or benefits to Directors

The details of payments and benefits made to our Directors, by our Company, in Fiscal 2017 are as follows:

1. *Executive Directors*

   Our Company has paid remuneration of ₹ 5,511,454 to Mr. Bajrang Kumar Chaudhary in the Fiscal 2017 in his capacity as Managing Director. He has been designated as the Managing Director w.e.f. November 1, 2016.

2. *Independent Directors*

   The details of remuneration (including commission) paid/payable to our Independent Directors for Fiscal 2017 are as follows:

Sr. No.	Name of Director	Amount (*in* ₹)
1.	Brahm Dutt	355,000
2.	Pradeep Singh	205,000
3.	Atanu Sen*	315,000
4.	Tuk Tuk Ghosh Kumar*	230,000
	Total	**1,105,000**

Became directors in Fiscal 2017

None of our Directors have been paid any remuneration or are eligible to be paid any remuneration from our Subsidiaries and Associates in Fiscal 2017. Further, none of the beneficiaries of loans and advances and sundry debtors are related to our Director.

Borrowing Powers of the Board of Directors

As per the Articles of Association, the Board is authorised to exercise all the powers of the Company to borrow money, subject to the provisions of the Articles of Association and the Companies Act.

The shareholders, through a resolution passed at the AGM of the Company on September 30, 2015 authorised our Board to borrow money at all or any time from banks, financial institutions or any other lenders on such terms and conditions as the Board may consider suitable, up to such limit not exceeding ₹ 10,000.00 million notwithstanding that the monies to be borrowed together with the monies already borrowed by our Company by the way of loans (apart from temporary loans obtained by our Company in the ordinary course of business) will exceed the aggregate of the paid up capital of our Company and its free reserves.

Appointment of relatives of our Directors to any office or place of profit

None of the relatives of our Directors hold any office or place of profit in our Company or our Subsidiaries as on the date of this Prospectus.

Interest of Directors

All our Directors may be deemed to be interested to the extent of fees payable to them for attending meetings of the Board of Directors or a committee thereof as well as to the extent of other remuneration and reimbursement of expenses payable to them under our Articles of Association, and to the extent of remuneration paid to them for services rendered as an officer or employee of our Company. All our Directors may also be regarded as interested in our Company to the extent of Equity Shares, if any, held by them or that may be subscribed by or allotted to the companies, firms and trusts, in which they are interested as directors, members, partners, trustees or promoters, pursuant to the Issue. Consequently, all of our Directors may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares.

Interest of Directors in the promotion of our Company

None of our Directors are interested in the promotion of our Company other than in the ordinary course of our business. No consideration in cash or shares or otherwise has been paid or agreed to be paid to any of our Directors or to the firms or companies in which any of our Directors are interested, by any person, either to induce him to become, or to qualify him as, as a Director, or otherwise for services rendered by our Directors or by the firm or company in which they are interested, in connection with the promotion or formation of our Company.

Interest of Directors in the properties of our Company

Our Directors have no interest in any property acquired in the preceding two years or proposed to be acquired by our Company within the two years from the date of filing of the Draft Red Herring Prospectus, or in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

Loans taken by Directors

None of our Directors have availed any loans from our Company.

Changes in the Board of Directors during the last three years from the date of this Prospectus

The following changes have been occurred in our Board of Directors in the last three years:

Sr. No.	Name of the Director	Date of appointment / change / cessation	Reason for change
1.	Brahm Dutt	September 30, 2014	Regularisation as Non- executive director
2.	Sanjay Kumar Chaurasia	January 10, 2015	Change in designation as independent director
3.	Brahm Dutt	January 10, 2015	Change in designation as independent director
4.	Pradeep Singh	September 25, 2015	Appointment as additional director
5.	Brahm Dutt	September 30, 2015	Regularisation as Independent Director
6.	Pradeep Singh	September 30, 2015	Regularisation as Independent Director
7.	Sanjay Kumar Chaurasia	September 30, 2015	Regularisation as Independent Director
8.	Atanu Sen	September 7, 2016	Appointment as additional director
9.	Atanu Sen	September 27, 2016	Regularisation as Independent Director
10.	Tuk Tuk Ghosh Kumar	October 6, 2016	Appointment as additional director
11.	Tuk Tuk Ghosh Kumar	October 18, 2016	Regularisation as Independent Director
12.	Bajrang Kumar Choudhary	November 1, 2016	Appointment as Managing Director
13.	Sanjay Kumar Chaurasia	November 10, 2016	Resignation

Corporate Governance

The provisions of SEBI Listing Regulations will be applicable to us immediately upon the listing of our Equity Shares on the Stock Exchanges. We are in compliance with the requirements of the applicable regulations, including the SEBI Listing Regulations and the Companies Act, in respect of corporate governance including constitution of the Board and committees thereof. Our Board of Directors is constituted in compliance with the Companies Act, Equity Listing Agreements and the SEBI Listing Regulations.

As on the date of this Prospectus, our Board comprises of five Directors. Since our Board has independent chairperson, in compliance with the requirements of the SEBI Listing Regulations, more than 1/3rd of our board comprises of independent directors. We have one (1) executive director and four independent directors on our Board, of which one is a woman Director.

Committees of the Board

The Board has constituted the following committees in accordance with the requirements of the Companies Act and the SEBI Listing Regulations:

1. Audit Committee

The members of the Audit Committee are:

Sr. No.	Name	Designation	Designation in the Committee
1.	**Brahm Dutt**	**Chairman of the Board and Independent Director**	**Chairman**
2.	**Bajrang Kumar Choudhary**	**Managing Director**	**Member**
3.	**Atanu Sen**	**Independent Director**	**Member**

The Audit Committee was re-constituted in meeting of our Board of Directors held on November 10, 2016. Our CFO and Company Secretary is the secretary of the Audit Committee. The scope and function of the Audit Committee is in accordance with the provisions of the Companies Act, 2013 and the SEBI Listing Regulations and its terms of reference include the following:

I. Powers -

(a) To investigate any activity within its terms of reference;

(b) To seek information from any employee;

(c) To obtain outside legal or other professional advice from external sources including forensic or other investigations, if necessary;

(d) To secure attendance of outsiders with relevant expertise, if it considers necessary;

(e) To have full access to the information contained in the records of the Company.

II. Role -

(a) Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

(b) Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;

(c) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;

(d) Reviewing / examining, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

- Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of Section 134(3)(c) of the Companies Act, 2013;
- Changes, if any, in accounting policies and practices and reasons for the same;
- Major accounting entries involving estimates based on the exercise of judgment by management;
- Significant adjustments made in the financial statements arising out of audit findings;
- Compliance with other legal requirements relating to financial statements;
- Disclosure of any related party transactions; and
- Qualifications / modified opinion(s) in the draft audit report.

(e) Reviewing / examining, with the management, the quarterly financial statements before submission to the Board for approval;

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

(g) Review and monitor the auditor's independence and performance, and effectiveness of audit process;

(h) Approval or any subsequent modification of transactions of the Company with related parties;

(i) Scrutiny of inter-corporate loans and investments, unless otherwise defined, for the purposes of definition of auditor above, shall include statutory auditors, secretarial auditors, cost auditors and internal auditors;

(j) Valuation of undertakings or assets of the Company, wherever it is necessary;

(k) Evaluation of internal financial controls and risk management systems;

(l) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

(m) Reviewing the adequacy of internal audit function, defining the scope and frequency of Internal Audit including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

(n) Discussion with internal auditors of any significant findings and follow up there on;

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

(p) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

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

(r) To review the functioning of the Whistle Blower mechanism;

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

III. Review of Information –

(a) To mandatorily review the following information -

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

i. Quarterly statement of deviation(s) including report of monitoring agency, if applicable submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI Listing and Disclosure Requirements Regulations, 2015 ("**SEBI Listing Regulations**"); and

ii. Annual statement of funds utilised for purposes other than those stated in the offer document / prospectus / notice in terms of the SEBI Listing Regulations.

(b) To deal with such matters as may be delegated / referred to by the Board of Directors from time to time;

(c) To delegate any of the above matters to any executive of the Company / sub-committee except those not allowed to be delegated under law;

(d) Monitoring the end use of funds raised through public offers and related matters; and

(e) Carrying out any other function as deemed appropriate or determined by the Board from time to time in the best interest of the Company and other stakeholders of the Company.

2. Nomination and Remuneration Committee

The members of the Nomination and Remuneration Committee are:

Sr. No.	Name	Designation	Designation in the Committee
1.	**Brahm Dutt**	**Chairman of the Board and Independent Director**	**Chairman**
2.	**Pradeep Singh**	**Independent Director**	**Member**
3.	**Atanu Sen**	**Independent Director**	**Member**

The Nomination and Remuneration Committee was re-constituted in meetings of our Board of Directors held on September 07, 2016 and November 10, 2016. Our CFO and Company Secretary is the secretary of the Nomination and Remuneration Committee. The scope and function of the Nomination and Remuneration Committee is in accordance with the provisions of the Companies Act, 2013 and the SEBI Listing Regulations and its terms of reference include the following:

a. Evaluate the current composition and organization of the Board and its committees in light of requirements established by any Regulatory Body or any other applicable statute, rule or regulation which the Committee deems relevant and to make recommendations to the Board in respect to the appointment, re-appointment and resignation of Independent, Executive and Non-Executive Directors of the Company;

b. To periodically review the terms of reference and make recommendations to the Board for changes;

c. Review the composition and size of the Board in order to ensure that the Board is comprised of members reflecting the proper expertise, skills, attributes and personal and professional backgrounds for service as a Director of the Company, as determined by the Committee;

d. Review and recommend to the Board an appropriate course of action upon the resignation of current Board members, or any planned expansion of the Board, and review the qualifications, experience and fitness for service on the Board of any potential new members of the Board;

e. Review all stockholder proposals submitted to the Company (including any proposal relating to the nomination of a member of the Board) and the timeliness of the submission thereof and recommend to the Board appropriate action on each such proposal;

f. Formulate, administer and supervise the Company's Stock Option schemes, if any, in accordance with relevant laws;

g. Ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;

h. Ensure that relationship of remuneration to performance is clear and meets appropriate performance benchmarks;

i. Ensure that remuneration to Directors, Key Managerial Personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals;

j. Formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees of the Company;

k. Formulate the criteria for evaluation of Independent Directors and the Board;

l. Identify the persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal;

m. Deal with such matters as may be referred to by the Board of Directors from time to time; and

n. Devising a policy on diversity of Board.

3. Stakeholders' Relationship Committee

The members of the Stakeholders' Relationship Committee are:

Sr. No.	Name	Designation	Designation in the Committee
1.	Pradeep Singh	Independent Director	Chairman
2.	Atanu Sen	Independent Director	Member
3.	Bajrang Kumar Choudhary	Managing Director	Member

The Stakeholders' Relationship Committee was constituted in a meeting of our Board of Directors held on October 17, 2016. Our CFO and Company Secretary is the secretary of the Stakeholders' Relationship Committee. The scope and function of the Stakeholders' Relationship Committee is in accordance with the provisions of the Companies Act, 2013 and the SEBI Listing Regulations. The terms of reference of the Stakeholders' Relationship Committee include:

a. To approve, authorise, authenticate and register transfer and / or transmission of all classes of shares and / or securities;

b. To approve and / or authorise sub - division, consolidation, issuance, re - issuance and rematerialisation etc. of share certificates and / or other security certificates;

c. To authorise issue of duplicate share / security certificates;

d. To review the status of unpaid / unclaimed dividend accounts and take necessary actions thereof;

e. To authorise affixation of common seal on share certificates and / or other security certificates or documents;

f. To deal with matters relating to shares and / or securities as may be prescribed by applicable laws including inter alia the SEBI Listing Regulations, Depositories Act, Companies Act etc. or any amendments thereto;

g. To consider and resolve the grievances of security holders of the Company including complaints related to transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends;

h. To deal with matters relating to Company's Code of Conduct for Prohibition of Insider Trading (BRNL Insider Code) as well as SEBI (Prohibition of Insider Trading) Regulations, 1992;

i. Any other share and / or securities related matters as may be delegated to the Committee from time to time; and

j. To delegate powers of any of the above to any executive of the Company or to the Registrar and Share Transfer Agents (RTA) of the Company except those not allowed to be delegated under law.

4. Corporate Social Responsibility Committee ("CSR Committee")

The members of the CSR Committee are:

Sr. No.	Name	Designation	Designation in the Committee
1.	Tuk Tuk Ghosh Kumar	Independent Director	Chairman
2.	Atanu Sen	Independent Director	Member
3.	Bajrang Kumar Choudhary	Managing Director	Member

The CSR Committee was constituted in a meeting of our Board of Directors held on October 17, 2016. The scope and function of the CSR Committee is in accordance with the provisions of the Companies Act, 2013. Our Company Secretary is the secretary of the CSR Committee. The terms of reference of the CSR Committee include:

a. Formulating and recommending to the Board, a Corporate Social Responsibility (CSR) Policy in accordance with the Companies (Corporate Social Responsibility Policy) Rules, 2014 including inter alia list of activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013, modalities of execution of such activities and implementation schedule for the same;

b. Recommending the amount of expenditure to be incurred on the activities referred to in clause (a) above;

c. Monitoring the CSR Policy of the Company from time to time; and

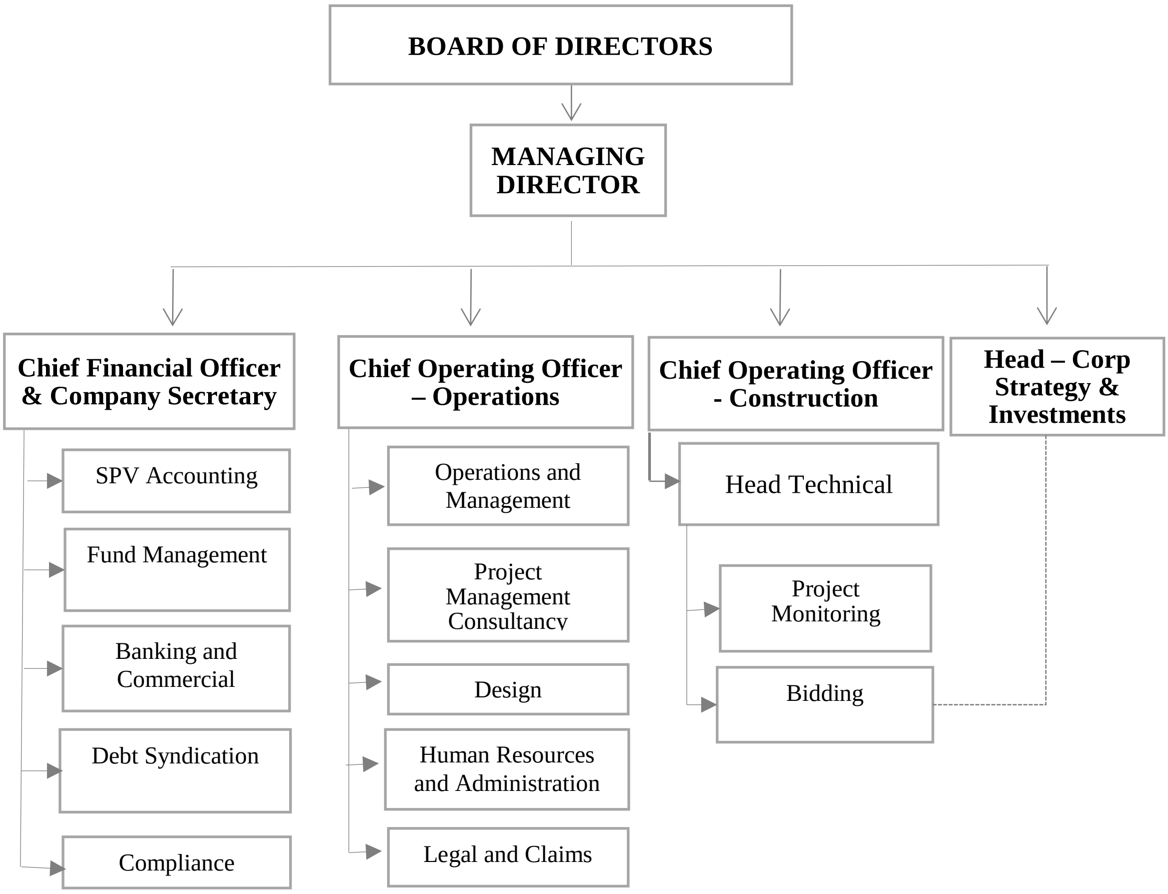
d. Instituting a transparent monitoring mechanism for implementation of the CSR projects or programs or activities undertaken by the Company.

5. IPO Committee

An IPO committee was constituted in a meeting of our Board of Directors held on November 10, 2016.

The members of the IPO committee are Mr. Pradeep Singh, Mr. Brahm Dutt, Mr. Atanu Sen and Mr. Bajrang Kumar Choudhary.

Management Organisation Structure



Key Managerial Personnel

Other than the Managing Director, following are our KMPs

Mr. Asim Tewari, is the Chief Operating Officer of our Company appointed on November 1, 2016. He is a civil engineer with Masters in Building Engineering and Management from School of Planning and Architecture, New Delhi. He has over two decades' years of experience spread across infrastructure development (roads & highways, water & waste water, urban civic infrastructure) and large real estate projects (townships complexes) development. Prior to joining our Company, he has been associated with various entities including Isolux Corsan Group, Soma Enterprise Limited, etc. in various capacities. The gross remuneration paid to him during Fiscal 2017 was ₹ 6.53 million.

Mr. Sanjay Banka, is the Chief Financial Officer, Company Secretary and Compliance Officer of our Company appointed on December 17, 2015. He holds a Bachelor of Commerce from the University of Calcutta. He is a fellow member of the Institute of Chartered Accountants of India and a fellow member of the Institute of Company Secretaries of India with over two decades of experience in various sectors in business and financial management, strategic and operational planning, commercial, cross border transactions, accounting and taxation, mergers and acquisitions, legal, corporate governance and compliance. Prior to joining our Company, he has been associated with Landmark Group, Reliance Communication Limited, Viom Networks, MTS India (Sistema Shyam Teleservices Limited), Bharti Airtel Limited, Hutchison India etc. The gross remuneration paid to him during Fiscal 2017 was ₹ 6.00 million.

Mr. Rajesh Sirohia, is the Head of Corporate Strategy and Investments of our Company appointed on November 1, 2016. He holds a Bachelor of Commerce from the University of Calcutta. He holds a Master of Business Administration (M.B.A.) from Asian Institute of Management. He has broad experience in areas like project evaluation, equity and debt syndication over two decades. He has considerable experience with infrastructure (road sector), financial consulting and private equity. Prior to joining our Company, Rajesh was associated with our Corporate Promoter since 2007. The gross remuneration paid to him during Fiscal 2017 was ₹ 1.49 million

Mr. Partha Pratim Chaudhary, is the Head of Technical in our Company appointed on November 1, 2016. He holds a B.E (Civil Engineering) from Bengal Engineering College and has completed his Diploma in Business Management from IMT, Ghaziabad. He has over two decades of experience in the field of infrastructure developmental projects under PPP/EPC and handling highway construction projects. He has expertise in project management, planning and construction, contract administration & management, and business development. Prior to joining our Company, he was associated with our Corporate Promoter, L&T, McNally Bharat Engineering Co. Limited in various capacities. The gross remuneration paid to him during Fiscal 2017 was ₹ 1.37 million.

Mr. Arunava Sengupta, is the Chief Operating Officer – Construction in our Company appointed on April 1, 2017. He holds a B.E (Civil Engineering) from Calcutta University. He has over three decades of experience in core infrastructure industries including experience in development and construction of transportation infrastructures like highway/ bridge / airport projects. He has expertise in business development, bidding, project procurement and development, project management, project implementation, construction management, quality control, quality assurance systems, operation & management etc. with considerable experience in construction as well as development of infrastructure projects on PPP Model. Prior to joining our Company, he was associated with companies such as Larsen & Toubro Limited, FPCC Limited (Gammon India Group), McNally Bharat Engg. Co. Limited (Williamson Magor Group), BLA Private Limited and Srei Infrastructure Finance Limited. He holds the accredited membership of Institution of Engineers and Indian Concrete Institute. As Mr. Sengupta joined our Company on April 1, 2017, no remuneration has been paid to him in Fiscal 2017.

Relationship between Key Management Personnel

No Key Management Personnel are related to each other.

Shareholding of the Key Management Personnel

Except as stated below, none of our KMPs hold any Equity Shares in the share capital of our Company, as on date of this Prospectus:

Name of Key Management Personnel	Number of Equity Shares
Bajrang Kumar Chaudhary	100
Rajesh Sirohia	100
TOTAL	**200**

Arrangement or Understanding with Major Shareholders

There are no arrangements or understanding with major Shareholders, customers, suppliers or others, pursuant to which any of the KMP was selected as a member of our senior management.

Changes in our KMPs in the last three years from the date of this Prospectus

The following changes have been occurred in our KMPs in the last three years:

Sr. No.	Name of the KMP	Designation	Date of change	Reason for change
1.	Alok Nagpal	Chief Financial Officer	July 6, 2015	Resignation
2.	Anurag Kuba	Chief Executive Officer	June 29, 2015	Appointment
3.	Asim Tewari	Manager designated as Chief Executive Officer	June 30, 2015	Resignation
4.	Asim Tewari	Chief Technical Officer	July 1, 2015	Appointment
5.	Samita Lahiri	Company Secretary	September 1, 2015	Resignation
6.	Sanjay Banka	Company Secretary	December 17, 2015	Appointment
7.	Sanjay Banka	Chief Financial Officer	December 17, 2015	Appointment
8.	Anurag Kuba	Chief Executive Officer	June 16, 2016	Resignation
9.	Asim Tewari	Manager designated as Chief Technical Officer	June 17, 2016	Appointment

Sr. No.	Name of the KMP	Designation	Date of change	Reason for change
10.	Asim Tewari	Manager	November 1, 2016	Resignation
11.	Asim Tewari	Chief Operating Officer	November 1, 2016	Change in designation
12.	Bajrang Kumar Choudhary	Managing Director	November 1, 2016	Appointment
13.	Rajesh Sirohia	Head of Corporate Strategy and Investments	November 1, 2016	Appointment
14.	Partha Pratim Chaudhary	Head of Technical	November 1, 2016	Appointment
15.	Arunava Sengupta	Chief Operating Officer – Construction	April 1, 2017	Appointment

All our Key Management Personnel are permanent employees of our Company.

Our Company has not entered into any service contracts with our Key Management Personnel which provide for benefits upon termination of employment of our Key Management Personnel.

Bonus or profit sharing plan of the Directors and Key Management Personnel

Except as disclosed in this section, none of our Directors or Key Management Personnel is party to any bonus or profit sharing plan of our Company.

Contingent and deferred compensation payable to Directors and Key Managerial Personnel

Other than performance linked incentive, there is no contingent or deferred compensation payable to Directors or Key Managerial Personnel, which does not form part of their remuneration

Employee Stock Option Plan

Our Company has no employee stock option plan.

Payment or Benefit to Officers of our Company (non-salary related)

No non-salary amount or benefit has been paid or given or is intended to be paid or given to any of our Company's employees including the Key Management Personnel and our Directors within the two preceding years from the date of this Prospectus.

PROMOTERS AND PROMOTER GROUP

Srei Infrastructure Finance Limited and Make in India Fund are the promoters of our Company. As on the date of this Prospectus, the Promoters collectively hold 17,130,000 Equity Shares, representing 31.34 % of the pre-Issue paid-up capital of our Company.

Details of our Promoters

A. Srei Infrastructure Finance Limited ("SREI")

SREI was originally incorporated by the name 'Shri Radha Krishna Export Industries Limited' on March 29, 1985 with the Registrar of Companies, Delhi and Haryana in accordance with the Companies Act, 1956 as a public limited company to undertake lease and hire purchase financing, bill discounting and manufacture and export of certain goods. SREI obtained its certificate of commencement of business on April 9, 1985. SREI's name was changed from 'Shri Radha Krishna Export Industries Limited' to 'Srei International Limited' on May 29, 1992 and further changed to 'Srei International Finance Limited' with effect from April 12, 1994 to reflect its focus on financial services. The name of SREI was further changed from 'Srei International Finance Limited' to its existing name of 'Srei Infrastructure Finance Limited' on August 31, 2004, vide a fresh certificate of incorporation consequent on change of name issued by Registrar of Companies, West Bengal.

SREI was initially registered with RBI on August 1, 1998 as a deposit taking non-banking financial company. Thereafter, on May 15, 2007, SREI was classified as a deposit taking asset finance company and then converted itself into a non-deposit taking asset finance company on May 11, 2010. Presently, SREI has been registered with the RBI as an Infrastructure Finance Company ("**IFC**") (NBFC-ND-SI) w.e.f March 31, 2011. Further, on September 26, 2011 SREI was notified as a Public Financial Institution by the MCA *vide* notification bearing reference no. G.S.R. No. 2223(E) issued under Section 4A of the Companies Act, 1956 (now Section 2(72) of the Companies Act, 2013).

SREI provides financial products and services for the customers engaged in infrastructure development and construction, with focus on power, road, telecom, port, oil and gas & special economic zone sectors in India with a medium to long term perspective. SREI's equity shares are presently listed on the NSE, the BSE and the Calcutta Stock Exchange Limited.

As on date of this Prospectus, SREI holds 16,630,000 Equity Shares, representing 30.43 % of the pre-Issue paid-up capital of our Company.

The promoter of SREI is Mr. Hemant Kanoria.

The board of directors of SREI as on the date of this Prospectus comprises the following:

1. Mr. Hemant Kanoria
2. Mr. Sunil Kanoria
3. Mr. Srinivasachari Rajagopal
4. Mr. Shyamalendu Chatterjee
5. Dr. Punita Kumar Sinha
6. Dr. Tamali Sengupta
7. Mr. T.C.A. Ranganathan
8. Mr. Ram Krishna Agarwal

Change in control or management

There has been no change in the control or management of SREI in the three years immediately preceding the date of the Draft Red Herring Prospectus.

SREI's shareholding pattern as on June 30, 2017

Category of Shareholder	No of Share holders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no of shares (calculated as per SCRR, 1957) (As a % of (A+B+C2))	Number of Voting Rights held in each class of securities – No of Voting Rights – Class X	Class Y	Total	Total as a % of (A+B+C)	No of Shares Underlying Outstanding convertible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital) (XI)=(VII)+(X) (As a % of (A+B+C2))	Number of Locked in Shares – No. (a)	As a % of total Shares held (b)	Number of Shares pledged or otherwise encumbered – No. (a)	As a % of total Shares held (b)	Number of equity shares held in dematerialized form
(II)	**(III)**	**(IV)**	**(V)**	**(VI)**	**(VII)**	**(VIII)**	**(IX)**				**(X)**	**(XI)**	**(XII)**		**(XIII)**		**(XIV)**
Promoter & Promoter Group	4	305,868,559	0	0	305,868,559	60.80	30,586,8559	0	305,868,559	60.80	0	60.80	0	0.00	0	0.00	305,868,559
Public	47,915	197,217,774	0	0	197,217,774	39.20	197,217,774	0	197,217,774	39.20	0	39.20	0	0.00	NA	NA	194,057,489
Non-Promoter-Non Public																	
Shares underlying DRs	0	0	0	0	0	NA	0	0	0	0.00	0	NA	0	0.00	NA	NA	0
Shares held by Employees Trusts	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
Total:	**47,919**	**503,086,333**	**0**	**0**	**503,086,333**	**100.00**	**503,086,333**	**0**	**503,086,333**	**100.00**	**0**	**100.00**	**0**	**0.00**	**0**	**0.00**	**499,926,048**

Interest of SREI in our Company

SREI is interested in our Company to the extent of being a Promoter of our Company, its shareholding and the dividends payable, if any, repayment of interest and principal amounts for loans provided to the Company.

Additionally, our Company has entered into the trademark license agreement dated November 12, 2016 with SREI for the use of "BRNL" trademarks, currently applied for by SREI. For further details, please refer to chapter "*History and Certain Corporate Matters*" on page 171.

Except as stated in this Prospectus, our Company has not entered into any contracts, agreements or arrangements during the preceding two years from the date of the Draft Red Herring Prospectus or proposes to enter into any such contract in which SREI is directly or indirectly interested and no payments have been made to SREI in respect of the contracts, agreements or arrangements which are proposed to be made with it other than in ordinary course of business. Further, other than as disclosed in the chapter "*Objects of the Issue*" on page 88, no payment shall be made by our Company to our Corporate Promoter, from the proceeds of the Issue.

SREI is not interested as a member of a firm or company and no sum has been paid or agreed to be paid to SREI, or to such firm or company in cash or shares or otherwise by any person for services rendered by SREI or by such firm or company in connection with the promotion or formation of our Company, except as disclosed in this Prospectus.

As on the date of this Prospectus, SREI is not involved with any ventures which are in the same line of activity or business as that of our Company other than those which SREI undertakes in ordinary course of business.

Please refer to the chapters titled "*History and Certain Corporate Matters*", "*Business*" and "*Financial Information*" beginning on pages 171, 136 and 218, for details of SREI's interest in our Company's business. Further, SREI has no interest in any property acquired by our Company in the last two years from the date of the Draft Red Herring Prospectus, or proposed to be acquired by our Company, or in any transaction with respect to the acquisition of land, construction of building or supply of machinery.

Financial Performance

The following table sets forth details of the brief audited financial results on a standalone basis of SREI for the Fiscals 2017, 2016 and 2015:

(₹ in million)

Particulars	Fiscal		
	2017	2016	2015
Equity Capital	5,032.40	5,032.40	5,032.40
Reserves (excluding revaluation reserves) and surplus	23,617.40	22,619.00	22,347.80
Sales/turnover (income, including other income)	22,996.20	18,963.30	19,000.30
Profit after tax/ (loss after tax)	960.70	574.00	909.30
Earnings per share (face value ₹ 10 each) (Basic)	1.91	1.14	1.81
Earnings per share (face value ₹ 10 each) (Diluted)	1.91	1.14	1.81
Net asset value per share (in ₹)	55.87	54.95	54.41

(Source: SREI Annual Reports for Fiscal 2017, 2016 and 2015)

The following table sets forth details of the brief audited financial results on a consolidated basis of SREI for the Fiscals 2017, 2016 and 2015:

(₹in million)

Particulars	Fiscal		
	2017	2016	2015
Equity Capital	5,032.40	5,032.40	5,032.40
Reserves (excluding revaluation reserves) and surplus	44,155.00	31,217.70	30,813.90
Sales/turnover (income, including other income)	46,657.60	32,619.40	33,603.20
Profit after tax/ (loss after tax)*	2,433.60	725.20	1,291.10
Earnings per share (face value ₹ 10 each) (Basic)	4.84	1.44	2.57
Earnings per share (face value ₹ 10 each) (Diluted)	4.84	1.44	2.57
Net asset value per share (in ₹)	90.07	72.03	71.23

(Source: SREI Annual Reports for Fiscal 2016, 2015 and 2014)
**Profit after tax/ (loss after tax)has been calculated after excluding taxes, minority interest and share of profit/loss of associates*

There are no significant notes of the auditors in relation to the aforementioned financial statements:

Share price information

The following table sets forth details of the highest and lowest price of the equity shares of SREI on BSE during the preceding six months:

Month	Quantum of equity shares traded	Monthly high *(in ₹)*	Monthly Low *(in ₹)*
July 2017	8,475,694	137.70	112.00
June 2017	5,485,361	123.40	103.00
May 2017	10,637,455	116.40	91.00
April 2017	5,986,642	92.90	82.15
March 2017	20,087,334	98.70	80.20
February 2017	4,792,380	101.50	86.50

Source: www.bseindia.com

The following table sets forth details of the highest and lowest price of the equity shares of SREI on NSE during the preceding six months:

Month	Quantum of equity shares traded	Monthly high *(in ₹)*	Monthly Low *(in ₹)*
July 2017	64,776,786	138.00	105.95
June 2017	31,087,804	123.70	102.80
May 2017	61,739,103	116.40	90.95
April 2017	35,433,714	92.90	82.00
March 2017	79,009,972	98.85	80.20
February 2017	29,605,811	101.50	86.10

Source: www.nseindia.com

There has been no trading in equity shares of SREI on the Calcutta Stock Exchange Limited. Thus highest and lowest price of the equity shares of SREI on Calcutta Stock Exchange Limited during the preceding six months is not available.

Companies with which SREI has disassociated in the preceding three Fiscals

Except as disclosed below, SREI is not disassociated itself from any company or firm during the three years preceding the Draft Red Herring Prospectus:

Sr. No.	Name of the entity from which promoter disassociated	Date of disassociation	Reason for disassociation
1.	Goldensons Construction Private Limited	June 30, 2015	Ceased to have shareholding
2.	Attivo Economic Zones Private Limited (formerly Global Investment Trust Limited)	November 21, 2014	Ceased to have shareholding
3.	Quippo Mauritius Private Limited, Mauritius	February 25, 2015	Ceased to be step down-subsidiary of SREI
4.	Quippo Energy Nigeria Private Limited, Nigeria	February 25, 2015	Ceased to be step down-subsidiary of SREI
5.	Quippo CJ Exploration & Production Private Limited	July 8, 2014	Ceased to be step down-subsidiary of SREI
6.	Sahaj Retail Limited (formerly Srei Forex Limited)	May 17, 2016	Ceased to have shareholding
7.	Quippo Telecom Infrastructure Private Limited	January 13, 2017	Ceased to have shareholding

Mechanism for redressal of investor grievance

The board of directors of SREI has constituted a stakeholders' relationship committee in accordance with the SEBI Listing Regulations to look into the redressal of shareholder/investor complaints. It normally takes 5-7 days to dispose various types of investor grievances. It received 2,998 investor complaints in the last three years and up to June 30, 2017 and of which two investor complaints remained unsolved.

Other Confirmations

SREI does not fall under the definition of sick companies under SICA, does not have a negative networth, and it is not under winding up.

Further, during the five years preceding the date of this Prospectus, SREI has not been a defunct company nor has there been an application made to the registrar of companies for striking off its name.

For further details of legal and regulatory proceedings involving SREI, please refer to the chapter titled *"Outstanding Litigations and Material Developments"* on page 341.

For details of Promoters' Contribution and lock-in, please refer to chapter titled *"Capital Structure"* on page 79 of this Prospectus.

B. Make in India Fund – A scheme of Manufacturing Value Addition Fund ("Make in India Fund")

Manufacturing Value Addition Fund has been organised as a contributory trust under the provisions of the Indian Trust Act, 1882 and has been registered with SEBI as an Alternative Investment Fund (Category I – Venture Capital Fund) under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012 *vide* a certificate of registration dated December 13, 2012. Make in India Fund is a scheme of the Manufacturing Value Addition Fund with a target corpus of ₹ 500.00 million with a green shoe option of another ₹ 500.00 million for investing in entities engaged primarily in sectors such as the IT & ITes Sector, e-commerce, manufacturing, services, electronic, biotechnology, agriculture sector, infrastructure sector including power, pharmaceuticals and defence sector. Mr. Raghunath Ghose is the trustee of the Make in India Fund.

Make in India Fund is managed by SAIML, a wholly owned subsidiary of SREI having its registered office at Vishwa Karma, 86C Topsia Road (S), Kolkata, West Bengal – 700 046. The board of directors of SAIML currently comprises the following:

i. Shashi Bhushan Tiwari;
ii. Chandra Shekhar Samal;
iii. Susil Kumar Pal; and
iv. Sanjeev Sancheti.

The current term of the Make in India Fund is for 20 years commencing from September 25, 2015 with an option of extending the tenure by a further period of two years (two extensions of one year each).

As on the date of this Prospectus, the Make in India Fund has two (2) institutional investors / contributors, together having contributed 100% of the total fund, respectively. As on March 31, 2017, Make in India Fund holds investment only in our Company (currently, 500,000 Equity Shares).

For details of Promoters' Contribution and lock-in, please refer to chapter "*Capital Structure*" on page 79 of this Prospectus.

Financial Performance

The following table sets forth details of the brief audited financial results on a standalone basis of Make in India Fund for the Fiscal 2017 and 2016:

(*₹ in million, except per share data*)

Particulars	For the Fiscal 2017	For the Fiscal 2016 *
Contribution Fund	110.00	0.00
Surplus/(Deficit)	(1.02)	(0.60)
Income	0.13	0.00
Surplus / (Deficit) for the year	(0.41)	(0.60)
Basic Surplus / (Deficit) for the year-Per Unit (in ₹)	(0.38)	**
Diluted-Surplus / (Deficit) for the year-Per Unit (in ₹)	(0.38)	**
Net asset value per unit (in ₹)	99.08	**

**Fund operational since September 2015, therefore no data prior to Fiscal 2016*
*** Since no contribution fund/unit outstanding therefore no data*

Interest of Make in India Fund in our Company

Make in India Fund is interested in our Company to the extent of being a Promoter of our Company, its shareholding and the dividends payable, if any.

Except as stated in the Draft Red Herring Prospectus, our Company has not entered into any contracts, agreements or arrangements during the preceding two years from the date of the Draft Red Herring Prospectus or proposes to enter into any such contract in which Make in India Fund is directly or indirectly interested and no payments have been made to Make in India Fund in respect of the contracts, agreements or arrangements which are proposed to be made with it other than in ordinary course of business. For further details of related party transactions, as per Accounting Standard 18, please refer to the chapter "*Related Party Transactions*" on page 216.

Make in India Fund is not interested as a member of a firm or company and no sum has been paid or agreed to be paid to Make in India Fund, or to such firm or company in cash or shares or otherwise by any person for services rendered by Make in India Fund or by such firm or company in connection with the promotion or formation of our Company, except as disclosed in this Prospectus.

As on the date of this Prospectus, Make in India Fund is not involved with any ventures which are in the same line of activity or business as that of our Company.

Further, Make in India Fund has no interest in any property acquired by our Company in the last two years from the date of the Draft Red Herring Prospectus, or proposed to be acquired by our Company, or in any transaction with respect to the acquisition of land, construction of building or supply of machinery.

Other Confirmations

Our Company confirms that the PAN, the bank account number, the company registration number and address of the registrar of companies where SREI is registered and the PAN, bank account number and SEBI registration number of Make in India Fund has been submitted to the Stock Exchanges at the time of filing of the Draft Red Herring Prospectus.

Our Promoters and Promoter Group entities have not been identified as wilful defaulters by the RBI or any government authority.

Our Promoters and Promoter Group do not intend to subscribe to this Issue.

No disciplinary action has been initiated against our Promoters by the Stock Exchanges or SEBI or any other statutory authority nor has any of our Promoters or Promoter Group entities been found to be non-compliant with the securities laws of India or abroad.

Except as stated otherwise in "*Related Party Transactions*" which provides the related party transactions, as per Accounting Standard 18 on page 216, in "*Promoter and Promoter Group – Interests of our Promoter*" on pages 207 and 209, and certain amounts paid and intended to be paid by our Company to our Promoter out of the proceeds of the Issue, as disclosed in the chapter "*Objects to the Issue*" on page 88, there has been no payment or benefit to our Promoters or Promoter Group during the two years preceding the filing of the Draft Red Herring Prospectus nor is there any intention to pay or give any benefit to our Promoters or Promoter Group as on the date of this Prospectus.

Our Company has also entered into a leave and license agreement with Sahaj e-Village Limited, our Promoter Group Company for our Registered Office. For details, please refer to "*Business - Property and Equipment*" on page 165.

Our Promoters and Promoter Group have not been restrained or debarred or prohibited from accessing the capital markets or restrained or debarred or prohibited from buying, selling or dealing in securities under any order or directions passed for any reasons by SEBI or any other authority or refused listing of any of the securities issued by any stock exchange in India or abroad. Further, our Promoters are not and have never been a promoter of any other company which is debarred or prohibited from accessing capital markets under any order or direction passed by SEBI or any other regulatory authority.

Except as disclosed in "*Related Party Transactions*" on page 216, our Promoters are not related to any sundry debtors of our Company.

Change in control of our Company in the last five years

Our Company allotted 16,630,000 Equity Shares, 500,000 Equity Shares and 9,520,000 Equity Shares to SREI, Make in India Fund and OSPL Infradeal Private Limited on November 12, 2016, at a price of ₹ 205.00 per Equity Share ("**Preferential Allotment**"). Pursuant to the Preferential Allotment, our Promoters and Promoter Group, by virtue of their shareholding in our Company, are collectively in control over our Company.

Promoter Group

The following persons / entities constitute our Promoter Group of our Company in terms of Regulation 2(1)(zb) of the SEBI ICDR Regulations are:

(i) Promoter

1. Srei Infrastructure Finance Limited
2. Make in India Fund

(ii) An immediate relative of the promoter (i.e., any spouse of that person, or any parent, brother, sister or child of the person or of the spouse);

NA

(iii) In case Promoter is a body corporate

I. Holding company of the Corporate Promoter

1. Adisri Commercial Private Limited

II. Subsidiary companies of the Corporate Promoter (including step-down subsidiaries)

1. Srei Capital Markets Limited
2. Srei Alternative Investment Managers Limited
3. Srei Equipment Finance Limited
4. Srei Infrastructure Advisors Limited
5. Srei Insurance Broking Private Limited
6. Controlla Electrotech Private Limited
7. Quippo Oil & Gas Infrastructure Limited
8. Quippo Energy Limited
9. Srei Mutual Fund Asset Management Private Limited
10. Srei Mutual Fund Trust Private Limited
11. Srei Asset Reconstruction Private Limited
12. Cyberabad Trustee Company Private Limited
13. Hyderabad Information Technology Venture Enterprises Limited
14. Bengal Srei Infrastructure Development Limited
15. Quippo Drilling International Private Limited

III. Any body-corporate in which the Corporate Promoter holds 10.00% or more of the equity capital or which holds 10.00% or more of the equity capital of the Corporate Promoter.

1. Sahaj e-Village Limited
2. Attivo Economic Zone (Mumbai) Private Limited
3. Srei International Infrastructure Services GmbH, Germany
4. Srei Alternative Investment Trust - Infra Advantage Fund
5. Srei Mutual Fund Trust
6. Srei Venture Capital Trust - Infra Construction Fund
7. Royal Infrasoft Private Limited
8. IPDC

IV. Any body-corporate in which a group of individuals or companies or combinations thereof who holds 20.00% or more of the equity capital in that body corporate also holds 20.00% or more of the equity capital of our Company

Nil

(iv) In case promoter is an individual

NA

(v) All persons whose shareholding is aggregated for the purpose of disclosing in this Prospectus under the heading "shareholding of the promoter group" but are not related to our Promoters

1. OSPL Infradeal Private Limited
2. IPDF

GROUP COMPANIES

As per the SEBI ICDR Regulations, for the purpose of identification of 'group companies', our Company has considered companies covered under the applicable accounting standard, i.e. Accounting Standard 18 issued by the Institute of Chartered Accountants of India ("**AS 18**") as per the audited consolidated financial statements for fiscal year ended March 31, 2017, other than our Subsidiary, our Associates, our Corporate Promoter, Make in India Fund and any company which has ceased to be the related party of the Company in terms of AS 18. Further, pursuant to a resolution of our Board dated December 22, 2016, for the purpose of disclosure in this Prospectus, apart from companies covered under AS 18 in terms of the audited consolidated financial statements for the fiscal year 2017, a company shall be considered material and disclosed as a Group Company if (i) the company is a member of the Promoter Group and our Company has entered into one or more transactions with such company (excluding contributions by members of the Promoter Group towards subscription of Equity Shares of the Company) in the last financial year and/or relevant stub period (in respect of which, financial statements are included in the Draft Red Herring Prospectus), cumulatively exceeding 10.00% of the consolidated revenue of our Company for such financial year / stub period; and (ii) companies which subsequent to the date of the last audited financial statements, would require disclosure in the latest audited consolidated financial statements of our Company for subsequent periods as companies covered under AS 18 in addition to/other than those companies covered under AS 18 in the latest audited consolidated financial statements. For avoidance of doubt, it is hereby clarified that transactions with members of the Promoter Group in relation to subscription of Equity Shares of the Company shall not be considered while identifying Group Companies.

For avoidance of doubt, it is hereby clarified that our Corporate Promoter and Make in India Fund as well as the Subsidiaries and Associates, have not been considered as Group Companies for the purpose of disclosure in this Prospectus.

1. *Infrastructure Project Development Capital ("IPDC")*

Corporate Information

IPDC is a scheme of SREI Venture Capital Trust with a target corpus of ₹ 3,500.00 million with a green shoe option of another ₹ 1,500.00 million. SREI Venture Capital Trust has been organised as a contributory trust under the provisions of the Indian Trust Act, 1882 and has been registered with SEBI as a Venture Capital Fund under the SEBI (Venture Capital Funds) Regulations, 1996. The investment objective of IPDC is to achieve substantial, intermediate to long-term capital appreciation, by acquiring significant equity or quasi-equity stakes in Indian entities engaged in development, creation, development, maintenance of and/or providing services to infrastructure facilities / projects. The sectors that IPDC primarily deploys its funds in are the road, power, port, airport, railway and the urban infrastructure sector. Mr. Raghunath Ghose is the trustee of IPDC.

IPDC is managed by SAIML, a wholly owned subsidiary of our Corporate Promoter, SREI, having its registered office at Vishwakarma, 86C Topsia Road (South), Kolkata – 700 046, West Bengal, India.

The current term of IPDC is for eight years commencing from September 30, 2009 with an option of extending the tenure by a further two years (two extensions of one year each). As on date of this Prospectus, our Promoter SREI holds 19.68% of the total units of IPDC.

Financial Information

The following information has been derived from the audited financial statements of IPDC for the last three audited Fiscals:

(₹in million, except per share data)

Particulars	For the Fiscal		
	2017	2016	2015
Contribution Fund	560.28	560.28	1,543.03
Surplus as per Income & Expenditure Account	(152.46)	10.97	17.90
Income	4.39	14.89	306.64
Surplus / (Deficit) for the Fiscal	(163.43)	3.07	285.41
Basic Surplus / (Deficit) for the year-Per Unit (in ₹)	(29.17)	0.55	18.50
Diluted-Surplus / (Deficit) for the year-Per Unit (in ₹)	(29.17)	0.55	18.50
Net asset value	407.81	571.24	1,560.93
Net asset value per unit (in ₹)	72.79	101.96	101.16

2. *Infrastructure Project Development Fund ("IPDF")*

Corporate Information

IPDF has been organised as a contributory trust under the provisions of the Indian Trust Act, 1882 and is a scheme of SREI Venture Capital Trust with a target corpus of ₹ 1,250.00 million with a green shoe option of another ₹ 250.00 million. SREI Venture Capital Trust has been registered with SEBI as a Venture Capital Fund under the SEBI (Venture Capital Funds) Regulations, 1996. The investment objective of the IPDF is to achieve substantial, intermediate to long-term capital appreciation, by acquiring significant equity or quasi-equity stakes in Indian entities engaged in development, creation, development, maintenance of and/or providing services to infrastructure facilities/projects. The sectors that IPDF primarily deploys its funds in are road, power, ports, airport, railway and the urban infrastructure. Mr. Raghunath Ghose is the trustee of IPDF. As on date of this Prospectus, our Promoters do not hold any units of IPDF.

IPDF is managed by SAIML, a wholly owned subsidiary of our Corporate Promoter, SREI, having its registered office at Vishwakarma, 86C Topsia Road (South), Kolkata, West Bengal – 700046.

The current term of IPDF is valid until June 6, 2018.

Financial Information

The following information has been derived from the audited financial statements of IPDF for the last three audited Fiscals:

(₹in million, except per share data)

Particulars	For the Fiscal		
	2017	2016	2015
Contribution Fund	740.20	740.20	740.20
Surplus / (Deficit) as per Income & Expenditure Account	(176.19)	29.08	37.58
Income	0.83	0.07	227.29
Surplus / (Deficit) for the Fiscal	(205.27)	(8.49)	213.24
Basic Surplus / (Deficit) for the year-Per Unit (in ₹)	(27.73)	(1.15)	28.81
Diluted-Surplus / (Deficit) for the year-Per Unit (in ₹)	(27.73)	(1.15)	28.81
Net asset value	564.01	769.28	777.78
Net asset value per unit (in ₹)	76.20	103.93	105.08

For details of our Promoters, Subsidiaries and Associates, please refer to the chapters "*Promoter and Promoter Group*" and "*Our Subsidiaries and Associates*" on page 205 and 184, respectively.

Interest of our Promoters in our Group Companies

IPDC and IPDF are managed by SAIML, a wholly owned subsidiary of our Corporate Promoter.

Interest of Group Companies in our Company

(a) ***Business interests***

Our Group Companies are not interested in the business of our Company other than with respect to their shareholding and any dividends receivable thereon.

(b) ***In the properties acquired or proposed to be acquired by our Company in the past two (2) years preceding the filing of the Draft Red Herring Prospectus with SEBI***

None of our Group Companies are interested in the properties acquired or proposed to be acquired by our Company in the two (2) years preceding the filing of the Draft Red Herring Prospectus with SEBI.

(c) ***In transactions for acquisition of land, construction of building and supply of machinery***

None of our Group Companies are interested in any transactions for the acquisition of land, construction of building or supply of machinery.

Common Pursuits amongst the Group Companies with our Company

There are no common pursuits between any of our Group Companies and our Company.

Related Business Transactions within the Group Companies and significance on the financial performance of our Company

For details, please refer to the chapter "*Related Party Transactions*" on page 216.

Sale/Purchase between Group Companies and our Company

None of our Group Companies is involved in any sales or purchase with our Company where such sales or purchases exceed in value in the aggregate of 10.00% of the total sales or purchases of our Company.

Defunct Group Companies

None of our Group Companies remain defunct and no application has been made to the Registrar of Companies for striking off the name of any of our Group Companies during the five (5) years preceding the date of filing of the Draft Red Herring Prospectus with SEBI.

Sick Group Companies

None of our Group Companies fall under the definition of sick industrial companies SICA and none of them is under winding up or has a negative net worth.

Loss making Group Companies

IPDF and IPDC are loss making Group Companies. For our loss making Subsidiaries and Associates, please refer to the chapter "*Our Subsidiaries and Associates*" on page 184.

Other confirmations

None of the Group Companies are listed on any stock exchange or have made any public or rights issue of securities in preceding three years.

None of the Group Companies have been prohibited from accessing the capital market for any reasons by the SEBI or any other authorities.

None of the Group Companies have been identified as wilful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

RELATED PARTY TRANSACTIONS

For details of the related party transactions during the last five Fiscals, as per the requirement under Accounting Standard 18 "*Related Party Disclosures*" issued by ICAI, please refer to "*Financial Statements – Restated Standalone Financial Statements – Note 28*" and "*Financial Statements – Restated Consolidated Financial Statements – Note 26*" on pages 248 and 289, respectively.

DIVIDEND POLICY

The declaration and payment of dividends will be recommended by our Board of Directors and approved by our Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act and will depend on a number of factors, including but not limited to the capital requirements, profit earned during the financial year, liquidity, applicable legal restrictions and taxes including dividend distribution tax payable by our Company.

In addition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under the loan or financing arrangements our Company is currently availing of or may enter into to finance our fund requirements for our business activities. For further details, please refer to the chapter "*Financial Indebtedness*" beginning on page 337.

Dividends Declared in the Last Five Fiscals

Our Company has not declared any dividends on its Equity Share, in five Fiscals preceding the date of this Prospectus. Our Company does not have a formal dividend policy.

SECTION VI: FINANCIAL INFORMATION

FINANCIAL STATEMENTS

Independent Auditor's Report on Restated Consolidated Financial Information

The Board of Directors of
Bharat Road Network Limited
10B, Mirania Gardens,
Topsia Road (South),
Kolkata – 700 046.

Dear Sirs,

1. We have examined the attached Restated Consolidated Financial Information of Bharat Road Network Limited ('the Company'), and its subsidiaries (collectively known as "Group"), which comprise of the Restated Consolidated Summary Statement of Assets and Liabilities as at 31st March, 2017, 2016, 2015, 2014, and 2013, the Restated Consolidated Summary Statement of Profit and Loss and the Restated Consolidated Summary Statement of Cash Flows for each of the years ended 31st March, 2017, 2016, 2015, 2014, and 2013 and the Summary of Significant Accounting Policies as approved by the Board of Directors of the Company prepared in terms of the requirements of:

   a) Section 26 of Part I of Chapter III of the Companies Act, 2013 ("the Act") read with Rule 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014 ("the Rules") and

   b) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time in pursuance of provisions of Securities and Exchange Board of India Act, 1992 ("ICDR Regulations").

   The preparation of the Restated Consolidated Financial Information is the responsibility of the Management of the Company for the purpose set out in paragraph 10 below. The Management's responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Consolidated Financial Information. The Management is also responsible for identifying and ensuring that the Company complies with the Rules and ICDR Regulations.

2. We have examined such Restated Consolidated Financial Information taking into consideration:

   a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated 7th October, 2016 in connection with the proposed issue of equity shares of the Company; and

   b) The Guidance Note on Reports in Company Prospectuses (Revised 2016) issued by the Institute of Chartered Accountants of India (ICAI) ("The Guidance Note").

3. These Restated Consolidated Financial Information have been compiled by the management from the audited consolidated financial statements as at 31st March, 2017, 2016, 2015, 2014 and 2013 and for each of the years ended 31st March, 2017, 2016, 2015, 2014 and 2013 which have been approved by Board of directors at their meetings held on 26th April, 2017, 19th September, 2016, 25th September, 2015, 26th September, 2014 and 2nd September, 2013 respectively.

4. We did not audit the financial statements of subsidiary/ies and certain associates for the financial years ended 31st March, 2017, 2016, 2015, 2014, and 2013 whose share of total assets, total revenues, and net cash flows and Group's share of net losses, included in the Restated Consolidated Financial Information, for the relevant years is tabulated below:

(₹ in millions)

Particulars	31st March, 2017	31st March, 2016	31st March, 2015	31st March, 2014	31st March, 2013
Total Assets	**7,362.06**	**3,911.15**	**2,432.76**	**1,955.23**	**Not applicable**
Revenues	**1.71**	**-**	**-**	**-**	**Not applicable**
Net Cash Inflows / (Outflows)	**(61.25)**	**143.73**	**(248.39)**	**281.84**	**Not applicable**
Group's share of Losses	**371.10**	**427.03**	**180.38**	**93.70**	**2.48**

These financial statements have been audited by other firms of Chartered Accountants, Singhi & Co., MKPS & Associates, RMA & Associates, Chaturvedi & Co. and Gianender & Associates whose reports have been furnished to us and our opinion in so far as it relates to the amounts included in these Restated Consolidated Financial Information are based solely on the report of other auditors.

5. Based on our examination in accordance with the requirements of Section 26 of Part I of Chapter III of the Act read with, Rules 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014, the ICDR Regulations and the Guidance Note, we report that:

a) The Restated Consolidated Summary Statement of Assets and Liabilities of the Group as at 31st March, 2017, 2016, 2015, 2014, and 2013 examined by us, as set out in Annexure - I to this report, have been arrived at after making adjustments and regroupings/reclassifications as in our opinion were appropriate and more fully described in Annexure - V - Summary Statement of Adjustments to the Audited Consolidated Financial Statements.

b) The Restated Consolidated Summary Statement of Profit and Loss of the Group for the years ended 31st March, 2017, 2016, 2015, 2014 and 2013 examined by us, as set out in Annexure - II to this report have been arrived at after making adjustments and regroupings/reclassifications as in our opinion were appropriate and more fully described in - Annexure – V - Summary Statement of Adjustments to the Audited Consolidated Financial Statements.

c) The Restated Consolidated Summary Statement of Cash Flows of the Group for the years ended 31st March, 2017, 2016, 2015, 2014 and 2013, as set out in Annexure - III to this report, have been arrived at after making adjustments and regroupings/reclassifications as in our opinion were appropriate and more fully described in Annexure – V - Summary Statement of Adjustments to the Audited Consolidated Financial Statements.

d) Based on the above, and according to the information and explanations given to us, we further report that the Restated Consolidated Financial Information:

(i) have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per changed accounting policy for all the reporting periods;

(ii) have been made after incorporating adjustments for the material amounts in the respective financial years to which they relate;

(iii) do not contain any extra-ordinary items that need to be disclosed separately in the Restated Consolidated Financial Information and do not contain any qualifications requiring adjustments. However, remarks/comments in the Companies (Auditors Report) Order, 2015 issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (referred to as 'CARO') which do not require any corrective adjustments in the financial information have been disclosed in Annexure V - Summary Statement of Adjustments to the Audited Consolidated Financial Statements.

(iv) Include adjustment arising on account of Emphasis of matter paragraphs included in Independent Auditors report to the Consolidated Financial Statements as stated below:

Year ended 31st March, 2017, 2016, 2015, 2014 and 2013:

Note A(2) of Annexure V to the Restated Consolidated Financial Information in respect of capitalisation of borrowing cost on fund borrowed exclusively for investment as part of cost of investment, has now been de-capitalised and charged to the Statement of Profit and Loss.

Year ended 31st March, 2017:

Note A(4)(f) of Annexure V to the Restated Consolidated Financial Information in respect of an associate for non-provisioning of negative grant (premium) payable to Madhya Pradesh Road Development Corporation for the financial year 2013-14, 2014-15, 2015-16 and 2016-17, have now been recognised by restatement of profits/ (losses) of the associate for the respective financial years and consequently, the amount of share of loss of associate is revised as a result of restatement of profits/ (losses) of the associate for the respective period.

(v) Emphasis of matter paragraph included in Independent Auditors report to the Consolidated financial statements in respect of a subsidiary, which do not require any corrective adjustment in the financial information, are as follows:

Year ended 31st March, 2017

Note B(III) of Annexure V to the Restated Consolidated Financial information regarding Foreclosed of Project on 2nd March, 2017 and that the process of determination and settlement of claims is under process.

6. We have also examined the following Restated Consolidated Financial Information of the Group set out in the Annexures prepared by the management and approved by the Board of Directors on 26th April, 2017 for the year ended 31st March, 2017, 2016, 2015, 2014 and 2013.

(a) Annexure IV –Summary Statement of Significant Accounting Policies and Notes to Accounts (Note 1);

(b) Annexure V - Summary Statement of Adjustments to the Consolidated Financial Statements;

(c) Annexure VI –Summary Statement of Accounting Ratios;

(d) Annexure VII - Summary Statement of Capitalisation;

(e) Annexure VIII - Summary Statement of Dividend Paid.

According to the information and explanations given to us, in our opinion, the Restated Consolidated Financial Information and the above restated consolidated financial information contained in Annexures IV to VIII accompanying this report, read with Summary of Significant Accounting Policies disclosed in Note 1 of Annexure IV, are prepared after making adjustments and regroupings as considered appropriate and have been prepared in accordance with Section 26 of Part I of Chapter III of the Companies Act, 2013 read with Rules 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014, ICDR Regulations and the Guidance Note.

7. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

8. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

9. Our report is intended solely for use of the management for inclusion in the offer document to be filed with Securities and Exchange Board of India, relevant stock exchanges and Registrar of Companies, West Bengal in connection with the proposed issue of equity shares of the Company. Our report should not be used, referred to or distributed for any other purpose except with our prior consent in writing.

For **G. P. Agrawal & Co.**
Chartered Accountants
Firm Registration Number: 302082E

(Ajay Agrawal)
Partner
Membership No. 17643
Place: Kolkata
Date: 26th April, 2017

Annexure I

Restated Consolidated Summary Statement of Assets and Liabilities

(₹in Million)

		Note No. of Annexure IV	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
I	**EQUITY AND LIABILITIES**						
	Shareholders' funds						
	(a) Share Capital	2	546.50	100.00	100.00	100.00	100.00
	(b) Reserves and Surplus	3	3,751.33	(768.87)	(40.49)	4.84	(111.33)
	(c) Warrants	4	1,659.20	-	-	-	-
			5,957.03	**(668.87)**	**59.51**	**104.84**	**(11.33)**
	Share Application Money Pending Allotment	5	**-**	**-**	**-**	**-**	**250.00**
	Minority Interest		**314.35**	**-**	**-**	**-**	**-**
	Non-Current Liabilities						
	(a) Long-Term Borrowings	6	5,149.66	8,727.21	2,804.31	4,610.05	2,981.25
	(b) Other Long-Term Liabilities	7	176.37	73.14	78.14	25.33	-
	(c) Long-Term Provisions	8	8.81	2.43	2.38	1.06	1.42
			5,334.84	**8,802.78**	**2,884.83**	**4,636.44**	**2,982.67**
	Current Liabilities						
	(a) Short-Term Borrowing	9	530.00	127.50	2,865.70	-	-
	(b) Trade Payable						
	- Due to Micro and Small Enterprises	10.1	-	-	-	-	-
	- Due to Others	10.2	0.07	4.16	10.24	17.34	4.14
	(c) Other Current Liabilities	11	187.00	102.33	469.26	400.79	51.83
	(d) Short-Term Provisions	12	0.62	0.13	0.11	0.04	0.19
			717.69	**234.12**	**3,345.31**	**418.17**	**56.16**
	Total		**12,323.91**	**8,368.03**	**6,289.65**	**5,159.45**	**3,277.50**
II	**ASSETS**						
	Non- Current Assets						
	(a) Property, Plant and Equipment	13.1	2.76	1.28	0.75	0.42	0.06
	(b) Intangible Assets	13.2	0.17	0.05	0.06	-	-
	(c) Intangible Assets under Development	13.3	4,308.92	3,030.08	1,604.45	547.13	-
	(d) Goodwill on Consolidation		18.90	15.24	15.24	15.24	-
	(e) Non-Current Investments	14	4,546.85	3,609.51	3,812.30	3,740.48	3,204.90
	(f) Deferred Tax Assets (Net)	15	-	-	-	-	-
	(g) Long-Term Loans and Advances	16	747.53	1,314.33	722.32	258.82	5.14
	(h) Other Non-Current Assets	17	2,121.40	-	-	-	-
			11,746.53	**7,970.49**	**6,155.12**	**4,562.09**	**3,210.10**
	Current Assets						
	(a) Trade Receivables	18	47.70	23.08	19.58	26.35	4.47
	(b) Cash and Bank Balance	19	279.53	180.71	88.29	521.15	37.00
	(c) Short-Term Loans and Advances	20	181.17	115.53	0.33	0.14	1.36
	(d) Other Current Assets	21	68.98	78.22	26.33	49.72	24.57
			577.38	**397.54**	**134.53**	**597.36**	**67.40**
	Total		**12,323.91**	**8,368.03**	**6,289.65**	**5,159.45**	**3,277.50**

Note: The above statement should be read with Statement of Significant Accounting Policies and Notes to the Accounts appearing in Annexure - IV, Summary Statement of Adjustments to the Consolidated Financial Statements appearing in Annexure - V, Restated Consolidated Summary Statement of Accounting Ratios in Annexure - VI, Restated Consolidated Summary Statement of Capitalisation in Annexure - VII, Restated Consolidated Summary Statement of Dividend Paid in Annexure - VIII.

Annexure II

Restated Consolidated Summary Statement of Profits and Loss

(₹in Million)

	Note No. of Annexure IV	Year ended				
		31st March, 2017	31st March, 2016	31st March, 2015	31st March, 2014	31st March, 2013
INCOME						
Revenue from Operations	22	102.51	7.50	84.33	96.16	6.80
Other Income	23	46.77	35.02	330.55	0.24	23.79
Total Income		**149.28**	**42.52**	**414.88**	**96.40**	**30.59**
EXPENSES						
Operational Expenses	24	-	-	50.02	55.52	5.23
Employee Benefits Expense	25	47.86	29.08	29.03	29.87	16.35
Other Expenses	26	33.36	7.52	14.25	11.31	6.36
		81.22	**36.60**	**93.30**	**96.70**	**27.94**
Restated Profit before finance costs, depreciation and amortisation and tax expenses		**68.06**	**5.92**	**321.58**	**(0.30)**	**2.65**
Finance Costs	27	435.35	504.27	405.35	513.58	168.93
Depreciation and Amortisation Expense		0.11	0.05	0.05	0.03	0.01
Restated Profit / (Loss) before Loss/(Gain) on cessation of associate and tax		**(367.40)**	**(498.40)**	**(83.82)**	**(513.91)**	**(166.29)**
Adjustment on disposal of associate		(0.06)	-	-	-	-
Restated Profit / (Loss) before tax, share in results of Associates and Minority interest		**(367.34)**	**(498.40)**	**(83.82)**	**(513.91)**	**(166.29)**
Tax Expense						
Income Tax in respect of Earlier Years		0.55	0.01	0.02	-	-
Total Tax Expenses		**0.55**	**0.01**	**0.02**	**-**	**-**
Profit/(Loss) After Tax but before share in results of Associates and Minority interest		**(367.89)**	**(498.41)**	**(83.84)**	**(513.91)**	**(166.29)**
Share of Loss of Associates		371.10	427.03	180.38	93.70	2.48
Minority Interest		(0.14)	-	-	-	-
Restated Profit / (Loss) after tax		**(738.85)**	**(925.44)**	**(264.22)**	**(607.61)**	**(168.77)**

Note: The above statement should be read with Statement of Significant Accounting Policies and Notes to the Accounts appearing in Annexure - IV, Summary Statement of Adjustments to the Consolidated Financial Statements appearing in Annexure - V, Restated Consolidated Summary Statement of Accounting Ratios in Annexure - VI, Restated Consolidated Summary Statement of Capitalisation in Annexure - VII, Restated Consolidated Summary Statement of Dividend Paid in Annexure - VIII.

Annexure III

Restated Consolidated Summary Statement of Cash Flows

(₹in Million)

	Particulars	Year Ended 31st March, 2017	Year Ended 31st March, 2016	Year Ended 31st March, 2015	Year Ended 31st March, 2014	Year Ended 31st March, 2013
A.	**Cash Flow from Operating Activities**					
	Restated Profit / (Loss) before tax, share in results of Associates and Minority interest	(367.41)	(498.40)	(83.82)	(513.91)	(166.28)
	Adjustments for:					
	Bad debts	1.25	-	-	-	-
	Depreciation and amortisation expense	0.11	0.05	0.05	0.03	0.01
	Interest Income	(18.65)	(35.02)	-	(0.20)	(23.78)
	Interest on Income Tax Refund	(0.75)	-	-	-	-
	Liability no longer required written back	(0.04)	-	-	-	-
	Finance costs	435.35	504.27	405.35	513.58	168.93
	Profit on sale of Long Term Trade Investment	(27.33)	-	(330.55)	-	-
	Operating Profit before Working Capital Changes	**22.53**	**(29.10)**	**(8.97)**	**(0.50)**	**(21.12)**
	Increase/(Decrease) in Long Term Provisions	4.92	0.06	1.32	(0.37)	1.43
	Increase/(Decrease) in Trade Payables	(4.05)	(6.07)	(7.09)	13.19	4.14
	Increase/(Decrease) in Other Current Liabilities	18.56	(367.62)	68.00	276.02	28.62
	Increase/(Decrease) in Other Long Term Liabilities	50.74	(5.00)	52.80	25.33	-
	Increase/(Decrease) in Short Term Provisions	(0.93)	0.03	(0.02)	(0.15)	0.11
	Decrease/(Increase) in Trade Receivables	(25.86)	(3.51)	6.77	(21.88)	(4.47)
	Decrease/(Increase) in Long Term Loans & Advances	(311.10)	80.49	(455.35)	(89.74)	-
	Decrease/(Increase) in Short Term Loans & Advances	78.73	(6.80)	(0.19)	1.39	(1.35)
	Decrease/(Increase) in Other Current Assets	3.19	(1.64)	27.72	(6.79)	-
	Cash generated from Operating activities	**(163.27)**	**(339.16)**	**(315.01)**	**196.50**	**7.36**
	Advance Income Tax (Net of refund and interest)	(6.26)	(11.32)	(8.09)	(8.63)	(0.23)
	Net Cash generated from/(used in) Operating Activities	**(169.53)**	**(350.48)**	**(323.10)**	**187.87**	**7.13**
B.	**Cash Flow from Investing Activities**			-		
	Decrease/(Increase) in Intangible Assets under Development	(1,048.25)	(1,427.50)	(1,004.93)	(512.09)	-
	Purchase of Fixed Assets (including Intangible Assets)	(0.56)	(0.87)	(0.60)	(0.13)	(0.03)
	Inter Corporate Deposits given / taken	108.41	(108.41)	-	-	-
	Decrease/(Increase) in Investments	(1,582.50)	(27.18)	(998.06)	94.50	(1,515.92)
	Share/Debenture application money given	-	-	-	(55.00)	(4.90)
	Long Term Loans given/taken over	-	-	-	-	(1,435.71)
	Sale of Investments	297.38	-	2,191.35	-	-
	Advance against Warrant/OCPID given	522.70	(661.19)	-	-	-
	Interest received	72.70	29.96	-	4.77	(0.79)
	Adjustment on disposal of associate	0.06	-	-	-	-
	Decrease/(Increase) in fixed deposit with banks	-	45.36	190.06	10.10	-
	Net Cash from/(used in) Investing activities	**(1,630.06)**	**(2,149.83)**	**377.82**	**(457.85)**	**(2,957.35)**
C.	**Cash Flow from Financing Activities**					
	Increase/(Decrease) in Goodwill on Consolidation	(245.66)	-	(901.11)	-	-
	Proceeds from issuing shares (net of issue expenses)	5,630.29	-	-	-	99.50
	Increase/(Decrease) in Share Application Money	-	-	-	(250.00)	250.00
	Increase/(Decrease) in long term borrowings	(5,815.29)	(396.37)	(1,805.74)	1,267.80	2,785.00
	Proceeds from long term borrowings	3,766.79	6,319.27	-	-	-
	Increase/(Decrease) of short term borrowings (net)	(573.65)	(2,738.20)	2,865.70	-	-
	Interest paid	(866.99)	(546.61)	(456.37)	(499.64)	(147.71)
	Net Cash Flow/(used in) from Financing Activities	**1,895.49**	**2,638.09**	**(297.52)**	**518.16**	**2,986.79**
	Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	95.90	137.78	(242.80)	248.18	36.57

Notes:

1. Components of cash and cash equivalents

	PARTICULARS	YEAR ENDED 31ST MARCH, 2017	YEAR ENDED 31ST MARCH, 2016	YEAR ENDED 31ST MARCH, 2015	YEAR ENDED 31ST MARCH, 2014	YEAR ENDED 31ST MARCH, 2013
	Balances with scheduled banks	88.50	79.07	42.71	285.73	-
	In Fixed Deposit	110.00	-	-	-	37.00
	Investment in Liquid Mutual Fund	80.96	101.58	0.16	-	-
	Cash on Hand	0.07	0.06	0.06	-	-
	Cash and Cash Equivalents	279.53	180.71	42.93	285.73	37.00
	Opening Cash and Cash Equivalents	180.71	42.93	285.73	37.00	0.43
	Add: Cash and Cash Equivalent on acquisition	2.92	-	-	0.55	-
	Closing Cash and Cash Equivalents	279.53	180.71	42.93	285.73	37.00

2. The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard 3 (AS 3) "Cash Flow Statements".

3. Cash and cash equivalents do not include any amount which is not available to the Company for its use.

4. Figures in brackets represents outflows.

5. The above statement should be read with Statement of Significant Accounting Policies and Notes to the Accounts appearing in Annexure - IV, Summary Statement of Adjustments to the Consolidated Financial Statements appearing in Annexure - V, Restated Consolidated Summary Statement of Accounting Ratios in Annexure - VI, Restated Consolidated Summary Statement of Capitalisation in Annexure - VII, Restated Consolidated Summary Statement of Dividend Paid in Annexure - VIII.

6. During the financial year 2012-13, unsecured Loan given amounting to ₹ 1455.71 Million was converted into Investment in Debentures. However, the same has not been considered as movement in Investing Activities as it did not involve physical movement of cash.

7. During the financial year 2012-13, 2013-14, 2014-15, 2015-16 and 2016-17 Share/debenture application money given aggregating to ₹ 120.70 Million, ₹ 4.90 Million, ₹55.00 Million, ₹ Nil and ₹ 138.49 Million respectively have been converted into investments in Equity Shares/debentures. However, the same has not been considered as movement in Investing Activities as it did not involve physical movement of cash.

8. Interest of ₹ 43.56 Million and ₹ 41.34 Million for the period/year ended 30th November, 2016 and 31st March, 2016 respectively earned on advances and adjusted with borrowing costs, has been included in interest received to the extent realised during the year.

9. Previous years audited figures have been regrouped wherever necessary.

Annexure IV

Summary of Significant Accounting Policies and Notes to Accounts

Corporate Information: The Group is presently engaged in the business of designing, building, operating, maintaining and carrying out all other activities pertaining to road projects. As per the guidelines of respective Government Authority and the requirements of the Concession Agreements, such road projects are required to be implemented under the Built, Operate & Transfer (BOT) model by creating Special Purpose Vehicles (SPVs) so that after the concession period, the SPV can be transferred to the respective authority on an "as is where is basis". The Group has, therefore, invested in various road projects under the aforesaid SPV model.

Note - 1. Significant Accounting Policies

1.1 Basis of Preparation:

The consolidated financial statements are prepared in accordance with the historical cost convention and the accrual basis of accounting.

The Restated Consolidated Summary Statement of Assets and Liabilities of the Group as at 31st March, 2017, 31st March, 2016, 31st March, 2015, 31st March, 2014, and 31st March, 2013 and the related Restated Consolidated Summary Statement of Profits and Losses and Cash Flows Statement for the years ended 31st March, 2017, 31st March, 2016, 31st March, 2015, 31st March, 2014 and 31st March, 2013 (herein collectively referred to as 'Restated Consolidated Summary Statements' have been compiled by the management from the consolidated financial statements of the Group for the years ended 31st March, 2017, 31st March, 2016, 31st March, 2015, 31st March, 2014 and 31st March, 2013.

These Restated Consolidated Summary Statements have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP). These Financial Statements have been prepared to comply in all material respects with the Accounting Standards ('AS') specified under Section 133 of the Companies Act 2013, read with Rule 7 of the Companies(Accounts) Rules, 2014, and the Companies (Accounting Standards) Amendments Rules, 2016, other pronouncements of the Institute of Chartered Accountants of India and relevant applicable provisions of the Companies Act, 1956, and Companies Act, 2013 to the extent notified.

Restated Consolidated Summary Statements relate to the Group and have been prepared specifically for inclusion in the offer document to be filed by the Company with the Securities and Exchange Board of India ('SEBI') and Registrar of Companies (ROC) in connection with its proposed Initial Public Offering.

These Restated Consolidated Summary Statements of assets and liabilities, profits and losses and cash flows have been prepared by the Group to comply in all material respects with the requirements of Sub-clause (i), (ii) and (iii) of clause (b) of Sub-section (1) of Section 26 of Chapter III of the Companies Act, 2013 read with Rule 4 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("the SEBI Guidelines") issued by SEBI on August 26, 2009 as amended from time to time.

The preparation of consolidated financial statements requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities including Contingent Liabilities as of the date of the financial statements and the reported income and expenses for the reporting year. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Future results could differ from these estimates.

Principles of Consolidation:

The consolidated financial statements relates to Bharat Road Network Limited (the Holding Company) and its Subsidiaries and associates. The Holding Company, its subsidiaries and associates are collectively referred to as 'the Group'. The consolidated financial statements of the Group have been prepared in accordance with Accounting Standard 21 (AS-21) "Consolidated Financial Statements" and Accounting Standard 23 (AS-23) "Accounting for Investments in Associates in Consolidated Financial Statements" notified by the Central Government under the Companies (Accounting Standards) Rules, 2006. The consolidated financial statements have been prepared on the following basis:

The financial statements of the Holding Company and its subsidiary companies have been combined on line by line basis by adding together the book value of like items of Assets, Liabilities, Income and Expenses after eliminating intra-group balances and intra-group transactions resulting in unrealised profits or losses.

In case of investments in subsidiaries, where the shareholding is less than 100%, minority interest in the net assets of consolidated subsidiaries consist of:

i) The amount of equity attributable to minorities at the date on which Investment in the subsidiary is made.
ii) The minorities' share of movements in equity since the date the holding subsidiary relationship came into existence.

Uniform accounting policies for like transactions and other events in similar circumstances have been adopted and presented, to the extent possible, in the same manner as the Holding Company's separate financial statements.

The excess of cost of the Holding Company of its investment in the subsidiary over the Holding Company's portion of equity of the subsidiary as at the date of investment is recognised in the consolidated financial statements as Goodwill. It is tested for impairment on a periodic basis and written-off if found impaired.

The excess of Holding Company's portion of equity of the subsidiary over cost as at the date of investment, is treated as Capital Reserve.

Investment in associate is accounted using the equity method and disclosed separately in the Consolidated Balance Sheet.

The list of subsidiaries/associates included in the consolidation and the holding company's share therein are as under:

Sr. No.	Name of Subsidiary	Country of Incorporation	Proportion of Ownership Interest held as at				
			As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
1	Solapur Tollways Pvt. Ltd. (w.e.f. 3rd August, 2013)	India	99.02%	98.04%	98.04%	98.04%	-
2	Orissa Steel Expressway Pvt. Ltd. (w.e.f. 12th November, 2016)	India	59.38%	-	-	-	-

Sr. No.	Name of Associate	Country of Incorporation	Proportion of Ownership Interest held as at				
			As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
1	Orissa Steel Expressway Pvt. Ltd. (w.e.f. 9th July, 2012 to 11th November, 2016)	India	-	44.60%	44.60%	46.53%	43.86%
2	Kurukshetra Expressway Pvt. Ltd. (w.e.f. 28th March, 2013)	India	49.00%	29.33%	29.33%	29.33%	26.01%
3	Ghaziabad Aligarh Expressway Pvt. Ltd. (w.e.f. 11th September, 2012)	India	39.00%	39.00%	39.00%	27.50%	27.50%
4	Shree Jagannath Expressways Pvt. Ltd. (w.e.f. 28th March, 2013)	India	40.00%	26.00%	26.00%	26.00%	26.00%
5	Potin - Pangin Highway Pvt. Ltd. (w.e.f. 2nd December, 2013)	India	-	40.00%	40.00%	40.00%	-
6	Guruvayoor Infrastructure Pvt Ltd (w.e.f. 30th March, 2015)	India	49.00%	26.80%	26.80%	-	-
7	Mahakaleshwar Tollways Pvt. Ltd (w.e.f. 28th October, 2016)	India	48.00%	-	-	-	-

1.2 Property, Plant and Equipment and Depreciation / Amortization:

Property, Plant and Equipment

Property, Plant and Equipment are stated at Cost less accumulated depreciation and impairment losses, if any. Cost includes taxes, duties, freight and incidental expenses related to the acquisition and installation of the assets. The residual values, useful lives and methods of depreciation are reviewed at each financial year end and adjusted prospectively, if appropriate.

Intangible Assets

Toll Collection Rights are obtained in consideration for rendering construction, operation and maintenance services in relation to building and maintenance of the of the project on Design, Build, Operate and Transfer basis. The cost of toll collection rights comprises civil works, machinery under erection, construction and erection materials, pre-operative expenditure, expenditure indirectly related to the project and incidental to setting up project facilities, borrowing cost incurred during the implementation phase. Such costs, on completion of project are capitalized as Intangible Assets.

Intangible Assets comprising of computer software and licenses expected to provide future enduring economic benefits are carried at cost less accumulated amortization and impairment losses, if any. Cost comprises of purchase price and directly attributable expenditure on making the asset ready for its intended use. Any technology support cost or annual maintenance cost for such software is charged to the Statement of Profit and Loss.

Intangible Assets under Development

Intangible Assets under development includes direct and indirect expenditure incurred for the highway project and costs incidental and related thereto. Expenses incurred relating to the development of highway project prior to commencement of commercial operations are included under Intangible Assets under development and after completion to be transferred to Intangible Assets. All expenses which are capital in nature and directly relatable to development of highway project incurred after commencement of commercial operations are included under

Intangible assets under development. These expenses will be transferred to Intangible Assets upon completion and receipt of the final completion certificate from NHAI.

Depreciation and amortization

Depreciation on tangible assets is provided on Straight Line Method ('SLM'), which reflects the management's estimate of the useful lives of the respective Property, Plant and Equipment. Pursuant to the enactment of the Companies Act 2013, the Group has, effective 1st April 2014, reviewed and revised the useful life of its respective Property, Plant and Equipment and such useful life are equal to the corresponding useful life prescribed in Part C of Schedule II to Companies Act 2013:

	Asset category	Useful Life of the Asset
I	**Assets for Own Use**	
i)	Computers	3, 6 years
ii)	Furniture & Fixtures	10 years
iii)	Plant & Machinery	15 years
iv)	Office Equipment	5 years
v)	Electrical Installation	10 years

Upto 31st March, 2014, the depreciation on Property, Plant and Equipment is provided at rates prescribed under Schedule XIV to the Companies Act, 1956 and with effect from 1st April, 2014, the depreciation is provided based on useful life prescribed under Schedule II of the Companies Act, 2013. In respect of Property, Plant and Equipment purchased during the year, depreciation is provided on a pro-rata basis from the date on which such asset is ready to be put to use.

Toll collection rights in respect of road projects are amortized over the period of concession using the revenue based amortization method in the manner prescribed under Schedule II to the Companies Act, 2013. Under the revenue based method, amortization is provided based on the proportion of actual revenue earned till the end of the year to the total projected revenue from the intangible asset expected to be earned over the concession period. Total projected revenue is reviewed at the end of each financial year and is adjusted to reflect the changes in earlier estimate vis-à-vis the actual revenue earned till the end of the year so that the whole of the cost of the intangible assets is amortized over the concession year.

Amortization of intangible assets such as Specialized software are provided on SLM which reflect the management's estimate of useful life of such assets:

Asset category Useful Life

	Asset category	Useful Life
I	**Assets for Own Use**	
i)	Intangible Assets	6 years

Depreciation on assets acquired/sold during the year is recognised in Statement of Profit and Loss on pro-rata basis from/till the date of purchase/sale.

1.3 Impairment of Property, Plant and Equipment:

Wherever events or changes in circumstances indicate that the carrying amount of Property, Plant and Equipment may be impaired, the Group subjects such assets to a test of recoverability, based on discounted cash flows expected from use or disposal thereof. If the assets are impaired, the Company recognizes an impairment loss as the excess of the carrying amount over the recoverable amount.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

A previously recognized impairment loss is increased or reversed depending on changes in circumstances. However the carrying amount after reversal is not increased beyond the carrying amount that would have prevailed by charging usual depreciation if there was no impairment.

1.4 Revenue Recognition:

Revenue is recognized to the extent it is probable that the economic benefits will flow to the Company, it can be reliably measured and it is reasonable to expect ultimate collection.

Income from Dividend of shares of corporate bodies is accounted when the right to receive the dividend is established.

All other income is accounted for on accrual basis.

1.5 Investments:

Investment which are readily realizable and intended to be held not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investment.

Current Investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long Term Investments are stated at cost. Provision for diminution in value, is made to recognize a decline other than temporary in the value of the investments.

Cost includes acquisition charges such as brokerage, fee and duties that are directly attributable to the acquisition of the investment.

1.6 Grant from National Highways Authority of India (NHAI):

Grant received by way of "Equity Support" from National Highway Authority of India (NHAI) in terms of Concession Agreement entered into between the NHAI and the SPVs are recognized in accordance with the criteria specifies in Accounting Standard (AS) 12 i.e. "Accounting for Government Grants". Where the government grants are of the nature of promoters contribution i.e. they are given with reference to the total investment in an undertaking or by way of contribution towards its total capital outlay and no repayment is ordinarily expected in respect thereof, the grants are treated as Capital Reserve which can neither be distributed as dividend nor considered as deferred income.

1.7 Foreign Currency Transactions:

Foreign currency transactions are recorded at the exchange rates prevailing at the time of transaction. Monetary assets and liabilities expressed in foreign currencies are translated into the reporting currency at the exchange rate prevailing at Balance Sheet date. Any income or expense on account of exchange difference either on settlement or on translation at the year-end is recognized in the Statement of Profit and Loss.

1.8 Borrowing Costs:

Borrowing costs to the extent attributed to the acquisition/construction of qualifying assets are capitalized up to the date when such assets are ready for its intended use and all other borrowing costs are recognized as an expense in the year in which they are incurred.

1.9 Employee Benefits:

Short term employee benefits

Short term employee benefits based on expected obligation on undiscounted basis are recognised as expense in the Statement of Profit and Loss for the period in which the related service is rendered.

Defined contribution plan:

Company's contribution towards Regional Provident Fund Authority and Employee State Insurance Corporation are charged to the Statement of Profit and Loss.

Defined benefit plan:

Group's liabilities towards gratuity and leave benefits are defined benefit plans. Such liabilities are ascertained by an independent actuary as per the requirement of Accounting Standard – 15 (revised 2005) "Employee Benefits". All actuarial gains and losses are recognised in Statement of Profit and Loss in the year in which they occur.

1.10 Segment Reporting:

The Group is primarily engaged in a single business segment of purchase, own, build, develop, design, Operate, transfer road and related services. All the activities of the Group revolved around the main business. As such there are no separate reportable segments as per Accounting Standard -17 "Segment Reporting".

1.11 Taxes on Income:

Tax expense comprises of current tax [(net of Minimum Alternate Tax (MAT) credit entitlement)] and deferred tax.

Current tax is the amount of tax payable on the taxable income for the year determined in accordance with the provisions of the Income Tax Act, 1961.

Deferred tax is recognized on timing differences which is the differences between the taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

Deferred tax assets subject to the consideration of prudence are recognised and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

In situations where the Group has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits.

1.12 Provision, Contingent Liabilities and Contingent Assets:

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events; it is probable that there will be an outflow of resources and a reliable estimate can be made of the amount of the obligation. Contingent Liabilities are not recognised but are disclosed in the notes. Contingent Assets are neither recognised nor disclosed in the financial statements.

1.13 Earnings per Share:

The Group reports basic and diluted earnings per equity share in accordance with Accounting Standard-20, Earnings per Share notified by the Central Government under the Companies (Accounting Standards) Rules, 2006. Basic earnings per equity share have been computed by dividing net profit / (loss) after tax for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Diluted earnings per equity share is computed by dividing the net profit (loss) after tax for the year 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.

1.14 Cash Flow Statement:

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

1.15 Cash and cash equivalents:

Cash and cash equivalents include cash on hand, cheques on hand and balance of bank on current accounts.

Note - 2: Restated Consolidated Summary Statement of Share Capital

(₹ in Million)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
Authorised					
Equity Shares of ₹ 10 each	1,000.00	100.00	100.00	100.00	100.00
	(100,000,000)	(10,000,000)	(10,000,000)	(10,000,000)	(10,000,000)
	1,000.00	**100.00**	**100.00**	**100.00**	**100.00**
Issued, Subscribed & Paid up					
Equity Shares of ₹ 10 each fully paid up	546.50	100.00	100.00	100.00	100.00
	(54,650,000)	(10,000,000)	(10,000,000)	(10,000,000)	(10,000,000)
Total Issued, Subscribed & Paid up	**546.50**	**100.00**	**100.00**	**100.00**	**100.00**

2.1 The figures mentioned in bracket represent absolute number of shares.

2.2 The rights, preferences and restrictions attached to each class of Equity shares are as under:

The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. Dividend when declared is payable in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

2.3 The reconciliation of the number of shares outstanding at the beginning and at the end of year has been shown in the table below:

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
Share Capital outstanding at the beginning of the year (₹ in Million)	100.00	100.00	100.00	100.00	0.50
	(10,000,000)	(10,000,000)	(10,000,000)	(10,000,000)	(50,000)
Share Capital issued during the year (₹ in Million)	446.50	-	-	-	99.50
	(44,650,000)	-	-	-	(9,950,000)
Share Capital outstanding at the end of the year (₹in Million)	546.50	100.00	100.00	100.00	100.00
	(54,650,000)	(10,000,000)	(10,000,000)	(10,000,000)	(10,000,000)

2.4 Details of each shareholder holding more than 5% shares: -

Financial Year	Name of Shareholder	No. of Shares	% of Holding
As at March 31, 2017	Srei Venture Capital Trust A/c-Infrastructure Project Development Fund	7,049,800	12.90%
	Srei Infrastructure Finance Limited	16,630,000	30.43%
	OSPL Infradeal Pvt. Ltd.	9,520,000	17.42%
	Srei Venture Capital Trust A/c-Infrastructure Project Development Capital	20,950,000	38.33%
As at March 31, 2016	Srei Venture Capital Trust A/c-Infrastructure Project Development Capital	9,950,000	99.50%
As at March 31, 2015	Srei Venture Capital Trust A/c-Infrastructure Project Development Capital	9,950,000	99.50%
As at March 31, 2014	Srei Venture Capital Trust A/c-Infrastructure Project Development Capital	9,950,000	99.50%
As at March 31, 2013	Srei Venture Capital Trust A/c-Infrastructure Project Development Capital	9,950,000	99.50%

2.5 In the financial year 2012-13, the Company issued additional 9,950,000 equity shares of ₹ 10 each at par on Preferential basis whereby outstanding equity shares of the Company increased to 10,000,000.

2.6 In the Financial Year 2016-17 , the Company has issued additional 18,000,000 equity shares of ₹ 10 each at par on right basis and 26,650,000 equity shares of ₹ 10 each at a premium of ₹ 195/- per share on private placement basis, whereby outstanding equity shares of the Company increased to 54,650,000.

Note - 3: Restated Consolidated Summary Statement of Reserves and Surplus

(₹in Million)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
Capital Reserve - Equity Support from NHAI*					
Opening Balance	**1,205.68**	**1,008.62**	**789.73**	**65.95**	**-**
Add: Equity accounting of associate	75.26	197.06	218.89	723.78	65.95
Closing Balance (A)	**1,280.94**	**1,205.68**	**1,008.62**	**789.73**	**65.95**
Security Premium Reserve					
Opening Balance	-	-	-	-	-
Add: Additions during the year	5,196.75	-	-	-	-
Less: Utilized for share issue expenses*	12.96	-	-	-	-
Closing Balance (B)	**5,183.79**	**-**	**-**	**-**	**-**
Surplus/(deficit) in the Statement of Profit and Loss					
Opening Balance	(1,974.55)	(1,049.11)	(784.89)	(177.28)	(8.51)
Add: Net Profit/Loss for the year	(738.85)	(925.44)	(264.22)	(607.61)	(168.77)
Closing Balance (C)	**(2,713.40)**	**(1,974.55)**	**(1,049.11)**	**(784.89)**	**(177.28)**
Total Reserve and Surplus (A+B+C)	**3,751.33**	**(768.87)**	**(40.49)**	**4.84**	**(111.33)**

* Expenses incurred by the Company aggregating to ₹ 12.96 Million in connection to issue of share have been adjusted towards the Securities Premium Reserve. These expenses consist of expenses directly attributable to the issue of shares and common cost for both issuance and listing of shares (such as legal counsel fee, auditor fee, merchant banker fee) based on the proportion of new shares proposed to be issued to the total number of (new and existing) shares proposed to be listed.

Note - 4: Restated Consolidated Summary Statement of Warrants

(₹in Million)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
Warrant (165,920,000 Warrants of ₹ 10/- each)	1,659.20	-	-	-	-
Total	**1,659.20**	**-**	**-**	**-**	**-**

Note:

4.1 Warrants have been issued by one of the subsidiary company. Subject to a re-characterisation event not having taken place, on the maturity of the Warrants, that is, at the end of the Tenure (36 months), the warrants entitle the Warrant-holder to subscribe to one equity share of ₹ 10/- (Face Value of ₹ 10 per share) in the Company, for each warrant held by the Warrant-Holder. If the Warrant-holder opts not to subscribe to equity shares in Solapur Tollways Pvt. Ltd., the amount paid on the Warrants will be fully forfeited, and thereupon, the Warrant has been deemed to have expired.

Number of Warrants	Date of Issue	Expiring on
165,920,000	30th June, 2016	29th June, 2019

The above Warrants has been issued by Solapur Tollways Pvt. Ltd to Srei Infrastructure Finance Limited (Promoter w.e.f.16.02.2017)

Note - 5: Restated Consolidated Summary Statement of Share application money pending allotment

(₹in Million)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
Equity shares of ₹ 10/- each	-	-	-	-	250.00
Total	**-**	**-**	**-**	**-**	**250.00**

Note:

5.1 Against share application money pending allotment of ₹ 250 Million as at 31st March 2013, 25,000,000 Equity Shares of ₹ 10/- each were proposed to be allotted as fully paid up in financial year 2013-14 with requisite increase in Authorised Capital which could not be issued due to subsequent change in management decision.

Note - 6: Restated Consolidated Summary Statement of Long Term Borrowing

(₹in Million)

	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
i) Secured					
Term Loan from financial Institutions					
Term Loan 1	-	-	-	451.65	1,196.15
Term Loan 2	-	-	-	1,300.00	1,300.00
Term Loan 3	-	-	1.00	1,397.20	463.10
Term Loan 4	-	340.20	722.50	523.00	-
Term Loan 5	-	586.41	218.41	-	-
Term Loan 6	-	560.00	-	-	-
Term Loan 7	-	1,498.85	-	-	-
Term Loan 8	-	1,500.00	-	-	-
Term Loan 9	269.53	539.15	-	-	-
Term Loan 10	1,220.00	-	-	-	-
Term Loan 11	700.00	-	-	-	-
Term Loan from Bank					
Term Loan 1	2,301.93	1,385.20	-	-	-
ii) Unsecured					
Term Loan from financial Institution					
Term Loan 1	-	-	-	-	22.00
Term Loan 2	-	-	-	14.00	-
Less: Current maturities of Long term borrowings (Refer Note 11)	-	-	-	(14.00)	-
Bond/Debentures (Un-quoted)					
Optionally Convertible Participative Interest bearing Debentures (OCPID)	658.20	658.20	658.20	-	-
Others					
Sponsor's Fund	-	1,659.20	1,204.20	938.20	-
Total	**5,149.66**	**8,727.21**	**2,804.31**	**4,610.05**	**2,981.25**

Note:

6.1 Nature of security and other terms for long term borrowings are as under:

Secured Term Loan from Financial Institution

Term Loan No: 1
Rupee term loan 1 is secured by way of first charge on all cash flow & all moveable assets (both present & future), pledge (along with Power of Attorney) of entire shareholding of the Company held by Infrastructure Project Development Fund (IPDF) and demand promissory note covering the principal and interest repayment. Principal loan amount is repayable in three equal instalments at the end of 6th, 7th and 8th year from the date of 1st disbursement i.e 29th February, 2012.Interest is payable half-yearly, compounding on monthly rest @14% p.a. The loan has been prepaid in FY 2014-15.

Term Loan No: 2
Rupee term loan 2 is secured by way of first charge on all cash flow & all moveable assets (both present & future), pledge (along with Power of Attorney) of entire shareholding of the Company held by Infrastructure Project Development Fund (IPDF) and demand promissory note covering the principal and interest repayment. Principal loan amount is repayable in three equal instalments at the end of 66th, 78th and 90th month from the date of 1st disbursement i.e 11th September, 2012. Interest is payable half-yearly, compounding on monthly rest @14% p.a. The loan has been prepaid in FY 2014-15.

Term Loan No: 3
Rupee term loan 3 is secured by way of first charge on all cash flow & all moveable assets (both present & future), pledge (along with Power of Attorney) of entire shareholding of the Company held by Infrastructure Project Development Fund (IPDF) and Infrastructure Project Development Capital (IPDC) and demand promissory note covering the principal and interest repayment. Principal loan amount is repayable in three equal instalments at the end of 66th, 78th and 90th month from the date of 1st disbursement i.e 26th March, 2013. Interest is payable half-yearly, compounding on monthly rest @14% per annum. The loan has been prepaid in FY 2015-16.

Term Loan No: 4
Rupee term loan 4 is secured by way of first charge on all cash flow & all moveable assets (both present & future), pledge (along with Power of Attorney) of entire shareholding of the Company held by Infrastructure Project Development Fund (IPDF) and Infrastructure Project Development Capital (IPDC) and demand promissory note covering the principal and interest repayment. Principal loan amount is repayable in three equal instalments on 31st December, 2018, 31st December, 2019 and 31st December,

2020. Interest is payable half-yearly, compounding on monthly rest @ SBR-4% per annum. The loan has been prepaid in FY 2016-17.

Term Loan No: 5
Rupee term loan 5 is secured by way of first charge on all cash flow & all moveable assets (both present & future), pledge (along with Power of Attorney) of entire shareholding of the Company held by Infrastructure Project Development Fund (IPDF) and Infrastructure Project Development Capital (IPDC) and demand promissory note covering the principal and interest repayment. Principal loan amount is repayable in three equal instalments at the end of 6th, 7th and 8th year from the date of 1st disbursement i.e. 27th May, 2014. Interest is payable quarterly, compounding on monthly rest @ SBR-4% per annum. The loan has been prepaid in FY 2016-17.

Term Loan No: 6
Rupee term loans 6 is to be secured by way of first charge on all cash flow & all moveable assets (both present & future), pledge (along with Power of Attorney) of entire shareholding of the Company held by Infrastructure Project Development Fund (IPDF) and Infrastructure Project Development Capital (IPDC) and demand promissory note covering the principal and interest repayment. Principal loan amount is repayable in three equal instalments at the end of 3rd, 4th and 5th year from the date of 1st disbursement i.e 8th May, 2015 Interest is payable quarterly, compounding on monthly rest @ SBR-4% per annum. The loan has been prepaid in FY 2016-17.

Term Loan No: 7
Rupee term loan 7 is secured by way of first charge on all cash flow & all moveable assets (both present & future), pledge (along with Power of Attorney) of entire shareholding of the Company held by Infrastructure Project Development Fund (IPDF) and Infrastructure Project Development Capital (IPDC) and demand promissory note covering the principal and interest repayment. Principal loan amount is repayable in three equal instalments at the end of 6th, 7th and 8th year from the date of 1st disbursement i.e 25th May, 2015. Interest is payable quarterly, compounding on monthly rest @ SBR-4% per annum. The loan has been prepaid in FY 2016-17.

Term Loan No: 8
Rupee term loan 8 is secured by way of first charge on all cash flow & all moveable assets (both present & future), pledge (along with Power of Attorney) of entire shareholding of the Company held by Infrastructure Project Development Capital (IPDC) and demand promissory note covering the principal and interest repayment. Principal loan amount is repayable in three equal instalments at the end of 6th, 7th and 8th year from the date of 1st disbursement i.e. 28th September, 2015. Interest is payable quarterly, compounding on monthly rest @ SBR-4% per annum. The loan has been prepaid in FY 2016-17.

Term Loan No: 9
Rupee term loans 9 is secured by way of first charge on all cash flow & all moveable assets (both present & future), pledge (along with Power of Attorney) of entire shareholding of the Company held by Infrastructure Project Development Capital (IPDC) and demand promissory note covering the principal and interest repayment. Principal loan amount is repayable in three equal instalments at the end of 6th, 7th and 8th year from the date of 1st disbursement i.e. 27th November, 2015. Interest is payable quarterly, compounding on monthly rest @ SBR-4% per annum.

Term Loan No: 10
The Loan is payable in in 24 equal quarterly instalments after a moratorium of 2 years from the Commercial Operation Date (COD) or Scheduled Completion Date (SCOD) whichever is later. Interest is payable quarterly, compounding on monthly rests @ 13.20% per annum.

(i) The Loan is to be secured by way of first pari passu charge by way of hypothecation on the entire assets of the borrower subsidiary company under the deed of hypothecation.
(ii) The Loan is to be secured by way of pledge of 100% unencumbered issued, subscribed and fully paid up voting equity shares of the company held by Bharat Road Network Limited.
(iii) The Loan is to be secured by way of pledge of 2,187,266 number of issued, subscribed and fully paid up voting equity shares of the company held by AMR India Limited.
(iv) The Loan is to be secured by way of pledge of 5,832,576 number of issued, subscribed and fully paid up voting equity shares of the company held by MBL Infrastructure Limited.

<u>Secured Term Loan from Financial Institution</u>

Term Loan No: 11
Rupee term loan 11 is to be secured by way of first pari passu charge by way of hypothecation of the entire movable fixed assets (both present and future), entire current assets including but not limited to book debts, operating cash flows, receivables, loans and advances, deposits, commissions, investments, revenue of whatsoever nature and wherever arising, both present and future, long term loans and advances and non-current investments (both present and future) and demand promissory note covering the principal, interest and all other amounts. Interest is payable quarterly in arrears @ 12.75% (fixed) per annum.

<u>Secured Term Loan from Bank</u>

Term Loan No: 1

The Term Loan are secured against a first charge on following Assets of the borrower subsidiary company:

(i) Immovable Properties both present and future, save and except the Project Assets.
(ii) Assignment by way of security of the right, title, interests, benefits, claims and demands of the Borrower in, to and under the Project Documents
(iii) Moveable Properties of the Company including but not limited to current and non-current assets, plant and machinery, furniture and fixtures, vehicles and all other movable assets both present and future, save and except the Project Assets
(iv) All the Receivables, Bank Accounts including without limitation, the Escrow Account, the DSRA, MMRA, the Retention Account and such other bank account that may be opened in terms of the project document.
(v) All Insurance Contracts/ Insurance proceeds.
(vi) Intangible Assets of the Company including but not limited to the Goodwill, Rights, Undertakings and un called capital present and future.
(vii) The Shareholder of the Company have pledged 51 % of the Equity Shares of the Company in favour of the Security Trustee for the benefits of the lenders.
(viii) The Loan is repayable in 47 unequal quarterly Instalments starting from 30th September, 2017 ending on 31st March, 2029. Interest is payable monthly @ 11.55 % simple interest per annum.

Unsecured Term Loan from Financial Institution

Term Loan No: 1
Principal loan amount was repayable as bullet payment at the end of 3rd year i.e. in September, 2014. Interest is payable yearly, compounding on monthly rest @ 13% per annum.

Term Loan No: 2
Principal loan amount repayable as bullet payment on 31st March, 2015. Interest is payable quarterly, compounding on monthly rest @ 14% per annum**.**

Unsecured Bond/Debentures (Un-quoted)

Terms of issue of OCPID:

Interest:

Total interest shall accrue and will be payable on interest due dates only when the issuing subsidiary company has Residual Cash Flows available for distribution after paying all expenses, statutory dues and payment to senior secured lenders. Final rate or amount of interest for the year shall be decided every year at the end of the financial year based on the residual cash flows of the issuer subject to maximum of 16% cumulative interest.

Tenure, Conversion and Redemption:

Tenure of OCPID is 10 years (Extendable for a further year of 5 years at the option of holders) from the date of Allotment. OCPID will be redeemed at the end of 10 years from the date of allotment or at the end of extended year as the case may be or anytime during the tenure with mutual consent. OCPID holder will have the option to convert each OCPID into equity shares of the issuer at par value (i.e. at the face value of the equity share), during the currency of the OCPID, subject to a notice year of 3 months, in one or more tranches.

Others

The Sponsor's fund is being granted to the company for a period of 12 years from the Scheduled Project Completion Date or the actual project completion date whichever is earlier. The repayment shall be made in a single bullet payment at the end of the tenure. Yield on the Sponsor fund is payable only from the Available cash flow after satisfying the priority of the payment as specified in Clause 31 of the Concession Agreement and Clause 4.1.1(a) to (j) of the Escrow Agreement.

6.2 Amount due to Directors/Promoters/Group Companies/Relatives of Promoters/Relative of Directors.

(₹in Million)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
Srei Infrastructure Finance Limited (Promoter w.e.f 16.02.2017) :					
Term Loan	1,685.08	-	-	-	-
Optionally Convertible Participative Interest bearing Debentures (OCPID)	658.20	-	-	-	-

Note - 7: Restated Consolidated Summary Statement of Other Long Term Liabilities

(₹in Million)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
Retention money payable	176.37	73.14	78.14	25.33	-
Total	**176.37**	**73.14**	**78.14**	**25.33**	**-**

Note - 8: Restated Consolidated Summary Statement of Long-Term Provisions

(₹in Million)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
Provision for Employee Benefits					
-Gratuity	5.27	1.17	1.23	0.47	0.35
-Leave Encashment	2.52	1.17	1.03	0.51	0.78
-Sick Leave Availment	1.02	0.09	0.12	0.08	0.29
Total	**8.81**	**2.43**	**2.38**	**1.06**	**1.42**

Note - 9: Restated Consolidated Summary Statement of Short Term Borrowing

(₹in Million)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
Secured					
Loan Repayable on Demand - Bank Overdraft	-	-	1,110.70	-	-
Unsecured					
Loan from financial institution (refer note 9.2(i) below)	500.00	-	-	-	-
Inter Corporate Deposit from related party (refer note 9.2(ii) below)	-	25.00	40.00	-	-
Inter Corporate Deposit (ICD) from others (refer note 9.2(iii) below)	30.00	102.50	1,200.00	-	-
Term Loan from bodies corporate (refer note 9.2(iv) below)	-	-	515.00	-	-
Total	**530.00**	**127.50**	**2,865.70**	**-**	**-**

Notes:

9.1 Terms of repayment of Secured Short-term borrowings:

Bank Overdraft as at 31st March, 2015: ₹ 1,110.70 Million was to be secured by First Pari Passu Charge on Current Assets of the Company and repayable on demand. Interest was payable monthly @ base rate + 1.35% per annum. It was repaid in full during Financial Year 2015-16.

9.2 Terms of repayment of Unsecured Short-term borrowings:

(i) Principal loan amount of ₹ 500 Million (As at 31st March 2016 ₹ Nil) is repayable at the end of one year. Interest is payable quarterly @ 12.50% per annum.

(ii) The principal is repayable on expiry of 180 days from the date of receipt of ICD. Interest is payable on maturity @ 10% Simple Interest per annum.

(iii) As at 31st March, 2017: Principal ICD amount of ₹ 30 Million is repayable at the end of 6 months. Interest is payable on maturity @ 9% per annum. The lenders have right to recall the ICD amount in full or part.

As at 31st March, 2016: Principal ICD amount of ₹ Nil ₹ 102.50 Million is repayable at the end of one year. The lenders have right to recall the facility in part or full. Interest is payable on maturity @ 9% P.a.

As at 31st March, 2015, Principal ICD amount of ₹ 950.00 Million was repayable on demand. Interest was payable annually @ 9% per annum and Principal ICD amount of ₹ 250.00 Million was repayable as bullet payment at the end of one year from the initial drawdown date. Interest was payable on maturity @ 12% per annum. Both the ICDs were repaid in full during the financial year 2015-16.

(iv) As at 31st March, 2015, principal loan amount of ₹ 515.00 Million was repayable as bullet payment at the end of one year from the initial drawdown date. Interest was payable monthly @ 10.5% per annum. It has been prepaid in full during the financial year 2015-16.

Note - 10: Restated Consolidated Summary Statement of Trade Payable

10.1 Due to Micro and Small Enterprises

(₹in Million)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
a) The principal amount and interest due thereon remaining unpaid to any supplier	-	-	-	-	-
b) The amount of interest paid by the buyer in terms of section 16 of the Micro, Small Enterprises Development Act, 2006, along with the amount of payment made to the supplier beyond the appointed day.	-	-	-	-	-
c) The amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	-	-	-	-	-
d) The amount of interest accrued and remaining unpaid	-	-	-	-	-
e) The amount of further interest remaining due and payable even in the succeeding year until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006	-	-	-	-	-
Total	**-**	**-**	**-**	**-**	**-**

10.2 Due to Others

(₹in Million)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
For services	0.07	4.16	10.24	17.34	4.14
Total	**0.07**	**4.16**	**10.24**	**17.34**	**4.14**

Notes:

10.3 The Company has not received any memorandum (as required to be filed by suppliers with the notified authority under the Micro, Small and Medium Enterprise Development Act, 2006) claiming their status as micro, small or medium enterprise. Consequently the amount paid / payable to these parties as at 31st March, 2017: ₹Nil (As at 31st March, 2016: ₹Nil, as at 31st March, 2015: ₹Nil, as at 31st March, 2014: ₹Nil and as at 31st March, 2013: ₹Nil).

Note - 11: Restated Consolidated Summary Statement of Other Current Liabilities

(₹in Million)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
Current maturities of Long term borrowings (Refer Note 6)					
Secured	4.15	-	-	-	-
Unsecured	-	-	-	14.00	-
Interest accrued but not due on borrowings	28.60	34.52	35.60	36.65	22.71
Interest accrued and due on borrowings	-	3.00	2.91	-	-
Advance from NHAI	-	22.03	-	-	-
Other Payables:					
Creditors for capital expenses	109.28	-	389.41	0.04	-
Retention money payable	13.54	10.44	5.61	-	-
Book Overdraft	6.23	0.19	-	302.69	17.74
Liability for expenses	3.93	8.59	4.08	5.88	2.23
Salary & other payroll dues	4.79	2.94	2.15	1.11	0.74
Advance from Customer	-	-	-	-	-
Statutory liability	16.48	20.62	29.50	40.42	8.41
Total	**187.00**	**102.33**	**469.26**	**400.79**	**51.83**

Note:

11.1 Amount due to Directors/Promoters/Group Companies/Relatives of Promoters/Relatives of Directors:

(₹in Million)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
Srei Infrastructure Finance Limited (Promoter w.e.f 16.02.2017) : Interest accrued but not due on borrowings	25.56	-	-	-	-
Managing director - Salary and other payroll dues	0.31	-	-	-	-

Note - 12: Restated Consolidated Summary Statement of Short Term Provision

(₹in Million)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
Provision for Employee Benefits					
-Gratuity	0.04	-	0.01	-	-
-Leave Encashment	0.38	0.12	0.08	0.03	0.15
-Sick Leave Availment	0.20	0.01	0.02	0.01	0.04
Total	**0.62**	**0.13**	**0.11**	**0.04**	**0.19**

Note – 13

13.1 Restated Consolidated Summary Statement of Property, Plant and Equipment

(₹in Million)

Particulars	Freehold Land	Computers	Plant & Machinery	Furniture & Fixtures	Office Equipment	Electrical Installations	Total
Gross Block:							
As at 31st March, 2012	-	**0.06**	-	-	-	-	**0.06**
Additions	-	0.03	-	-	-	-	0.03
As at 31st March, 2013	-	**0.09**	-	-	-	-	**0.09**
Additions	-	**0.10**	**0.00**	**0.18**	**0.17**	-	**0.46**
As at 31st March, 2014	-	**0.19**	**0.00**	**0.18**	**0.17**	-	**0.54**
Additions	-	0.12	-	0.29	0.17	-	0.59
As at 31st March, 2015	-	**0.31**	**0.00**	**0.47**	**0.34**	-	**1.13**
Additions	0.21	0.24	-	0.26	0.06	0.09	0.30
Disposals/Adjustments	-	-0.03	-	-	-	-	-0.03
As at 31st March, 2016	**0.21**	**0.52**	**0.00**	**0.73**	**0.41**	**0.09**	**1.97**
Additions	-	0.18	-	0.10	0.15	-	0.43
Adjustment on acquisition	1.12	0.17	-	0.41	0.18	-	1.88
Disposals/Adjustments	-	-	-	-	-	-	-
As at 31st March, 2017	**1.33**	**0.88**	**0.00**	**1.24**	**0.74**	**0.09**	**4.28**
Accumulated Depreciation:							
As at 31st March, 2012	-	**0.01**	-	-	-	-	**0.01**
Charge for the Year	-	0.01	-	-	-	-	0.01
As at 31st March, 2013	-	**0.02**	-	-	-	-	**0.02**
Charge for the Year	-	0.05	0.00	0.04	0.01	-	0.10
As at 31st March, 2014	-	**0.07**	**0.00**	**0.04**	**0.01**	-	**0.13**
Charge for the Year	-	0.09	-	0.08	0.08	-	0.25
As at 31st March, 2015	-	**0.16**	**0.00**	**0.12**	**0.09**	-	**0.38**
Charge for the Year	-	0.14	-	0.12	0.07	0.01	0.33
Disposals/Adjustments	-	-0.03	-	-	-	-	-0.03
As at 31st March, 2016	-	**0.27**	**0.00**	**0.24**	**0.16**	**0.01**	**0.68**
Charge for the Year	-	0.16	-	0.10	0.12	0.01	0.40
Adjustment on acquisition		0.16	-	0.16	0.11	-	0.43
Disposals/Adjustments	-	-	-	-	-	-	-
As at 31st March, 2017	-	**0.59**	**0.00**	**0.50**	**0.39**	**0.02**	**1.51**
Net Block:							
As at 31st March, 2013	-	**0.06**	-	-	-	-	**0.06**
As at 31st March, 2014	-	**0.12**	-	**0.14**	**0.16**	-	**0.42**
As at 31st March, 2015	-	**0.15**	-	**0.35**	**0.26**	-	**0.75**
As at 31st March, 2016	**0.21**	**0.25**	-	**0.49**	**0.25**	**0.08**	**1.28**
As at 31st March, 2017	**1.33**	**0.28**	-	**0.74**	**0.34**	**0.07**	**2.76**

13.2 Restated Consolidated Summary Statement of Intangible Assets

(₹in Million)

Particulars	Computer Software	Total
As at 31st March, 2012	-	-
Additions	-	-
As at 31st March, 2013	-	-
Additions	-	-
As at 31st March, 2014	-	-
Additions	0.06	0.06
As at 31st March, 2015	**0.06**	**0.06**
Additions	-	-
Disposals/Adjustments	-	-
As at 31st March, 2016	**0.06**	**0.06**
Additions	0.13	0.13
Adjustment on acquisition	0.05	0.05
Disposals/Adjustments	-	-
As at 31st March, 2017	**0.25**	**0.25**
As at 31st March, 2012	-	-
Additions	-	-
As at 31st March, 2013	-	-
Additions	-	-
As at 31st March, 2014	-	-
Charge for the Year	0.00	0.00
As at 31st March, 2015	**0.00**	**0.00**
Charge for the Year	0.01	0.01
Disposals/Adjustments	-	-
As at 31st March, 2016	**0.01**	**0.01**
Charge for the Year	0.02	**0.02**
Adjustment on acquisition	0.05	**0.05**
Disposals/Adjustments	-	**-**
As at 31st March, 2017	**0.08**	**0.08**
As at 31st March, 2013	-	-
As at 31st March, 2014	-	-
As at 31st March, 2015	**0.06**	**0.06**
As at 31st March, 2016	**0.05**	**0.05**
As at 31st March, 2017	**0.17**	**0.17**

Out of the total Depreciation and Amortisation Expense following amounts has been capitalised under "Intangible assets under development:

(₹in Million)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
Total Depreciation and Amortisation Expense	0.42	0.34	0.25	0.10	0.01
Less: capitalised under "Intangible assets under development	0.31	0.29	0.20	0.07	
Charged to Statement of Profit and Loss	**0.11**	**0.05**	**0.05**	**0.03**	**0.01**

13.3 Restated Consolidated Summary Statement of Intangible Assets under Development

(₹in Million)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
Capital Work In Progress	5,233.81	2,858.04	1,562.72	506.68	-
Expenditure During Construction Period					
Salary & Allowances	90.19	24.88	11.78	3.08	-
Finance Cost :					
Finance Charges	906.53	135.55	50.77	44.86	-
Interest on ICD	6.11	3.66	0.84	-	-
Depreciation	1.36	0.57	0.28	0.07	-
Other Expenses :					
Rent	6.06	1.23	0.37	0.07	-
Rates & Taxes	1.09	1.04	-	-	-

(₹in Million)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
Professional Fees	221.15	61.35	33.61	13.46	-
Travelling & Conveyance Expenses	7.85	2.21	1.23	0.73	-
Car Hire Charges	7.99	2.32	0.96	0.24	-
Vehicle Running & Maintenance Expenses	2.04	1.19	0.53	0.09	-
Office Maintenance Expenses	1.96	1.71	0.67	0.17	-
Repair & Maintenance Road	5.33	5.31	-	-	-
Communication expenses	1.02	0.20	0.10	0.02	-
Insurance costs	10.14	0.67	0.45	0.22	-
Statutory Audit Fees	-	-	-	-	-
Bank Charges	10.23	10.20	6.80	0.33	-
Printing & Stationery	0.30	0.20	0.12	0.03	-
Postage & Courier charges	0.02	0.02	0.02	-	-
Electricity Expenses	0.21	0.12	0.04	0.01	-
Miscellaneous Expenses	12.13	3.36	1.83	-	-
Sub total	**6,525.52**	**3,113.83**	**1,673.12**	**570.06**	-
Less: Interest Income	54.96	53.40	49.54	22.93	-
Other Income	40.24	30.35	19.13	-	-
Transferred to Claims under Other Non Current Assets (Refer Note No 17)	2,121.40				
Total	**4,308.92**	**3,030.08**	**1,604.45**	**547.13**	-

Note:

13.4 As at 31st March, 2017, Intangible Assets under Development is in respect of one subsidiary which has not commenced the business operations during the year hence all the expenses other than Capital Work in Progress, incurred in relation to project are transferred to Expenditure during Construction.

Note - 14: Restated Consolidated Summary Statement of Non-Current Investment

(₹in Million)

Particulars	Face Value In ₹	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
Long Term Investment (At cost) Trade, Fully Paid up						
I. In Equity Instruments (Unquoted)						
Investment in associates						
Orissa Steel Expressway Pvt. Ltd. (Associate between 9th July, 2012 to 11th November, 2016) - Refer Note 14.3 below	10	-	349.60	349.60	349.60	303.60
		-	(34,949,667)	(34,949,667)	(34,949,667)	(30,349,667)
Add: Share of Profit/(Loss)		-	(2.08)	(1.88)	(1.52)	(1.28)
Total		-	**347.52**	**347.72**	**348.08**	**302.32**
Kurukshetra Expressway Pvt. Ltd. (Associate w.e.f. 28th March, 2013) - Refer Note 14.3 below	10	736.72	611.64	611.64	611.64	464.10
		(51,086,910)	(30,581,950)	(30,581,950)	(30,581,950)	(23,205,000)
Add: Share of Profit/(Loss)		(691.04)	(473.44)	(284.74)	(94.47)	-
Total		**45.68**	**138.20**	**326.90**	**517.17**	**464.10**
Ghaziabad Aligarh Expressway Pvt. Ltd. (Associate w.e.f. 11th September, 2012) - Refer Note 14.3 below	10	1,921.54	1,888.46	1,743.87	1,096.37	533.50
		(75,660,000)	(75,655,000)	(75,655,000)	(53,350,000)	(53,350,000)
Add: Share of Profit/(Loss)		(365.18)	(228.07)	(3.40)	(2.70)	(2.33)
Total		**1,556.36**	**1,660.39**	**1,740.47**	**1,093.67**	**531.17**
Shree Jagannath Expressways Pvt. Ltd. (Associate w.e.f. 28th March, 2013) - Refer Note 14.3 below	10	1,223.26	737.11	684.64	611.39	450.47

(₹in Million)

Particulars	Face Value In ₹	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
		(59,148,000)	(38,452,400)	(38,452,400)	(38,452,400)	(38,452,400)
Add: Share of Profit/(Loss)		31.33	24.14	13.75	2.51	1.13
Total		**1,254.59**	**761.25**	**698.39**	**613.90**	**451.60**
Potin Pangin Highways Pvt. Ltd. (Associate w.e.f. 2nd December, 2013 till 11th November, 2016) - Refer Note 14.3 below	10	-	0.20	0.20	0.20	-
		-	(20,000)	(20,000)	(20,000)	-
Add: Share of Profit/(Loss)		-	(0.06)	(0.02)	-	-
Total		**-**	**0.14**	**0.18**	**0.20**	**-**
Guruvayoor Infrastructure Pvt. Ltd. (Associate w.e.f. 30th March, 2015)- Refer Note 14.3 below	10	1,054.15	679.05	679.05	-	-
		(82,780,000)	(45,270,000)	(45,270,000)	-	-
Add: Share of Profit/(Loss)		(16.88)	(24.08)	(0.27)	-	-
Total		**1,037.27**	**654.97**	**678.78**	**-**	**-**
Mahakaleshwar Tollways Pvt Ltd. (Associate w.e.f 28th October, 2016) - Refer Note 14.3 below	10	149.99	-	-	-	-
		(49,995,000)	-	-	-	-
Add: Share of Profit/(Loss)		(30.78)	-	-	-	-
Total		**119.20**	**-**	**-**	**-**	**-**
Sub Total (I)		**4,013.11**	**3,562.47**	**3,792.44**	**2,573.02**	**1,749.19**
II. In Unsecured Optionally Convertible Debentures (Unquoted)						
Investment in associate - Refer Note: 14.2						
Potin Pangin Highways Pvt. Ltd.	10	-	19.86	19.86	19.86	-
		-	(1,985,500)	(1,985,500)	(1,985,500)	-
Kurukshetra Expressway Pvt. Ltd.	10	51.84	-	-	-	-
		(5,184,200)	-	-	-	-
In Others						
Mahakaleshwar Tollways Pvt. Ltd.	10	-	27.18	-	266.58	241.99
		-	(2,718,100)	-	(26,658,500)	(24,198,500)
Guruvayoor Infrastructure Pvt. Ltd.	10	-	-	-	881.02	873.72
		-	-	-	(88,102,100)	(87,372,100)
Solapur Tollways Pvt. Ltd.	10	-	-	-	-	340.00
		-	-	-	-	(34,000,000)
Sub Total (II)		**51.84**	**47.04**	**19.86**	**1,167.46**	**1,455.71**
III. In Warrant (Unquoted)						
In Associates						
Ghaziabad Aligarh Expressway Pvt. Ltd.	10	481.89	-	-	-	-
		(48,188,780)	-	-	-	-
Sub Total (III)		**481.89**	**-**	**-**	**-**	**-**
Aggregate amount of Unquoted Investments (I+II+III)		**4,546.85**	**3,609.51**	**3,812.30**	**3,740.48**	**3,204.90**

Notes:

14.1 The Figure mentioned in bracket represent absolute number of shares except those described as "Share of Profit/(Loss)".

14.2 The Unsecured Optionally Convertible Participating Interest bearing Debentures does not carry any fixed rate of interest. Rate of interest, subject to maximum of 16% cumulative interest, shall be decided every year at the end of the Financial Year based on the residual cash flows after servicing Senior Lenders of the Issuer.

14.3 The investment in equity shares of Associates includes Goodwill (Net of Capital reserve) on Consolidation as below:

(₹in Million)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
Orissa Steel Expressway Pvt. Ltd.	-	2.21	2.21	2.37	2.16
Kurukshetra Expressway Pvt. Ltd.	171.65	38.95	38.95	38.95	29.94
Ghaziabad Aligarh Expressway Pvt. Ltd.	(13.06)	(13.00)	(13.00)	2.10	2.10
Shree Jagannath Expressways Pvt. Ltd.	(96.48)	(67.16)	(67.16)	(67.16)	(67.16)
Potin Pangin Highways Pvt. Ltd.	-	0.01	0.01	0.01	-
Guruvayoor Infrastructure Pvt Ltd.	540.96	367.66	367.66	-	-
Mahakaleshwar Tollways Pvt Ltd.	393.09	-	-	-	-
Total	**996.16**	**328.67**	**328.67**	**(23.72)**	**(32.96)**

The carrying amount of investment in equity shares of the associates shown above includes our proportionate share in NHAI Grant (Equity Support) for an amount shown below:

(₹in Million)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
Ghaziabad Aligarh Expressway Pvt. Ltd.	886.13	853.10	708.50	562.87	-
Shree Jagannath Expressways Pvt. Ltd.	394.81	352.59	300.12	226.86	65.95
Equity Grant received	1,280.94	1,205.68	1,008.62	789.73	65.95

14.4 Orissa Steel Expressway Pvt. Ltd. ceases to be associate and became subsidiary w.e.f. 12th November, 2016.

14.5 The Company has pledged following investments in equity shares of various associates, in favour of lenders for term loan facilities availed by respective associates:

(Absolute No. of Shares)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
Orissa Steel Expressway Pvt. Ltd.	-	17,125,238	17,125,238	-	-
Kurukshetra Expressway Pvt. Ltd.	16,911,420	16,911,420	30,581,950	8,621,550	2,499,000
Ghaziabad Aligarh Expressway Pvt. Ltd.	38,586,600	38,586,600	38,586,600	23,745,600	22,261,500
Shree Jagannath Expressways Pvt. Ltd.	30,165,480	30,165,480	9,765,480	9,765,480	9,765,480
Potin Pangin Highways Pvt. Ltd.	-	5,355	5,355	5,355	-
Guruvayoor Infrastructure Pvt Ltd.	42,218,106	42,218,106	42,218,106	-	-
Mahakaleshwar Tollways Pvt. Ltd.	25,497,450	-	-	-	-

Total value of above shares pledged by the Company aggregates to ₹ 1808.56 Million as at 31st March, 2017 (As at 31st March, 2016: ₹ 1972.58 Million, As at 31st March, 2015: ₹ 2041.99 Million, As at 31st March, 2014: ₹ 507.60 Million, As at 31st March, 2013 ₹ 370.25 Million) in favour of Security Trustees for loan taken by respective Subsidiary and Associate Companies.

14.6 As at 31st March, 2015, Investment in Equity shares of Ghaziabad Aligarh Expressway Pvt. Ltd. and Guruvayoor Infrastructure Pvt Ltd. includes 22,305,000 Equity Shares and 45,270,000 Equity Shares respectively, which were in the process of transfer in the name of Company.

14.7 As at 31st March, 2017, Investment in Equity shares of Kurukshetra Expressway Pvt. Ltd. includes 13,670,530 Equity Shares, which are in the process of transfer in the name of Company.

Note - 15: Restated Consolidated Summary Statement of Deferred Tax (Net)

(₹in Million)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
Components of Deferred Tax Liability:					
Depreciation	0.05	0.01	0.01	0.01	0.02

(₹ in Million)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
Less : Deferred Tax Assets recognised to the extent of liability (Refer note 29)	(0.05)	(0.01)	(0.01)	(0.01)	(0.02)
Total	-	-	-	-	-

Note - 16: Restated Consolidated Summary Statement of Long Term Advance

(₹ in Million)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
(Unsecured, considered good)					
Capital Advance	472.86	617.32	699.86	192.24	-
Security Deposit	1.67	0.29	0.33	0.10	-
Advance against Warrant/OCPID to related parties	-	661.19	-	-	-
Advance to related party	229.50	-	-	-	-
Other Advances :					
Debenture Application Money	-	-	-	55.00	-
Share Application Money	-	-	-	-	4.90
Advance Income Tax including Tax deducted at Source (Refer Annexure V note 6)	38.11	31.27	19.96	11.48	0.24
WCT Receivable	5.39	4.26	2.17	-	-
Total	**747.53**	**1,314.33**	**722.32**	**258.82**	**5.14**

Notes:

16.1 Amount due from Directors/Promoters/Group Companies/Relatives of Promoters/Relatives of Directors:

(₹ in Million)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
Advance against Warrant/OCPID					
Kurukshetra Expressway Pvt. Ltd.	-	138.49	-	-	-
Shree Jagannath Expressway Pvt. Ltd.	-	522.70	-	-	-
Advance to related parties					
Kurukshetra Expressway Pvt. Ltd.	101.33	-	-	-	-
Mahakaleshwar Tollways Pvt. Ltd.	70.07	-	-	-	-
Ghaziabad Aligarh Expressway Pvt. Ltd	58.10	-	-	-	-
Debenture Application Money					
Kurukshetra Expressway Pvt. Ltd.	-	-	-	55.00	-
Share Application Money to related parties					
Solapur Tollways Pvt Ltd.	-	-	-	-	4.90

16.2 For details of transactions with related parties, refer Note: 28.

Note - 17: Restated Consolidated Summary Statement of Other Non Current Asset

(₹ in Million)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
(Unsecured, considered good)					
Claims (Transferred from Intangible Assets under Development) *	2,121.40				
Total	**2,121.40**	**-**	**-**	**-**	**-**

Notes:

17.1 *Orissa Steel Expressway Pvt. Ltd., a subsidiary of the Company, has been awarded the work to promote, develop, finance, establish, design, construct, equip, operate, maintain, modify and upgrade the two/ four laning of Rimuli - Roxy - Rajamunda Section of NH 215 from Km 163.000 to Km 259.453 under NHDP- III in the State of Orissa on Design, Build, Finance, Operate and Transfer (DBFOT) basis and to charge and collect toll fees and to retain and appropriate receivables as per the concession agreement dated July 6, 2010 from the NHAI.

Due to Land unavailability and Forest issues, NHAI has agreed to Foreclosure of the Concession Agreement / Contract. Based on same, a joint inspection of the Project site was carried on with Independent Engineer appointed by NHAI and NHAI representatives. Thereafter the project has been handed over to NHAI on 02-03-2017 on 'as is where is' basis which has been acknowledged by NHAI vide their letter dated 03-03-2017.

The subsidiary company is in the process of filing Claims through the process of ISAC (Independent Settlement Advisory Committee) cum Settlement mechanism and / or arbitration. The subsidiary company management expects that it will recover compensation from NHAI. Financial Statements of the subsidiary company has been prepared on Going Concern, till final settlement of claim with NHAI. Further as the project has been handed over to NHAI, expenditure incurred on the Project which were classified as Intangible Assets under Development have been transferred to Claims disclosed under Other Non Current Assets.

17.2 The above statement should be read with Statement of Significant Accounting Policies and Notes to the Accounts appearing in Annexure - IV, Summary Statement of Adjustments to the Consolidated Financial Statements appearing in Annexure - V, Restated Consolidated Summary Statement of Accounting Ratios in Annexure - VI, Restated Consolidated Summary Statement of Capitalisation in Annexure - VII, Restated Consolidated Summary Statement of Dividend Paid in Annexure - VIII.

17.3 The figures disclosed above are based on the restated Consolidated summary statement of assets and liabilities of the Company.

17.4 For details of transactions with related parties, refer Note: 28.

Note - 18: Restated Consolidated Summary Statement of Trade Receivable

(₹in Million)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
(Unsecured, considered good)					
Debt outstanding for a period exceeding six months from the due date	-	11.20	4.78	2.49	-
Other Debts	47.70	11.88	14.80	23.86	4.47
Total	**47.70**	**23.08**	**19.58**	**26.35**	**4.47**

Notes:

18.1 Amount due from Directors/Promoters/Group Companies/Relatives of Promoters/Relatives of Directors:

(₹in Million)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
Guruvayoor Infrastructure Pvt Ltd.	-	2.45	2.45	-	-
Orissa Steel Expressway Pvt. Ltd.	-	10.47	10.47	20.22	-

18.2 For details of transactions with related parties, refer Note: 28.

Note - 19: Restated Consolidated Summary Statement of Cash and Bank Balance

(₹in Million)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
Cash and Cash Equivalents₹					
Balances with scheduled banks					
- In Current Accounts	88.50	79.07	42.71	285.73	-
- In Fixed Deposit with original maturity upto 3 months	110.00	-	-	-	37.00
Investment in Liquid Mutual Fund	80.96	101.58	0.16	-	-
Cash on Hand	0.07	0.06	0.06	-	-
Other Balances with Banks					
Fixed Deposits with Banks (having balance maturity 3 months or less)	-	-	45.36	235.42	-
(held as security deposit with Bank against issue of bank guarantee)					
Total	**279.53**	**180.71**	**88.29**	**521.15**	**37.00**

Note - 20: Restated Consolidated Summary Statement of Short Term Advances

(₹in Million)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
(Unsecured, considered good)					
ICD given to related parties	-	108.41	-	-	-
DSRA Advance	142.66				
Other Advances:					
Prepaid expenses	0.18	0.14	-	0.06	-
Advance for expenses	-	-	-	0.03	-
Advances to staff	0.17	-	0.02	0.02	0.02
Service Tax	1.81	-	-	-	0.34
Advance to vendor and others	36.35	6.98	0.31	0.03	1.00
Total	**181.17**	**115.53**	**0.33**	**0.14**	**1.36**

Note:

20.1 Amount due from Directors/Promoters/Group Companies/Subsidiaries/Relatives of Promoters/Relatives of Directors:

(₹in Million)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
ICD given to related parties					
Orissa Steel Expressway Pvt. Ltd.	-	2.00	-	-	-
Ghaziabad Aligarh Expressway Pvt. Ltd.	-	106.41	-	-	-
DSRA Advance					
Srei Infrastructure Finance Limited (Promoter w.e.f 16.02.2017)	142.66	-	-	-	-

20.2 For details of transactions with related parties, refer Note: 28.

Note - 21: Restated Consolidated Summary Statement of Other Current Assets

(₹in Million)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
(Unsecured, considered good)					
Interest accrued and due on loans	-	24.54	25.64	42.93	24.57
Income accrued but not due on loans	-	-	-	5.57	-
Interest accrued but not due on loans to related parties	66.95	51.36	-	-	-
Interest accrued on fixed deposit	0.01	-	-	-	-
Other receivables	2.02	2.32	0.66	0.29	-
Others	-	-	0.03	0.93	-
Total	**68.98**	**78.22**	**26.33**	**49.72**	**24.57**

Notes:

21.1 Amount due from Directors/Promoters/Group Companies/Relatives of Promoters/Relatives of Directors:

(₹in Million)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
Interest accrued but not due on loans					
Orissa Steel Expressway Pvt. Ltd.	-	0.11	-	-	-
Ghaziabad Aligarh Expressway Pvt. Ltd.	-	2.30	-	-	-
Shree Jagannath Expressways Pvt. Ltd.	-	48.95	-	-	-
Interest accrued and due on loans					
Mahakaleshwar Tollways Pvt. Ltd.	24.54	-	-	-	-
Shree Jagannath Expressways Pvt. Ltd.	42.41	-	-	-	-

21.2 For details of transactions with related parties, refer Note: 28.

Note - 22: Restated Consolidated Summary Statement of Revenue from Operations

(₹in Million)

Particulars	Year ended 31st March, 2017	Year ended 31st March, 2016	Year ended 31st March, 2015	Year ended 31st March, 2014	Year ended 31st March, 2013
Sale of services:					
Toll operations and maintenance	-	-	61.23	67.37	5.80
Consultancy Fees	102.51	7.50	23.10	26.79	-
Retainership Fee	-	-	-	2.00	1.00
Total	**102.51**	**7.50**	**84.33**	**96.16**	**6.80**

Notes:

22.1 Revenue from Directors/Promoters/Group Companies/Relatives of Promoters/Relatives of Directors:

(₹in Million)

Particulars	Year ended 31st March, 2017	Year ended 31st March, 2016	Year ended 31st March, 2015	Year ended 31st March, 2014	Year ended 31st March, 2013
Sale of Services (Including Toll operations and maintenance, Project Management consultancy, Retainership fees)	45.51	-	20.00	26.79	-

22.2 For details of transactions with related parties, refer Note: 28.

Note - 23: Restated Consolidated Summary Statement of Other Income

(₹in Million)

Particulars	Nature Recurring/Non -Recurring	Year ended 31st March, 2017	Year ended 31st March, 2016	Year ended 31st March, 2015	Year ended 31st March, 2014	Year ended 31st March, 2013
Interest on Loans*	Non- Recurring	62.19	76.36	-	-	23.63
Less: Adjusted with corresponding Interest Expenses		43.56	41.34	-	-	-
	Sub-total	**18.63**	**35.02**	**-**	**-**	**23.63**
Interest on Fixed Deposit with Bank*	Non- Recurring	0.02	-	-	0.20	0.16
Penal Charges Recovery*	Non- Recurring	-	-	-	0.04	-
Profit on sale of Investment Long Term (Trade)*	Non- Recurring	27.33	-	330.55	-	-
Interest on Income Tax refund**	Non- Recurring	0.75	-	-	-	-
Liability no longer required written back**	Non- Recurring	0.04	-	-	-	-
Total		**46.77**	**35.02**	**330.55**	**0.24**	**23.79**

* Related to business activity.

** Not related to business activity.

Notes:

23.1 For details of transactions with related parties, refer Note: 28.

23.2 The classification of other income as recurring/non - recurring, related/not-related to business activity is based on the current operations and business activity of the Company as determined by the management.

23.3 Details of Disclosure of source of Interest on Loans is shown in table below:

(₹in Million)

Particulars	Year ended 31st March, 2017	Year ended 31st March, 2016	Year ended 31st March, 2015	Year ended 31st March, 2014	Year ended 31st March, 2013
Orissa Steel Expressway Pvt. Ltd.	(5.20)	19.67	-	-	-
Ghaziabad Aligarh Expressway Pvt. Ltd.	9.23	2.31	-	-	-
Shree Jagannath Expressways Pvt. Ltd.	14.60	13.04	-	-	-
Mahakaleshwar Tollways Pvt. Ltd.	-	-	-	-	23.63
Total	**18.63**	**35.02**	**-**	**-**	**23.63**

23.4 Disclosure of source of Profit on sale of Investment Long Term (Trade) is shown in table below:

(₹in Million)

Particulars	Year ended 31st March, 2017	Year ended 31st March, 2016	Year ended 31st March, 2015	Year ended 31st March, 2014	Year ended 31st March, 2013
Srei Infrastructure Finance Ltd.	17.18		330.55		
Srei Venture Capital Trust A/c-Infrastructure Project Development Capital	10.15		-		
Total	**27.33**	**-**	**330.55**	**-**	**-**

Note - 24: Restated Consolidated Summary Statement of Operational Expenses

(₹in Million)

Particulars	Year ended 31st March, 2017	Year ended 31st March, 2016	Year ended 31st March, 2015	Year ended 31st March, 2014	Year ended 31st March, 2013
Toll Operating Expenses	-	-	50.02	55.52	5.23
Total	**-**	**-**	**50.02**	**55.52**	**5.23**

Notes:

24.1 For details of transactions with related parties, refer Note: 28.

Note - 25: Restated Consolidated Summary Statement of Employee Benefits Expense

(₹in Million)

Particulars	Year ended 31st March, 2017	Year ended 31st March, 2016	Year ended 31st March, 2015	Year ended 31st March, 2014	Year ended 31st March, 2013
Salaries & Allowances	46.04	27.79	27.65	28.65	15.78
Contribution to Provident and Other Funds	1.63	1.19	1.25	1.17	0.56
Staff Welfare Expenses	0.19	0.10	0.13	0.05	0.01
Total	**47.86**	**29.08**	**29.03**	**29.87**	**16.35**

Notes:

25.1 Employee Benefit Expenses to Directors/Promoters/Group Companies/Subsidiaries/Relatives of Promoters/Relatives of Directors:

(₹in Million)

Particulars		Year ended 31st March, 2017	Year ended 31st March, 2016	Year ended 31st March, 2015	Year ended 31st March, 2014	Year ended 31st March, 2013
Salaries & Allowances		5.51	-	-	-	-

25.2 For details of transactions with related parties, refer Note: 28.

Note - 26: Restated Consolidated Summary Statement of Other Expenses

(₹in Million)

	Year ended 31st March, 2017	Year ended 31st March, 2016	Year ended 31st March, 2015	Year ended 31st March, 2014	Year ended 31st March, 2013
Legal & Professional Fees	8.04	1.66	7.90	6.81	3.64
Travelling and Conveyance	8.08	3.48	4.51	3.29	2.24
Rent, Rates & Taxes	10.54	0.19	0.51	0.53	0.08
Repairs & Maintenance- Others	0.68	0.45	0.44	0.17	-
Postage, Telegram & Telephone	0.21	0.12	0.14	0.11	0.10
Demat charges	-	0.27	-	-	-
Sales Promotion	0.24	0.09	0.03	0.04	0.03
Tender fees	-	-	-	-	0.12
Insurance Premium	0.34	0.03	0.01	-	-
Bad Debts	1.25	-	-	-	-
Business Development Expenses	-	0.35	0.06	-	-
Payment to Auditor:					
-For Audit	0.66	0.32	0.18	0.16	0.10
-Other Services	0.62	0.08	0.09	0.06	0.02

(₹in Million)

	Year ended 31st March, 2017	Year ended 31st March, 2016	Year ended 31st March, 2015	Year ended 31st March, 2014	Year ended 31st March, 2013
Director's Sitting Fees	1.11	0.11	-	-	-
Printing & Stationery	0.09	0.07	0.08	0.02	0.01
General Expenses	1.50	0.30	0.30	0.12	0.02
Total	**33.36**	**7.52**	**14.25**	**11.31**	**6.36**

Note:
26.1 For details of transactions with related parties, refer Note: 28.

Note - 27: Restated Consolidated Summary Statement of Finance Cost

(₹in Million)

Particulars	Year ended 31st March, 2017	Year ended 31st March, 2016	Year ended 31st March, 2015	Year ended 31st March, 2014	Year ended 31st March, 2013
Interest expenses on borrowings	726.03	591.87	412.10	549.10	164.30
Other borrowing costs	-	-	-	9.34	4.63
Sub Total	**726.03**	**591.87**	**412.10**	**558.44**	**168.93**
Less: Capitalised to Intangible assets under development	290.68	87.60	6.75	44.86	-
Total	**435.35**	**504.27**	**405.35**	**513.58**	**168.93**

Note – 28: Restated Consolidated Summary Statement of Related Parties

(I) Related Parties:

Particulars	2016-17	2015-16	2014-15	2013-14	2012-13
Investor having control	Infrastructure Project Development Capital (ceases control & have significant influence w.e.f. 12th November, 2016)	Infrastructure Project Development Capital (w.e.f. 28th March, 2013)	Infrastructure Project Development Capital (w.e.f. 28th March, 2013)	Infrastructure Project Development Capital (w.e.f. 28th March, 2013)	Infrastructure Project Development Capital (w.e.f. 28th March, 2013)
	-	-	-	-	Infrastructure Project Development Fund (control upto 27th March, 2013)
Investor having Significant influence	Infrastructure Project Development Capital (significant influence w.e.f. 12th November, 2016)	-	-	-	-
	Infrastructure Project Development Fund (significant influence between 28th October, 2016 to 11th November, 2016)	-	-	-	-
Subsidiaries	Orissa Steel Expressway Pvt. Ltd. (Subsidiary w.e.f 12th November, 2016)	-	-	-	-
	Solapur Tollways Pvt. Ltd. (w.e.f. 3rd August, 2013)	Solapur Tollways Pvt. Ltd. (w.e.f. 3rd August, 2013)	Solapur Tollways Pvt. Ltd. (w.e.f. 3rd August, 2013)	Solapur Tollways Pvt. Ltd. (w.e.f. 3rd August, 2013)	-
	Orissa Steel Expressway Pvt. Ltd. (cease to be associate	Orissa Steel Expressway Pvt.	Orissa Steel Expressway Pvt.	Orissa Steel Expressway Pvt.	Orissa Steel Expressway Pvt.

Particulars	2016-17	2015-16	2014-15	2013-14	2012-13
	and became subsidiary w.e.f. 12th November, 2016)	Ltd.(w.e.f. 9th July, 2012)	Ltd.(w.e.f. 9th July, 2012)	Ltd.(w.e.f. 9th July, 2012)	Ltd.(w.e.f. 9th July, 2012)
Associates	Kurukshetra Expressway Pvt. Ltd. (w.e.f. 28th March, 2013)	Kurukshetra Expressway Pvt. Ltd. (w.e.f. 28th March, 2013)	Kurukshetra Expressway Pvt. Ltd. (w.e.f. 28th March, 2013)	Kurukshetra Expressway Pvt. Ltd. (w.e.f. 28th March, 2013)	Kurukshetra Expressway Pvt. Ltd. (w.e.f. 28th March, 2013)
	Ghaziabad Aligarh Expressway Pvt. Ltd. (w.e.f. 11th September, 2012)	Ghaziabad Aligarh Expressway Pvt. Ltd. (w.e.f. 11th September, 2012)	Ghaziabad Aligarh Expressway Pvt. Ltd. (w.e.f. 11th September, 2012)	Ghaziabad Aligarh Expressway Pvt. Ltd. (w.e.f. 11th September, 2012)	Ghaziabad Aligarh Expressway Pvt. Ltd. (w.e.f. 11th September, 2012)
	Shree Jagannath Expressways Pvt. Ltd. (w.e.f. 28th March, 2013)	Shree Jagannath Expressways Pvt. Ltd. (w.e.f. 28th March, 2013)	Shree Jagannath Expressways Pvt. Ltd. (w.e.f. 28th March, 2013)	Shree Jagannath Expressways Pvt. Ltd. (w.e.f. 28th March, 2013)	Shree Jagannath Expressways Pvt. Ltd. (w.e.f. 28th March, 2013)
	Potin - Pangin Highway Pvt. Ltd. (cease to be associate w.e.f. 12th November, 2016)	Potin - Pangin Highway Pvt. Ltd. (w.e.f. 2nd December, 2013)	Potin - Pangin Highway Pvt. Ltd. (w.e.f. 2nd December, 2013)	Potin - Pangin Highway Pvt. Ltd. (w.e.f. 2nd December, 2013)	-
Associates	Mahakaleshwar Tollways Pvt. Ltd. (associate w.e.f. 28th October, 2016)	-	-	-	-
	Guruvayoor Infrastructure Pvt. Ltd. (w.e.f. 30th March, 2015)	Guruvayoor Infrastructure Pvt. Ltd. (w.e.f. 30th March, 2015)	Guruvayoor Infrastructure Pvt. Ltd. (w.e.f. 30th March, 2015)	-	-
	-	-	-	Kamal Verma (Chief Executive Officer upto 30th November, 2013)	Kamal Verma (Chief Executive Officer w.e.f 1st July, 2012)
	Bajrang Kumar Choudhary (Managing Director w.e.f 1st November 2016)	-	-	-	-
	Asim Tewari (Chief Technical Officer upto 31st October, 2016 & Chief Operating Officer w.e.f. 1st November, 2016)	Asim Tewari (Chief Executive Officer & Manager upto 30th June, 2015 & Chief Technical Officer w.e.f. 1st July, 2015)	Asim Tewari (Chief Executive Officer & Manager upto 30th June, 2015)	Asim Tewari (Chief Executive Officer w.e.f. 12th August, 2013)	-
Key Management Personnel (KMP)	Anurag Kuba (Chief Executive Officer w.e.f. 29th June, 2015 and Upto 16th June, 2016)	Anurag Kuba (Chief Executive Officer w.e.f. 29th June, 2015 and Upto 16th June, 2016)	-	-	-
	Alok Nagpal (Chief Financial Officer upto 7th July, 2015)	Alok Nagpal (Chief Financial Officer upto 7th July, 2015)	Alok Nagpal (Chief Financial Officer upto 7th July, 2015)	Alok Nagpal (Chief Financial Officer w.e.f 14th August 2013)	-
	Sanjay Banka (Chief Financial Officer & Company Secretary	Sanjay Banka (Chief Financial Officer &	-	-	-

Particulars	2016-17	2015-16	2014-15	2013-14	2012-13
	w.e.f 17th December, 2015)	Company Secretary w.e.f 17th December, 2015)			
	-	Samita Lahiri (Company Secretary upto 31st August, 2015)	Samita Lahiri (Company Secretary w.e.f 30th March, 2013)	Samita Lahiri (Company Secretary w.e.f 30th March, 2013)	Samita Lahiri (Company Secretary w.e.f 30th March, 2013)
Relatives of KMP	-	-	Roli Tewari (Wife of Asim Tewari)	Roli Tewari (Wife of Asim Tewari)	-
	-	-	Sonia Nagpal (Wife of Alok Nagpal)	Sonia Nagpal (Wife of Alok Nagpal)	-

No amount has been written back / written off in respect of due to / from related parties. The amounts due from related parties are good and hence no provision for doubtful debts in respect thereof is required.

(II) Summary of Transactions with Related Parties

(₹ in Million)

Name of the related party	Nature of Transaction & Outstanding Balances	2016-17	2015-16	2014-15	2013-14	2012-13
(A) Investor having Control:						
Infrastructure Project Development Fund	Purchase of Equity Shares of :					
	- Shree Jagannath Expressways Pvt. Ltd.	-	-	-	-	96.00
	- Kurukshetra Expressway Pvt. Ltd.	-	-	-	-	98.00
		-				
	Takeover of Loan of Mahakaleshwar Tollways Pvt. Ltd.	-	-	-	-	18.40
	Interest Income on Takeover of Loan of Mahakaleshwar Tollways Pvt. Ltd.	-	-	-	-	4.58
Infrastructure Project Development Capital	Equity Shares subscription received	-	-	-	-	99.50
	Share Application money received (pending allotment)	-	-	-	-	250.00
	Share Application money refunded	-	-	-	250.00	-
	Purchase of Equity Shares of :					
	- Shree Jagannath Expressways Pvt. Ltd.	-	-	-	-	97.04
	- Kurukshetra Expressway Pvt. Ltd.	-	-	-	-	28.00
	Takeover of Loan of:					
	- Mahakaleshwar Tollways Pvt. Ltd.	-	-	-	-	76.80
	- Guruvayoor Infrastructure Pvt. Ltd.	-	-	-	-	170.70
	Interest Income on Takeover of Loan of Mahakaleshwar Tollways Pvt. Ltd.	-	-	-	-	19.96
	Purchase of Equity Shares of:					
	- Ghaziabad Aligarh Expressway Pvt. Ltd.	-	-	501.86	-	-
(B) Investor having significant influence:						
Infrastructure Project Development Capital	**Transactions:**					
	Equity shares subscription received	110.00	-	-	-	-
	Sale of Investment in securities	30.20	-	-	-	-
	Purchase of securities	240.34	-	-	-	-
(C) Associates:						
Orissa Steel Expressway Pvt. Ltd.	**Transactions:**					
	Subscription to Equity Shares		-	-	46.00	104.00
	Inter Corporate Deposit given	83.75	562.00	-	-	-
	Inter Corporate Deposit refund received	(85.75)	(560.00)	-	-	-
	Interest Income on ICD given	4.89	19.67	-	-	-
	Income from Consultancy fee (excluding Service Tax)	43.01	-	20.00	20.00	-
	Balance due:					
	Inter Corporate Deposit Balance	-	2.00	-	-	-
	Cost of Investment pledged as collateral for loan taken from bank	-	171.30	171.30	-	-

(₹in Million)

Name of the related party	Nature of Transaction & Outstanding Balances	2016-17	2015-16	2014-15	2013-14	2012-13
	Interest Accrued but not due	-	0.11	-	-	-
	Trade Receivable (including service tax)	-	10.47	10.47	20.22	-

Name of the related party	Nature of Transaction & Outstanding Balances	2016-17	2015-16	2014-15	2013-14	2012-13
(C) Associates:						
Kurukshetra Expressway Pvt. Ltd.	**Transactions:**					
	Advance against Unsecured Optionally Convertible Debenture	136.17	138.49	-	-	-
	Optionally Convertible Debenture allotted against application money	274.66	-	-	-	-
	Advance given	101.33				
	Subscription to Equity Shares		-	-	147.54	-
	Debenture Application money paid		-	-	55.00	-
	Unsecured Optionally Convertible Debenture allotted against application money	-	-	55.00	-	-
	Balance due:					
	Advance given balance	101.33	-	-	-	-
	Debenture Application money	-	-	-	55.00	-
	Optionally Convertible Debenture	51.84	-	-	-	-
	Advance against Unsecured Optionally Convertible Debenture	-	138.49	-	-	-
	Cost of Investment pledged as collateral for loan taken from bank	243.88	338.23	611.64	172.43	49.98
Ghaziabad Aligarh Expressway Pvt. Ltd.	**Transactions :**					
	Subscription to Equity Shares	-	-	-	-	29.10
	Inter Corporate deposit given	278.60	106.41	-	-	-
	ICD including interest converted to Warrant	395.39	-	-	-	-
	Warrant allotted against advance	86.50	-	-	-	-
	Advance given	144.60				
	Unsecured Loan given	-	-	-	370.00	-
	Unsecured Loan refunded	-	-	-	370.00	-
	Interest Income on ICD given	9.23	2.30	-	-	-
	Balance due:					
	Warrants Subscribed	481.89				
	Advance given balance	58.10				
	Inter Corporate deposit	-	106.41	-	-	-
	Interest Accrued but not due	-	2.30	-	-	-
	Cost of Investment pledged as collateral for loan taken from bank	528.06	528.07	528.07	237.46	222.62
Potin - Pangin Highway Pvt. Ltd.	**Balance due:**					
	Unsecured Optionally Convertible Debenture	-	19.85	19.85	19.85	-
	Cost of Investment pledged as collateral for loan taken from bank	-	0.05	0.05	0.05	-
Shree Jagannath Expressways Pvt. Ltd.	**Transactions :**					
	Advance against Warrant/OCPID	-	522.70	-	-	-
	Refund of Advance against Warrant/OCPID	(522.70)				
	Interest income on the Advance against Warrant/OCPID	48.07	54.38	-	-	-
	Balance due:		-	-	-	-
	Advance against Warrant/OCPID	-	522.70	-	-	-
	Interest Accrued and due (net of TDS)	42.41				
	Interest Accrued but not due	-	48.95	-	-	-
	Cost of Investment pledged as collateral for loan taken from bank	422.50	301.65	97.65	97.65	97.65
Guruvayoor Infrastructure Pvt. Ltd.	**Balance due:**					
	Trade receivable	-	2.45	-	-	-
	Cost of Investment pledged as collateral for loan taken from bank	537.62	633.27	633.75	-	-
	Transactions :					
	Advance given	5.12	-	-	-	-

Name of the related party	Nature of Transaction & Outstanding Balances	2016-17	2015-16	2014-15	2013-14	2012-13
Mahakaleshwar Tollways Pvt. Ltd.	Advance refunded	(5.12)	-	-	-	-
	Income from Consultancy fee	2.50				
	Balance due:	-	-	-	-	-
	Advance given balance	70.06	-	-	-	-
	Interest Accrued and due	24.54	-	-	-	-
	Cost of Investment pledged as collateral for loan taken from bank	76.49	-	-	-	-
	Trade receivable	-	-	-	-	-
(D) Key Management Personnel:						
Kamal Verma (Chief Executive Officer upto 30th November, 2013)	Salary & Allowances	-	-	-	9.56	9.23
Bajrang Kumar Choudhary	Salary & Allowances	5.51	-	-	-	-
Asim Tewari	Salary & Allowances	6.53	6.57	6.52	4.15	-
Anurag Kuba	Salary & Allowances	3.28	10.62	-	-	-
Alok Nagpal	Salary & Allowances	-	2.19	7.27	5.79	-
Sanjay Banka	Salary & Allowances	6.00	2.58	-	-	-
Samita Lahiri	Salary & Allowances	-	0.56	1.73	1.67	0.01
(E) Relatives of KMP						
Roli Tewari	Car Hire Charges	-	-	0.30	0.38	-
Sonia Nagpal	Car Hire Charges	-	-	0.30	0.38	-

Note – 29: Restated Consolidated Summary Statement of Contingent Liabilities and commitments

29.1 Contingent liabilities

(₹in Million)

Particulars	Year Ended 31st March, 2017	Year Ended 31st March, 2016	Year Ended 31st March, 2015	Year Ended 31st March, 2014	Year Ended 31st March, 2013
- Income Tax (F.Y. 2012-13)	2.31	2.31	-	-	-
- Income Tax (F.Y. 2013-14)	0.38				
- Reimbursement to NHAI for IE remuneration prior to appointed date i.e 3rd June,2014.	3.15	3.15	5.95	-	-
- Claims against the Company not acknowledged as debt	10.48	4.37	5.88	-	-

The amounts shown above represent the best possible estimates arrived at on the basis of available information. The uncertainties and timing of the cash flows are dependent on the outcome of legal processes which have been invoked by the Company and therefore cannot be estimated accurately. The Company does not expect any reimbursement in respect of above contingent liabilities.

In the opinion of the management, no provision is considered necessary for the dispute mentioned above on the ground that there are fair chances of successful outcome of the appeal and the amount has been considered as contingent liability.

29.2 Commitments

(₹in Million)

Particulars	Year Ended 31st March, 2017	Year Ended 31st March, 2016	Year Ended 31st March, 2015	Year Ended 31st March, 2014	Year Ended 31st March, 2013
Estimated amount of contracts remaining to be executed on Capital Account(Net off Capital Advance)	4,071.65	13,691.04	15,234.47	17,603.90	6,640.85
Other Commitments					

(₹in Million)

Particulars	Year Ended 31st March, 2017	Year Ended 31st March, 2016	Year Ended 31st March, 2015	Year Ended 31st March, 2014	Year Ended 31st March, 2013
Concession Fee (Premium) payable as per the terms of the Concession Agreement, till the end of the concession period i.e. till 2039-40 (Net of amount paid / provided for)	-	1,701.56	1,740.37	-	-
Commitments for O&M Contracts till the period the agreement with them is executed (Net of amount paid or provided for)	-	2.91	-	-	-
Commitments for Toll Collection Contracts till the period the agreement with them is executed (Net of amount paid or provided for)	-	26.56	-	-	-

Note – 30: Restated Consolidated Summary Statement of Deferred Tax

The Deferred Tax Asset (net) of ₹ 524.41 Million (31st March, 2016: ₹416.47 Million, 31st March, 2015 : ₹255.19 Million,31st March, 2014 : ₹ 233.39 Million ,31st March, 2013 : ₹ 60.41 Million) arising out of timing difference is on account of the following:

(₹in Million)

Particulars	Year Ended 31st March, 2017	Year Ended 31st March, 2016	Year Ended 31st March, 2015	Year Ended 31st March, 2014	Year Ended 31st March, 2013
Components of Deferred Tax Asset/(Liability):					
Carry forward Losses	522.95	416.57	254.91	233.28	60.27
Unabsorbed depreciation	0.14	0.07	0.05	0.03	0.02
Provision for Gratuity	1.37	(0.15)	0.24	0.03	0.12
Amount disallowed u/s 40(a)(ia)	-	-	0.00	0.06	-
Preliminary Expenses	-	-	-	0.00	0.00
Depreciation	(0.05)	(0.02)	(0.01)	(0.02)	(0.01)
Deferred Tax Asset (Net)	**524.41**	**416.47**	**255.19**	**233.39**	**60.41**

Note: On the basis of prudence, deferred tax asset has been recognized in the books of Accounts to the extent of deferred tax liability.

Note – 31: Restated Consolidated Summary Statement of Segment Reporting

The Company is primarily engaged in a single business segment of own, build, develop, design, operate, transfer road and related services. All the activities of the Company revolve around the main business. As such there are no separate reportable segments as per Accounting Standard -17 "Segment Reporting" notified by the Central Government under the Companies (Accounting Standards) Rules, 2006.

Note – 32: Restated Consolidated Summary Statement of Earning Per Share

Sl. No.	Particulars	Year Ended 31st March, 2017	Year Ended 31st March, 2016	Year Ended 31st March, 2015	Year Ended 31st March, 2014	Year Ended 31st March, 2013
i	**Basic Earnings/ (Loss) Per Share**					
	Restated Net Profit/(Loss) after tax, available for equity shareholders (A) (₹ in Million)	(738.85)	(925.44)	(264.22)	(607.61)	(168.77)
	Number of Equity Shares	54,650,000	10,000,000	10,000,000	10,000,000	10,000,000
	Weighted average number of equity shares outstanding (B)	27,865,753	10,000,000	10,000,000	10,000,000	159,589
	Basic Earning /(Loss) Per Share (A/B) in ₹	(26.51)	(92.54)	(26.42)	(60.76)	(1,057.53)
ii	**Diluted Earnings/(Loss) Per Share**					
	Restated Net Profit /(Loss) after tax, available for equity shareholders (C) (₹ in Million)	(738.85)	(925.44)	(264.22)	(607.61)	(168.77)
	Number of Equity Shares	54,650,000	10,000,000	10,000,000	10,000,000	10,000,000
	Weighted average number of equity shares outstanding during the year	27,865,753	10,000,000	10,000,000	10,000,000	159,589

Sl. No.	Particulars	Year Ended 31st March, 2017	Year Ended 31st March, 2016	Year Ended 31st March, 2015	Year Ended 31st March, 2014	Year Ended 31st March, 2013
	Weighted average number of potential equity shares	-	-	-	-	-
	Weighted average number of equity shares diluted (D)	27,865,753	10,000,000	10,000,000	10,000,000	159,589
	Diluted Earning/(Loss) Per Share (C/D) in ₹	(26.51)	(92.54)	(26.42)	(60.76)	(1,057.53)

Earnings per share calculations are done in accordance with Accounting Standard 20 "Earnings Per Share".

Note – 33:

The Company has sold its entire shareholding in its associate Potin Pangin Highways Pvt. Ltd. on 12th, November, 2016, consequently it ceases to be an associate from the said date. Further the Company has acquired 11,584,933 equity shares of Orissa Steel Expressway Pvt. Ltd, consequently it ceases to be an associate and became subsidiary w.e.f. 12th November, 2016.

Note – 34: Restated Consolidated Summary Statement of Earnings / Expenses in Foreign Currency

(₹in Million)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
Earning/Expenses in Foreign Currency	-	-	-	-	-

Note – 35: Due to rounding off of absolute figures to million, some of the figures have become zero.

Annexure V

A. Notes on Material Adjustments

The summary of results of restatement made in the audited Consolidated Financial Statements for the respective years and its impact on the Profits/(Losses) of the Group is as follows:

(₹in Million)

Sr. No	Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
(a)	**Net Profit/(Loss) after tax as per audited financial statements**	(442.80)	(443.74)	(212.42)	(101.82)	0.47
(b)	**Adjustments to net profit/(Loss) as per audited financial statements:**					
	Finance Cost Capitalised to Investment now decapitalised - (Charge) (Note: 2)	(349.47)	(469.47)	(395.37)	(501.63)	(167.17)
	Other Expenses - (Charge) (Note: 3)	-	-	-	(0.11)	
	Share of Profit/(Loss) of Associate - (Charge)/Credit (Note: 4)	20.05	(12.23)	13.02	(4.05)	(2.48)
	Profit on sale of Long Term Trade Investment - (Charge)/Credit (Note: 5)	28.00	-	330.55	-	-
	Total adjustments	**(301.43)**	**(481.70)**	**(51.80)**	**(505.79)**	**(169.65)**
(c)	**Restated Profit/(Loss) (a+b)**	**(744.23)**	**(925.44)**	**(264.22)**	**(607.61)**	**(169.18)**
(d)	**Total current tax adjustments of earlier years (Note 6)**	5.38	-	-	-	0.41
(e)	**Restated Net Profit /(Loss) after tax (c+d)**	**(738.85)**	**(925.44)**	**(264.22)**	**(607.61)**	**(168.77)**

Note 1 Material Regrouping:
Appropriate adjustments have been made in the Restated Consolidated Summary Statements of Assets and Liabilities, Profits and Losses and Cash Flows, wherever required, by a reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows in order to bring them in line with the groupings as per the audited financials of the Company as at 31st March, 2017, prepared in accordance with Schedule III to the Companies Act, 2013 and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009 (as amended).

Note 2 Finance Cost Capitalised to Investment, now decapitalised:
Emphasis of matter paragraph included in Independent Auditors report to the Consolidated Financial Statement for the year ended 31st March, 2013, 31st March, 2014, 31st March, 2015, 31st March, 2016 and 31st March, 2017 in respect of capitalisation of borrowing cost on borrowed fund exclusively for investment as part of cost of investment, has now been decapitalised and charged to the Restated Consolidated Statement of Profit and Loss.

In respect of above restatement, adjustment made to investment and finance cost are as under:

(₹in Million)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
Finance cost charge/(credit)	349.47	469.47	395.37	501.63	167.17
Investment increase/(decrease)	(349.47)	(469.47)	(395.37)	(501.63)	(167.17)

Note 3 Other Expenses:

In the financial year 2013-14, a subsidiary of the Company has decapitalised the Administrative expenses from expenditure during construction period and charged to the statement of Profits and Losses.

Note 4 Share of Profit/(Loss) of Associate

The proportionate share of Profit/(Loss) for the associates have been considered for the following restatements:

(₹in Million)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
Sunk Cost (Refer "a" below)	-	(2.88)	(3.63)	(7.46)	(18.92)
Interest Expense (Refer "b" below)	182.58	(182.58)	-	-	-
Liabilities Written Back (Refer "c" below)	158.72	195.29	98.48	98.48	73.20

(₹in Million)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
Prior Period Items (Refer "d" below)	-	-	-	0.91	(6.17)
Short/(Excess) of Additional Concession Fees (Refer "e" below)	-	-	8.95	(8.95)	-
Provision for grant payable (Refer "f" below)	(56.76)	(69.13)	(64.85)	(57.72)	-
Dividend income & profit on disposal of units of mutual fund (Refer "g" below)	40.94	42.61	43.77	6.86	10.23
Change in Accounting Policies (Refer "h" below)	(20.29)	(20.05)	(616.29)	313.38	356.03

Notes:

a) During the last five financial years ending as on 31st March, 2017, certain associates have capitalized various sunk cost like audit fee, business development expenditure, expense incurred for increase in authorised share capital, penal interest, office rent/maintenance charges, festival celebration expense etc. Accordingly, for the purpose of the Restated Consolidated Summary Statements, the said items of sunk costs have been appropriately charged to the Profit and Loss of the respective years to which they relate. Consequently, the amount of share of loss of associates is revised as a result of restatement of profits/ (losses) of associates for the respective period after the acquisition date. The amount of share of loss of associates pertaining to period prior to the acquisition of associates is adjusted against the Goodwill/Capital reserve arising on the acquisition of the respective associate (wherever applicable).

b) In the books of one of the associate company, interest expense pertaining to financial year 2015-16 was booked in the year ending as on 31st March, 2017. For the purpose of restatements, such interest expense has been appropriately adjusted in the financial year to which they relate. Consequently, the amount of share of loss of associate is revised as a result of restatement of profits/ (losses) of associate for the respective period after the acquisition date. The amount of share of loss of associate pertaining to period prior to the acquisition of associate is adjusted against the Goodwill/Capital reserve arising on the acquisition of the associate (wherever applicable).

c) In order to align the accounting policy in preparation of consolidated financial statement, aggregate provision for major maintenance obligation made by two associate has been reversed during year ending as on 31st March, 2017. Consequently, for the purpose of Restated Consolidated Summary Statements, the proportionate share of the holding Company pertaining to pre-acquisition period has been adjusted against the goodwill/capital reserve of respective associate in the respective period and proportionate share pertaining to post-acquisition period, as a result of restatement of profits/ (losses) of associate for the respective period, has been included in the share of loss/profit from the associate in the respective period after the acquisition date. The amount of share of loss/profit of associates pertaining to period prior to the acquisition of such associates is adjusted against the goodwill/capital reserve arising on the acquisition of the respective associates (wherever applicable).

d) During the financial years 2012-13 and 2013-14, in the Standalone Financial Statements of one of the associates, certain transactions were shown as prior period items. Accordingly, for the purpose of the Restated Consolidated Summary Statements, the said transactions of income / expense have been appropriately adjusted in the respective year to which they relate. Consequently, the amount of share of loss of associate is revised as a result of restatement of profits/ (losses) of associate for the respective period after the acquisition date. The amount of share of loss of associate pertaining to period prior to the acquisition of associate is adjusted against the Goodwill/Capital reserve arising on the acquisition of the associate (wherever applicable).

e) In one of the associates, additional concessional fees pertaining to financial year 2013-14 was booked in the financial year 2014-15. Accordingly, for the purpose of the Restated Consolidated Summary Statements, the said transaction of expense has been appropriately adjusted in the respective year to which it relate. Consequently, the amount of share of loss of the associate is revised as a result of restatement of profits/ (losses) of associate for the respective period after the acquisition date. The amount of share of loss of associate pertaining to period prior to the acquisition of associate is adjusted against the Goodwill/Capital reserve arising on the acquisition of the associate (wherever applicable).

f) Emphasis of matter paragraph included in Independent Auditors report to the Financial Statement of one of the associates for the year ended 31st March, 2017 in respect of non-provisioning of negative grant (premium) payable to Madhya Pradesh Road Development Corporation for the financial year 2013-14, 2014-15, 2015-16 and 2016-17, have been recognised by restatement of profits/ (losses) of the associate for the respective financial years. Consequently, the amount of share of loss of associate is revised as a result of restatement of profits/ (losses) of the associate for the respective period after the acquisition date. The amount of share of loss of associates pertaining to period prior to the acquisition of associate is adjusted against the Goodwill/Capital reserve arising on the acquisition of the associate (wherever applicable).

g) During the financial years 2012-13, 2013-14, 2014-15, 2015-16 and 2016-17, one of the associates has credited income (including dividend and profit on disposal of units of mutual funds) to Capital works in progress (CWIP). Accordingly, for the purpose of the Restated Consolidated Summary Statements, the said items of income have been appropriately credited to the Statement of Profit and Loss and the corresponding adjustment was made to CWIP of the respective years to which they relate. Consequently, the amount of share of loss of associate is revised as a result of restatement of profits/ (losses) of the associate for the respective period after the acquisition date. The amount of loss/profit of associates pertaining to period prior to the acquisition of associate is adjusted against the Goodwill/Capital reserve arising on the acquisition of the associate (wherever applicable).

h) Restatement has been done with respect to change in amortisation in some of the associates on account of:

(i) Pursuant to change in accounting policy (on account of change in statute) in financial year 2014-15 for amortization of Toll Collection Rights (Intangible assets), the group has retrospectively revised the method of amortization from useful life to revenue based amortization. As a result, there was a reversal of depreciation in certain associates in their Standalone Audited Financial Statements in financial year 2014-15. For the purposes of Restatement Consolidated Summary Statements, such amortization have been appropriately adjusted in the Statement of Profit and Loss for the respective years to which the transaction pertains to. Consequently, the amount of share of loss of associate is revised as a result of restatement of profits/ (losses) of the associate for the respective period after the acquisition date. The amount of share of loss/profit of associates pertaining to period prior to the acquisition of such associates is adjusted against the goodwill/capital reserve arising on the acquisition of the respective associates (wherever applicable).

(ii) Pursuant to revision of amortisation: - In order to align the accounting policy in preparation of consolidated financial statement for the year ended 31st March, 2017, NHAI Grant (equity support) received by two associates have been considered as part of equity for accounting of investments in associates. Consequently, proportionate share in additional depreciation on intangible asset arising due to such alignment and proportionate share in pre-acquisition portion of NHAI Grant has been considered in computation of goodwill of the respective associate in respective year. Further, carrying amount of investment in these two associates has been increased to recognise holding Company's proportionate share arising from changes in the investee's equity on post acquisition receipt of NHAI Grant in the respective year.

Note 5 Profit on sale of Investment Long Term:

For the year ended 31st March, 2015 and 31st March, 2017, the Holding Company had sold certain investments at cost which was inclusive of interest capitalised. Since the whole amount of interest capitalized has now been decapitalised, the difference of the restated Cost with sale price has been credited to the Statement of Profit and Loss of the respective year/period as profit on sale of investment.

Note 6 Current tax adjustments:

In the audited accounts of BRNL for the year ended 31st March, 2014, 31st March, 2015 and 31st March, 2016 provision for income tax was made under the provision of MAT u/s 115JB of Income Tax Act, 1961. MAT credit u/s 115JAA of Income Tax Act, 1961 for equivalent amount was recognised in the books. Due to the adjustment as stated in point 2 above the book profits for these years have become negative, consequently the MAT liability and MAT credit have also become nil in restated standalone statement of profit and loss. More so, the normal provision for income tax for the year ended 31st March, 2013 and 31st March, 2017 have also become nil in the restated standalone statement of Profit and loss.

B. Non-adjusting items

Certain statements /comments included in audit opinion on the financial statements, which do not require any adjustments in restated summary financial information are reproduced below in respect of the financial statements presented:

I For the year ended 31st March, 2012:

Clause (X) of Companies (Auditor's Report) Order, Annexed to the Auditor's Report.

The accumulated losses of the Company have exceeded 50% of the networth as at the year end. The Company has incurred cash loss during the year covered by our audit and in the immediately preceding financial year.

II For the year ended 31st March, 2016:

Clause VII (b) of Companies (Auditor's Report) Order, Annexed to the Auditor's Report.

The disputed statutory dues aggregating to ₹ 2.31 Million that have not been deposited on account of matters pending before appropriate authorities are as under:

Name of Statute	Nature of dues	Periods to which Pertains	*(₹ In Million)*	Forum where the dispute is pending
Income Tax Act, 1961	Income Tax	2012-13	2.31	Commissioner of Income Tax (Appeals)

III For the year ended 31st March, 2017:

Emphasis of Matter in the Audited Restated Consolidated Summary Statement

Auditor of one subsidiary company has drawn Emphasis of Matters on the following in the Auditor's Report

Note 17 of the Annexure IV to the Audited Restated Consolidated summary statement for Foreclosed of Project on 2nd March, 2017 and that the process of determination and settlement of claims is under process.

Annexure VI

Restated Consolidated Summary Statement of Accounting Ratios

(₹in Million)

Sl No.	Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
i	**Basic earnings/ (Loss) Per Share**					
	Restated Net Profit/(Loss) after tax, available for equity shareholders (A) (₹ in Million)	(738.85)	(925.44)	(264.22)	(607.61)	(168.77)
	Number of Equity Shares	54,650,000	10,000,000	10,000,000	10,000,000	10,000,000
	Weighted average number of equity shares outstanding (B)	27,865,753	10,000,000	10,000,000	10,000,000	159,589
	Basic Earning/(Loss) Per Share (A/B) in ₹	(26.51)	(92.54)	(26.42)	(60.76)	(1,057.53)
	.					
	Diluted earnings/(Loss) Per Share					
	Restated Net Profit/(Loss) after tax, available for equity shareholders (C) (₹ in Million)	(738.85)	(925.44)	(264.22)	(607.61)	(168.77)
	Number of Equity Shares	54,650,000	10,000,000	10,000,000	10,000,000	10,000,000
	Weighted average number of equity shares outstanding	27,865,753	10,000,000	10,000,000	10,000,000	159,589
	Weighted average number of potential equity shares	-	-	-	-	-
	Weighted average number of equity shares diluted (D)	27,865,753	10,000,000	10,000,000	10,000,000	159,589
	Diluted Earning /(Loss) Per Share (C/D) in ₹	(26.51)	(92.54)	(26.42)	(60.76)	(1,057.53)
	.					
ii	**Return on Net Worth**					
	Restated Net Profit after tax (E)	(738.85)	(925.44)	(264.22)	(607.61)	(168.77)
	Net worth at the end of the year, as restated (F)	4,297.65	(669.01)	59.51	104.78	(11.33)
	Return on Net Worth % (E/F)	-17.19%	NA *	-443.99%	-579.89%	NA *
	.					
iii	**Net Asset Value Per Equity share**					
	Net worth at the end of the year, as restated (G)	4,297.65	(669.01)	59.51	104.78	(11.33)
	Number of Equity share outstanding at end of the year (H)	54,650,000	10,000,000	10,000,000	10,000,000	10,000,000
	Net Asset Value Per Equity share (G)/(H)	78.64	(66.90)	5.95	10.48	(1.13)

* Return on Networth has not been calculated, since both Restated Net Profit and Net worth are negative.

Notes:

1 The ratios have been computed as below:

Basic Earnings per share (₹): $\dfrac{\text{Net profit/(loss) after tax, as restated attributable to equity shareholders}}{\text{Weighted average number of equity shares outstanding during the year}}$

2 Diluted Earnings per share (₹): $\dfrac{\text{Net profit/(loss) after tax, as restated attributable to equity shareholders}}{\text{Weighted average number of diluted equity shares outstanding during the year}}$

3 Return on Net Worth (%) $\dfrac{\text{Net profit attributable to equity shareholders}}{\text{Net worth excluding preference share capital at the end of the year}}$

4 Net asset value per equity share (₹): $\dfrac{\text{Net worth excluding preference share capital at the end of the year}}{\text{Number of equity shares outstanding at the end of the year}}$

5 Share Application Money for ₹ 250 Million outstanding as on 31st March, 2013 has not been considered for the calculation of diluted loss per share for financial year 2012-13, in lieu of the same being refunded due to change in management decision (Refer Note 5 of Annexure IV.)

6 Net profit/(Loss), as restated as appearing in the Restated Summary Statement of Profits and Losses, has been considered for the purpose of computing the above ratios. These ratios are computed on the basis of the consolidated restated financial statements of the Company.

7 Net worth has been computed based on the definition as per sec 2(57) of the Companies Act, 2013. Refer Note 3 of Annexure IV for components of Reserves and Surplus.

8 Earnings per share calculations are done in accordance with Accounting Standard 20 “Earnings Per Share”.

Annexure VII

Restated Consolidated Summary Statement of Capitalisation

(₹ in million)

Class of Shares		Pre-Issue as at 31st March, 2017	Post-Issue as at *
Borrowings:			
Long term debt	**(A)**	5,153.81	
Short term debt		530.00	
Total debt		**5,683.81**	
Shareholders' funds:			
Share Capital		546.50	
Reserve and surplus		3,751.33	
Total shareholders' funds	**(B)**	**4,297.83**	
Long Term Debt/Equity ratio	**(A)/(B)**	**1.20:1**	

* Share Capital and Reserves & Surplus post issue can be calculated only on the conclusion of Book Building Process.

Notes:

1 The above has been computed on the basis of the Restated Consolidated Summary Statements of Assets and Liabilities of the Company as on 31st March, 2017.

2 Short term debt is considered as borrowing due within 12 months from the balance sheet date.

3 Long term debt is considered as borrowing other than short term debt, as defined above and also includes the current maturities of long term debt.

Annexure VIII

Restated Consolidated Summary Statement of Dividend

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
Issued, Subscribed and Fully paid up Shares:					
Equity Shares:					
Number of Equity Shares of ₹ 10/- each	54,650,000	10,000,000	10,000,000	10,000,000	10,000,000
Rate of Dividend (%)	-	-	-	-	-
Dividend amount	-	-	-	-	-
Tax on Dividend	-	-	-	-	-

Independent Auditor's Report on Restated Standalone Financial Information

The Board of Directors of
Bharat Road Network Limited,
10B, Mirania Gardens,
Topsia Road (South),
Kolkata – 700 046.

Dear Sirs,

1. We have examined the attached Restated Standalone Financial Information of Bharat Road Network Limited ('the Company'), which comprise of the Restated Standalone Summary Statement of Assets and Liabilities as at 31st March, 2017, 2016, 2015, 2014 and 2013, the Restated Standalone Summary Statement of Profit and Loss and the Restated Standalone Summary Statement of Cash Flows for each of the years ended 31st March, 2017, 2016, 2015, 2014 and 2013 and the Summary of Significant Accounting Policies (collectively, the "Restated Standalone Financial Information") as approved by the Board of Directors of the Company prepared in terms of the requirements of:

   a) Section 26 of Part I of Chapter III of the Companies Act, 2013 ("the Act") read with Rule 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014 ("the Rules") and

   b) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time in pursuance of provisions of Securities and Exchange Board of India Act, 1992 ("ICDR Regulations").

   The preparation of the Restated Standalone Financial Information is the responsibility of the Management of the Company for the purpose set out in paragraph 9 below. The Management's responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Standalone Financial Information. The Management is also responsible for identifying and ensuring that the Company complies with the Rules and ICDR Regulations.

2. We have examined such Restated Standalone Financial Information taking into consideration:

   a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated 7th October, 2016 in connection with the proposed issue of equity shares of the Company; and

   b) The Guidance Note on Reports in Company Prospectuses (Revised 2016) issued by the Institute of Chartered Accountants of India (ICAI) ("The Guidance Note").

3. These Restated Standalone Financial Information have been compiled by the Management from the Audited Financial Statements as at 31st March, 2017, 2016, 2015, 2014 and 2013 and for each of the years ended 31st March, 2017, 2016, 2015, 2014 and 2013 which have been approved by Board of directors at their meetings held on 26th April, 2017, 19th September, 2016, 25th September, 2015, 26th September, 2014 and 2nd September, 2013 respectively.

4. In accordance with the requirements of Section 26 of Part I of Chapter III of the Act read with, Rules 4 to 6 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the ICDR Regulations and the Guidance Note, we report that:

   a) The Restated Summary Statement of Assets and Liabilities of the Company as at 31st March, 2017, 2016, 2015, 2014 and 2013 examined by us, as set out in Annexure - I to this report, have been arrived at after making adjustments and regroupings/ reclassifications as in our opinion were appropriate and more fully described in Annexure - V - Summary Statement of Adjustments to the Audited Financial Statements.

   b) The Restated Summary Statement of Profit and Loss of the Company for the each of the years ended 31st March, 2017, 2016, 2015, 2014 and 2013 examined by us, as set out in Annexure - II to this report, have been arrived at after making adjustments and regroupings/reclassifications as in our opinion were appropriate and more fully described in Annexure – V - Summary Statement of Adjustments to the Audited Financial Statements.

c) The Restated Summary Statement of Cash Flows of the Company for the each of the years ended 31st March, 2017, 2016, 2015, 2014 and 2013, as set out in Annexure - III to this report, have been arrived at after making adjustments and regroupings/ reclassifications as in our opinion were appropriate and more fully described in Annexure – V - Summary Statement of Adjustments to the Audited Financial Statements.

d) Based on the above and according to the information and explanations given to us, we further report that the Restated Standalone Financial Information:

(i) do not require any adjustments for the changes in accounting policies as the accounting policies as at 31st March, 2017 are materially consistent with the policies adopted for the financial years ended 31st March, 2016, 2015, 2014 and 2013 subject to restatement arising on account of Emphasis of matter stated in para (iv) here in below.

(ii) have been made after incorporating adjustments for the material amounts in the respective financial years to which they relate; and

(iii) do not contain any extra-ordinary items that need to be disclosed separately in the Restated Standalone Financial Information and do not contain any qualifications requiring adjustments. However, remarks/comments in the Companies (Auditors Report) Order, 2003 issued by the Central Government of India under sub-section (4A) of section 227 of the Companies Act, 1956/ Companies (Auditors Report) Order, 2015/ Companies (Auditors Report) Order, 2016 issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (together referred to as 'CARO') which do not require any corrective adjustments in the financial information have been disclosed in Annexure V to the Restated Standalone Financial Information.

(iv) Include adjustment arising on account of Emphasis of matter paragraph included in Independent Auditors report to the Standalone Financial Statements as stated below:

Year ended 31st March, 2017, 2016, 2015, 2014 and 2013:
Note 3 of Annexure V of the Restated Standalone Financial Information in respect of capitalisation of borrowing cost on fund borrowed exclusively for investment as part of cost of investment, has now been decapitalised and charged to the Statement of Profit and Loss.

5. We have also examined the following restated standalone financial information of the Company set out in the Annexures prepared by the management and approved by the Board of Directors on 26th April, 2017 for years ended 31st March, 2017, 2016, 2015, 2014 and 2013:

a) Annexure IV - Summary Statement of Significant Accounting Policies and Notes to Accounts (Note 1);
b) Annexure V - Summary Statement of Adjustments to the Audited Financial Statements;
c) Annexure VI – Restated Standalone Summary Statement of Accounting Ratios;
d) Annexure VII - Restated Standalone Summary Statement of Capitalisation;
e) Annexure VIII - Restated Standalone Summary Statement of Tax Shelter;
f) Annexure IX - Restated Standalone Summary Statement of Dividend Paid.

According to the information and explanations given to us, in our opinion, the Restated Standalone Financial Information and the above restated financial information contained in Annexures I to IX accompanying this report, read with Summary of Significant Accounting Policies disclosed in Annexure IV, are prepared after making adjustments and regroupings as considered appropriate and have been prepared in accordance with Section 26 of Part I of Chapter III of the Companies Act, 2013 read with Rules 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014, ICDR Regulations and the Guidance Note.

6. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

7. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

8. Our report is intended solely for use of the management for inclusion in the offer document to be filed with Securities and Exchange Board of India, relevant stock exchanges and Registrar of Companies, West Bengal in connection with the proposed issue of equity shares of the Company. Our report should not be used, referred to or distributed for any other purpose except with our prior consent in writing.

For **G. P. Agrawal & Co.**
Chartered Accountants
Firm Registration Number: 302082E

(Ajay Agrawal)
Partner
Membership No. 17643
Place: Kolkata
Date: April 26, 2017

Annexure I

Restated Standalone Summary Statement of Assets and Liabilities

(₹In Million)

	Particulars	Note No. of Annexure IV	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
I	**EQUITY AND LIABILITIES**						
	Shareholders' funds						
	(a) Share Capital	2	546.50	100.00	100.00	100.00	100.00
	(b) Reserves and Surplus	3	3,670.93	(1,205.36)	(738.61)	(675.50)	(174.79)
			4,217.43	**(1,105.36)**	**(638.61)**	**(575.50)**	**(74.79)**
	Share Application Money Pending Allotment	4	-	-	-	-	250.00
	Non-Current Liabilities						
	(a) Long-Term Borrowings	5	969.53	5,024.61	941.91	3,671.85	2,981.25
	(b) Long-Term Provisions	6	7.91	1.59	2.07	0.99	1.43
			977.44	**5,026.20**	**943.98**	**3,672.84**	**2,982.68**
	Current Liabilities						
	(a) Short-Term Borrowing	7	530.00	102.50	2,825.70	658.20	-
	(b) Trade Payable	8					
	- Due to Micro and Small Enterprises	8.1	-	-	-	-	-
	- Due to Others	8.2	0.07	4.16	10.24	17.33	4.14
	(c) Other Current Liabilities	9	21.68	40.89	47.57	77.72	51.82
	(d) Short-Term Provisions	10	0.61	0.14	0.11	0.04	0.19
			552.36	**147.69**	**2,883.62**	**753.29**	**56.15**
	Total		**5,747.23**	**4,068.53**	**3,188.99**	**3,850.63**	**3,214.04**
II	**ASSETS**						
	Non- Current Assets						
	(a) Property, Plant and Equipment	11	0.31	0.15	0.03	0.08	0.06
	(b) Intangible Assets	11	0.17	0.05	0.06	-	-
	(c) Non-Current Investments	12	4,913.83	3,112.31	3,085.13	3,710.02	3,141.43
	(d) Deferred Tax Assets (Net)	13	-	-	-	-	-
	(e) Long-Term Loans and Advances	14	261.46	684.50	12.07	61.58	5.14
			5,175.77	**3,797.01**	**3,097.29**	**3,771.68**	**3,146.63**
	Current Assets						
	(a) Trade Receivables	15	117.82	84.34	60.53	46.82	4.47
	(b) Cash and Cash Equivalents	16	157.16	0.33	6.27	0.69	37.00
	(c) Short-Term Loans and Advances	17	218.62	108.62	0.33	0.11	1.37
	(d) Other Current Assets	18	77.86	78.23	24.57	31.33	24.57
			571.46	**271.52**	**91.70**	**78.95**	**67.41**
	Total		**5,747.23**	**4,068.53**	**3,188.99**	**3,850.63**	**3,214.04**

Notes:

1 The above statement should be read with Summary of Significant Accounting Policies and Notes to the Accounts appearing in Annexure - IV, Summary Statement of Adjustments to the Standalone Financial Statements appearing in Annexure - V, Restated Standalone Summary Statement of Accounting Ratios in Annexure - VI, Restated Standalone Summary Statement of Capitalisation in Annexure - VII, Restated Standalone Summary Statement of Tax Shelters in Annexure - VIII and Restated Standalone Summary Statement of Dividend Paid in Annexure - IX.

Annexure II

Restated Standalone Summary Statement of Profit and Loss

(₹ In Million)

Particulars	Note No. of Annexure IV	Year ended 31st March, 2017	Year ended 31st March, 2016	Year ended 31st March, 2015	Year ended 31st March, 2014	Year ended 31st March, 2013
INCOME						
Revenue from Operations	19	142.81	38.42	104.33	109.37	6.80
Other Income	20	58.69	35.03	330.88	0.23	23.78
Total Income		**201.50**	**73.45**	**435.21**	**109.60**	**30.58**
EXPENSES						
Operational Expenses	21	-	-	50.02	55.52	5.23
Employee Benefits Expense	22	41.24	29.07	29.02	29.87	16.34
Other Expenses	23	32.30	6.80	13.86	11.19	6.35
		73.54	**35.87**	**92.90**	**96.58**	**27.92**
Restated Profit before finance costs, depreciation and amortisation and tax expenses		**127.96**	**37.58**	**342.31**	**13.02**	**2.66**
Finance Costs	24	435.35	504.27	405.35	513.70	168.93
Depreciation and Amortisation Expense	11	0.11	0.05	0.05	0.03	0.01
Restated Profit / (Loss) before tax		**(307.50)**	**(466.74)**	**(63.09)**	**(500.71)**	**(166.28)**
Tax Expense						
Income Tax in respect of Earlier Years		-	0.01	0.02	-	-
Total Tax Expenses		**-**	**0.01**	**0.02**	**-**	**-**
Restated Profit / (Loss) after tax		**(307.50)**	**(466.75)**	**(63.11)**	**(500.71)**	**(166.28)**

Notes:

1 The above statement should be read with Summary of Significant Accounting Policies and Notes to the Accounts appearing in Annexure - IV, Summary Statement of Adjustments to the Standalone Financial Statements appearing in Annexure - V, Restated Standalone Summary Statement of Accounting Ratios in Annexure - VI, Restated Standalone Summary Statement of Capitalisation in Annexure - VII, Restated Standalone Summary Statement of Tax Shelters in Annexure - VIII and Restated Standalone Summary Statement of Dividend Paid in Annexure - IX.

Annexure III

Restated Standalone Summary Statement of Cash Flows

(₹In Million)

	Particulars	Year Ended 31st March, 2017	Year Ended 31st March, 2016	Year Ended 31st March, 2015	Year Ended 31st March, 2014	Year Ended 31st March, 2013
A.	**Cash Flow from Operating Activities :**					
	Restated Profit / (Loss) before tax	(307.50)	(466.74)	(63.09)	(500.71)	(166.28)
	Adjustments for:					
	Depreciation and Amortisation Expense	0.11	0.05	0.05	0.03	0.01
	Finance Costs	435.35	504.27	405.35	513.70	168.93
	Bad debts	1.25	-	-	-	-
	Interest on Income Tax refund	(0.57)	-	-	(0.00)	-
	Liability no longer required written back	(0.04)	(0.00)	-	-	-
	Profit on sale of Investments Long Term (Trade)	(27.33)	-	(330.55)	-	-
	Interest Income	(30.73)	(35.02)	(0.33)	(0.20)	(23.78)
	Operating Profit/(Loss) before Working Capital Changes (As Restated)	**70.53**	**2.56**	**11.43**	**12.82**	**(21.12)**
	Increase/(Decrease) in Long Term Provisions	6.32	(0.48)	1.08	(0.44)	1.42
	Increase/(Decrease) in Trade Payables	(4.05)	(6.07)	(7.09)	13.20	4.14
	Increase/(Decrease) in Other Current Liabilities	2.89	(3.15)	(17.36)	(2.23)	28.63
	Increase/(Decrease) in Short Term Provisions	0.48	0.03	0.06	(0.15)	0.10
	Decrease/(Increase) in Trade Receivables	(34.73)	(23.82)	(13.70)	(42.35)	(4.47)
	Decrease/(Increase) in Long Term Loans & Advances	(230.60)	-	(0.33)	-	-
	Decrease/(Increase) in Short Term Loans & Advances	(14.57)	0.13	(0.23)	1.25	(1.35)
	Decrease/(Increase) in Other Current Assets	2.32	(2.30)	6.77	(6.78)	(0.00)
	Cash generated from Operating activities	**(201.40)**	**(33.10)**	**(19.37)**	**(24.68)**	**7.35**
	Advance Income Tax (Net of refund)	(6.98)	(11.25)	(5.19)	(6.34)	(0.23)
	Net Cash generated from/(used in) Operating Activities (As Restated)	**(208.39)**	**(44.35)**	**(24.56)**	**(31.02)**	**7.12**
B.	**Cash Flow from Investing Activities**					
	Purchase of Property, Plant & Equipment (including Intangible Assets)	(0.38)	(0.16)	(0.06)	(0.04)	(0.03)
	Inter Corporate Deposits given	(95.44)	(108.41)	-	-	-
	Increase in Investments	(1,933.09)	(27.18)	(1,180.91)	(563.70)	(1,515.92)
	Sale of Investments	297.38	-	2,191.35	-	-
	Share/Debenture application money given	-	-	-	(55.00)	(4.90)
	Long Term Loans given/taken over	-	-	-	-	(1,435.71)
	Advance against Warrant/OCPID	522.70	(661.19)	-	-	-
	Interest received	72.34	25.00	0.33	0.23	(0.78)
	Net Cash from/(used in) Investing activities	**(1,136.49)**	**(771.94)**	**1,010.71**	**(618.51)**	**(2,957.34)**
C.	**Cash Flow from Financing Activities**					
	Proceeds from issuance of share capital	5,630.29	-	-	-	99.50
	Repayment of long term borrowings	(5,815.29)	(396.37)	(2,743.94)	-	-
	Proceeds from long term borrowings	1,760.20	4,479.07	-	1,362.80	2,785.00
	Proceeds from/(Repayment of) short term borrowings (net)	427.50	(2,723.20)	2,167.50	-	-
	Interest paid	(501.01)	(549.15)	(404.13)	(499.58)	(147.71)
	Share application Money refund	-	-	-	(250.00)	-
	Share application Money received	-	-	-	-	250.00
	Net Cash Flow/(used in) from Financing Activities	**1,501.70**	**810.35**	**(980.57)**	**613.22**	**2,986.79**
	Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)	**156.83**	**(5.94)**	**5.58**	**(36.31)**	**36.57**
	Opening Cash and Cash Equivalents	0.33	6.27	0.69	37.00	0.43
	Closing Cash and Cash Equivalents	**157.16**	**0.33**	**6.27**	**0.69**	**37.00**

Notes:

1. Component of Cash and Cash Equivalents:

(₹ in Million)

	Particulars	Year Ended 31st March, 2017	Year Ended 31st March, 2016	Year Ended 31st March, 2015	Year Ended 31st March, 2014	Year Ended 31st March, 2013
	Balances with scheduled banks					
	- In Current Accounts	47.16	0.33	6.27	0.69	-
	- In Fixed Deposit with original maturity upto 3 months	110.00	-	-	-	37.00
	Cash and Cash Equivalents (Refer Note 16)	**157.16**	**0.33**	**6.27**	**0.69**	**37.00**

2. The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard 3 (AS 3) "Cash Flow Statements".
3. Cash and cash equivalents do not include any amount which is not available to the Company for its use.
4. Figures in brackets represent outflows.
5. During the financial year 2012-13, unsecured Loan given amounting to ₹ 1455.71 Million was converted into Investment in Debentures. However, the same has not been considered as movement in Investing Activities as it did not involve physical movement of cash.
6. During the financial years 2012-13, 2013-14, 2014-15, 2015-16 and 2016-17, Share/debenture application money given aggregating to ₹ 120.70 Million, ₹ 4.90 Million,₹ 55.00 Million, ₹ Nil and ₹ 138.49 Million respectively have been converted into investments in Equity shares/debentures. However, the same has not been considered as movement in Investing Activities as it did not involve physical movement of cash.
7. Interest of ₹ 43.56 Million and ₹ 41.34 Million for the year ended 31st March, 2017 and 31st March, 2016 respectively earned on advances and adjusted with borrowing costs, has been included in interest received to the extent realised during the year.
8. The above statement should be read with Summary of Significant Accounting Policies and Notes to the Accounts appearing in Annexure - IV, Summary Statement of Adjustments to the Standalone Financial Statements appearing in Annexure - V, Restated Standalone Summary Statement of Accounting Ratios in Annexure - VI, Restated Standalone Summary Statement of Capitalisation in Annexure - VII, Restated Standalone Summary Statement of Tax Shelters in Annexure - VIII and Restated Standalone Summary Statement of Dividend Paid in Annexure - IX.
9. Previous years audited figures have been regrouped wherever necessary.

Annexure IV

Summary of Significant Accounting Policies and Notes to Accounts

Corporate Information: The Company is presently engaged in the business of designing, building, operating, maintaining and carrying out all other activities pertaining to road projects. As per the guidelines of respective Government Authority and the requirements of the Concession Agreements, such road projects are required to be implemented under the Built, Operate & Transfer (BOT) model by creating Special Purpose Vehicles (SPVs) so that after the concession period, the SPV can be transferred to the respective authority on an "as is where is basis". The Company has, therefore, invested in various road projects under the aforesaid SPV model.

Note - 1. Significant Accounting Policies

1.1 Basis of Preparation:

The Restated Standalone Summary Statement of Assets and Liabilities of the Company as at 31st March 2017, 31st March, 2016, 31st March, 2015, 31st March, 2014 and 31st March, 2013 and the related Restated Standalone Summary Statement of Profits and Losses and Cash Flows Statement for the year ended 31st March, 2017, 31st March, 2016, 31st March, 2015, 31st March, 2014 and 31st March, 2013 (herein collectively referred to as 'Restated Standalone Summary Statements') have been compiled by the management from the Standalone Summary financial statements of the Company for the years ended 31st March, 2017, 31st March, 2016, 31st March, 2015, 31st March, 2014 and 31st March, 2013.

The Restated Standalone Summary Financial Statements of the Company have been prepared in accordance with the generally accepted accounting principles in India (Indian GAAP) applicable as on 31st March, 2017. The company has prepared these Standalone Summary Financial Statements to comply in all material respects with the Accounting Standards specified under section 133 of the Companies Act, 2013, read with rule 7 of the Companies (Accounts) Rules, 2014 (Standalone Summary Financial Statements up to 31st March, 2014 comply with accounting standards specified under Companies Act 1956, which are similar to Accounting Standards specified under section 133 of the Companies Act, 2013) and other accounting principles generally accepted in India. The Standalone Summary Financial Statements are prepared in accordance with the historical cost convention and the accrual basis of accounting. The accounting policies applied by the Company are consistent with those applied in the preparation of the financial statements for the year ended 31st March, 2017.

Restated Standalone Summary Statements have been prepared specifically for inclusion in the offer document to be filed by the Company with the Securities and Exchange Board of India ('SEBI') and Registrar of Companies (ROC) in connection with its proposed Initial Public Offering.

These Restated Standalone Summary Statements of assets and liabilities, Profits and Losses and Cash Flows have been prepared to comply in all material respects with the requirements of Sub-clause (i), (ii) and (iii) of clause (b) of Sub-section (1) of Section 26 of Chapter III of the Companies Act, 2013 read with Rule 4 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("the SEBI Guidelines") issued by SEBI on 26th August, 2009 as amended from time to time.

The preparation of financial statements requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities including contingent liabilities as of the date of the financial statements and the reported income and expenses for the reporting year. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Future results could differ from these estimates.

1.2 Property, Plant & Equipment and Depreciation / Amortization:

Property, Plant & Equipment are stated at Cost less accumulated depreciation and impairment losses, if any. Cost includes taxes, duties, freight and incidental expenses related to the acquisition and installation of the assets.

The residual values, useful lives and methods of depreciation are reviewed at each financial year end and adjusted prospectively, if appropriate.

Intangible Assets

Intangible Assets comprising of computer software and licenses expected to provide future enduring economic benefits are carried at cost less accumulated amortization and impairment losses, if any. Cost comprises of purchase price and directly attributable expenditure on making the asset ready for its intended use. Any technology support cost or annual maintenance cost for such software is charged to the Statement of Profit and Loss.

Upto 31st March, 2014, the depreciation on Property, Plant & Equipment is provided at rates prescribed under Schedule XIV to the Companies Act, 1956 and with effect from 1st April, 2014, the depreciation is provided based on useful life prescribed under Schedule II of the Companies Act, 2013. In respect of Property, Plant & Equipment purchased during the year, depreciation is provided on a pro-rata basis from the date on which such asset is ready to be put to use.

Capital work in progress is stated at cost and includes development and other expenses including interest during construction period.

1.3 Impairment of Property, Plant & Equipment

Wherever events or changes in circumstances indicate that the carrying amount of Property, Plant & Equipment may be impaired, the Company subjects such assets to a test of recoverability, based on discounted cash flows expected from use or disposal thereof. If the assets are impaired, the Company recognizes an impairment loss as the excess of the carrying amount over the recoverable amount.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

A previously recognized impairment loss is increased or reversed depending on changes in circumstances. However the carrying amount after reversal is not increased beyond the carrying amount that would have prevailed by charging usual depreciation if there was no impairment.

1.4 Revenue Recognition

Revenue is recognized to the extent it is probable that the economic benefits will flow to the Company, it can be reliably measured and it is reasonable to expect ultimate collection.

Interest income is recognized on time proportion basis, taking into account the amount outstanding and the rate applicable.

1.5 Investments :

Investment which are readily realizable and intended to be held not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investment.

Current Investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long Term Investments are stated at cost. Provision for diminution in value, is made to recognize a decline other than temporary in the value of the investments.
Cost includes acquisition charges such as brokerage, fee, duties that are directly attributable to the acquisition of the investment.

1.6 Foreign Currency Transactions :

Foreign currency transactions are recorded at the exchange rates prevailing at the time of transaction. Monetary assets and liabilities expressed in foreign currencies are translated into the reporting currency at the exchange rate prevailing at Balance Sheet date. Any income or expense on account of exchange difference either on settlement or on translation at the year-end is recognized in the Statement of Profit and Loss.

1.7 Borrowing Costs:

Borrowing costs to the extent attributed to the acquisition/construction of qualifying assets are capitalized up to the date when such assets are ready for its intended use and all other borrowing costs are recognized as an expense in the year in which they are incurred.

1.8 Employee Benefits:

Short term employee benefits
Short term employee benefits based on expected obligation on undiscounted basis are recognised as expense in the Statement of Profit and Loss for the year in which the related service is rendered.

Defined contribution plan:

Company's contribution towards Regional Provident Fund Authority and Employee State Insurance Corporation are charged to the Statement of Profit and Loss.

Defined benefit plan:

Company's liabilities towards gratuity and leave benefits are defined benefit plans. Such liabilities are ascertained by an independent actuary as per the requirement of Accounting Standard – 15 (revised 2005) "Employee Benefits". All actuarial gains and losses are recognised in Statement of Profit and Loss in the year in which they occur.

1.9 Segment Reporting :

The company is primarily engaged in a single business segment of purchase, own, build, develop, design, Operate, transfer road and related services. All the activities of the company revolved around the main business. As such there are no separate reportable segments as per Accounting Standard -17 "Segment Reporting".

1.10 Taxes on Income:

Tax expense comprises of current tax and deferred tax.

Current tax is the amount of tax payable on the taxable income for the year determined in accordance with the provisions of the Income Tax Act, 1961.

Deferred tax reflects the impact of timing differences between taxable income and accounting income for the current reporting year and reversal of timing differences of earlier reporting years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the Balance Sheet date. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and these relate to the taxes on income levied by the same governing taxation laws. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits.

At each Balance Sheet date, the Company re-assesses unrecognised deferred tax assets. It recognises unrecognised deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realised.

MAT credit is recognised as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. In the reporting year in which the MAT credit becomes eligible to be recognised as an asset in accordance with the recommendations contained in guidance note issued by The Institute of Chartered Accountants of India, the said asset is created by way of a credit to the Statement of Profit and Loss and shown as MAT Credit Entitlement. The Company reviews the same at each Balance Sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay normal income tax during the specified year.

1.11 Provision, Contingent Liabilities and Contingent Assets:

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events; it is probable that there will be an outflow of resources and a reliable estimate can be made of the amount of the obligation. Contingent Liabilities are not recognised but are disclosed in the notes. Contingent Assets are neither recognised nor disclosed in the financial statements.

1.12 Earnings per Share:

The Company reports basic and diluted earnings per equity share in accordance with Accounting Standard-20, Earnings per Share notified by the Central Government under the Companies (Accounting Standards) Rules, 2006. Basic earnings per equity share have been computed by dividing net profit / (loss) after tax for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Diluted earnings per equity share is computed by dividing the net profit/(loss) after tax for the year 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.

1.13 Cash Flow Statement:

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

1.14 Cash and cash equivalents:

Cash and cash equivalents include cash on hand, cheques on hand, balance with banks on current accounts and short term highly liquid investments with an original maturity of three months or less which carry insignificant risk of changes in value.

Note - 2: Restated Standalone Summary Statement of Share Capital

(₹ In Million)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
Authorised					
Equity Shares of ₹ 10 each	1,000.00	100.00	100.00	100.00	100.00
	(100,000,000)	(10,000,000)	(10,000,000)	(10,000,000)	(10,000,000)
	1,000.00	**100.00**	**100.00**	**100.00**	**100.00**
Issued, Subscribed & Paid up					
Equity Shares of ₹ 10 each fully paid up	546.50	100.00	100.00	100.00	100.00
	(54,650,000)	(10,000,000)	(10,000,000)	(10,000,000)	(10,000,000)
Total Issued, Subscribed & Paid up	**546.50**	**100.00**	**100.00**	**100.00**	**100.00**

Notes:

2.1 The Figure mentioned in bracket represent absolute number of shares.

2.2 Terms/right attached to equity shares:

The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. Dividend when declared is payable in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

2.3 The reconciliation of the number of shares outstanding at the beginning and at the end of year has been shown in the table below:

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
Share Capital outstanding at the beginning of the year (₹ In Million)	100.00	100.00	100.00	100.00	0.50
	(10,000,000)	(10,000,000)	(10,000,000)	(10,000,000)	(50,000)
Share Capital issued during the year (₹ In Million)	446.50	-	-	-	99.50
	(44,650,000)	-	-	-	(9,950,000)
Share Capital outstanding at the end of the year (₹ In Million)	546.50	100.00	100.00	100.00	100.00
	(54,650,000)	(10,000,000)	(10,000,000)	(10,000,000)	(10,000,000)

2.4 Details of each shareholder holding more than 5% shares: -

Financial Year	Name of Shareholder	No. of Shares	% of Holding
As at 31st March, 2017	Srei Venture Capital Trust A/c-Infrastructure Project Development Fund	7,049,800	12.90%
	Srei Infrastructure Finance Limited	16,630,000	30.43%
	OSPL Infradeal Pvt. Ltd.	9,520,000	17.42%
	Srei Venture Capital Trust A/c-Infrastructure Project Development Capital	20,950,000	38.33%
As at 31st March, 2016	Srei Venture Capital Trust A/c-Infrastructure Project Development Capital	9,950,000	99.50%
As at 31st March, 2015	Srei Venture Capital Trust A/c-Infrastructure Project Development Capital	9,950,000	99.50%
As at 31st March, 2014	Srei Venture Capital Trust A/c-Infrastructure Project Development Capital	9,950,000	99.50%
As at 31st March, 2013	Srei Venture Capital Trust A/c-Infrastructure Project Development Capital	9,950,000	99.50%

2.5 In the financial year 2012-13, the Company issued additional 9,950,000 equity shares of ₹ 10 each at par on Preferential basis whereby outstanding equity shares of the Company increased to 10,000,000.

2.6 In the financial year 2016-17, the Company has issued additional 18,000,000 equity shares of ₹ 10 each at par on right basis and 26,650,000 equity shares of ₹ 10 each at a premium of ₹195/- per share on private placement basis, whereby outstanding equity shares of the Company increased to 54,650,000.

Note - 3: Restated Standalone Summary Statement of Reserves and Surplus

(₹In Million)

Particulars	**As at 31st March, 2017**	**As at 31st March, 2016**	**As at 31st March, 2015**	**As at 31st March, 2014**	**As at 31st March, 2013**
Securities Premium Reserve					
Opening Balance					
Add: Addition during the period/year	5,196.75	-	-	-	-
Less: Utilized for share issue expenses*	12.96	-	-	-	-
Closing balance (A)	**5,183.79**	-	-	-	-
Surplus/(deficit) in the Statement of Profit and Loss					
Opening Balance	**(1,205.36)**	(738.61)	(675.50)	(174.79)	(8.51)
Add: Net Profit for the year	(307.50)	(466.75)	(63.11)	(500.71)	(166.28)
Closing balance (B)	(1,512.86)	(1,205.36)	(738.61)	(675.50)	(174.79)
Total Reserves and Surplus (A+B)	**3,670.93**	**(1,205.36)**	**(738.61)**	**(675.50)**	**(174.79)**

* Expenses incurred by the Company aggregating to ₹ 12.96 Million in connection of issue of share have been adjusted towards the Securities Premium Reserve. These expenses consist of expenses directly attributable to the issue of shares and common cost for both issuance and listing of shares (such as legal counsel fee, auditor fee, merchant banker fee) based on the proportion of new shares proposed to be issued to the total number of (new and existing) shares proposed to be listed.

Note - 4: Restated Standalone Summary Statement of Share application money pending allotment

(₹In Million)

Particulars	**As at 31st March, 2017**	**As at 31st March, 2016**	**As at 31st March, 2015**	**As at 31st March, 2014**	**As at 31st March, 2013**
Share application money pending allotment	-	-	-	-	250.00
Total	-	-	-	-	**250.00**

Notes:

4.1 Against share application money pending allotment of ₹ 250 Million as at 31st March 2013, 25,000,000 Equity Shares of ₹ 10/- each were proposed to be allotted as fully paid up in financial year 2013-14 with requisite increase in Authorised Capital which could not be issued due to subsequent change in management decision.

Note - 5: Restated Standalone Summary Statement of Long Term Borrowings

(₹In Million)

Particulars	**As at 31st March, 2017**	**As at 31st March, 2016**	**As at 31st March, 2015**	**As at 31st March, 2014**	**As at 31st March, 2013**
i) Secured Term Loan from financial Institution					
Term Loan 1	-	-	-	451.65	1,196.15
Term Loan 2	-	-	-	1,300.00	1,300.00
Term Loan 3	-	-	1.00	1,397.20	463.10
Term Loan 4	-	340.20	722.50	523.00	-
Term Loan 5	-	586.41	218.41	-	-
Term Loan 6	-	560.00	-	-	-
Term Loan 7	-	1,498.85	-	-	-
Term Loan 8	-	1,500.00	-	-	-
Term Loan 9	269.53	539.15	-	-	-
Term Loan 10	700.00	-	-	-	-
Sub Total (i)	**969.53**	**5,024.61**	**941.91**	**3,671.85**	**2,959.25**
ii) Unsecured Term Loan from financial Institution					
Term Loan 1	-	-	-	-	22.00
Term Loan 2	-	-	-	14.00	-
Less: Current maturities of Long term borrowings (Refer Note 9)	-	-	-	(14.00)	-
Sub Total (ii)	-	-	-	-	22.00
Total (i+ii)	**969.53**	**5,024.61**	**941.91**	**3,671.85**	**2,981.25**

Notes:

5.1 Nature of security and other terms for long term borrowings are as under:

Secured Term Loan: 1

Rupee term loan 1 is secured by way of first charge on all cash flow & all moveable assets (both present & future), pledge (along with Power of Attorney) of entire shareholding of the Company held by Infrastructure Project Development Fund (IPDF) and demand promissory note covering the principal and interest repayment. Principal loan amount is repayable in three equal instalment at the end of 6th, 7th and 8th year from the date of 1st disbursement i.e. 29th February 2012. Interest is payable half-yearly, compounding on monthly rest @14% p.a. This loan was prepaid in financial year 2014-15.

Secured Term Loan: 2
Rupee term loan 2 is secured by way of first charge on all cash flow & all moveable assets (both present & future), pledge (along with Power of Attorney) of entire shareholding of the Company held by Infrastructure Project Development Fund (IPDF) and demand promissory note covering the principal and interest repayment. Principal loan amount is repayable in three equal instalment at the end of 66th, 78th and 90th month from the date of 1st disbursement i.e 11th September 2012. Interest is payable half-yearly, compounding on monthly rest @14% p.a. This loan was prepaid in financial year 2014-15.

Secured Term Loan: 3
Rupee term loan 3 is secured by way of first charge on all cash flow & all moveable assets (both present & future), pledge (along with Power of Attorney) of entire shareholding of the Company held by Infrastructure Project Development Fund (IPDF) and Infrastructure Project Development Capital (IPDC) and demand promissory note covering the principal and interest repayment. Principal loan amount is repayable in three equal instalment at the end of 66th,78th and 90th month from the date of 1st disbursement i.e 26th March 2013. Interest is payable half-yearly, compounding on monthly rest @14% per annum. This loan was prepaid in financial year 2015-16.

Secured Term Loan: 4
Rupee term loan 4 is secured by way of first charge on all cash flow & all moveable assets (both present & future), pledge (along with Power of Attorney) of entire shareholding of the Company held by Infrastructure Project Development Fund (IPDF) and Infrastructure Project Development Capital (IPDC) and demand promissory note covering the principal and interest repayment. Principal loan amount is repayable in three equal instalments on 31st December, 2018, 31st December, 2019 and 31st December, 2020. Interest is payable half-yearly, compounding on monthly rest @ SBR-4% per annum. This loan was prepaid during the financial year 2016-17.

Secured Term Loan: 5
Rupee term loan 5 is secured by way of first charge on all cash flow & all moveable assets (both present & future), pledge (along with Power of Attorney) of entire shareholding of the Company held by Infrastructure Project Development Fund (IPDF) and Infrastructure Project Development Capital (IPDC) and demand promissory note covering the principal and interest repayment. Principal loan amount is repayable in three equal instalment at the end of 6th, 7th and 8th year from the date of 1st disbursement i.e 27th May, 2014. Interest is payable quarterly, compounding on monthly rest @ SBR-4% per annum. This loan was prepaid during the financial year 2016-17.

Secured Term Loan: 6
Rupee term loan 6 is to be secured by way of first charge on all cash flow & all moveable assets (both present & future), pledge (along with Power of Attorney) of entire shareholding of the Company held by Infrastructure Project Development Fund (IPDF) and Infrastructure Project Development Capital (IPDC) and demand promissory note covering the principal and interest repayment. Principal loan amount is repayable in three equal instalment at the end of 3rd, 4th and 5th year from the date of 1st disbursement i.e 8th May, 2015 Interest is payable quarterly, compounding on monthly rest @ SBR-4% per annum. This loan was prepaid during the financial year 2016-17.

Secured Term Loan: 7
Rupee term loan 7 is secured by way of first charge on all cash flow & all moveable assets (both present & future), pledge (along with Power of Attorney) of entire shareholding of the Company held by Infrastructure Project Development Fund (IPDF) and Infrastructure Project Development Capital (IPDC) and demand promissory note covering the principal and interest repayment. Principal loan amount is repayable in three equal instalments at the end of 6th, 7th and 8th year from the date of 1st disbursement i.e 25th May, 2015. Interest is payable quarterly, compounding on monthly rest @ SBR-4% per annum. This loan was prepaid during the financial year 2016-17.

Secured Term Loan: 8
Rupee term loan 8 is secured by way of first charge on all cash flow & all moveable assets (both present & future), pledge (along with Power of Attorney) of entire shareholding of the Company held by Infrastructure Project Development Capital (IPDC) and demand promissory note covering the principal and interest repayment. Principal loan amount is repayable in three equal instalment at the end of 6th, 7th and 8th year from the date of 1st disbursement i.e. 28th September, 2015. Interest is payable quarterly, compounding on monthly rest @ SBR-4% per annum. This loan was prepaid during the financial year 2016-17.

Secured Term Loan: 9
Rupee term loan 9 is secured by way of first charge on all cash flow & all moveable assets (both present & future), pledge (along with Power of Attorney) of entire shareholding of the Company held by Infrastructure Project Development Capital (IPDC) and demand promissory note covering the principal and interest repayment. Principal loan amount is repayable in three equal instalment at the end of 6th, 7th and 8th year from the date of 1st disbursement i.e. 27th November, 2015. Interest is payable quarterly, compounding on monthly rest @ SBR-4% per annum.

Secured Term Loan: 10
Rupee term loan 10 is to be secured by way of first pari passu charge by way of hypothecation of the entire movable fixed assets (both present and future), entire current assets including but not limited to book debts, operating cash flows, receivables, loans and advances, deposits, commissions, investments, revenue of whatsoever nature and wherever arising, both present and future, long term loans and advances and non-current investments (both present and future) and demand promissory note covering the principal, interest and all other amounts. Interest is payable quarterly in arrears @ 12.75% (fixed) per annum.

Unsecured Term Loan: 1
Principal loan amount was repayable as bullet payment at the end of 3rd year i.e. in September, 2014. Interest is payable yearly, compounding on monthly rest @ 13% per annum.

Unsecured Term Loan: 2
Principal loan amount repayable as bullet payment on 31st March, 2015. Interest is payable quarterly, compounding on monthly rest @ 14% per annum.

5.2 Amount due to Directors/Promoters/Group Companies/Relatives of Promoters/Relative of Directors.

(₹In Million)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
Srei Infrastructure Finance Limited (Promoter w.e.f 16.02.2017)	269.53	-	-	-	-

Note - 6: Restated Standalone Summary Statement of Long-Term Provisions

(₹In Million)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
Provision for Employee Benefits					
-Gratuity	4.63	0.71	1.14	0.45	0.35
-Leave Encashment	2.26	0.79	0.81	0.46	0.79
-Sick Leave Availment	1.02	0.09	0.12	0.08	0.29
Total	**7.91**	**1.59**	**2.07**	**0.99**	**1.43**

Note - 7: Restated Standalone Summary Statement of Short Term Borrowing

(₹In Million)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
Secured					
Loan Repayable on Demand - Bank Overdraft	-	-	1,110.70	-	-
Unsecured					
Loan from financial institution (refer note 7.2(i) below)	500.00	-	-	-	-
Inter Corporate Deposit from related party (refer note 7.2(ii) below)	-	-	-	658.20	-
Inter Corporate Deposit (ICD) from others (refer note 7.2(iii) below)	30.00	102.50	1,200.00	-	-
Term Loan from bodies corporate (refer note 7.2(iv) below)	-	-	515.00	-	-
Total	**530.00**	**102.50**	**2,825.70**	**658.20**	**-**

Notes:

7.1 Terms of repayment of Secured Short-term borrowings:

Bank Overdraft as at 31st March, 2015: ₹ 1,110.70 Million was to be secured by First Pari Passu Charge on Current Assets of the Company and repayable on demand. Interest was payable monthly @ base rate + 1.35% per annum. It was repaid in full during Financial Year 2015-16.

7.2 Terms of repayment of Unsecured Short-term borrowings:

(i) Principal loan amount of ₹ 500 Million (As at 31st March 2016: ₹ Nil) is repayable at the end of one year. Interest is payable quarterly @ 12.50 % per annum.

(ii) Principal loan amount of ₹ 658.20 Million as at 31st March, 2014 was repayable as bullet payment on 31st March, 2015. Interest was payable on maturity @ 10% per annum.

(iii) As at 31st March, 2017: Principal ICD amount of ₹30 Million is repayable at the end of 6 months. Interest is payable on maturity @ 9% per annum. The lenders have right to recall the ICD amount in full or part.

As at 31st March, 2016: Principal ICD amount of ₹ Nil ₹ 102.50 Million is repayable at the end of one year. The lenders have right to recall the facility in part or full. Interest is payable on maturity @ 9% P.a.

As at 31st March, 2015: Principal ICD amount of ₹ 950 Million was repayable on demand and Interest was payable annually @ 9% per annum and Principal ICD amount of ₹ 250 Million was repayable as bullet payment at the end of one year from the initial drawdown date. Interest was payable on maturity @ 12% per annum. Both the ICDs were repaid in full during the financial year 2015-16.

(iv) Principal loan amount as at 31st March, 2015 of ₹ 515 Million was repayable as bullet payment at the end of one year from the initial drawdown date. Interest was payable monthly @ 10.5% per annum. It has been prepaid in full during the financial year 2015-16.

7.3 Amount due to Directors/Promoters/Group Companies/Subsidiaries/Relatives of Promoters/Relatives of Directors:

(₹In Million)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
Solapur Tollways Pvt. Ltd.	-	-	-	658.20	-

<u>Note - 8: Restated Standalone Summary Statement of Trade Payable</u>

8.1 <u>Due to Micro and Small Enterprises</u>

(₹In Million)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
a) The principal amount and interest due thereon remaining unpaid to any supplier	-	-	-	-	-
b) The amount of interest paid by the buyer in terms of section 16 of the Micro, Small Enterprises Development Act, 2006, along with the amount of payment made to the supplier beyond the appointed day	-	-	-	-	-
c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	-	-	-	-	-
d) The amount of interest accrued and remaining unpaid	-	-	-	-	-
e) The amount of further interest remaining due and payable even in the succeeding year until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006	-	-	-	-	-
Total	-	-	-	-	-

8.2 <u>Due to Others</u>

(₹In Million)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
For services	0.07	4.16	10.24	17.33	4.14
Total	**0.07**	**4.16**	**10.24**	**17.33**	**4.14**

<u>Notes</u>:

8.3 The Company has not received any memorandum (as required to be filed by suppliers with the notified authority under the Micro, Small and Medium Enterprise Development Act, 2006) claiming their status as micro, small or medium enterprise. Consequently the amount paid / payable to these parties as at 31st March, 2017 ₹ Nil, as at 31st March, 2016 ₹ Nil, as at 31st March, 2015 ₹ Nil, as at 31st March, 2014 ₹ Nil, as at 31st March, 2013 ₹ Nil).

<u>Note - 9: Restated Standalone Summary Statement of Other Current Liabilities</u>

(₹In Million)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
Current maturities of Long term borrowings (Refer Note 5)	-	-	-	14.00	-
Interest accrued but not due on borrowings	12.42	34.52	35.60	36.84	22.71

(₹In Million)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
Interest accrued and due on borrowings	-	-	2.45	-	-
Other Payables:					
Book overdraft	-	0.19	-	-	17.74
Liability for expenses	2.09	0.39	0.40	4.77	2.22
Salary and other payroll dues	2.70	0.90	1.58	0.95	0.74
Service tax payable	-	2.62	3.77	4.29	-
TDS payable	4.08	2.03	3.62	16.68	8.41
Provident fund payable	0.39	0.24	0.15	0.19	-
Professional tax payable	-	-	0.00	0.00	0.00
Total	**21.68**	**40.89**	**47.57**	**77.72**	**51.82**

Notes:

9.1 Amount due to Directors/Promoters/Group Companies/Subsidiaries/Relatives of Promoters/Relatives of Directors:

(₹In Million)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
Srei Infrastructure Finance Limited (Promoter w.e.f 16.02.2017) : Interest accrued but not due on borrowings	9.38	-	-	-	-
Salary and other payroll dues (Due to Managing Director)	0.31	-	-	-	-

Note - 10: Restated Standalone Summary Statement of Short Term Provision

(₹In Million)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
Provision for Employee Benefits					
-Gratuity	0.04	0.00	0.01	0.00	0.00
-Leave Encashment	0.38	0.12	0.08	0.03	0.15
-Sick Leave Availment	0.19	0.02	0.02	0.01	0.04
Total	**0.61**	**0.14**	**0.11**	**0.04**	**0.19**

Note – 11

11.1 Restated Standalone Summary Statement of Property, Plant and Equipment

(₹In Million)

Particulars	Computers	Office Equipment	Total
Gross Block :			
As at 1st April, 2012	**0.06**	-	**0.06**
Additions	0.03	-	0.03
As at 31st March, 2013	**0.09**	-	**0.09**
Additions	0.04	-	0.04
As at 31st March, 2014	**0.13**	-	**0.13**
Additions	-	-	-
As at 31st March, 2015	**0.13**	-	**0.13**
Additions	0.11	0.04	0.16
Disposals/Adjustments	(0.03)	-	(0.03)
As at 31st March, 2016	**0.22**	**0.04**	**0.26**
Additions	0.18	0.07	0.25
Disposals/Adjustments	-	-	-
As at 31st March, 2017	**0.40**	**0.11**	**0.51**
Accumulated Depreciation :			
As at 1st April , 2012	**0.01**	-	**0.01**
Charge for the Year	0.01	-	0.01
As at 31st March, 2013	**0.02**	-	**0.02**
Charge for the Year	0.03	-	0.03
As at 31st March, 2014	**0.05**	-	**0.05**
Charge for the Year	0.05	-	0.05
As at 31st March, 2015	**0.10**	-	**0.10**
Charge for the Year	0.04	0.00	0.04

(₹In Million)

Particulars	Computers	Office Equipment	Total
Disposals/Adjustments	(0.03)	-	(0.03)
As at 31st March, 2016	**0.11**	**0.00**	**0.11**
Charge for the Year	0.08	0.01	0.09
Disposals/Adjustments	-	-	-
As at 31st March, 2017	**0.18**	**0.01**	**0.20**
Net Block:			
As at 31st March, 2013	**0.06**	**-**	**0.06**
As at 31st March, 2014	**0.08**	**-**	**0.08**
As at 31st March, 2015	**0.03**	**-**	**0.03**
As at 31st March, 2016	**0.11**	**0.04**	**0.15**
As at 31st March, 2017	**0.21**	**0.10**	**0.31**

11.2 Restated Standalone Summary Statement of Intangible Assets

(₹In Million)

Particulars	Computer Software	Total
As at 1st April, 2012	**-**	**-**
Additions	**-**	**-**
As at 31st March, 2013	**-**	**-**
Additions	-	-
As at 31st March, 2014	-	-
Additions	0.06	0.06
As at 31st March, 2015	**0.06**	**0.06**
Additions	-	-
Disposals/Adjustments	-	-
As at 31st March, 2016	**0.06**	**0.06**
Additions	0.13	**0.13**
Disposals/Adjustments	-	
As at 31st March, 2017	**0.20**	**0.20**
Accumulated Depreciation :		
As at 1st April, 2012	-	-
Charge for the Year	-	-
As at 31st March, 2013	-	-
Charge for the Year	-	-
As at 31st March, 2014	-	-
Charge for the Year	0.00	0.00
As at 31st March, 2015	**0.00**	**0.00**
Charge for the Year	0.01	0.01
Disposals/Adjustments	-	-
As at 31st March, 2016	**0.01**	**0.01**
Charge for the Year	0.02	0.02
Disposals/Adjustments	-	-
As at 31st March, 2017	**0.03**	**0.03**
As at 31st March, 2013	**-**	**-**
As at 31st March, 2014	**-**	**-**
As at 31st March, 2015	**0.06**	**0.06**
As at 31st March, 2016	**0.05**	**0.05**
As at 31st March, 2017	**0.17**	**0.17**

Notes:

11.3 Depreciation for the financial year 2014-15 was aligned to meet the requirement of Schedule II to the Companies Act, 2013 and accordingly an amount of ₹ 0.02 Million in relation to the assets whose useful life have already exhausted was charged to the Statement of Profit and Loss.

Note - 12: Restated Standalone Summary Statement of Non Current Investment

(₹In Million)

Particulars	Face Value in ₹	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
Long Term Investment (At cost) Trade, Fully Paid up [Refer Annexure V(3)]						
I. In Equity Instruments (Unquoted)						
(a) In Subsidiaries						
Solapur Tollways Pvt. Ltd. (Subsidiary w.e.f. 3rd August, 2013)	10	4.95	4.90	4.90	4.90	-
		(495,100)	(490,200)	(490,200)	(490,200)	
Orissa Steel Expressway Pvt. Ltd. (Subsidiary w.e.f 12th November, 2016)	10	465.44	-	-	-	-
		(46,534,600)	-	-	-	-
(b) In Associates						
Orissa Steel Expressway Pvt. Ltd. (Associate w.e.f 9th July, 2012 till 11th November, 2016)	10	-	349.60	349.60	349.60	303.60
		-	(34,949,667)	(34,949,667)	(34,949,667)	(30,349,667)
Kurukshetra Expressway Pvt. Ltd. (Associate w.e.f. 28th March, 2013)	10	736.72	611.64	611.64	611.64	464.10
		(51,086,910)	(30,581,950)	(30,581,950)	(30,581,950)	(23,205,000)
Ghaziabad Aligarh Expressway Pvt. Ltd. (Associate w.e.f. 11th September, 2012)	10	1,035.41	1,035.36	1,035.36	533.50	533.50
		(75,660,000)	(75,655,000)	(75,655,000)	(53,350,000)	(53,350,000)
Shree Jagannath Expressways Pvt. Ltd. (Associate w.e.f. 28th March, 2013)	10	828.44	384.52	384.52	384.52	384.52
		(59,148,000)	(38,452,400)	(38,452,400)	(38,452,400)	(38,452,400)
Potin Pangin Highways Pvt. Ltd. (Associate w.e.f. 2nd December, 2013 till 11th November, 2016)	10	-	0.20	0.20	0.20	-
		-	(20,000)	(20,000)	(20,000)	-
Guruvayoor Infrastructure Pvt Ltd.(Associate w.e.f 30th March, 2015)	10	1,054.15	679.05	679.05	-	-
		(82,780,000)	(45,270,000)	(45,270,000)	-	-
Mahakaleshwar Tollways Pvt Ltd. (Associate w.e.f 28th October, 2016)	10	149.99	-	-	-	-
		(49,995,000)	-	-	-	-
	Sub-Total	**4,275.10**	**3,065.27**	**3,065.27**	**1,884.36**	**1,685.72**
II. In Unsecured Optionally Convertible Debentures (Unquoted) (Refer Note No. 12.2 below)						
(a) In Subsidiary						
Solapur Tollways Pvt. Ltd. (Subsidiary w.e.f. 3rd August, 2013)	10	-	-	-	658.20	340.00
		-	-	-	(65,820,000)	(34,000,000)
(b) In Associates						
Potin Pangin Highways Pvt. Ltd.	10	-	19.86	19.86	19.86	-
		-	(1,985,500)	(1,985,500)	(1,985,500)	-
Kurukshetra Expressway Pvt. Ltd.	10	51.84	-	-	-	-
		(5,184,200)	-	-	-	-
(c) In Others						
Mahakaleshwar Tollways Pvt. Ltd.	10	-	27.18	-	266.58	241.99
		-	(2,718,100)	-	(26,658,500)	(24,198,500)
Guruvayoor Infrastructure Pvt. Ltd.	10	-	-	-	881.02	873.72
		-	-	-	(88,102,100)	(87,372,100)
	Sub-Total	**51.84**	**47.04**	**19.86**	**1,825.66**	**1,455.71**
III. In Warrants (Unquoted)						
(a) In Subsidiary						
Solapur Tollways Pvt Ltd.	10	105.00	-	-	-	-
		(10,500,000)	-	-	-	-
(b) In Associate						
Ghaziabad Aligarh Expressway Pvt. Ltd.	10	481.89	-	-	-	-
		(48,188,780)	-	-	-	-
	Sub-Total	**586.89**	**-**	**-**	**-**	**-**
Aggregate amount of Unquoted Investments (I+II+III)	**Total**	**4,913.83**	**3,112.31**	**3,085.13**	**3,710.02**	**3,141.43**

Notes:

12.1 The Figure mentioned in bracket represent absolute number of shares/debentures/warrant as the case may be.

12.2 The Unsecured Optionally Convertible Debentures does not carry any fixed rate of interest. Rate of interest, subject to maximum of 16% cumulative interest, shall be decided every year at the end of the Financial Year based on the residual cash flows after servicing Senior Lenders of the Issuer.

12.3 The Company has pledged following investments in equity shares of various SPVs, in favour of lenders for term loan facilities availed by respective SPVs :

(Absolute No. of Shares)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
Solapur Tollways Pvt. Ltd.	252,501	252,501	490,200	252,501	-
Orissa Steel Expressway Pvt. Ltd.	17,125,238	17,125,238	17,125,238	-	-
Kurukshetra Expressway Pvt. Ltd.	16,911,420	16,911,420	30,581,950	8,621,550	2,499,000
Ghaziabad Aligarh Expressway Pvt. Ltd	38,586,600	38,586,600	38,586,600	23,745,600	22,261,500
Shree Jagannath Expressways Pvt. Ltd	30,165,480	30,165,480	9,765,480	9,765,480	9,765,480
Potin Pangin Highways Pvt. Ltd.	-	5,355	5,355	5,355	-
Guruvayoor Infrastructure Pvt Ltd	42,218,106	42,218,106	42,218,106	-	-
Mahakaleshwar Tollways Pvt. Ltd.	25,497,450	-	-	-	-

Total value of above shares pledged by the Company aggregates to ₹ 1982.37 Million as at 31st March, 2017 (As at 31st March, 2016: ₹ 1975.10 Million, As at 31st March, 2015: ₹ 2046.89 Million, As at 31st March, 2014: ₹ 510.12 Million, As at 31st March, 2013 ₹ 370.25 Million) in favour of Security Trustees for loan taken by respective Subsidiary and Associate Companies.

12.4 As at March 31, 2017, Investment in Equity shares of Kurukshetra Expressway Pvt. includes 13,670,530 Equity Shares, which are in the process of transfer in the name of Company.

12.5 As at March 31, 2015, Investment in Equity shares of Ghaziabad Aligarh Expressway Pvt. Ltd. and Guruvayoor Infrastructure Pvt Ltd. includes 22,305,000 Equity Shares and 45,270,000 Equity Shares respectively, which are in the process of transfer in the name of Company.

Note - 13: Restated Standalone Summary Statement of Deferred Tax (Net)

(₹In Million)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
Components of Deferred Tax Liability :					
Depreciation	0.05	0.02	0.01	0.02	0.01
Less : Deferred Tax Assets recognised to the extent of liability (Refer Note 28)	(0.05)	(0.02)	(0.01)	(0.02)	(0.01)
Total	-	-	-	-	-

Note - 14: Restated Standalone Summary Statement of Long Term Loans and Advances

(₹In Million)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
(Unsecured, considered good)					
Advance against Warrant/OCPID to related parties	-	661.19	-	-	-
Advance to related parties	229.50	-	-	-	-
Security deposit	1.10				
Other Advances :					
Debenture Application Money	-	-	-	55.00	-
Share Application Money	-	-	-	-	4.90
Advance Income Tax including Tax deducted at Source (Refer Annexure V (5)	30.86	23.31	12.07	6.58	0.24
Total	**261.46**	**684.50**	**12.07**	**61.58**	**5.14**

Notes:

14.1 Amount due from Directors/Promoters/Group Companies/Subsidiaries/Relatives of Promoters/Relatives of Directors:

(₹In Million)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
Advance against Warrant/OCPID to related parties					
Kurukshetra Expressway Pvt. Ltd.	-	138.49	-	-	-
Shree Jagannath Expressways Pvt. Ltd	-	522.70	-	-	-
Advance to related parties					
Kurukshetra Expressway Pvt. Ltd.	101.33				
Mahakaleshwar Tollways Pvt. Ltd.	70.07	-	-	-	-
Ghaziabad Aligarh Expressway Pvt. Ltd	58.10				
Other Advances :					
Kurukshetra Expressway Pvt. Ltd. (Debenture Application Money).	-	-	-	55.00	-
Share Application Money					
Solapur Tollways Pvt Ltd	-	-	-	-	4.90

14.2 For details of transactions with related parties, Refer Note: 26.

Note - 15: Restated Standalone Summary Statement of Trade Receivables

(₹In Million)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
(Unsecured, considered good)					
Debt outstanding for a period exceeding six months from the due date	10.47	44.19	25.25	2.48	-
Other Debts	107.35	40.15	35.28	44.34	4.47
Total	**117.82**	**84.34**	**60.53**	**46.82**	**4.47**

15.1 Amount due from Directors/Promoters/Group Companies/Subsidiaries/Relatives of Promoters/Relatives of Directors:

(₹In Million)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
Guruvayoor Infrastructure Pvt Ltd.	-	2.45	2.45	-	-
Solapur Tollways Pvt. Ltd.	3.68	61.26	40.94	20.47	-
Orissa Steel Expressway Pvt. Ltd.	66.45	10.47	10.47	20.22	-

15.2 For details of transactions with related parties, Refer Note: 26.

Note - 16: Restated Standalone Summary Statement of Cash and Cash equivalents

(₹In Million)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
Cash and Cash Equivalents					
Balances with scheduled banks					
- In Current Accounts	47.16	0.33	6.27	0.69	-
- In Fixed Deposit with original maturity upto 3 months	110.00	-	-	-	37.00
Total	**157.16**	**0.33**	**6.27**	**0.69**	**37.00**

Note - 17: Restated Standalone Summary Statement of Short Term Loans and Advances

(₹In Million)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
(Unsecured, considered good)					
ICD given to related parties	203.85	108.41	-	-	-
Service tax	1.81	-	-	-	0.35
Prepaid expenses	0.18	0.14	-	0.06	-
Advances to staff	0.17	0.01	0.02	0.02	0.02
Advance to Vendor and others	12.61	0.06	0.31	0.03	1.00
Total	**218.62**	**108.62**	**0.33**	**0.11**	**1.37**

Notes:

17.1 Amount due from Directors/Promoters/Group Companies/Relatives of Promoters/Relatives of Directors:

(₹In Million)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
ICD given to related parties					
Orissa Steel Expressway Pvt. Ltd.	203.85	2.00	-	-	-
Ghaziabad Aligarh Expressway Pvt. Ltd	-	106.41	-	-	-

17.2 For details of transactions with related parties, refer Note: 26.

Note - 18: Restated Standalone Summary Statement of Other Current Assets

(₹In Million)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
(Unsecured, considered good)					
Interest accrued and due on loans	77.85	24.54	24.54	24.54	24.57
Interest accrued but not due on loans to related parties	-	51.36	-	-	-
Income accrued but not due	-	-	-	5.57	-
Other receivables for reimbursements	-	-	-	0.29	-
Interest accrued on fixed deposit	0.01	-	-	-	-
Other receivables	-	2.33	0.03	0.93	0.00
Total	**77.86**	**78.23**	**24.57**	**31.33**	**24.57**

Notes:

18.1 Amount due from Directors/Promoters/Group Companies/Subsidiaries/Relatives of Promoters/Relatives of Directors:

(₹In Million)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
Interest accrued but not due on loans to related parties					
Orissa Steel Expressway Pvt. Ltd.	-	0.11	-	-	-
Ghaziabad Aligarh Expressway Pvt. Ltd	-	2.30	-	-	-
Shree Jagannath Expressways Pvt. Ltd	-	48.95	-	-	-
Interest accrued and due on loans					
Orissa Steel Expressway Pvt. Ltd.	10.89				

(₹In Million)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
Mahakaleshwar Tollways Pvt. Ltd.	24.55	-	-	-	-
Shree Jagannath Expressways Pvt. Ltd	42.41	-	-	-	-

18.2 For details of transactions with related parties, refer Note: 26.

Note - 19: Restated Standalone Summary Statement of Revenue from Operations

(₹In Million)

Particulars	Year ended 31st March, 2017	Year ended 31st March, 2016	Year ended 31st March, 2015	Year ended 31st March, 2014	Year ended 31st March, 2013
Sale of services:					
Toll operations and maintenance	-	-	61.23	67.37	5.80
Consultancy fee	142.81	38.42	43.10	40.00	-
Retainership fee	-	-	-	2.00	1.00
Total	**142.81**	**38.42**	**104.33**	**109.37**	**6.80**

Notes:

19.1 Revenue from Directors/Promoters/Group Companies/Subsidiaries/Relatives of Promoters/Relatives of Directors:

(₹In Million)

Particulars	Year ended 31st March, 2017	Year ended 31st March, 2016	Year ended 31st March, 2015	Year ended 31st March, 2014	Year ended 31st March, 2013
Sale of Services(Including Toll operations and Maintenance, Consultancy fee, Retainership fee)	85.81	30.92	40.00	40.00	-

19.2 For details of transactions with related parties, refer Note: 26.

Note - 20: Restated Standalone Summary Statement of Other Income

(₹In Million)

Particulars	Nature Recurring/Non-Recurring	Year ended 31st March, 2017	Year ended 31st March, 2016	Year ended 31st March, 2015	Year ended 31st March, 2014	Year ended 31st March, 2013
Interest on Loans*		74.29	76.36	0.33	-	23.63
Less: Adjusted with corresponding Interest Expenses		43.56	41.34	-	-	-
	Non- Recurring	30.73	35.02	0.33	-	23.63
Interest on Fixed Deposit with Bank*	Non- Recurring	0.02	-	-	0.20	0.15
Penal Charges Recovery*	Non- Recurring	-	-	-	0.03	-
Interest on Income Tax refund**	Non- Recurring	0.57	-	-	0.00	-
Liability no longer required written back**	Non- Recurring	0.04	0.01	-	-	-
Profit on sale of Investment Long Term (Trade)*	Non- Recurring	27.33	-	330.55	-	-
Total		**58.69**	**35.03**	**330.88**	**0.23**	**23.78**

* All the above Other Incomes are related to business activity.
** All the above Other Incomes are not related to business activity.

Notes:

20.1 The classification of other income as recurring/non-recurring, related/not-related to business activity is based on the current operations and business activity of the Company as determined by the management.

20.2 Disclosure of source of Interest on Loans is shown in table below:

(₹In Million)

Particulars	Year ended 31st March, 2017	Year ended 31st March, 2016	Year ended 31st March, 2015	Year ended 31st March, 2014	Year ended 31st March, 2013
Solapur Tollways Pvt. Ltd.	-	-	0.33	-	-
Orissa Steel Expressway Pvt. Ltd.	6.90	19.67	-	-	-
Ghaziabad Aligarh Expressway Pvt. Ltd	9.23	2.31	-	-	-
Shree Jagannath Expressways Pvt. Ltd	14.60	13.04	-	-	-
Mahakaleshwar Tollways Pvt. Ltd.	-	-	-	-	23.63

Total	**30.73**	**35.02**	**0.33**	**-**	**23.63**

20.3 Disclosure of source of Profit on sale of Investment Long Term (Trade) is shown in table below:

(₹In Million)

Particulars	Year ended 31st March, 2017	Year ended 31st March, 2016	Year ended 31st March, 2015	Year ended 31st March, 2014	Year ended 31st March, 2013
Srei Infrastructure Finance Ltd.	17.18	-	330.55	-	-
Srei Venture Capital Trust A/c-Infrastructure Project Development Capital	10.15	-	-	-	-
Total	**27.33**	**-**	**330.55**	**-**	**-**

20.4 For details of transactions with related parties, refer Note: 26.

<u>Note - 21: Restated Standalone Summary Statement of Operational Expenses</u>

(₹In Million)

Particulars	Year ended 31st March, 2017	Year ended 31st March, 2016	Year ended 31st March, 2015	Year ended 31st March, 2014	Year ended 31st March, 2013
Toll Operating Expenses	-	-	50.02	55.52	5.23
Total	**-**	**-**	**50.02**	**55.52**	**5.23**

Note:

21.1 For details of transactions with related parties, refer Note: 26.

<u>Note - 22: Restated Standalone Summary Statement of Employee Benefits Expense</u>

(₹In Million)

Particulars	Year ended 31st March, 2017	Year ended 31st March, 2016	Year ended 31st March, 2015	Year ended 31st March, 2014	Year ended 31st March, 2013
Salaries & Allowances	39.42	27.79	27.65	28.65	15.78
Contribution to Provident and Other Funds	1.63	1.19	1.24	1.17	0.56
Staff Welfare Expenses	0.19	0.09	0.13	0.05	0.00
Total	**41.24**	**29.07**	**29.02**	**29.87**	**16.34**

<u>Notes</u>:

22.1 Employee Benefits Expense to Directors/Promoters/Group Companies/Subsidiaries/Relatives of Promoters/Relatives of Directors:

(₹In Million)

Particulars	Year ended 31st March, 2017	Year ended 31st March, 2016	Year ended 31st March, 2015	Year ended 31st March, 2014	Year ended 31st March, 2013
Managing Director : Salaries & Allowances	5.51	-	-	-	-

Note - 23: Restated Standalone Summary Statement of Other Expenses

(₹In Million)

Particulars	Year ended 31st March, 2017	Year ended 31st March, 2016	Year ended 31st March, 2015	Year ended 31st March, 2014	Year ended 31st March, 2013
Legal & Professional Fees	8.04	1.66	7.89	6.81	3.64
Travelling and Conveyance	8.08	3.48	4.51	3.29	2.24
Rates & Taxes	10.50	0.19	0.48	0.51	0.07
Repairs & Maintenance- Others	0.68	0.45	0.44	0.17	-
Postage, Telegram & Telephone	0.21	0.11	0.14	0.11	0.10
Membership & Subscription	0.62	0.06	0.06	0.06	-
Demat charges	-	0.27	-	-	-
Sales Promotion	0.24	0.09	0.03	0.03	0.03
Tender fees	-	-	-	-	0.12
Bad Debts	1.25	-	-	-	-
Insurance Premium	0.34	0.03	0.01	-	-
Payment to Auditor :					

-For Audit	0.35	0.20	0.10	0.10	0.10
-Other Services	0.62	0.08	0.09	0.06	0.02
Director's Sitting Fees	1.11	0.10	-	-	-
Printing & Stationery	0.09	0.07	0.08	0.02	0.01
General Expenses	0.17	0.01	0.03	0.03	0.02
Total	**32.30**	**6.80**	**13.86**	**11.19**	**6.35**

Notes:

23.1 Other Expenses to Directors/Promoters/Group Companies/Relatives of Promoters/Relatives of Directors:

(₹In Million)

Particulars	Year ended 31st March, 2017	Year ended 31st March, 2016	Year ended 31st March, 2015	Year ended 31st March, 2014	Year ended 31st March, 2013
Director's Sitting Fees	1.11	0.10	-	-	-

Note - 24: Restated Standalone Summary Statement of Finance Cost

(₹In Million)

Particulars	Year ended 31st March, 2017	Year ended 31st March, 2016	Year ended 31st March, 2015	Year ended 31st March, 2014	Year ended 31st March, 2013
Interest expenses on borrowings	435.35	504.27	405.35	504.36	164.30
Other borrowing costs	-	-	-	9.34	4.63
Total	**435.35**	**504.27**	**405.35**	**513.70**	**168.93**

Notes:

24.1 Finance cost to Directors/Promoters/Group Companies/Subsidiaries/Relatives of Promoters/Relatives of Directors:

(₹In Million)

Particulars	Year ended 31st March, 2017	Year ended 31st March, 2016	Year ended 31st March, 2015	Year ended 31st March, 2014	Year ended 31st March, 2013
Srei Infrastructure Finance Limited (Promoter w.e.f 16.02.2017)	13.12	-	-	-	-
Solapur Tollways Pvt. Ltd.	-	-	13.85	0.18	-

24.2 For details of transactions with related parties, refer Note: 26.

25 Restated Standalone Summary Statement Disclosure pursuant to Accounting Standard (AS) 15:

Defined Contribution Plans:

The Company provides Provident Fund benefit to all employees. Under this scheme fixed contribution is made to the Regional Provident Fund Commissioner. The Company has no legal and constructive obligation to pay further contributions if the fund does not hold sufficient assets to pay employee benefits. The Company has made contributions of ₹ 1.52 Million as at 31st March, 2017, (31st March, 2016 ₹1.11 Million, 31st March, 2015: ₹1.15 Million , 31st March, 2014: ₹ 1.05 Million, 31st March, 2013: ₹ 0.51 Million) to Regional Provident Fund Authority, which is recognised as expense in the Statement of Profit and Loss.

Defined Benefit Plans:

The Employees' Gratuity scheme, Leave benefit scheme, and Sick Leave availment scheme are the Company's defined benefit plans. The present value of defined obligation and related current cost are measured using the Projected Unit Credit Method with actuarial valuation being carried out at Balance Sheet date.

The following tables set out the details of amount recognized in the financial statements in respect of gratuity and leave benefits which is not funded:

(₹In Million)

S. No	Particulars	Gratuity (Unfunded)					Privilege Leave Benefit (Unfunded)				
	Defined benefit plans (As per actuarial valuation)	**Year ended 31st March, 2017**	**Year ended 31st March, 2016**	**Year ended 31st March, 2015**	**Year ended 31st March , 2014**	**Year ended 31st March, 2013**	**Year ended 31st March, 2017**	**Year ended 31st March, 2016**	**Year ended 31st March, 2015**	**Year ended 31st March, 2014**	**Year ended 31st March, 2013**
I	**Change in Defined Benefit Obligations (DBO) during the year**										

(₹In Million)

S. No	Particulars	Gratuity (Unfunded)					Privilege Leave Benefit (Unfunded)				
	Defined benefit plans (As per actuarial valuation)	**Year ended 31st March, 2017**	**Year ended 31st March, 2016**	**Year ended 31st March, 2015**	**Year ended 31st March , 2014**	**Year ended 31st March, 2013**	**Year ended 31st March, 2017**	**Year ended 31st March, 2016**	**Year ended 31st March, 2015**	**Year ended 31st March, 2014**	**Year ended 31st March, 2013**
	Present Value of DBO at beginning of the year	0.72	1.15	0.45	0.35	-	0.91	0.90	0.49	0.94	0.08
	Current Service Cost	0.66	0.21	0.52	0.44	0.35	0.50	0.43	0.47	0.28	0.02
	Interest cost	0.06	0.09	0.04	0.03	-	0.05	0.05	0.04	0.05	-
	Curtailment cost / (credit)	-	-	-	-	-	-	-	-	-	-
	Settlement cost / (credit)	-	-	-	-	-	-	-	-	-	-
	Plan amendments	-	-	-	-	-	-	-	-	-	-
	Acquisitions	-	-	-	-	-	-	-	-	-	-
	Actuarial Losses / (Gains)	3.24	(0.72)	0.13	(0.37)	-	1.81	0.05	0.08	(0.01)	0.86
	Benefits Paid	-	-	-	-	-	(0.63)	(0.53)	(0.18)	(0.77)	(0.03)
	Employee contribution	-	-	-	-	-		-	-	-	-
	Other Adjustments	-	-	-	-	-		-	-	-	-
	Present Value of DBO at the end of the year	**4.68**	**0.72**	**1.15**	**0.45**	**0.35**	**2.64**	**0.91**	**0.90**	**0.49**	**0.94**
II	**Net assets / (liability) recognised in Balance Sheet**										
	Present value of Defined Benefit Obligation	4.68	0.72	1.15	0.45	0.35	2.64	0.91	0.90	0.49	0.94
	Fair value of plan assets	0.00	-	-	-	-	-	-	-	-	-
	Funded status [Surplus/(Deficit)]	(4.68)	(0.72)	(1.15)	(0.45)	(0.35)	(2.64)	(0.91)	(0.90)	(0.49)	(0.94)
	Unrecognized past service cost	0.00	-	-	-	-	0.00	-	-		
	Net asset/ (liability) recognised in Balance Sheet	(4.68)	(0.72)	(1.15)	(0.45)	(0.35)	(2.64)	(0.91)	(0.90)	(0.49)	(0.94)
	Current Asset / (Liability)	**(0.04)**	**(0.00)**	**(0.01)**	**(0.00)**	**(0.00)**	**(0.38)**	**(0.12)**	**(0.08)**	**(0.03)**	**(0.15)**
	Non Current Asset / (Liability)	**(4.63)**	**(0.72)**	**(1.14)**	**(0.45)**	**(0.35)**	**(2.26)**	**(0.79)**	**(0.82)**	**(0.46)**	**(0.78)**
III	**Components of Employer Expenses**										
	Current Service cost	0.66	0.21	0.52	0.44	0.35	0.50	0.43	0.47	0.28	0.02
	Interest cost	0.06	0.09	0.04	0.03	-	0.05	0.05	0.04	0.05	-
	Expected return on plan assets	-	-	-	-	-	-	-	-	-	-
	Curtailment cost / (credit)	-	-	-	-	-	-	-	-	-	-
	Settlement cost / (credit)	-	-	-	-	-	-	-	-	-	-
	Past service cost	-	-	-	-	-	-	-	-	-	-
	Actuarial Losses / (Gains)	3.24	(0.72)	0.13	(0.37)	-	1.81	0.05	0.08	(0.01)	0.86
	Total expenses recognised in the Statement of Profit & Loss	**3.96**	**(0.43)**	**0.69**	**0.10**	**0.35**	**2.36**	**0.53**	**0.59**	**0.32**	**0.88**
IV	**Actuarial Assumptions**										
	Discount Rate	7.15%	7.80%	7.80%	9.25%	8.20%	7.15%	7.80%	7.80%	9.25%	8.20%
	Expected return on plan assets	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
	Salary Escalation	10.00%	10.00%	10.00%	10.00 %	10.00%	10.00%	10.00%	10.00%	10.00%	10.00%
	Mortality	Indian Assured Lives	Indian Assured	Indian Assured Lives	Indian Assure d Lives	Indian Assured Lives	Indian Assured Lives	Indian Assured Lives	Indian Assured Lives	Indian Assured Lives	Indian Assured Lives

(₹In Million)

S. No	Particulars	Gratuity (Unfunded)					Privilege Leave Benefit (Unfunded)				
	Defined benefit plans (As per actuarial valuation)	**Year ended 31st March, 2017**	**Year ended 31st March, 2016**	**Year ended 31st March, 2015**	**Year ended 31st March , 2014**	**Year ended 31st March, 2013**	**Year ended 31st March, 2017**	**Year ended 31st March, 2016**	**Year ended 31st March, 2015**	**Year ended 31st March, 2014**	**Year ended 31st March, 2013**
		(2006-08)	Lives (2006-08)	(2006-08)	(2006-08)	(2006-08)	(2006-08)	(2006-08)	(2006-08)	(2006-08)	(2006-08)
	Retirement/ Superannuation Age	Employees: 60 yrs Director : 65 yrs					Employees: 60 yrs Director : 65 yrs				

(₹In Million)

	Particulars	Sick Leave Benefit				
		Year ended 31st March, 2017	**Year ended 31 March, 2016**	**Year ended 31 March, 2015**	**Year ended 31 March, 2014**	**Year ended 31 March, 2013**
V	**Assets/ Liabilities**					
	Defined Benefit Obligation	1.22	0.10	0.14	0.10	0.33
	Fair Value of Plan Assets	-	-	-	-	-
	Current Asset / (Liability)	**(0.19)**	**(0.01)**	**(0.02)**	**(0.01)**	**(0.04)**
	Non Current Asset / (Liability)	**(1.02)**	**(0.09)**	**(0.12)**	**(0.08)**	**(0.29)**
	Actuarial Assumptions					
	Discount Rate	7.15%	7.80%	7.80%	9.25%	8.20%
	Expected return on plan assets	NA	NA	NA	NA	NA
	Salary Escalation	10.00%	10.00%	10.00%	10.00%	10.00%
	Mortality	Indian Assured Lives (2006-08)	Indian Assured Lives (2006-08)	Indian Assured Lives (2006-08)	Indian Assured Lives (2006-08)	Indian Assured Lives (2006-08)
	Retirement/ Superannuation Age	Employees: 60 yrs Director : 65 yrs				

VI Other disclosures :

Basis of estimates of Rate of escalation in salary:

a) The estimates of rate of escalation in salary, considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.

b) The Gratuity and Leave Encashment have been recognised under "Salaries and Allowances" under Note 22.

c) The expected contribution for defined benefit plan for the next financial year is not available and hence not disclosed.

26 Restated Standalone Summary Statement of Related Parties

(I) Related Parties:

	Particulars	2016-17	2015-16	2014-15	2013-14	2012-13
	Investor having control	Infrastructure Project Development Capital (ceases control & have significant influence w.e.f. 12th November, 2016)	Infrastructure Project Development Capital (w.e.f. 28 March, 2013)	Infrastructure Project Development Capital (w.e.f. 28 March, 2013)	Infrastructure Project Development Capital (w.e.f. 28 March, 2013)	Infrastructure Project Development Capital (w.e.f. 28 March, 2013)
		-	-	-	-	Infrastructure Project Development Fund (control upto 27 March, 2013)
	Investor having significant influence	Infrastructure Project Development Capital (significant influence w.e.f. 12th November, 2016)	-	-	-	-
		Infrastructure Project Development Fund (significant influence between 28th October, 2016 to 11th November, 2016)	-	-	-	-
	Subsidiaries	Orissa Steel Expressway Pvt. Ltd.(Subsidiary w.e.f 12th November, 2016)	-	-	-	-
		Solapur Tollways Pvt. Ltd. (w.e.f. 3rd August, 2013)	Solapur Tollways Pvt. Ltd. (w.e.f. 3rd August, 2013)	Solapur Tollways Pvt. Ltd. (w.e.f. 3rd August, 2013)	Solapur Tollways Pvt. Ltd. (w.e.f. 3rd August, 2013)	-
	Associates	Orissa Steel Expressway Pvt. Ltd. (cease to be associate and became subsidiary w.e.f. 12th November, 2016)	Orissa Steel Expressway Pvt. Ltd.(w.e.f. 9th July, 2012)	Orissa Steel Expressway Pvt. Ltd.(w.e.f. 9th July, 2012)	Orissa Steel Expressway Pvt. Ltd.(w.e.f. 9th July, 2012)	Orissa Steel Expressway Pvt. Ltd.(w.e.f. 9th July, 2012)
		Kurukshetra Expressway Pvt. Ltd. (w.e.f. 28th March, 2013)	Kurukshetra Expressway Pvt. Ltd. (w.e.f. 28th March, 2013)	Kurukshetra Expressway Pvt. Ltd. (w.e.f. 28th March, 2013)	Kurukshetra Expressway Pvt. Ltd. (w.e.f. 28th March, 2013)	Kurukshetra Expressway Pvt. Ltd. (w.e.f. 28th March, 2013)
		Ghaziabad Aligarh Expressway Pvt. Ltd. (w.e.f. 11th September, 2012)	Ghaziabad Aligarh Expressway Pvt. Ltd. (w.e.f. 11th September, 2012)	Ghaziabad Aligarh Expressway Pvt. Ltd. (w.e.f. 11th September, 2012)	Ghaziabad Aligarh Expressway Pvt. Ltd. (w.e.f. 11th September, 2012)	Ghaziabad Aligarh Expressway Pvt. Ltd. (w.e.f. 11th September, 2012)
		Shree Jagannath Expressways Pvt. Ltd. (w.e.f. 28th March, 2013)	Shree Jagannath Expressways Pvt. Ltd. (w.e.f. 28th March, 2013)	Shree Jagannath Expressways Pvt. Ltd. (w.e.f. 28th March, 2013)	Shree Jagannath Expressways Pvt. Ltd. (w.e.f. 28th March, 2013)	Shree Jagannath Expressways Pvt. Ltd. (w.e.f. 28th March, 2013)
		Potin - Pangin Highway Pvt. Ltd. (cease to be associate w.e.f. 12th November, 2016)	Potin - Pangin Highway Pvt. Ltd. (w.e.f. 2nd December, 2013)	Potin - Pangin Highway Pvt. Ltd. (w.e.f. 2nd December, 2013)	Potin - Pangin Highway Pvt. Ltd. (w.e.f. 2nd December, 2013)	-
		Mahakaleshwar Tollways Pvt. Ltd. (associate w.e.f. 28th October, 2016)	-	-	-	-
		Guruvayoor Infrastructure Pvt. Ltd.(w.e.f. 30th March, 2015)	Guruvayoor Infrastructure Pvt. Ltd.(w.e.f. 30th March, 2015)	Guruvayoor Infrastructure Pvt. Ltd.(w.e.f. 30th March, 2015)	-	-
	Key Management Personnel (KMP)	-	-	-	Kamal Verma (Chief Executive Officer upto 30th November, 2013)	Kamal Verma (Chief Executive Officer w.e.f 1st July, 2012)

	Particulars	2016-17	2015-16	2014-15	2013-14	2012-13
		Bajrang Kumar Choudhary (Managing Director w.e.f 1st November 2016)	-	-	-	-
		Asim Tewari (Chief Technical Officer upto 31st October, 2016 & Chief Operating Officer w.e.f. 1st November, 2016)	Asim Tewari (Chief Executive Officer & Manager upto 30th June, 2015 & Chief Technical Officer w.e.f. 1st July, 2015)	Asim Tewari (Chief Executive Officer & Manager upto 30th June, 2015)	Asim Tewari (Chief Executive Officer w.e.f. 12th August, 2013)	-
		Anurag Kuba (Chief Executive Officer w.e.f. 29th June, 2015 and Upto 16th June, 2016)	Anurag Kuba (Chief Executive Officer w.e.f. 29th June, 2015 and Upto 16th June, 2016)	-	-	-
		Alok Nagpal (Chief Financial Officer upto 7th July, 2015)	Alok Nagpal (Chief Financial Officer upto 7th July, 2015)	Alok Nagpal (Chief Financial Officer upto 7th July, 2015)	Alok Nagpal (Chief Financial Officer w.e.f 14th August 2013)	-
		Sanjay Banka (Chief Financial Officer & Company Secretary w.e.f 17th December, 2015)	Sanjay Banka (Chief Financial Officer & Company Secretary w.e.f 17th December, 2015)	-	-	-
		Samita Lahiri (Company Secretary upto 31st August, 2015)	Samita Lahiri (Company Secretary upto 31st August, 2015)	Samita Lahiri (Company Secretary w.e.f 30th March, 2013)	Samita Lahiri (Company Secretary w.e.f 30th March, 2013)	Samita Lahiri (Company Secretary w.e.f 30th March, 2013)
	Relatives of KMP	-	-	Roli Tewari (Wife of Asim Tewari)	Roli Tewari (Wife of Asim Tewari)	-
		-	-	Sonia Nagpal (Wife of Alok Nagpal)	Sonia Nagpal (Wife of Alok Nagpal)	-

No amount has been written back / written off in respect of due to / from related parties. The amount due from related parties are good and hence no provision for doubtful debts in respect thereof is required.

(II) Summary of Transactions with Related Parties

(₹In Million)

Name of the related party	Nature of Transaction & Outstanding Balances	2016-17	2015-16	2014-15	2013-14	2012-13
(A) Investor having Control:						
Infrastructure Project Development Fund	Purchase of Equity Shares of :					
	- Shree Jagannath Expressways Pvt. Ltd.	-	-	-	-	96.00
	- Kurukshetra Expressway Pvt. Ltd.	-	-	-	-	98.00
	Takeover of Loan of Mahakaleshwar Tollways Pvt. Ltd.	-	-	-	-	18.40
	Interest Income on Takeover of Loan of Mahakaleshwar Tollways Pvt. Ltd.	-	-	-	-	4.58
Infrastructure Project Development Capital	Equity Shares subscription received	-	-	-	-	99.50
	Share Application money received (pending allotment)	-	-	-	-	250.00
	Share Application money refunded	-	-	-	250.00	-
	Purchase of Equity Shares of :					
	- Shree Jagannath Expressways Pvt. Ltd.	-	-	-	-	97.04
	- Kurukshetra Expressway Pvt. Ltd.	-	-	-	-	28.00
	Takeover of Loan of :					

	- Mahakaleshwar Tollways Pvt. Ltd.	-	-	-	-	76.80
	- Guruvayoor Infrastructure Pvt. Ltd.	-	-	-	-	170.70
	Interest Income on Takeover of Loan of Mahakaleshwar Tollways Pvt. Ltd.	-	-	-	-	19.96
	Purchase of Equity Shares of :					
	- Ghaziabad Aligarh Expressway Pvt. Ltd.	-	-	501.86	-	-
(B) Investor having significant influence :						
Infrastructure Project Development Capital	**Transactions :**					
	Equity shares subscription received	110.00	-	-	-	-
	Sale of Investment in securities	30.20	-	-	-	-
	Purchase of securities	240.34	-	-	-	-

						(₹ *In Million)*
Name of the related party	**Nature of Transaction & Outstanding Balances**	**2016-17**	**2015-16**	**2014-15**	**2013-14**	**2012-13**
(C) Subsidiaries						
Solapur Tollways Pvt. Ltd.	**Transactions :**					
	Warrant Subscribed	105.00	-	-	-	-
	Subscription to Unsecured Optionally Convertible Debenture	-	-	-	283.20	-
	Inter Corporate Deposit taken/(refunded)	-	-	(658.20)	658.20	-
	Inter Corporate Deposit given	-	-	15.00	-	-
	Inter Corporate Deposit refund received	-	-	15.00	-	-
	Interest Expenses on ICD taken	-	-	13.85	0.18	-
	Interest Income on ICD given	-	-	0.33	-	-
	Income from Consultancy fee (Excluding Service Tax)	30.00	30.92	20.00	20.00	-
	Reimbursement of expenses (Excluding Service Tax)	6.62	-	-	-	-
	Balance due:					
	Warrant Subscribed	105.00	-	-	-	-
	Income accrued but not due	-	-	-	-	-
	Cost of Investment pledged as collateral for loan taken from bank	2.52	2.53	4.90	2.53	-
	Balance payable ICD taken	-	-	-	658.20	-
	Interest Accrued but not due on ICD	-	-	-	0.18	-
	Trade Receivable (incl service tax)	3.68	61.26	40.94	20.47	-
Orissa Steel Expressway Pvt. Ltd.	**Transactions :**					
	Subscription to Equity Shares	-	-	-	-	-
	Inter Corporate Deposit given	410.00	-	-	-	-
	Inter Corporate Deposit refund received	(206.15)	-	-	-	-
	Interest Income on ICD given	12.10	-	-	-	-
	Income from Consultancy fees	10.30	-	-	-	-
	Balance due:					
	Inter Corporate Deposit Balance	203.85				
	Cost of Investment pledged as collateral for loan taken from bank	171.29	-	-	-	-
	Income Accrued but not due	-	-	-	-	-
	Interest Accrued but not due	10.89				
	Trade Receivable (incl service tax)	66.45	-	-	-	-

(₹ *In Million)*

Name of the related party	**Nature of Transaction & Outstanding Balances**	**2016-17**	**2015-16**	**2014-15**	**2013-14**	**2012-13**
(D) Associates :						
Orissa Steel Expressway Pvt. Ltd.	**Transactions :**					
	Subscription to Equity Shares	-	-	-	46.00	104.00
	Inter Corporate Deposit given	83.75	562.00	-	-	-
	Inter Corporate Deposit refund received	(85.75)	(560.00)	-	-	-
	Interest Income on ICD given	4.89	19.67	-	-	-
	Income from Consultancy fee (Excluding Service Tax)	43.01	-	20.00	20.00	-
	Balance due:					
	Inter Corporate Deposit Balance	-	2.00	-	-	-
	Cost of Investment pledged as collateral for loan taken from bank	-	171.30	171.30	-	-
	Interest Accrued but not due	-	0.11	-	-	-
	Trade Receivable (incl service tax)	-	10.47	10.47	20.22	-
Kurukshetra Expressway Pvt. Ltd.	**Transactions :**					
	Advance against Unsecured Optionally Convertible Debenture	136.17	138.49	-	-	-

(₹ In Million)

Name of the related party	Nature of Transaction & Outstanding Balances	2016-17	2015-16	2014-15	2013-14	2012-13
	Optionally Convertible Debenture allotted against application money	274.66				
	Advance given	101.33				
	Subscription to Equity Shares	-	-	-	147.54	-
	Debenture Application money paid	-	-	-	55.00	-
	Unsecured Optionally Convertible Debenture allotted against application money	-	-	55.00	-	-
	Balance due:		-	-	-	-
	Advance given balance	101.33				
	Debenture Application money		-	-	55.00	-
	Optionally Convertible Debenture	51.84				
	Advance against Unsecured Optionally Convertible Debenture	-	138.49	-	-	-
	Cost of Investment pledged as collateral for loan taken from bank	243.88	338.23	611.64	172.43	49.98
Ghaziabad Aligarh Expressway Pvt. Ltd.	**Transactions :**					
	Subscription to Equity Shares	-	-	-	-	29.10
	Inter Corporate deposit given	278.60	106.41	-	-	-
	ICD including interest converted to Warrant	395.39	-	-	-	-
	Advance given	144.60	-	-	-	-
	Advance converted to Warrant	86.50				
	Unsecured Loan given	-	-	-	370.00	-
	Unsecured Loan refunded	-	-	-	370.00	-
	Interest Income on ICD given	9.23	2.30	-	-	-
	Balance due:		-	-	-	-
	Warrants	481.89	-	-	-	-
	Advance given balance	58.10				
	Inter Corporate deposit	-	106.41	-	-	-
	Interest Accrued but not due	-	2.30	-	-	-
	Cost of Investment pledged as collateral for loan taken from bank	528.06	528.07	528.07	237.46	222.62
Potin - Pangin Highway Pvt. Ltd.	**Balance due:**		-	-	-	-
	Unsecured Optionally Convertible Debenture	-	19.85	19.85	19.85	-
	Cost of Investment pledged as collateral for loan taken from bank	-	0.05	0.05	0.05	-
Shree Jagannath Expressways Pvt. Ltd.	**Transactions :**					
	Advance against Warrant/OCPID	-	522.70	-	-	-
	Refund of Advance against Warrant/OCPID	(522.70)				
	Interest income on the Advance against Warrant/OCPID	48.07	54.38	-	-	-
	Balance due:					
	Advance against Warrant/OCPID	-	522.70	-	-	-
	Interest Accrued and due (net of TDS)	42.41				
	Interest Accrued but not due	-	48.95	-	-	-
	Cost of Investment pledged as collateral for loan taken from bank	422.50	301.65	97.65	97.65	97.65
Guruvayoor Infrastructure Pvt. Ltd.	**Balance due:**					
	Trade receivable	-	2.45	-	-	-
	Cost of Investment pledged as collateral for loan taken from bank	537.62	633.27	633.75	-	-
Mahakaleshwar Tollways Pvt. Ltd.	**Transactions :**	-				
	Advance given	5.12	-	-	-	-
	Advance refunded	(5.12)	-	-	-	-
	Income from Consultancy fee	2.50	-	-	-	-
	Balance due:					
	Advance given balance	70.06	-	-	-	-
	Interest Accrued and due	24.54	-	-	-	-

(₹In Million)

Name of the related party	Nature of Transaction & Outstanding Balances	2016-17	2015-16	2014-15	2013-14	2012-13
	Cost of Investment pledged as collateral for loan taken from bank	76.49	-	-	-	-
(E) Key Management Personnel :						
Kamal Verma	Salary & Allowances	-	-	-	9.56	9.23
Bajrang Kumar Choudhary	Salary & Allowances	5.51	-	-	-	-
Asim Tewari	Salary & Allowances	6.53	6.57	6.52	4.15	-
Anurag Kuba	Salary & Allowances	3.28	10.62	-	-	-
Alok Nagpal	Salary & Allowances	-	2.19	7.27	5.79	-
Sanjay Banka	Salary & Allowances	6.00	2.58	-	-	-
Samita Lahiri	Salary & Allowances	-	0.56	1.73	1.67	0.01
(E) Relatives of KMP						
Roli Tewari	Car Hire Charges	-	-	0.30	0.38	-
Sonia Nagpal	Car Hire Charges	-	-	0.30	0.38	-

27 Restated Standalone Summary Statement of Contingent Liabilities and Commitments

Contingent liabilities

(₹In Million)

Particulars	Year Ended 31st March, 2017	Year Ended 31st March, 2016	Year Ended 31st March, 2015	Year Ended 31st March, 2014	Year Ended 31st March, 2013
Claims against the Company not acknowledged as debt					
- Income Tax (F.Y. 2012-13)	2.31	2.31	-	-	-

Under scrutiny assessment for the financial year 2012-13, Ld. Deputy Commissioner of Income Tax had made disallowance u/s 14A and determined total income under normal provision of the Act at ₹6.91 Million by his order u/s 143(3) as against returned income of ₹1.32 Million. The Company has preferred an appeal to Commissioner of Income Tax (Appeals) against the above order on the facts that the order u/s 143(3) is grossly unjustified, erroneous and unsustainable.

The amounts shown above represent the best possible estimates arrived at on the basis of available information. The uncertainties and timing of the cash flows are dependent on the outcome of legal processes which have been invoked by the Company and therefore cannot be estimated accurately. The Company does not expect any reimbursement in respect of above contingent liabilities.

In the opinion of the management, no provision is considered necessary for the dispute mentioned above on the ground that there are fair chances of successful outcome of the appeal and the amount has been considered as contingent liability.

28 Restated Standalone Summary Statement of Deferred Tax

The Deferred Tax Asset (net) of ₹ 524.41 Million (31st March, 2016: ₹ 416.47 Million, 31st March, 2015 : ₹ 255.19 Million, 31st March, 2014 : ₹ 233.38 Million, 31st March, 2013 : ₹ 60.40 Million) arising out of timing difference as on 31st March, 2017 is on account of the following:

(₹In Million)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
Components of Deferred Tax Asset/(Liability):					
Carry forward Losses	522.95	416.57	254.91	233.28	60.27
Unabsorbed depreciation	0.14	0.07	0.05	0.03	0.02
Provision for Gratuity	1.37	(0.15)	0.24	0.03	0.12
Amount disallowed u/s 40(a)(ia)	-	-	0.00	0.06	-
Preliminary Expenses	-	-	-	0.00	0.00
Depreciation	(0.05)	(0.02)	(0.01)	(0.02)	(0.01)
Deferred Tax Asset (Net)	**524.41**	**416.47**	**255.19**	**233.38**	**60.40**

Note: On the basis of prudence, deferred tax asset has been recognized in the books of Accounts to the extent of deferred tax liability.

29 Restated Standalone Summary Statement of Segment Reporting

The Company is primarily engaged in a single business segment of own, build, develop, design, operate, transfer road and related services. All the activities of the Company revolve around the main business. As such there are no separate reportable segments as per Accounting Standard -17 "Segment Reporting" notified by the Central Government under the Companies (Accounting Standards) Rules, 2006.

30 Restated Standalone Summary Statement of Earnings per Share

Sl No	Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
i	**Basic Earnings/ (Loss) Per Share**					
	Restated Net Profit/(Loss) after tax for the year, available for equity shareholders (A) (₹ in Million)	(307.50)	(466.75)	(63.11)	(500.71)	(166.28)
	Number of Equity Shares	54,650,000	10,000,000	10,000,000	10,000,000	10,000,000
	Weighted average number of equity shares outstanding during the year (B)	27,865,753	10,000,000	10,000,000	10,000,000	159,589
	Basic Earning/(Loss) Per Share (A/B) in ₹	(11.04)	(46.67)	(6.31)	(50.07)	(1,041.95)
ii	**Diluted Earnings/(Loss) Per Share**					
	Restated Net Profit/(Loss) after tax for the year, available for equity shareholders (C) (₹ in Million)	(307.50)	(466.75)	(63.11)	(500.71)	(166.28)
	Number of Equity Shares	54,650,000	10,000,000	10,000,000	10,000,000	10,000,000
	Weighted average number of equity shares outstanding during the year	27,865,753	10,000,000	10,000,000	10,000,000	159,589
	Weighted average number of potential equity shares	-	-	-	-	-
	Weighted average number of equity shares diluted (D)	27,865,753	10,000,000	10,000,000	10,000,000	159,589
	Diluted Earning/(Loss) Per Share (C/D) in ₹	(11.04)	(46.67)	(6.31)	(50.07)	(1,041.95)

31 Restated Standalone Summary Statement of Earnings / Expenses in Foreign Currency

(₹In Million)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
Earning/Expenses in Foreign Currency	-	-	-	-	-

32 Due to rounding off of absolute figures to million, some of the figures have become zero.

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Annexure V

A. Notes on Material Adjustments

The summary of results of restatement made in the audited Summary financial statements for the respective years and its impact on the profits of the Company is as follows:

(₹In Million)

Sr. No	Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
(a)	**Net Profit/(Loss) after tax as per audited financial statements**	8.59	2.72	1.71	0.92	0.47
(b)	**Adjustments to net profit as per audited financial statements:**					
	Finance Cost Capitalised to Investment now decapitalised Credit/(Charge) (refer note 3 below)	(349.47)	(469.47)	(395.37)	(501.63)	(167.16)
	Profit on sale of Long Term Trade Investment - Credit/(charge) (refer note 4 below)	28.00	-	330.55	-	-
	Total adjustments before tax	**(321.47)**	**(469.47)**	**(64.82)**	**(501.63)**	**(167.16)**
(C)	**Restated Profit/(Loss) before tax (a+b)**	(312.88)	(466.75)	(63.11)	(500.71)	(166.69)
(d)	**Total current tax adjustments credit/(charge) of earlier years/period (refer note 5 below)**	5.38	-	-	-	0.41
(e)	**Restated Net Profit /(Loss) after tax (c+d)**	**(307.50)**	**(466.75)**	**(63.11)**	**(500.71)**	**(166.28)**

Material Regrouping

1 Appropriate adjustments have been made in the Restated Summary Statements of Assets and Liabilities, Profits and Losses and Cash Flows, wherever required, by a reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows in order to bring them in line with the groupings as per the audited financials of the Company as at 31st March, 2017, prepared in accordance with Schedule III to the Companies Act, 2013 and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009 (as amended).

2 No restatement adjustment was required to be made in the audited opening balance figures in the net surplus in the statement of profit and loss for the financial year 2011.

3 Finance Cost Capitalised to Investment, now decapitalised :

Emphasis of matter paragraph included in Independent Auditors report to the standalone financial statement for the year ended 31st March, 2013 , 31st March, 2014, 31st March, 2015, 31st March, 2016 and 31st Marh, 2017 in respect of capitalisation of borrowing cost on borrowed fund exclusively for investment as part of cost of investment, has now been decapitalised and charged to the Restated Statement of Profit and Loss as under:

(₹In Million)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
Finance cost charge/(credit)	349.47	469.47	395.37	501.63	167.16
Investment increase/(decrease)	(349.47)	(469.47)	(395.37)	(501.63)	(167.16)

4 Profit on sale of Investment Long Term :

For the year ended 31st March, 2015 and 31st March, 2017, the Company had sold certain investments at cost which was inclusive of interest capitalised. Since the whole amount of interest capitalised has now been decapitalised, the difference of the restated Cost with Sale price has been credited to the Statement of Profit and Loss of the respective year as profit on sale of investment.

5 Current tax adjustments:

In the audited accounts for the year ended 31st March, 2014, 31st March, 2015 and 31st March, 2016, provision for income tax was made under the provision of MAT u/s 115JB of Income Tax Act, 1961. MAT credit entitlement u/s 115JAA of Income Tax Act, 1961 for equivalent amount was recognised in the books. Due to the adjustment as stated in point 3 above, the book profit for these years have become negative, consequently the, MAT liability and MAT credit entitlements have also become nil and hence reversed in Restated Standalone Summary Statement of Profit and Loss. Further, the normal provision for income tax for the year ended 31st March, 2013 and year ended 31st March, 2017 have also become nil and reversed in the Restated Standalone Summary Statement of Profit and Loss.

B. Non adjusting items

Certain statements /comments included in audit opinion on the financial statements, which do not require any adjustments in restated summary financial information are reproduced below in respect of the financial statements presented:

I For the year ended 31st March, 2016 :

Clause VII (b) of Companies (Auditor's Report) Order, Annexed to the Auditor's Report.

The disputed statutory dues aggregating to ₹ 2.31 Million that have not been deposited on account of matters pending before appropriate authorities are as under :

Name of Statute	Nature of dues	Periods to which Pertains	*(₹ In Million)*	Forum where the dispute is pending
Income Tax Act, 1961	**Income Tax**	**2012-13**	2.31	Commissioner of Income Tax (Appeals)

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Annexure VI

Restated Standalone Summary Statement of Accounting Ratios

(₹In Million)

Sl No	Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
i	**Basic Earnings/ (Loss) Per Share**					
	Restated Net Profit/(Loss) after tax for the year, available for equity shareholders (₹ in Million) (A)	(307.50)	(466.75)	(63.11)	(500.71)	(166.28)
	Number of Equity Shares	54,650,000	10,000,000	10,000,000	10,000,000	10,000,000
	Weighted average number of equity shares outstanding during the year (B)	27,865,753	10,000,000	10,000,000	10,000,000	159,589
	Basic Earning/(Loss) Per Share (A/B) in ₹	(11.04)	(46.67)	(6.31)	(50.07)	(1,041.95)
	Diluted Earnings/(Loss) Per Share					
	Restated Net Profit/(Loss) after tax for the year, available for equity shareholders (C) (₹ in Million)	(307.50)	(466.75)	(63.11)	(500.71)	(166.28)
	Number of Equity Shares	54,650,000	10,000,000	10,000,000	10,000,000	10,000,000
	Weighted average number of equity shares outstanding during the year	27,865,753	10,000,000	10,000,000	10,000,000	159,589
	Weighted average number of potential equity shares	-	-	-	-	-
	Weighted average number of equity shares diluted (D)	27,865,753	10,000,000	10,000,000	10,000,000	159,589
	Diluted Earning/(Loss) Per Share (C/D) in ₹	(11.04)	(46.67)	(6.31)	(50.07)	(1,041.95)
ii	**Return on Net Worth**					
	Restated Net Profit/(Loss) after tax (E)	(307.50)	(466.75)	(63.11)	(500.71)	(166.28)
	Net worth excluding preference share capital at the end of the year, as restated (F)	4,217.25	(1,105.50)	(638.61)	(575.56)	(74.79)
	Return on Net Worth % (E/F)	-7.29%	NA *	NA *	NA *	NA *
iii	**Net Asset Value Per Equity share**					
	Net worth excluding preference share capital at the end of the year, as restated (G)	4,217.25	(1,105.50)	(638.61)	(575.56)	(74.79)
	Number of Equity share outstanding at end of the year (H)	54,650,000	10,000,000	10,000,000	10,000,000	10,000,000
	Net Asset Value Per Equity share (G)/(H)	77.17	(110.55)	(63.86)	(57.56)	(7.48)

***** Return on Networth has not been calculated, since both Restated Net Profit and Net worth are negative.

Notes:

1 The ratios have been computed as below:

Basic Earnings per share (₹) = $\frac{\text{Net profit/(loss) after tax, as restated attributable to equity shareholders}}{\text{Weighted average number of equity shares outstanding during the year}}$

2 Diluted Earnings per share (₹) = $\frac{\text{Net profit/(loss) after tax, as restated attributable to equity shareholders}}{\text{Weighted average number of diluted equity shares outstanding during the year}}$

3 Return on Net Worth (%) = $\frac{\text{Net profit/(loss) after tax, as restated attributable to equity shareholders}}{\text{Net worth excluding preference share capital at the end of the year}}$

4 Net asset value per equity share (₹) = $\frac{\text{Net worth excluding preference share capital at the end of the year}}{\text{Number of equity shares outstanding at the end of the year}}$

5 Share Application Money for ₹ 250 Million outstanding as on 31st March, 2013 has not been considered for the calculation of diluted loss per share for FY 2012-13, in lieu of the same being refunded due to change in management decision Refer Note 4 of Annexure IV.

6 Net Profit/(Loss), as restated as appearing in the Restated Summary Statement of Profits and Losses, has been considered for the purpose of computing the above ratios. These ratios are computed on the basis of the Restated Summary Financial Statements of the Company.

7 Net worth has been computed based on the definition as per sec 2(57) of the Companies Act, 2013. Refer Note 3 of Annexure IV for components of Reserves and Surplus.

8 Earnings per share calculations are done in accordance with Accounting Standard 20 "Earnings Per Share".

Annexure VII

Restated Standalone Summary of Capitalisation Statement

(₹In Million)

Class of Shares		Pre-Issue as at 31st March, 2017	Post-Issue as at*
Borrowings:			
Long term debt	**(A)**	969.53	
Short term debt		530.00	
Total debt		**1,499.53**	
Shareholders' funds:			
Share Capital		546.50	
Reserve and surplus		3,670.93	
Total shareholders' funds	**(B)**	**4,217.43**	
Long Term Debt/Equity ratio	**(A)/(B)**	**0.23:1**	

* Share Capital and Reserves & Surplus post issue can be calculated only on the conclusion of Book Building Process.

Notes:

1 The above has been computed on the basis of the Restated Summary Statements of Assets and Liabilities of the Company as on 31st March, 2017.

2 Short term debt is considered as borrowing due within 12 months from the balance sheet date.

3 Long term debt is considered as borrowing other than short term debt, as defined above and also includes the current maturities of long term debt.

Annexure VIII

Restated Standalone Summary Statement of Tax Shelter

(₹In Million)

Particulars		**As at 31st March, 2017**	**As at 31st March, 2016**	**As at 31st March, 2015**	**As at 31st March, 2014**	**As at 31st March, 2013**
Restated Profit/(Loss) before tax	(A)	**(307.50)**	**(466.74)**	**(63.09)**	**(500.71)**	**(166.28)**
Less: Non operating Income						
Profit on sale of Investment Long Term (Trade)		**27.33**	**-**	**330.55**	**-**	**-**
Net Business Taxable Income		**(334.83)**	**(466.74)**	**(393.64)**	**(500.71)**	**(166.28)**
Marginal tax rate(%)	(B)	34.608%	34.608%	34.608%	34.608%	34.608%
Tax thereon at above rates	(C) = (A) *(B)	**(115.88)**	**(161.53)**	**(136.23)**	**(173.29)**	**(57.55)**
Permanent Difference	(D)					
Expense incurred for Increase in Share Capital		-	-	-	0.50	-
Set-off of Capital Gain against current year business loss		23.35	-	330.55	-	-
Deferred tax assets not recognised on accounting prudence		311.43	466.74	63.27	500.21	166.16
Others		0.05	0.00	0.01	-	0.15
Total Permanent Differences		**334.83**	**466.74**	**393.83**	**500.72**	**166.31**
Timing Differences	(E)					
Preliminary Expenses u/s 35D		-	-	(0.01)	(0.01)	(0.01)
Amount disallowed earlier, now allowed		-	-	(0.18)	(0.00)	(0.02)
Total Timing Differences		**-**	**-**	**(0.19)**	**(0.01)**	**(0.03)**
Total adjustments	(F) = (D + E)	**334.83**	**466.74**	**393.64**	**500.71**	**166.28**
Tax on adjustments	(G) = (F*B)	115.88	161.53	136.23	173.29	57.55
Tax liability on Non Operating Income	(H)	-	-	-	-	-
Total tax liability after tax impact of adjustments	**(I) = (C+G+H)**	**0.00**	**-**	**-**	**-**	**-**
As per restated financials		-	-	-	-	-
(a) Current Tax		-	-	-	-	-
Less: MAT Credit Entitlement		-	-	-	-	-
Net Current Tax		-	-	-	-	-

(₹In Million)

Particulars		As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
(b) Deferred tax (Net)		-	-	-	-	-
Income Tax in respect of Earlier Years		-	0.01	0.02	-	-
Total tax expense as per restated financials		**-**	**0.01**	**0.02**	**-**	**-**

Annexure IX

<u>Restated Standalone Summary Statement of Dividend Paid</u>

(₹In Million)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2013
Issued, Subscribed and Fully paid up Shares:					
Equity Shares:					
Number of Equity Shares of ₹ 10/- each	54,650,000	10,000,000	10,000,000	10,000,000	10,000,000
Rate of Dividend (%)	-	-	-	-	-
Dividend amount	-	-	-	-	-
Tax on Dividend	-	-	-	-	-

CAPITALISATION STATEMENT AS ADJUSTED FOR THE ISSUE

The following tables set forth our Company's capitalisation derived from:

a. The Restated Consolidated Financial Information of our Company as at and for the Fiscals 2017, 2016, 2015, 2014 and 2013 and adjusted to give effect of the gross proceeds of the Issue.
b. The Restated Standalone Financial Information of our Company, as at and for the Fiscals 2017, 2016, 2015, 2014 and 2013 and adjusted to give effect of the gross proceeds of the Issue.

The Restated Financial Information referred to above are presented under "*Financial Statements*" beginning on page 218. The summary financial information presented below should be read in conjunction with the Restated Financial Information, the notes thereto and "*Financial Statements*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on pages 218 and 304, respectively.

Restated Consolidated Summary Statement of Capitalisation

(₹ in million)

Class of Shares		Pre-Issue as at 31st March, 2017	Post-Issue as at 31st March, 2017*
Borrowings:			
Long term debt	**(A)**	5,153.81	5,153.81
Short term debt		530.00	530.00
Total debt		**5,683.81**	**5,683.81**
Shareholders' funds:			
Share Capital		546.50	839.50
Reserve and surplus		3,751.33	9,166.76
Total shareholders' funds	**(B)**	**4,297.83**	**10,006.26**
Long Term Debt/Equity ratio	**(A)/(B)**	**1.20:1**	**0.52:1**

** The Restated Consolidated Financial Information of our Company as at and for the Fiscals 2017, 2016, 2015, 2014 and 2013 and adjusted to give effect of the gross proceeds of the Issue.*

Notes:

1 The above has been computed on the basis of the Restated Consolidated Summary Statements of Assets and Liabilities of the Company as on 31st March, 2017.
2 Short term debt is considered as borrowing due within 12 months from the balance sheet date.
3 Long term debt is considered as borrowing other than short term debt, as defined above and also includes the current maturities of long term debt.

Restated Standalone Summary of Capitalisation Statement

(₹ In Million)

Class of Shares		Pre-Issue as at 31st March, 2017	Post-Issue as at 31st March, 2017*
Borrowings:			
Long term debt	**(A)**	969.53	969.53
Short term debt		530.00	530.00
Total debt		**1,499.53**	**1,499.53**
Shareholders' funds:			
Share Capital		546.50	839.50
Reserve and surplus		3,670.93	9,086.36
Total shareholders' funds	**(B)**	**4,217.43**	**9,925.86**
Long Term Debt/Equity ratio	**(A)/(B)**	**0.23:1**	**0.10:1**

** The Restated Standalone Financial Information of our Company as at and for the Fiscals 2017, 2016, 2015, 2014 and 2013 and adjusted to give effect of the gross proceeds of the Issue.*

Notes:

1 The above has been computed on the basis of the Restated Summary Statements of Assets and Liabilities of the Company as on 31st March, 2017.
4 Short term debt is considered as borrowing due within 12 months from the balance sheet date.
5 Long term debt is considered as borrowing other than short term debt, as defined above and also includes the current maturities of long term debt.

IDENTIFIED ASSOCIATES AUDITED FINANCIAL STATEMENTS

INDEPENDENT AUDITOR'S REPORT

TO THE BOARD OF DIRECTORS OF KURUKSHETRA EXPRESSWAY PRIVATE LIMITED

I) Report on the Financial Statements prepared under Companies Accounting Standard Rule, 2006

We have audited the accompanying financial statements prepared under Companies Accounting Standard Rule, 2006 of **KURUKSHETRA EXPRESSWAY PRIVATE LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2017; the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information. The special purpose financial statements have been prepared by the Management of the Company based on the measurement and presentation requirements as prescribed under the Indian GAAP and not as per the applicable Indian Accounting Standards (IndAS). These special purpose financial statements have been prepared for specific requirement of management and are not the General Purpose financial statements required to be prepared under the Companies Act, 2013.

II) Management's Responsibility for the Special Purpose Financial Statements

1) 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 special purpose 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 IndAS prescribed under section 133 of the Act.

2) This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; 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.

III) Auditor's Responsibility

1) Our responsibility is to express an opinion on these special purpose financial statements based on our audit.

2) We have taken into account the provisions of the Act and the accounting and auditing standards.

3) We conducted our audit of the special purpose 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 financial statements and Reporting Package are free from material misstatement.

4) An audit involves performing procedures to obtain audit evidence about the amounts and the 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 and reporting package, 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 statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

5) We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the special purpose financial statements and reporting package.

IV) Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid special purpose 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, 2017, and its loss and its cash flows for the year ended on that date.

V) Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, 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 Act, we report that:

   a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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 it appears from our examination of those books;

   c. The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

   d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

   e. On the basis of written representations received from the directors as on 31th March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31th March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.

   f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **"Annexure B**".

   g. With respect to the other matters to be included in the Auditor's Report in accordance with 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. Based on the best assessment made by the management, the Company does not have any pending litigations which would impact its financial position.

      ii. Based on the best assessment made by the management, the Company does not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

      iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

      iv. The company has provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016. Based on audit procedures and relying on the management representation we report that the disclosures are in accordance with Books of Accounts maintained by the Company and as produced to us by Management - Refer Note 28.

VI) Restriction on Distribution and Use

The financial statements prepared under Companies Accounting Standard Rule, 2006 is intended solely for the Company for the sole purpose of consolidation in the financial statements of Bharat Road Network Limited and should not be used by any other person.

For MKPS & Associates
Chartered Accountants
FRN 302014E

CA Narendra Khandal
Partner
M No. 065025

Place : Mumbai
Date : 08th April, 2017

Annexure A to the Independent Auditor Report on Financial Statements prepared under Companies Accounting Standard Rule, 2006 of Kurukshetra Expressway Private Limited for the year ended March 31, 2017

i) In Respect of its fixed Assets, comprising tangible assets and Intangible assets towards toll collection rights:

(a) The company is maintaining proper records showing full particulars, including quantitative details and situation of its fixed assets.

(b) The fixed assets of the company have been physically verified by the management during the year and no material discrepancies have been noticed on such verification. In our opinion, the frequency of verification is reasonable.

(c) The title deed of the immovable assets are held in the name of the company.

ii) In our opinion and according to the information and explanation given to us, the company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnership or other parties covered in the register maintained under section 189 of the Companies Act 2013.

iii) In our opinion and according to the information and explanation given to us, In respect of loans, investments and guarantees, the company has complied with the provisions of Section 185 and 186 of the Act.

iv) In our opinion and according to the information and explanations given to us, the company has not accepted any deposits during the period under audit. Consequently, the directives issued by Reserve Bank of India and the provisions of sections 73 to 76 of the Act and the rules framed thereunder are not applicable.

v) The maintenance of cost records has been specified by the Central Government under sub-section (1) of section 148 of the Act for the company. We have broadly reviewed such records and are of the opinion that prima-facie, the prescribed records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.

vi) (a) According to the information and explanations given to us and based on the records of the company examined by us, the company is generally regular in depositing the undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other material statutory dues, as applicable, with the appropriate authorities in India.

According to the information and explanations given to us, there are no undisputed amounts in respect of the aforesaid statutory dues which in arrears as at March 31, 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 applicable statutory dues which have not been deposited on account of any dispute.

vii) Based upon the audit procedures carried out by us and on the basis of information and explanations provided by the management we report that the company has defaulted in payment of periodic interest / charges and scheduled repayment of term loan dues to banks. As on March 31, 2017 the aggregate amount of interest overdue amounts to Rs. 187.06 Million and aggregate amount of overdue towards instalment amounts to Rs. 69.48 Million.

The company does not have any borrowings from financial institutions or government. There are no overdue for debentures as at the balance sheet date.

viii) In our opinion and according to the information and explanations given to us, the term loans taken by the company have been ultimately utilised for the purpose for which they were taken. Further, the company has not raised any funds by way of initial / further public offer.

ix) Based on the audit procedures performed by us for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given to us by the management, we report that we have neither come across any instance of fraud by the company or on the company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the management.

x) According to the information and explanations given to us, the company has not paid any managerial remuneration during the year and hence the reporting requirements under clause (xi) of paragraph 3 of the order are not applicable.

xi) According to the information and explanations given to us, all transactions entered into by the company with related parties are in compliance with section 177 and 178 of the Act where applicable and the details thereof have been disclosed in the financial statements as required by the applicable accounting standards.

xii) As per the information and explanations provided to us, the company has not entered into any non-cash transactions with directors or persons connected with them.

xiii) In our opinion and according to the information and explanations given to us, the company is not required to be registered under Section 45 – IA of the Reserve Bank of India, 1934.

xiv) The reporting requirements under sub-clause (ii), (xii) and (xiv) are not applicable to the company for the period under audit.

For MKPS & Associates
Chartered Accountants
FRN302014E

CA Narendra Khandal
Partner
M No. 065025

Place: Mumbai
Date: 08th April, 2017

"Annexure B" to the Independent Auditor's Report of even date on the Standalone Financial Statements prepared under Companies Accounting Standard Rule, 2006 of Kurukshetra Expressway Private Limited

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Kurukshetra Expressway Private Limited as of 31st March, 2017 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. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting 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 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 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 31st March, 2017, based on our audit procedures.

For MKPS & Associates
Chartered Accountants
FRN 302014E

CA Narendra Khandal
Partner
M No. 065025

Place: Mumbai
Date: 08th April, 2017

KURUKSHETRA EXPRESSWAY PRIVATE LIMITED

Toll Plaza Gangayacha Jat, Village-Gangayacha Jat, District-Rewari, Haryana

CIN NO.U45400HR2010PTC040303

Balance Sheet as at March 31, 2017

(Financial Statements prepared under Companies Accounting Standard Rule, 2006)

(Rs. in Millions)

	Particulars	Note No.	As at March 31, 2017	As at March 31, 2016
I.	**EQUITY AND LIABILITIES**			
1.	**Shareholders' Funds**			
	(a) Share Capital	**3**	1,042.59	1,042.59
	(b) Reserves and Surplus	**4**	(1,556.72)	(841.44)
			(514.13)	**201.15**
2.	**Non-Current Liabilities**			
	(a) Long Term Borrowings	**5**	9,060.10	8,709.16
	(b) Long Term Provisions	**6**	273.19	163.89
	(c) Other Non-Current Liabilities	**7**	359.13	197.11
			9,692.42	**9,070.16**
3.	**Current Liabilities**			
	(a) Other Current Liabilities	**8**	711.03	601.84
	(b) Short Term Provision	**9**	0.00	0.11
			711.04	**601.95**
	Total		**9,889.33**	**9,873.26**
II.	**ASSETS**			
1.	**Non-Current Assets**			
	(a) Property, Plant & Equipment's			
	(i) Tangible Assets	**10**	3.11	1.37
	(ii) Intangible Assets	**10**	9,634.46	9,778.31
	(iii) Intangible Assets Under Development	**11**	145.64	20.31
	(iv) Capital Work in Progress	**11**	8.15	8.15
	(b) Long Term Loans and Advances	**12**	0.62	0.69
			9,791.98	**9,808.83**
2.	**Current Assets**			
	(a) Short Term Loans and Advances	**13**	42.20	27.24
	(b) Trade Receivables	**14**	4.88	0.12
	(c) Cash and Bank Balances	**15**	28.88	35.70
	(d) Other Current Assets	**16**	21.39	1.37
			97.35	**64.43**
	Total		**9,889.33**	**9,873.26**

Significant Accounting Policies 2

The accompanying notes are an integral part of of the financial statements.

As per our report of even date

For M K P S & Associates **For and on behalf of the Board**

Chartered Accountants

Firm's Registration No.302014E

	Saurabh Gupta	**Asim Tewari**
	DIN : 06856431	**DIN : 06695731**
CA Narendra Khandal	Director	Director

Partner

Membership No.: 065025

Charu Singh

Company Secretary

Membership No. : A - 48257

Place : Mumbai

Date : 08th April, 2017

KURUKSHETRA EXPRESSWAY PRIVATE LIMITED
Toll Plaza Gangayacha Jat, Village-Gangayacha Jat, District-Rewari, Haryana
CIN NO.U45400HR2010PTC040303

Statement of Profit & Loss Account for the year ended March 31, 2017

(Financial Statements prepared under Companies Accounting Standard Rule, 2006)

(Rs. in Millions)

	Particulars	Note No.	Year Ended March 31, 2017	Year Ended March 31, 2016
I.	Revenue from Operations	**17**	769.24	730.63
II.	Other Income	**18**	1.51	1.16
III.	**Total Revenue**		**770.76**	**731.79**
	Expenses:			
a	Employee Benefit Expenses	**19**	9.51	4.76
b	Operation and Maintenance Expenses	**20**	105.38	89.46
c	Premium to NHAI	**21**	138.92	132.30
d	Administrative and Other Expenses	**22**	127.69	179.74
e	Finance Cost	**23**	960.48	992.61
f	Depreciation & Amortisation Expenses	**10**	144.06	139.93
IV.	**Total Expenses**		**1,486.03**	**1,538.80**
V	**Profit before exceptional and extraordinary items and Tax (III-IV)**		**(715.28)**	**(807.00)**
VI	Exceptional Items		-	-
VII	**Profit before extraordinary items and tax (V-VI)**		(715.28)	(807.00)
VIII	Extraordinary Items		-	-
IX	**Profit before tax (VII-VIII)**		**(715.28)**	**(807.00)**
X	Tax expense:			
	(1) Current tax		-	-
	(2) Deferred tax		-	-
	Total tax expenses		**-**	**-**
XI	**Profit/(Loss) for the year (IX-X)**		**(715.28)**	**(807.00)**
	Earning per equity share:	**31**		
	(1) Basic		(6.86)	(7.74)
	(2) Diluted		(6.86)	(7.74)

Significant accounting policies 2
The accompanying notes are an integral part of the financial statements.
As per our report of even date

For M K P S & Associates
Chartered Accountants
Firm's Registration No.302014E

CA Narendra Khandal
Partner
Membership No.: 065025

Place : Mumbai
Date : 8th April, 2017

For and on behalf of the Board

Saurabh Gupta
DIN : 06856431
Director

Asim Tewari
DIN : 06695731
Director

Charu Singh
Company Secretary
Membership No. : A - 48257

KURUKSHETRA EXPRESSWAY PRIVATE LIMITED

Toll Plaza Gangayacha Jat, Village-Gangayacha Jat, District-Rewari, Haryana

CIN NO.U45400HR2010PTC040303

Cash Flow Statement for the year ended March 31, 2017

(Financial Statements prepared under Companies Accounting Standard Rule, 2006)

(Rs. in Millions)

Particulars	Year ended March 31, 2017	Year ended March 31, 2016
A. Cash Flow from Operating Activities		
Net Profit Before Tax and Extraordinary Items	**(715.28)**	**(807.00)**
Add / (Less) : Adjustments		
Depreciation and Amortisation	144.06	139.93
Financial Cost	960.48	981.22
Operating Profit Before Working Capital Changes	**389.27**	**314.14**
Adjustment for :		
(Increase) / Decrease in Long Term Loans and Advances	0.08	-
(Increase) / Decrease in Short Loans and Advances	(14.96)	37.46
(Increase) / Decrease in Trade Receivables	(4.76)	
(Increase) / Decrease in other Current Assets	(20.02)	4.30
Increase / (Decrease) in Long Term Provisions	109.30	163.78
Increase / (Decrease) in Other Non-Current Liabilities	162.02	139.46
Increase / (Decrease) in Other Current Liabilities	17.24	(59.76)
Increase / (Decrease) in Short Term Provision	(0.11)	0.06
Cash generated from Operations	**638.05**	**599.43**
Income Taxes refund / (paid) during the year	-	4.04
Net Cash Flow from / (used in) Operating Activities	**638.05**	**603.47**
B. Cash Flow from / (used in) Investing Activities		
(Purchase)/Disposal of Fixed Assets	(1.95)	0.57
Transfer / (Additions) to CWIP	(125.33)	(22.82)
Net Cash Flow from / (used in) Investing Activities	**(127.28)**	**(22.25)**
C. Cash Flow from / (used in) Financing Activities		
Proceeds / (repayment) from / of Term Loan from Bank	(209.87)	(162.46)
Proceeds / (repayment) from / of Unsecured Loan	461.83	547.45
Proceeds / (repayment) from / of Debentures (OCD)	237.95	-
Finance costs	(1,007.49)	(997.24)
Net Cash Flow from / (used in) Financing Activities	**(517.59)**	**(612.25)**
Net Increase / (decrease) in Cash and Cash Equivalents	**(6.82)**	**(31.03)**
Cash and Cash Equivalent at the beginning of the year	**35.50**	**66.53**
Cash and Cash Equivalent at the end of the year	**28.68**	**35.50**

Reco with Cash and Bank Balance		
Cash on hand	1.85	2.35
Balances with Banks - in current accounts	26.23	15.53
Fixed Deposits with banks (having original maturity of 3 months or less)	0.60	17.62
Total Cash and Cash Equivalents	**28.68**	**35.50**

Add : Long Term Fixed Deposit	0.20	0.20
Total	**28.88**	**35.70**

NOTES :

1. Cash flow statement has been prepared under the Indirect Method as set out in the Accounting Standard 3 "Cash Flow Statements" as specified under section 133 of the Companies Act, 2013.

2. Cash and cash equivalents represent cash and bank balances meeting the extent criteria as per AS - 3 issued by ICAI.

As per our report of even date

For M K P S & Associates
Chartered Accountants
Firm's Registration No.302014E

For and on behalf of the Board

CA Narendra Khandal
Partner
Membership No.: 065025

Saurabh Gupta
DIN : 06856431
Director

Asim Tewari
DIN : 06695731
Director

Charu Singh
Company Secretary
Membership No. : A - 48257

Place : Mumbai
Date : 8th April, 2017

KURUKSHETRA EXPRESSWAY PRIVATE LIMITED
Toll Plaza Gangayacha Jat, Village-Gangayacha Jat, District-Rewari, Haryana
CIN NO.U45400HR2010PTC040303
Notes to the Financial Statements for the year ending March 31, 2017

(Financial Statements prepared under Companies Accounting Standard Rule, 2006)

1 Nature of Operations

The Company is an Infrastructure Company within the meaning of Section 186 of Companies Act, 2013, Read with Schedule VI annexed thereto. The Company has been awarded the Concession to promote, develop, finance, establish, design, construct, equip, operate, maintain, modify and upgrade the four laning of Rohtak Bawal Section of NH 71 from Km 363/300 to 450/800 under NHDP- III in the State of Haryana on Design, Build, Finance, Operate and Transfer (DBFOT) basis and to charge and collect toll fees and to retain and appropriate receivables as per the concession agreement dated July 13, 2010 from the NHAI. The Concession Agreement is for a period of 28 years from appointed date i.e. 10th May 2011.
The project received partial Completion Certificate (PCOD) in August 2013 and toll collection had commenced partially from September 2013 and afterwards the full stretch had been completed and 2nd PCOD was granted on 1st October 2014, except for construction of Y Trumpet at NH-8 and thereupon toll collection had started for the entire stretch (Except 500 Mtr) .

2 Significant Accounting Policies

2.1 Basis of Preparation -

The financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India, Accounting Standards as per Section 133 of the Companies Act 2013 read with Rule 7 of Companies (Accounts) Rules 2014 and the other relevant provisions of the Companies Act, 2013. The financial statements have been prepared under the historical cost convention on an accrual basis. The accounting policies have been consistently applied by the Company throughout the accounting year.

2.2 Use of Estimates -

The preparation of financial statements in conformity with Indian GAAP requires that the management of the company makes estimates and assumptions that affect the reported amounts of income and expenses of the year, the reported balances of assets and liabilities and the disclosures relating to contingent liabilities as of the date of the financial statements. Examples of such estimates include the useful lives of fixed assets and intangible assets, provision for doubtful debts / advances, future obligations in respect of retirement benefit plans etc. Actual results could differ from these estimates. Any revision to accounting estimates is recognized prospectively in current and future periods.

2.3 Fixed Assets

2.3.1 Tangible Assets
Fixed assets are stated at cost less accumulated depreciation. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

2.3.2 Intangible Assets
Intangible assets are recognized as per the criteria specified in Accounting Standard (AS) 26 "Intangible Assets" as specified in the Companies (Accounting Standards) Rule, 2006:

Toll Collection Rights are obtained in consideration for rendering construction, operation and maintenance services in relation to building and maintenance of the project on Build, Operate and Transfer (BOT) basis. The cost of such Toll Collection Rights comprises construction cost of 4 laning of the existing carriageway, preoperative costs , Road Side Furniture , Street Lighting, TMS system, Toll Plaza Building, DG Sets, Electricals. Drainage, Culverts, VUP, Fly Overs Etc incurred during the implementation phase; Such costs, on completion of project are capitalized as Intangible Assets.

2.4 Intangible Assets under Development -

All Project related expenditure for acquisition of Toll collection rights viz., civil works, machinery under erection, construction and erection materials, pre-operative expenditure, expenditure indirectly related to the project and incidental to setting up project facilities, borrowing cost incurred prior to the date of commercial operation, and trial run expenditure are shown under Intangible Assets under development.
Cost includes expenses incurred for Change of Scope to the extent the same are not received from NHAI. These expenses are net of recoveries, claims and income (net of tax), if any, from surplus funds arising out of project specific borrowings.

2.5 Depreciation / Amortisation -

<u>Tangible Assets</u>

As per notification dated, March 26, 2014 issued by the Ministry of Corporate Affairs, Schedule II of the Companies Act 2013 comes into effect from April 1, 2014 which prescribes the useful life of depreciable assets. The Company has adopted the useful life prescribed under the Schedule II of the Companies Act 2013 and the tangible assets are depreciated over the same.

		Intangible Assets Toll collection rights in respect of road projects are amortized over the period of concession using the revenue based amortization method in the manner prescribed under Schedule II to the companies Act, 2013. Under the revenue based method, amortization is provided based on the proportion of actual revenue earned till the end of the year to the total projected revenue from the intangible asset expected to be earned over the concession period. Total projected revenue is reviewed at the end of each financial year and is adjusted to reflect the changes in earlier estimate vis-à-vis the actual revenue earned till the end of the year so that the whole of the cost of the intangible assets is amortized over the concession period. Specialized software is amortized over a period of three years on straight line basis from the month in which the addition is made. Amortization on impaired assets is provided by adjusting the amortization charges in the remaining periods so as to allocate the assets revised carrying amount over its remaining useful life.
	2.6	**Investments** -
		Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as Long Term Investments. Current investments are carried at lower of cost or and fair value determined on an individual investment basis. Long Term investments are carried at cost less provisions for permanent diminution, if any, in the value of such investments.
	2.7	**Revenue Recognition** -
		Revenue is recognized to the extent it is probable that the economic benefits will flow to the company and revenue can be reliably measured. Revenue from toll is accounted for on the basis of usage charges recovered from the users of the toll. Toll Revenue in the form of periodic pass(es) are accounted for as income in the period in which the same are received. Interest income on fixed deposits is recognized on time proportion basis taking into account the amount outstanding and the rate applicable. Other Income and Claims Raised on 3rd Parties are recognised when right to received is established.
	2.8	**Borrowing Costs**
		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 capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur. Borrowing costs consists of interest and other cost that an entity incurs in connection with the borrowing of funds. Interest / Income earned from temporary investment in term deposits / other investments are reduced from borrowing costs.
	2.9	**Provisions, Contingent Liabilities and Contingent Assets**
		A provision is recognised when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognised but are disclosed in the notes to the financial statement. A contingent asset is neither recognised nor disclosed.
	2.10	**Employee Benefits**
		(i) **Short Term Employee Benefits** All employee benefits falling due wholly within twelve months of rendering the service are classified as short term employee benefits. The benefits like salaries, wages, short term compensated absences etc. and the expected cost of bonus, ex-gratia are recognized in the period in which the employee renders the related service. (i) **Post-Employment Benefits** a) Defined Contribution Plans: The Company’s obligation to employee’s provident fund is a defined contribution plan. The contribution paid/payable is recognized in the period in which the employee renders the related service. b) Defined Benefit Plans: The Company’s obligation towards gratuity is a defined benefit plan The present value of the obligation under such Defined Benefit Plans is determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.
		The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plans, is based on the market yields on Government securities as at the Balance sheet date, having maturity periods approximating to the terms of related obligations. Actuarial gains and losses are recognized in the Statement of Profit and loss. (i) **Long Term Employee Benefits**

		The obligation for long term employee benefits such as long term compensated absences is recognized in the same manner as in the case of defined benefit plans as mentioned in (ii) (b) above. The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plans, is based on the market yields on Government securities as at the balance sheet date, having maturity periods approximating to the terms of related obligations.
	2.11	**Current/Non-Current Assets and Liabilities:**
		Assets are classified as current when it satisfies any of following criteria: • It is expected to be realized within twelve months after the reporting date, • It is held primarily for the purpose of being traded, • It is Cash or cash equivalent unless it restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date. All other assets are classified as Non-current. Liabilities are classified as current when it satisfies any of following criteria: • It is expected to be settled within twelve months after the reporting date, • It is held primarily for the purpose of being traded, • The company does not have an unconditional right to defer the settlement of the liability for at least twelve months after the reporting date. All other liabilities are classified as Non-current.
	2.12	**Provisions, Contingent Liabilities and Contingent Assets**
		a) Provisions are recognized for liabilities that can be measured only by using a substantial degree of estimation, if (i) the Company has a present obligation as a result of a past event. (ii) a probable outflow of resources is expected to settle the obligation, and (iii) the amount of the obligation can be reliably estimated. b) Reimbursement expected in respect of expenditure required to settle a provision is recognized only when it is virtually certain that the reimbursement will be received. c) Contingent Liability is disclosed in the case of a. a present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation. b. a present obligation when no reliable estimate is possible, and c. a possible obligation arising from past events where the probability of outflow of resources is not remote. d) Contingent Assets are neither recognized, nor disclosed. e) Provisions, Contingent Liabilities and Contingent Assets are reviewed at each Balance Sheet date.
	2.13	**Claims** Claim against the company are accounted for as and when accepted ; and claims raised by the company are accounted for as and when received.
	2.14	**Accounting for Taxes on Income** Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961. Deferred tax resulting from “timing differences” between book and taxable profit is accounted for using the tax rates and laws that have been enacted or substantively enacted as on the balance sheet date. The deferred tax asset is recognised and carried forward only to the extent that there is a reasonable certainty that the assets will be realised in future.
	2.15	**Earnings Per Share (EPS)** Basic Earnings Per Share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating Diluted Earnings Per Share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

KURUKSHETRA EXPRESSWAY PRIVATE LIMITED

Toll Plaza Gangayacha Jat, Village-Gangayacha Jat, District-Rewari, Haryana

CIN NO.U45400HR2010PTC040303

Notes to the Financial Statements for the year ending March 31, 2017

(Financial Statements prepared under Companies Accounting Standard Rule, 2006)

(In Rs. Millions)

Note No.	Particulars	As at March 31, 2017	As at March 31, 2016
3	**Share Capital**		
	Authorised		
	10,45,00,000 Equity Shares of Rs. 10 each	1,045.00	1,045.00
	Equity Shares - Issued, Subscribed and Paid up		
	10,42,59,000 (Previous Year 10,42,59,000) equity Shares of Rs. 10/- each allotted as fully paid	1,042.59	1,042.59
	Total	**1,042.59**	**1,042.59**
	a **Reconciliation of the shares outstanding at the beginning and the at the end of the year**		
	At the beginning of the year 104,259,000 (Previous year 104,259,000) Equity Shares of Rs. 10 each allotted as fully paid up	104.26	104.26
	Issued during the year NIL	-	-
	At the end of year - 104,259,000 Equity Shares of Rs. 10 each allotted as fully paid up	**104.26**	**104.26**
	b **Share in the Company held by each shareholder holding more than 5% shares and share held by holding / associates company**		

Name of the Shareholders	As at March 31, 2017		As at March 31, 2016	
	No. of Shares	% of holding	No. of Shares	% of holding
JMC Projects (India) Limited	51,682,990	49.57%	51,682,990	49.57%
Srei Venture Capital Trust A/c – Infrastructure Project Development Capital*	13,665,630	13.11%	13,665,630	13.11%
Bharat Road Network Limited	37,416,380	35.89%	30,581,950	29.33%
SREI Infrastructure Finance Ltd.*	4,900	0.00%	6,839,330	6.56%

c **Terms / Rights attached to Shares:**

The company has only one class of equity shares having par value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

* 4,900 equity shares of KEPL and 13,665,630 equity shares of KEPL held in the name of SREI and IPDC respectively are pledged with the senior lenders of KEPL and shall be transferred in the name of BRNL upon release of the pledge by the senior lenders of KEPL. However, pending transfer of these shares upon being released from pledge, all the economic and beneficial interest with respect to these shares have been transferred to BRNL pursuant to a share purchase agreement dated October 27, 2016.

Note No.	Particulars	As at March 31, 2017	As at March 31, 2016
4	**Reserves and Surplus**		
	A **Securities Premium Account**		
	At the beginning of the Accounting year	942.59	942.59
	Add: Premium on Issue of Equity Shares	-	-
		942.59	942.59
	Less: Premium utilised during the year	-	-
	At the end of the Accounting year	**942.59**	**942.59**
	B **Surplus /(deficit) in the statement of Profit and Loss**		
	At the beginning of the accounting year	(1,784.03)	(977.03)

	Profit/(loss) for the year	(715.28)	(807.00)
	At the end of the Accounting year	**(2,499.31)**	**(1,784.03)**
	Total	**(1,556.72)**	**(841.44)**
5	**Long-Term borrowings**		
	Secured Term Loan		
	(A) **From Banks**	7,414.54	7,624.40
	Less : Current Maturity of Long Term Borrowings	466.51	327.55
	Balance Long Term Borrowings	**6,948.03**	**7,296.86**

a. Term loans are repayable in 47 (Forty Seven) unequal quarterly installments commencing from June 30, 2014 after a construction and moratorium period of 42 (Forty Two) months.

(Rs. in Millions)

Financial Year	**Total**	
March-17	69.48	
March-18	397.03	
March-19	555.84	
March-20	714.65	
March-21	754.36	
March-22	794.06	
March-23	952.87	
March-24	1,191.09	
March-25	1,349.90	
March-26	635.25	**7,414.54**

As at March 31, 2017, interest on Term Loan aggregating to Rs. 187.06 Millions has not been paid since January 2017 and the installment for the quarter ended March 2017 amounting to Rs. 69.48 Millions has also not yet been paid.

b. **Term loans are secured by following:**
a) First mortgage and charge on all the immovable properties both present and future;
b) First charge by way of hypothecation of all the moveable properties, both present and future;
c) First charge / assignment of all revenues and receivables;
d) First charge over all bank accounts and intangibles;
e) Assignment of all rights, titles and interests under all Project Documents and under all other contracts, insurances, licenses relating to the project;
f) Pledge of 51% (fifty one percent) of paid up and voting equity share capital by the Promoters; and
g) a first charge on uncalled equity share capital.
The security is subject to the provisions of Concession Agreement, Escrow Agreement and Substitution Agreement.

(B)	**Unsecured Long Term and interest free**	**1,180.64**	**1,412.30**
	- JMC Projects (India) Ltd.	1,079.30	718.81
	- Srei Infrastructure Finance Ltd.	-	500.00
	- Bharat Road Network Ltd.	101.33	193.49

The Subordinate Debts are long term, unsecured for which repayment is permissible from the free cash flow remaining after repayment of senior debt. Interest on the same shall be payable only after there are residual cash flow after repayment of debts.

(C)	**Optionally Convertible Debentures (OCD) - Unsecured**	**931.44**	**-**
	- 9,05,46,600 (P.Y. Nil) Optionally Convertible Debentures - I of Face Value Rs.10/- each		
(i)	- - 25,87,200 (P.Y. Nil) OCD - I of Face Value Rs.10/- each with Bharat Road Networks Limited	25.87	-
(ii)	- - 8,79,59,400 (P.Y. Nil) OCD - I of Face Value Rs.10/- each with Srei Infrastructure Finance Ltd.	879.59	-

	(i)	**-25,97,000 (P.Y. Nil) Optionally Convertible Debentures -II of Face Value Rs.10/- each** - - 25,97,000 (P.Y. Nil) OCD - II of Face Value Rs.10/- each with Bharat Road Networks Limited	25.97	-
		Total	**9,060.10**	**8,709.16**
		Terms of issue of Optionally Convertible Debentures (OCD):		
	A	**Interest:**		
		Interest of 16% p.a. shall accrue and will be payable on interest due dates only when the Company has Residual Cash Flows available for distribution after paying all expenses, statutory dues and payment to Senior lenders. "Residual Cash Flows" of the issuer would mean the surplus amount available after accounting and payment of all items mentioned under clause 4.1.1 (a) to 4.1.1 (i) of the Escrow Agreement due during any financial year.		
	B	**Tenure, Conversion:**		
		OCDs are convertible in nature and Tenure of OCD will be 15 years(Extendable for a further period of 5 years at the option of holders) from the date of Allotment. The OCD may be converted into Equity Shares on the occurrence of an Event of Default.		
	C	**Redemption Price**		
		The OCDs will be redeemed at par. The OCD holders shall be entitled to redemption amount on the due dates subject to availability of sufficient Residual Cash Flows. Their claims shall remain unsecured and subordinate to the claims of all other creditors. In the event of winding up, their claims will be entertained after the claims of other persons falling in the same category of claimants as per the provisions of the Companies Act, 2013 and other claimants with relation to the winding up.		

6	**Long-Term Provisions**		
	Provision for Major Maintenance (Refer Note No. 32)	272.90	163.70
	<u>Provision for Employee Benefits</u>		
	Provision for Gratuity	0.19	0.19
	Provision for Leave Encashment	0.10	-
	Total	**273.19**	**163.89**
7	**Other Non-Current Liabilities**		
	Deferred Premium Payable to NHAI - (Refer Note. No. 34)	323.72	184.80
	Interest Payable on Deferred NHAI Premium	35.42	12.31
	Total	**359.13**	**197.11**
8	**Other Current Liabilities**		
	Current Maturity of Long Term Borrowings	466.51	327.55
	Interest Accrued and Due on Term Loans	187.06	234.07
	Creditors for Capital Expenses	11.22	4.81
	Statutory Dues	2.57	2.96
	Retention Money	5.43	1.31
	Payable to Employees	0.66	0.48
	Others Liabilities & Expenses Payable	37.59	30.66
	Total	**711.03**	**601.84**
9	**Short Term Provision**		
	Gratuity	0.00	-
	Leave Encashment	0.00	0.11
	Total	**0.00**	**0.11**

KURUKSHETRA EXPRESSWAY PRIVATE LIMITED

Toll Plaza Gangayacha Jat, Village-Gangayacha Jat, District-Rewari, Haryana

CIN NO.U45400HR2010PTC040303

(Financial Statements prepared under Companies Accounting Standard Rule, 2006)

10	**Property, Plant & Equipment's**									**(Rs. in Millions)**
	Particulars	**Gross Block**			**Depreciation**				**Net Block**	
		As on April 1, 2016	**Additions/ (Disposal) during the year**	**As on March 31, 2017**	**As on April 1, 2016**	**For the year ended March 31, 2017**	**Accumulated Dep on disposed assets**	**As on March 31, 2017**	**As on March 31, 2017**	**As on March 31, 2016**
A	**Tangible Assets**									
1	Land	0.61	-	0.61	-	-		-	0.61	0.61
2	Computer	0.36	0.44	0.80	0.31	0.05		0.36	0.43	0.05
3	Office Equipment's	1.20	1.32	2.51	0.74	0.15	(0.11)	0.78	1.74	0.46
4	Furniture & Fixtures	0.29	0.09	0.38	0.14	0.04		0.18	0.19	0.15
5	Lease Hold Improvements	0.31	-	0.31	0.21	(0.04)		0.17	0.14	0.09
	Total Tangible Assets (A)	**2.77**	**1.84**	**4.60**	**1.40**	**0.21**	**(0.11)**	**1.49**	**3.11**	**1.37**
B	**Intangible Assets**				-					-
6	Software	0.04	-	0.04	0.04	-		0.04	-	0.00
7	Toll Collection Rights	10,082.83	-	10,082.83	304.52	143.85		448.37	9,634.46	9,778.31
	Total Intangible Assets (B)	**10,082.87**	**-**	**10,082.87**	**304.56**	**143.85**	**-**	**448.41**	**9,634.46**	**9,778.31**
C	**TOTAL (A+B)**	**10,085.64**	**1.84**	**10,087.48**	**305.96**	**144.06**	**(0.11)**	**449.90**	**9,637.57**	**9,779.68**
	As on March 2016	**10,086.37**	**(0.74)**	**10,085.64**	**166.20**	**139.93**	**(0.17)**	**305.96**	**9,779.68**	**9,920.18**

11	**Property, Plant & Equipment** **Intangible Assets Under Development**			
	Particulars	**Up to March 31, 2016**	**For the Year ending March 31, 2017**	**Up to March 31, 2017**
	Construction Costs (Incl. Change of Scope)	8,582.36	117.80	8,700.16
	Other Project Cost	34.99	-	34.99
	Employee Cost	21.05	-	21.05
	Professional & Consultancy Charges	382.60	3.10	385.71
	Finance Charges (Net)	1,242.94	-	1,242.94
	Other Project Expenses	41.38	-	41.38
	Less: Reimbursement against CoS from NHAI	202.19	(4.42)	197.77
	Less: Capitalisation of Capital Work in Progress (CWIP)	10,082.83	-	10,082.83
	Total	**20.31**	**125.33**	**145.64**
	Capital Work in Progress (CWIP) - Electronic Toll Collection (ETC)	5.00	-	5.00
	Capital Work in Progress (CWIP) - Toll Management System (TMS) Upgradation	3.15	-	3.15
	Total	**8.15**	**-**	**8.15**
12	**Long Term Loans & Advances**			
	Unsecured, considered good			
	Security Deposits		0.62	0.69
	Total		**0.62**	**0.69**
13	**Short Term Loans & Advances**			
	Unsecured, considered good			
	(a) Advances:			
	- Advance to Employees		0.00	-
	- Advances to Contractors & Vendors		27.56	13.06
	(b) Receivables from Govt. Authorities:			
	- Income Tax Refund		2.03	2.00
	- WCT Refund		9.78	9.78
	(c) Prepaid Expenses		2.83	2.40
	Total		**42.20**	**27.24**
14	**Trade Receivables**			
	Unsecured, considered good			
	(a) Receivables from more than 6 months :			
	PWD Jhajjar-Toll Relief Policy		2.15	-
	National Highways Authority of India		0.12	0.12
	(b)Receivables from less than 6 months :			
	Receivables against Toll Revenue (E Payment)		2.61	-
	Total		**4.88**	**0.12**
15	**Cash and Bank Balances**			
	Cash and Cash Equivalents			
	Cash in Hand		1.85	2.35
	Balances with Banks - In Current Account		26.23	15.53
	Fixed Deposits with Bank (having original maturity of 3 months or less)		0.60	17.62
			28.68	**35.50**
	Other Bank Balance			
	Fixed Deposits with Bank (held as Security Deposit with the Govt. Authority)		0.20	0.20
			0.20	**0.20**
	Total		**28.88**	**35.70**

16	**Other Current Assets**		
	Vault Money at Toll Plaza	1.00	1.30
	Toll Plaza, Dighal, Reinstallation (WIP)	20.30	-
	Interest Accrued on Fixed Deposits	0.09	0.07
	Total	**21.39**	**1.37**
17	**Revenue from Operations**		
	Income from Toll Collection (Refer Note no. 36)	728.24	727.16
	Income from Toll Relief Policy	3.25	3.47
	Claim Received from NHAI against Toll Suspension due to Demonetization (Ref. Note . 37)	37.75	-
	Total	**769.24**	**730.63**
18	**Other Income**		
	Utility Shifting Income - Received from NHAI	1.27	-
	Interest Income	0.18	0.79
	Income From Sale of Scrap and Others	0.03	0.04
	Insurance Claim	0.04	0.33
	Total	**1.51**	**1.16**
19	**Employee Benefit Expenses :**		
	Salary Expenses	9.23	4.62
	Staff Welfare Expenses	0.11	0.07
	Employer Contribution To PF	0.17	0.07
	Gratuity and Leave Encashment	(0.00)	-
	Total	**9.51**	**4.76**
20	**Operation & Maintenance Expenses:**		
	Toll Operation Charges	42.47	37.85
	Route Operation & Routine Maintenance	26.75	23.99
	Road Repair & Maintenance	11.57	0.15
	Power & Fuel Expense	9.29	12.94
	Toll Collection Management Exps	1.43	1.09
	Rental & Extra Hire Charges of DG Set	0.84	1.02
	NHAI IE Fees (O&M)	3.77	-
	Toll Related Expenses	9.26	7.82
	Cash/Asset/Other Loss Expenses	-	4.60
	Total	**105.38**	**89.46**
21	**Authority Premium**		
	Premium to National Highways Authority of India (NHAI)	138.92	132.30
	Total	**138.92**	**132.30**
22	**Administration and Other Expenses**		
	Advertisement Expenses	0.35	0.16
	Communication Cost	0.16	0.18
	Insurance Expenses	5.97	5.58
	Legal & Professional Exp	4.99	3.40
	Office & Guest House Rent	0.28	0.51
	Office & Guest House Maintenance Expenses	1.63	1.24
	Travelling and Conveyance	0.89	0.55
	Vehicle Rent and Running Expenses	1.28	1.16
	Auditor's Remuneration		
	- Audit Fees	0.20	0.20
	- Tax Audit Fees	0.05	0.02
	Major Maintenance Expenses (Refer Note No. 32)	109.20	163.70
	Other Expenses	2.68	3.03

	Total	**127.69**	**179.74**
23	**Financial Cost**		
	Debt Facility		
	Interest on Term Loans	935.03	979.40
	Bank Charges	1.36	0.97
	Operational Facility		
	Interest on Deferred NHAI Premium	23.11	11.39
	Interest on Delayed Payment of Premium to NHAI	-	0.84
	Interest on Delayed Payment on IE Fees	0.99	-
	Total	**960.48**	**992.61**
24	**Contingent Liabilities**		
	Claims against the Company not acknowledged as debt		
	- NHAI	11.48	5.00
	- Income Tax	0.77	-
	Total	**12.25**	**5.00**
25	**Commitments**		
	Estimated amount of Contracts remaining to be Executed (Net of Advances)		
	- Capital Contract	187.59	295.00
	- Operational Contract	40.09	-
	Total	**227.68**	**295.00**
26	**Related Party Disclosures**		

a) **Names of the Related Parties :**

Investors having significant influence

JMC Projects (India) Limited

Bharat Road Network Limited

b) **Where control exits**

Directors

Mr. Arunava Sengupta

Mr. Asim Tewari

Mr. Saurabh Gupta

Mr. Manoj Tulsian (till 28th May 2016)

Mr. Sandeep Sharma (w.e.f. 15th July 2016)

Key Managerial Personnel

Mh. Aadil (till 7th Feb 2017), Company Secretary

Ms. Charu Singh (w.e.f. 15th Feb 2017), Company Secretary

c) **Details of Related Party Transactions and Year end outstanding**

Name of Related Party	**Nature of Transactions**	**Transaction for the year**	**Balance as on March 31, 2017**
JMC Projects (India) Limited	Equity Share Capital		516.83 (516.83)
	Unsecured Loan	360.49 (276.66)	1079.30 (718.81)
	EPC Cost & Reimb of Expenses	Nil (34.94)	2.72 (2.72)
Bharat Road Network Limited	Equity Share Capital (Refer Note. 3)		374.16 (305.82)*
	Optionally Convertible Debentures		51.84 (Nil)
	Unsecured Loan	237.51 (138.49)	101.33 (193.49)

Note: Figures in bracket shows previous year figures.

27 **Employee Benefit**

Defined Benefit Plan - Gratuity

All employees who have rendered service for specified period as per the Payment of Gratuity Act, 1972 are entitled for gratuity. The gratuity amount is determined based on the last drawn salary and period of service with the company. The following tables set out the amount recognised in the financial statements in respect of gratuity benefits which is not funded:

Particulars	Gratuity	Leave Encashment
Present Value of DBO at beginning of the year	0.19	0.11
Current Service cost	0.09	0.07
Interest cost	0.01	0.01
Benefits paid	0.00	0.00
Actuarial (Gains) / Losses	-0.11	-0.08
Present Value of DBO at the end of the year	**0.19**	**0.11**
Actuarial Assumptions		
Discount Rate	7.50%	7.50%
Salary Escalation	5.00%	5.00%
Attrition Rate	2.00%	2.00%
Average balance service	36.9	36.9
Retirement/ Superannuation Age	65	65

Note : Actuarial Valuation for Gratuity and Leave Encashment is done for 1st time, so comparative figures of previous years are not available.

28 **Details of Specified Bank Notes (SBN)** **(Rs. In Millions)**

Particulars	**SBN**	**Other Denomination Notes**	**Total**
Closing Cash in Hand as on 08.11.2016	2.65	1.00	**3.66**
(+) Permitted Receipts	17.95	33.23	**51.18**
(-) Permitted Payments	-	0.43	**0.43**
(-) Amount deposited in Banks	20.61	30.80	**51.41**
Closing Cash in Hand as on 30.12.2016	**-**	**3.00**	**3.00**

29 **Segment Information**

The Company is engaged in infrastructure business and is a Special Purpose Entity formed for the specific purpose detailed in note No.1 and thus operates in a single business segment. Also it operates in a single geographic segment. In the absence of separate reportable business or geographic segments the disclosures required under the Accounting Standard (AS) 17 – “Segment Reporting” have not been made.

30 **Deferred Tax**

Considering the requirement of the Accounting Standard-22 on Accounting for Taxes on Income, regarding reasonable certainty and convincing evidence, Deferred tax assets has not been recognised.

31 **Earnings Per Share**

Profit/Loss after tax attributable to Equity Shareholders	(715.28)	(807.00)
Weighted average number of Equity Shares (in No.)	104,259,000	104,259,000
Nominal Value of Equity per share in Rs.	**10.00**	**10.00**
Basic Earnings per share in Rs.	(6.86)	(7.74)
Diluted Earnings per share in Rs.	(6.86)	(7.74)

32 **Provision for Major Maintenance**

The Company makes provision for major maintenance based on likely expenditure to be incurred in future to maintain health of the Road as per Concession Agreement on estimated basis in line with Industry Practice.

33 **Movement of Long Term Provisions**

The movement of provisions during the year as required by Accounting Standard 29 "Provisions, Contingent Liabilities and Contingent Assets" notified under the Companies (Accounting Standards) Rules, 2006, (as amended) in under :

Particulars	**Op. Balance**	**Addition**	**Utilisation**	**Cl. Balance**
Provision for Major Maintenance	163.70	109.20	0.00	272.90
Provision for Gratuity and Leave Encashment	0.19	0.10	0.00	0.29
Total	**163.89**	**109.30**	**0.00**	**273.19**

34	In the opinion of the management, the Assets other than Fixed Assets and Non-Current Investments have a realisable value, in the ordinary course of business , approximately at the amount at which they are stated in these financial statements.
35	The company had to pay committed Premium as per the terms of the Concession Agreement executed between the company and NHAI. The company had applied for deferment of premium for the year 2014-15 to 2020-21 and for 2023-24 which has been sanctioned by NHAI and for that Supplementary Agreement signed between Company and NHAI on 15th January, 2016 , due to which the amount is payable in future. However, the amount of premium as well as interest @ Bank Rate + 2% thereon has been duly provided every year including current financial year.
36	During Jat Quota Agitation in Haryana, which started on 14th Feb 2016 and took a violent turn on 19th Feb 2016, Toll Plaza at Dighal was set on fire and was completely destroyed including the Toll Management System (TMS) by the agitating mob. The Tolling Operations restarted from 24th February, 2016 at Toll Plaza at Gangayacha and 29th February, 2016 at Dighal, Toll Plaza. The loss had been intimated to the Insurance Company and Lenders. Loss of damaged assets has been claimed as Rs. 115.5 millions. We have recognised loss of Rs. 3.90 million only incurred due to cash theft in FY 2015- 2016. Claim for Loss of Profit (under policy Fire loss of Profit) has been also submitted; currently claim is under process with Insurance company/surveyor.
37	Due to the Demonitisation Scheme announced by Government of India w.e.f. 9th November 2016, the toll collection was suspended in accordance with directives of National Highways Authority of India (NHAI) for the period 09.11.2016 to 02.12.2016 (23 Days). As NHAI circular dated 29.11.2016 and 06.12.2016, the Company has raised and submitted its claim with NHAI for Compensation against Interest on Debt and Reimbursement of Operation and Maintenance Expenses of the said period. Till date, the company has received Rs. 37.750 million from National Highways Authority of India as interim / part payment and balance is under process.
38	There is no income and expenditure in foreign currency during the period (Previous year Nil).
39	**Previous Year Comparatives** Previous year figures has been regrouped, rearranged and reclassified to conform to current year classification.

As per our report of even date

For M K P S & Associates
Chartered Accountants
Firm's Registration No.302014E

For and on behalf of the Board

CA Narendra Khandal
Partner
Membership No.: 065025

Saurabh Gupta
DIN : 06856431
Director

Asim Tewari
DIN : 06695731
Director

Charu Singh
Company Secretary
Membership No. : A - 48257

Place : Mumbai
Date : 8th April, 2017

INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF KURUKSHETRA EXPRESSWAY PRIVATE LIMITED

Report on the Financial Statements

1. We have audited the accompanying financial statements of Kurukshetra Expressway Private Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

2. The Company's management and Board of Directors are 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 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.

Auditor's Responsibility

3. Our responsibility is to express an opinion on these Standalone Financial statements based on our audit.

   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.

   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.

4. An audit involves performing procedures to obtain audit evidence about the amounts and the 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 statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

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

Report on Other Legal and Regulatory Requirements

7. As required by the Companies (Auditor's Report) Order 2016 ("the order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in Annexure – "A" a statement on the matters specified in paragraphs 3 and 4 of the order.

8. As required by Section 143(3) of the Act, we report that:

a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books

c. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account

d. in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e. On the basis of the written representations received from the directors as on 31st March, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.

f. With respect to the adequacy of the Internal Financial Controls over financial reporting of the company and the operating effectiveness of such controls, we give our separate report in "Annexure – B".

g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

   i. Based on the assessment made by the company, the company does not have any pending litigations which would have a material impact its financial position.

   ii. Based upon the assessment made by the company, there are no material foreseeable losses on its long term contracts that may require any provisioning

   iii. In view of there being no amounts required to be transferred to the Investor Education and Protection Fund for the year under audit the reporting under this clause is not applicable.

For MKPS & Associates
Chartered Accountants
FRN302014E

CA Narendra Khandal
Partner
M No. 065025

Mumbai, May 18, 2016

Annexure – A to the Independent Auditors Report
Referred to in para 7 of our report of even date, to the members of Kurukshetra Expressway Private Limited for the year ended March 31, 2016

i) (a) The company is maintaining proper records showing full particulars, including quantitative details and situation of its fixed assets.
(b) The fixed assets of the company have been physically verified by the management during the year and no material discrepancies have been noticed on such verification. In our opinion, the frequency of verification is reasonable.
(c) The title deed of the immovable assets are held in the name of the company.

ii) In our opinion, and according to the information and explanations given to us, the company has sub-contracted the entire construction / operation activities and therefore does not carry any inventories. Hence, the reporting requirements under clause (ii) of paragraph 3 of the order are not applicable.

iii) In our opinion and according to the information and explanation given to us, the company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnership or other parties covered in the register maintained under section 189 of the Companies Act 2013. Accordingly, the reporting requirements under sub-clause (a), (b) and (c) of Clause (iii) of paragraph 3 of the order are not applicable.

iv) In our opinion and according to the information and explanation given to us, In respect of loans, investments and guarantees, the company has complied with the provisions of Section 185 and 186 of the Act.

v) In our opinion and according to the information and explanations given to us, the company has not accepted any deposits during the period under audit. Consequently, the directives issued by Reserve Bank of India and the provisions of sections 73 to 76 of the Act and the rules framed thereunder are not applicable.

vi) The maintenance of cost records has been specified by the Central Government under sub-section (1) of section 148 of the Act for the company. We have broadly reviewed such records and are of the opinion that prima-facie, the prescribed records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.

vii) (a) According to the information and explanations given to us and based on the records of the company examined by us, the company is generally regular in depositing the undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, Cess and any other material statutory dues, as applicable, with the appropriate authorities in India.
According to the information and explanations given to us, there are no undisputed amounts in respect of the aforesaid statutory dues which in arrears as at March 31, 2016 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no applicable statutory dues which have not been deposited on account of any dispute.

viii) Based upon the audit procedures carried out by us and on the basis of information and explanations provided by the management we report that the company has defaulted in payment of periodic interest / charges and scheduled repayment of term loan dues to banks. The amount and the period of default as at the reporting date are as under:

Name of the Bank	Amount of default as at the Balance Sheet date		Period of default	Remarks
	Interest / Charges	Repayment		
	(Amount in million)			
Allahabad Bank	28.70	6.25	Interest is in arrear partly for the month of January 2016 and full amount for the month of February and March 2016.	
Bank of Baroda	59.67	12.50		
Bank of India	20.93	4.69		

Corporation Bank	29.49	6.25	Instalment for repayment of loan due for the month of March 2016 is in arrears.	
Nainital Bank	5.23	1.19		
Punjab National Bank	59.70	12.50		
Vijaya Bank	30.35	6.25		
Total	**234.07**	**49.63**		

The company does not have any borrowings from financial institutions or government. The company has not issued any debentures as at the balance sheet date.

ix) In our opinion and according to the information and explanations given to us, the term loans taken by the company have been ultimately utilised for the purpose for which they were taken. Further, the company has not raised any funds by way of initial / further public offer.

x) Based on the audit procedures performed by us for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given to us by the management, we report that we have neither come across any instance of fraud by the company or on the company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the management.

xi) According to the information and explanations given to us, the company has not paid any managerial remuneration during the year and hence the reporting requirements under clause (xi) of paragraph 3 of the order are not applicable.

xii) The company is not a Nidhi Company and hence the reporting requirements under clause (xii) of paragraph 3 of the order are not applicable.

xiii) According to the information and explanations given to us, all transactions entered into by the company with related parties are in compliance with section 177 and 178 of the Act where applicable and the details thereof have been disclosed in the financial statements as required by the applicable accounting standards.

xiv) The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under audit.

xv) As per the information and explanations provided to us, the company has not entered into any non-cash transactions with directors or persons connected with them.

xvi) In our opinion and according to the information and explanations given to us, the company is not required to be registered under Section 45 – IA of the Reserve Bank of India, 1934.

For MKPS & Associates
Chartered Accountants
FRN302014E

CA Narendra Khandal
Partner
M No. 065025

Mumbai, May 18, 2016

KURUKSHETRA EXPRESSWAY PRIVATE LIMITED

Balance Sheet as at March 31, 2016

(Rs. In Millions)

	Particulars	Note No.	As at March 31, 2016	As at March 31, 2015
I.	**EQUITY AND LIABILITIES**			
1.	**Shareholders' Funds**			
	(a) Share Capital	**3**	1,042.59	1,042.59
	(b) Reserves and Surplus	**4**	(841.44)	(34.44)
			201.15	**1,008.15**
2.	**Non-Current Liabilities**			
	(a) Long Term Borrowings	**5**	8,709.16	8,423.43
	(b) Long Term Provisions	**6**	163.89	0.12
	(c) Other Non-current Liabilities	**7**	197.11	57.65
			9,070.16	**8,481.19**
3.	**Current Liabilities**			
	(a) Other Current Liabilities	**8**	601.84	578.37
	(b) Short Term Provision	**9**	0.11	0.05
			601.95	**578.42**
	Total		**9,873.26**	**10,067.77**
II.	**ASSETS**			
1.	**Non-Current Assets**			
	(a) Fixed Assets			
	(i) Tangible & Intangible Assets		-	-
	Gross Block	**10**	10,085.64	10,086.37
	Less Accumulated Depreciation and Amortisation		305.96	166.20
	Net Block		9,779.68	9,920.18
	(ii) Intangible Assets under development	**11**	20.31	5.64
	(iii) Other Assets under development		8.15	-
	(b) Long term loans and advances	**12**	0.69	0.69
			9,808.83	**9,926.51**
2.	**Current Assets**			
	(a) Short Term Loans and advances	**13**	27.24	64.90
	(b) Cash and Bank Balances	**14**	35.70	66.53
	(c) Other Current Assets	**15**	1.49	9.83
			64.43	**141.26**
	Total		**9,873.26**	**10,067.77**

Significant Accounting Policies 2

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For M K P S & Associates

Chartered Accountants

Firm's Registration No.302014E

CA Narendra Khandal

Partner

Membership No.: 065025

Place : Mumbai

Date : May 18, 2016

For and on behalf of the Board

Saurabh Gupta
DIN : 06856431
Director

Asim Tewari
DIN : 06695731
Director

Mohd. Aadil
Company Secretary
M. No.- 36334

KURUKSHETRA EXPRESSWAY PRIVATE LIMITED

Statement of Profit & Loss Account for the period ended March 31, 2016

	Particulars	**Note No.**	**Year Ended March 31, 2016**	**Year Ended March 31, 2015**
I.	Revenue from operations	**16**	730.63	651.04
II.	Other Income	**17**	1.16	12.97
	Total Revenue (I)		**731.79**	**664.01**
	Expenses:			
I.	Direct Expenses	**18**	97.12	80.35
II.	Utility Shifting Expenditure	**19**	-	12.97
III.	NHAI Premium	**20**	143.69	135.86
IV.	Office Administration and Other Expenses	**21**	176.84	10.18
V.	Financial Expenses	**22**	981.22	958.74
VI.	Depreciation & Amortisation of Fixed Asset	**10**	139.93	123.52
	Total Expenses (II)		**1,538.80**	**1,321.63**
III	**Profit before exceptional and extraordinary items and tax (I - II)**		**(807.00)**	**(657.62)**
IV	Exceptional Items		-	-
V	**Profit before extraordinary items and tax (III - IV)**		(807.00)	(657.62)
VI	Extraordinary Items		-	-
VII	**Profit before tax (V-VI)**		**(807.00)**	**(657.62)**
VIII	Tax expense:		-	-
	(1) Current tax		-	-
	(2) Deferred tax		-	-
	Total tax expenses		**-**	**-**
IX	**Profit/(Loss) for the period (VII - VIII)**		**(807.00)**	**(657.62)**
	Earning per equity share:		-	-
	(1) Basic		(7.74)	(6.31)
	(2) Diluted		(7.74)	(6.31)

Significant accounting policies 2

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For M K P S & Associates
Chartered Accountants
Firm's Registration No.302014E

For and on behalf of the Board

CA Narendra Khandal
Partner
Membership No.: 065025

Saurabh Gupta
DIN : 06856431
Director

Asim Tewari
DIN : 06695731
Director

Place : Mumbai

Date : May 18, 2016

Company Secretary
Mohd. Aaddil
M. No.- 36334

KURUKSHETRA EXPRESSWAY PRIVATE LIMITED

Cash Flow Statement for the period ended March 31, 2016

(Rs. In Millions)

Particulars	**Year ended March 31, 2016**	**Year ended March 31, 2015**
A. Cash Flow from Operating Activities		
Net Profit Before Tax and Extraordinary Items	**(807.00)**	**(657.62)**
Add / (Less) : Adjustments		
Depreciation	139.93	123.52
Financial Charges	981.22	958.74
Operating Profit Before Working Capital Changes	**314.14**	**424.65**
Adjustment for :		
(Increase) / Decrease in Long Term Loans and Advances	-	(0.02)
(Increase) / Decrease in Short Loans and Advances	37.46	338.49
(Increase) / Decrease in other Current Assets	4.30	(1.83)
Increase / (Decrease) in Long Term Provisions	163.78	(0.02)
Increase / (Decrease) in Other Non-Current Liabilities	139.46	(110.41)
Increase / (Decrease) in Other Current Liabilities	(59.76)	(69.42)
Increase / (Decrease) in Short Term Provision	0.06	(2.62)
Cash generated from Operations	**599.43**	**578.80**
Income Taxes refund / (paid) during the year	**4.04**	**-**
Net Cash Flow from / (used in) Operating Activities	**603.47**	**578.80**
B. Cash Flow from / (used in) Investing Activities		
(Purchase)/Disposal of Fixed Assets	0.57	-
Transfer / (Additions) to CWIP	(22.82)	(341.18)
Net Cash Flow from / (used in) Investing Activities	**(22.25)**	**(341.18)**
C. Cash Flow from / (used in) Financing Activities		
Proceeds / (repayment) from / of Term Loan from Bank	(162.46)	739.84
Proceeds / (repayment) from / of Unsecured Loan	547.45	-
Financial Charges	(997.24)	(957.73)
Net Cash Flow from / (used in) Financing Activities	**(612.25)**	**(217.89)**
Net Increase / (decrease) in Cash and Cash Equivalents	**(31.03)**	**18.72**
Cash and Cash Equivalent at the beginning of the year	**66.53**	**47.81**
Cash and Cash Equivalent at the end of the year	**35.50**	**66.53**

Reco with Cash and Bank Balance		
Cash on hand	2.35	2.15
Balances with Banks - in current accounts	15.53	63.60
Fixed Deposits with banks (having original maturity of 3 months or less)	1.00	0.58
Fixed Deposits with banks (Short Term)	16.62	-
Total Cash and Cash Equivalents	**35.50**	**66.33**

Add : Long Term Fixed Deposit	0.20	0.20
Total	**35.70**	**66.53**

NOTES

1.Cash flow statement has been prepared under the Indirect Method as set out in the Accounting Standard 3 "Cash Flow Statements" as specified under section 133 of the Companies Act, 2013.

2. Cash and cash equivalents represent cash and bank balances meeting the extent criteria as per AS - 3 issued by ICAI.

As per our report of even date

For M K P S & Associates

Chartered Accountants

Firm's Registration No.302014E

CA Narendra Khandal

Partner

Membership No.: 065025

For and on behalf of the Board

Saurabh Gupta	**Asim Tewari**
DIN : 06856431	**DIN : 06695731**
Director	**Director**

Company Secretary

Mh. Aadil

Place : Mumbai

Date : May 18, 2016

KURUKSHETRA EXPRESSWAY PRIVATE LIMITED
Notes to the financial statements for the Year ended on March 31, 2016

1 Nature of Operations

The Company has been awarded the work to promote, develop, finance, establish, design, construct, equip, operate, maintain, modify and upgrade the four laning of Rohtak Bawal Section of NH 71 from Km 363/300 to 450/800 under NHDP- III in the State of Haryana on Design, Build, Finance, Operate and Transfer (DBFOT) basis and to charge and collect toll fees and to retain and appropriate receivables as per the concession agreement dated July 13, 2010 from the NHAI. The Concession Agreement is for a period of 28 years from appointed date i.e 10th May 2011.
The project was completed partially in August 2013 and toll collection had commenced partially from September 2013 and afterwards the full stretch had been completed and 2nd PCOD is 1st October 2014, except for construction of Y Trumpet at NH-8. However, COD for the entire stretch (Except 500 Mtr) had been received and toll collection had started accordingly.

2 Significant Accounting Policies

2.1 Basis of Preparation

The financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India, Accounting Standards as per section 133 of the Companies Act 2013 read with Rule 7 of Companies (Accounts) Rules 2014 and the other relevant provisions of the Companies Act, 2013. The financial statements have been prepared under the historical cost convention on an accrual basis. The accounting policies have been consistently applied by the Company throughout the accounting period.

2.2 Use of Estimates

The preparation of financial statements in conformity with Indian GAAP requires that the management of the company makes estimates and assumptions that affect the reported amounts of income and expenses of the year, the reported balances of assets and liabilities and the disclosures relating to contingent liabilities as of the date of the financial statements. Examples of such estimates include the useful lives of fixed assets and intangible assets, provision for doubtful debts / advances, future obligations in respect of retirement benefit plans etc. Actual results could differ from these estimates. Any revision to accounting estimates is recognized prospectively in current and future periods.

2.3 Fixed Assets

Fixed assets are stated at cost less accumulated depreciation. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

2.4 Intangible Assets under Development

All Project related expenditure for acquisition of Toll collection rights viz., civil works, machinery under erection, construction and erection materials, pre-operative expenditure, expenditure indirectly related to the project and incidental to setting up project facilities, borrowing cost incurred prior to the date of commercial operation, and trial run expenditure are shown under Intangible Assets under development. Cost includes expenses incurred for Change of Scope to the extent the same are not received from NHAI. These expenses are net of recoveries, claims and income (net of tax), if any, from surplus funds arising out of project specific borrowings.

2.5 Depreciation / Amortisation

Tangible Assets

As per notification dated, March 26, 2014 issued by the Ministry of Corporate Affairs, Schedule II of the Companies Act 2013 comes into effect from April 1, 2014 which prescribes the useful life of depreciable assets. The Company has adopted the useful life prescribed under the Schedule II of the Companies Act 2013 and the tangible assets are depreciated over the same.

Intangible Assets

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

2.6 Borrowing Costs

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 capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur. Borrowing costs consists of interest and other cost that an entity incurs in connection with the borrowing of funds. Interest / Income earned from temporary investment in term deposits / other investments are reduced from borrowing costs.

2.7 Revenue Recognition

Revenue is recognized to the extent it is probable that the economic benefits will flow to the company and revenue can be reliably measured. Interest income on fixed deposits is recognized on time proportion basis taking into account the amount outstanding and the rate applicable.

Revenue from toll is accounted for on the basis of usage charges recovered from the users of the toll. Toll Revenue in the form of periodic pass(es) are accounted for as income in the period in which the same are received.

2.8 Accounting for Taxes on Income

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961. Deferred tax resulting from “timing differences” between book and taxable profit is accounted for using the tax rates and laws that have been enacted or substantively enacted as on the balance sheet date. The deferred tax asset is recognised and carried forward only to the extent that there is a reasonable certainty that the assets will be realised in future.

2.9 Provisions, Contingent Liabilities and Contingent Assets

A provision is recognised when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognised but are disclosed in the notes to the financial statement. A contingent asset is neither recognised nor disclosed.

2.10 Employee Benefits

Retirement and employee benefits in the form of Provident Fund are defined contribution plans and the Company's contributions, paid or payable during the reporting period is transferred to the Pre-operative expenses. Gratuity liability is a defined benefit plan and is determined on the basis of last drawn salary and period of service with the company. Long-Term compensated absences in the form of Leave encashment is accounted for on accrual basis at the Balance Sheet date.

2.11 Current/Non-Current Assets and Liabilities:

Assets are classified as current when it satisfies any of following criteria:

• It is expected to be realized within twelve months after the reporting date,

• It is held primarily for the purpose of being traded,

• It is Cash or cash equivalent unless it restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

All other assets are classified as Non-current.

Liabilities are classified as current when it satisfies any of following criteria:

• It is expected to be settled within twelve months after the reporting date,

• It is held primarily for the purpose of being traded,

• The company does not have an unconditional right to defer the settlement of the liability for at least twelve months after the reporting date.

All other liabilities are classified as Non-current.

2.12 Earnings Per Share (EPS)

Basic Earnings Per Share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating Diluted Earnings Per Share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

KURUKSHETRA EXPRESSWAY PRIVATE LIMITED
Notes to the financial statements for the Year ended on March 31, 2016

(Rs. In Millions)

Note No.		Particulars	As at March 31, 2016	As at March 31, 2015
3		**Share Capital**		
		Authorised		
		10,45,00,000 Equity Shares of Rs. 10 each	1,045.00	1,045.00
		Equity Shares - Issued, Subscribed and Paid up		
		10,42,59,000 (Previous Year 10,42,59,000) equity Shares of Rs. 10/- each allotted as fully paid	1,042.59	1,042.59
		Total	**1,042.59**	**1,042.59**
	a	**Reconciliation of the shares outstanding at the beginning and the at the end of the reporting year**		
		At the beginning of the year 104,25,900 (Previous year 104,25,900) Equity Shares of Rs. 10 each allotted as fully paid up	104.26	104.26
		Issued during the period NIL	-	-
		At the end of the 31 Mar 2015 104,25,900 Equity Shares of Rs. 10 each allotted as fully paid up	**104.26**	**104.26**
	B	**Share in the Company held by each shareholder holding more than 5% shares and share held by holding / associates company**		

Name of the Shareholders	As at March 31 2016		As at March 31, 2015	
	No. of Shares	% of holding	No. of Shares	% of holding
JMC Projects (India) Limited	51,682,990	49.57%	51,682,990	49.57%
Srei Venture Capital Trust A/c – Infrastructure Project Development Capital	13,665,630	13.11%	20,500,060	19.66%
Bharat Road Network Limited	30,581,950	29.33%	30,581,950	29.33%
SREI Infrastructure Finance Ltd.	6,839,330	6.56%	4,900	0.0046%

C **Terms / Rights attached to Shares:**

The company has only one class of equity shares having par value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share.
In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Note No.		Particulars	As at March 31, 2016	As at March 31, 2015
4		**Reserves and Surplus**		
	a	**Securities Premium Account**		
		At the beginning of the accounting year	942.59	942.59
		Add: premium on issue of equity shares	0.00	0.00
			942.59	942.59
		Less: Amounts utilised during the year	0.00	0.00
		At the end of the accounting year	**942.59**	**942.59**
	b	**Surplus /(deficit) in the statement of Profit and Loss**		

	At the beginning of the accounting year	(977.03)	(319.41)
	Profit/(loss) for the year	(807.00)	(657.62)
	At the end of the accounting year	**(1,784.03)**	**(977.03)**
	Total	**(841.44)**	**(34.44)**
5	**Long-term borrowings**		
	Secured Term Loan		
	(A) From Banks	7,624.40	7,786.87
	Less : Current Maturity of Long Term Borrowings	327.55	228.29
	Balance Long Term Borrowings	7,296.86	7,558.58

Term loans are repayable in 47 (Forty Seven) unequal quarterly installments commencing from June 30, 2014 after a construction and moratorium period of 42 (Forty Two) months.

(Rs. in Million)

Financial Year	**Total**
March-16	49.63
March-17	277.92
March-18	397.03
March-19	555.84
March-20	714.65
March-21	754.36
March-22	794.06
March-23	952.87
March-24	1,191.09
March-25	1,349.90
March-26	587.05
Name of Bank	**Total**
Allahabad Bank	958.05
Bank of Baroda	1,916.30
Bank of India	718.59
Corporation Bank	958.05
Nainital Bank	182.87
Punjab National Bank	1,932.50
Vijaya Bank	958.05

b Term loans are secured by following:

a) First mortgage and charge on all the immovable properties both present and future;
b) First charge by way of hypothecation of all the moveable properties, both present and future;
c) First charge / assignment of all revenues and receivables;
d) First charge over all bank accounts and intangibles;
e) Assignment of all rights, titles and interests under all Project Documents and under all other contracts, insurances, licenses relating to the project;
f) Pledge of 51% (fifty one percent) of paid up and voting equity share capital; and
g) a first charge on uncalled equity share capital.

The security is subject to the provisions of Concession Agreement, Escrow Agreement and Substitution Agreement.

	As at March 31, 2016, interest on term aggregating to Rs. 234.068 million has not been paid since January 2016 and the installment for the quarter ended March 2016 amounting to Rs. 49.629 million has also not yet been paid.		
	(B **<u>Unsecured Long Term and interest free</u>**	**1,412.30**	**864.85**
	From JMC Projects (India) Ltd.	718.81	442.15
	From Srei Infrastructure Finance Ltd.	500.00	367.70
	From Bharat Road Network Ltd.	193.49	55.00
	Total	**8,709.16**	**8,423.43**
	The Subordinate Debts are long term, unsecured for which repayment is permissible from the free cash flow remaining after repayment of senior debt. Interest on the same shall be payable only after there are profits after repayment of debts.		
6	**Long-term Provisions**		
	Provision for Periodical Maintenance (During the year prov. made Rs. 163.70 Million)	163.70	-
	Provision for Employee Benefits		
	- Gratuity (During the year prov. made for Rs.0.07 Million)	0.19	0.12
	Total	**163.89**	**0.12**
7	**Other Non-current Liabilities**		
	Deferred Premium Payable to NHAI	184.80	55.72
	Interest Payable on Deferred NHAI Premium	12.31	1.93
	Total	**197.11**	**57.65**
	Premium is deferred as per supplementary agreement signed between concessnaire and NHAI dated 15th Jan 2016 and interest on it is provided at Bank Rate+2%.		
8	**Other Current Liabilities**		
	Current Maturity of long term borrowings	327.55	228.29
	Interest accrued and due on term loans	234.07	250.09
	Creditors for Capital Expenses	4.81	40.08
	Statutory Dues	2.96	25.45
	Retention money	1.31	0.56
	Payable to employees	0.48	0.16
	Others Liabilities & Expenses Payable	30.66	33.74
	Total	**601.84**	**578.37**
9	**Short Term Provision**		
	Leave encashment	0.11	0.05
	Total	**0.11**	**0.05**
11	**Fixed Assets**		
	Intangible Assets under development		

Particulars	**Upto March 31, 2015**	**For the Year ended March'16**	**Upto March 31, 2016**
Construction Costs (Incl. COS)	8,524.74	57.62	8,582.36
Other Project Cost	34.99	-	34.99
Employee Cost	21.05	-	21.05
Professional & Consultancy Charges	376.03	6.15	382.19
Audit Fee	0.42	-	0.42

	Finance Charges (Net)	1,242.94	-	1,242.94
	Other Project Expenses	41.38	-	41.38
	Less: Reimbursement against COS from NHAI	153.09	49.10	202.19
	Less: Transfer of Pre-operative exp. excluding cost of Y-Trumpet	10,082.83	-	10,082.83
	Total	**5.64**	**14.68**	**20.31**
	CWIP – ETC	-	5.00	5.00
	CWIP - TMS Refurbishment	**-**	3.15	3.15
	Total	**-**	**8.15**	**8.15**
12	**Long Term Loans & Advances**			
	Unsecured, considered good			
	Security Deposits		0.69	0.69
	Total		**0.69**	**0.69**
13	**Short Term Loans & advances**			
	Unsecured, considered good			
	(a) Advances:			
	Advance to Employees		-	0.04
	Advances to Contractors & Vendors		13.06	50.96
	(b) Receivables from Govt. Authorities:		-	-
	IT TDS Receivables		2.00	4.32
	WCT TDS Receivables		9.78	7.20
	(c) Prepaid Expenses		2.40	2.39
	Total		**27.24**	**64.90**
14	**Cash and Bank Balances**			
	Cash and Cash Equivalents			
	Cash on hand		2.35	2.15
	Balances with Banks - in current accounts		15.53	63.60
	Fixed Deposits with banks (having original maturity of 3 months or less)		1.00	0.58
	Fixed Deposits with banks		16.62	-
			35.50	**66.33**
	Other Bank balances			
	Fixed Deposits with banks (held as security deposit with the Govt. Authority)		0.20	0.20
			0.20	**0.20**
	Total		**35.70**	**66.53**
15	**Other Current Assets**			
	Vault Money		1.30	-
	Interest accrued on Fixed Deposits		0.07	0.04
	Other Receivables		0.12	9.78
	Total		**1.49**	**9.83**
16	**Income from Toll Collection**			
	Income from Toll Collection		727.16	649.77
	Income from Toll Relief Policy		3.47	1.27

	Total	**730.63**	**651.04**
17	**Other Income**		
	Utility Shifting Income - Received from NHAI	0.00	12.97
	Interest Income	0.79	0.00
	Income From Sale of Scrap and Others	0.04	0.00
	Insurance Claim Received	0.33	0.00
	Total	**1.16**	**12.97**
18	**Direct Expenses**		
	Operation & Maintenance Expenses:		
	O & M Contract Fees, Route Operation & Maintenance Fees & Other Expenses	61.84	58.22
	Diesel for Toll Plaza	6.71	10.53
	Salary & Wages	4.62	4.43
	Insurance Expenses	5.39	3.18
	Toll Collection Management Exps	1.09	1.03
	Rental & Extra Hire Charges of DG Set	1.02	1.33
	Cash/Asset/Other Loss Expenses	4.60	0.00
	Toll Related Expenses	7.82	0.17
	Other Expenses	4.02	1.45
	Total	**97.12**	**80.35**
19	**Utility Shifting Expense**		
	Utility Shifting Expense	0.00	12.97
	Total	**0.00**	**12.97**
20	**Premium**		
	Premium to NHAI	132.30	134.95
	Interest on NHAI Premium Deferred	11.39	0.92
	Total	**143.69**	**135.86**
21	**Office Administration and Other Expenses**		
	Electricity Expense	6.22	2.12
	Repairs and maintenance	0.15	1.67
	Legal & Professional Exp	2.28	1.15
	Security Agent Fees	0.56	0.56
	Escrow Agent Fees	0.56	0.56
	Diesel for Vehicles	0.53	0.54
	Business Meeting Expenses	0.10	0.36
	Advertisement expenses	0.16	0.35
	Rent	0.51	0.46
	Office Expenses	0.33	0.45
	Guest House Expenses	0.44	0.35
	Service Tax	0.07	0.26
	Communication cost	0.18	0.18
	Travelling and conveyance	0.55	0.17
	Auditor's remuneration		

	- Audit fees	0.20	0.16
	- Tax audit fees	0.02	0.03
	Major Maintenance Expenses (Provisional)	163.70	0.00
	Other Expenses	0.27	0.78
	Total	**176.84**	**10.18**
22	**Financial Expenses**		
	Interest on Term Loans	979.40	957.63
	Interest on Delayed Payment of Premium to NHAI	0.84	1.02
	Bank Charges	0.28	0.09
	Inspection & Review Charges	0.69	0.00
	Total	**981.22**	**958.74**
23	**Contingent Liabilities** As per the terms of the Concession Agreement, the company has to fulfil maintenance obligation. NHAI has issued several letters contending that the company has not been fulfilling its maintenance obligation which has been disputed by the company. Pending the submission/settlement of dispute, which the company may be liable, if any, the amount demanded by NHAI as per its letters is disclosed as Contingent Liability.	5.00	-
24	**Commitments**		
	Estimated amount of contracts remaining to be executed on capital account (Net of Capital Advances)	295.00	188.09
	<u>Other Commitments</u>		
	Concession Fee (Premium) payable as per the terms of the Concession Agreement, till the end of the concession period i.e. till 2039-40 (Net of amount paid / provided for)	5,800.90	5,933.20
	Commitments for O&M Contracts till the period the agreement with them is executed (Net of amount paid or provided for)	9.92	-
	Commitments for Toll Collection Contracts till the period the agreement with them is executed (Net of amount paid or provided for)	90.55	-
25	**Related Party Transaction**		
	<u>A</u> <u>Equity Share Capital</u>		

Sr. No.	Name of Related Party	01-Apr-15	Amount Recd. during the year	Amount Paid during the year	31-Mar-16
1	Bharat Road Network Limited	305.82	-	-	305.82
2	JMC Projects (India) Limited	516.83	-	-	516.83
3	MPM Holding Pvt Ltd	14.89	-	-	14.89
4	Srei Venture Capital Trust A/c – Infrastructure Project Development Capital	205.00	-	-	136.66
5	SREI Infrastructure Finance Limited	0.05	-	-	68.39
	Total	**1,042.59**	**-**	**-**	**1,042.59**

<u>B</u> <u>Share Premium</u>

Sr. No.	Name of Related Party	01-Apr-15	Amount Recd. during the year	Amount Paid during the year	31-Mar-16

1	Bharat Road Network Limited	242.82	-	-	242.82
2	JMC Projects (India) Limited	465.83	-	-	465.83
3	MPM Holding Pvt Ltd	14.89	-	-	14.89
4	Srei Venture Capital Trust A/c – Infrastructure Project Development Capital	170.05	-	-	170.05
5	SREI Infrastructure Finance Limited	49.00	-	-	49.00
	Total	**942.59**	**-**	**-**	**942.59**

C Unsecured Loan

Sr. No.	Name of Related Party	01-Apr-15	Amount Recd. during the year	Amount Paid during the year	31-Mar-16
1	Bharat Road Network Limited	55.00	138.49	-	193.49
2	JMC Projects (India) Limited	442.15	276.66	-	718.81
3	SREI Infrastructure Finance Limited	367.70	132.30	-	500.00
	Total	**864.85**	**547.45**	**-**	**1,412.30**

D EPC Cost

Sr. No.	Name of Related Party	01-Apr-15	Amt. Recd. during the year	Amt. Paid/Debited during the year	31-Mar-16
1	JMC Projects (India) Limited	37.53	-	34.94	2.59
	Total	**37.53**	**-**	**34.94**	**2.59**

26 **Segment Information**

The Company is engaged in infrastructure business and is a Special Purpose Entity formed for the specific purpose detailed in note No. 1 and thus operates in a single business segment. Also it operates in a single geographic segment. In the absence of separate reportable business or geographic segments the disclosures required under the Accounting Standard (AS) 17 – "Segment Reporting" have not been made.

27 **Deferred Tax**

Considering the requirement of the Accounting Standard-22 on Accounting for Taxes on Income, regarding reasonable certainty and convincing evidence, Deferred tax assets has not been recognized.

28 **Earnings Per Share**

Profit after tax attributable to Equity Shareholders	(807.00)	(657.62)
Weighted average number of Equity Shares (in No.)	104,259,000	104,259,000
Nominal Value of Equity per share/ Rs	**10**	**10**
Basic Earnings per share/Rs	(7.74)	(6.31)
Diluted Earnings per share/Rs	(7.74)	(6.31)

29 There is no income and expenditure in foreign currency during the year (Previous year Nil).

30 In the opinion of the management, the Assets other than Fixed Assets and Non-Current Investments have a realisable value, in the ordinary course of business, approximately at the amount at which they are stated in these financial statements.

31 The company had to pay committed Premium as per the terms of the concession agreement executed between the company and NHAI. The company has applied for deferment of premium which is sanctioned by NHAI and for that Supplementary agreement signed between company and NHAI on 15th January,2016 , due to which the company has not paid the scheduled amount. However, the amount of premium as well as interest @ Bank Rate+2% thereon has been duly provided.

32	During Jat Quota Agitation in Haryana, which started on 14th Feb 2016 and took a violent turn on 19th Feb 2016, Toll Plaza at Dighal was set on fire and completely destroyed including the Toll Management System (TMS) by the agitating mob. The Tolling operations could not be undertaken till 24th February at Toll Plaza at Gangayacha and Toll operation resumes on 29th February 10:05 PM at Toll Plaza at Dighal. The loss had been intimated to the Insurance Company. Loss of damaged assets has been claimed as Rs. 115.5 million Loss includes a cash theft/burnt, which is booked in accounts and loss also recognised in books towards loss of Assets (i.e. DG & AVR). Claim for Loss of Profit (under policy Fire loss of Profit) has been also submitted; currently claim is under process with Insurance company/surveyor. Books of accounts will not be effected by same.
33	**Previous year comparatives** Previous year figures has been regrouped, rearranged and reclassified to conform to current period classification.

As per our report of even date

For M K P S & Associates

Chartered Accountants

Firm's Registration No.302014E

CA Narendra Khandal

Partner

Membership No.: 065025

Place : Mumbai

Date : May 18, 2016

For and on behalf of the Board

Saurabh Gupta	**Asim Tewari**
DIN : 06856431	**DIN : 06695731**
Director	**Director**

Company Secretary
Mh. Aadil

10 FIXED ASSETS

(Rs. In Millions)

	Particulars	Gross Block			Depreciation				Net Block	
		As on April 1, 2015	Additions / (Disposal) during the April to March-16	As on March 31, 2016	As on April 1, 2015	For the Year ended March 31, 2016	Accum. Dep on disposed assets	As on March 31, 2016	As on March 31, 2016	As on March 31, 2015
A	**Tangible Assets**									
1	Land	0.61	-	0.61	-	-		-	0.61	0.61
2	Computer	0.28	0.08	0.36	0.28	0.03		0.31	0.05	-
3	Office Equipments	2.05	(0.85)	1.20	0.60	0.31	(0.17)	0.74	0.46	1.45
4	Furniture & Fixtures	0.25	0.04	0.29	0.11	0.03		0.14	0.15	0.14
5	Lease Hold Improvements	0.31	-	0.31	0.20	0.02		0.21	0.09	0.11
	Total Tangible Assets (A)	**3.50**	**(0.74)**	**2.77**	**1.19**	**0.38**	**(0.17)**	**1.40**	**1.37**	**2.32**
B	**Intangible Assets**	-	-		-	-				-
6	Software	0.04	-	0.04	0.04	0.00		0.04	-	0.00
7	Toll Collection Rights	10,082.83	-	10,082.83	164.97	139.55		304.52	9,778.31	9,917.86
	Total Intangible Assets (B)	**10,082.87**	**-**	**10,082.87**	**165.01**	**139.55**	**-**	**304.56**	**9,778.31**	**9,917.86**
C	**TOTAL (A+B)**	**10,086.37**	**(0.74)**	**10,085.64**	**166.20**	**139.93**	**(0.17)**	**305.96**	**9,779.68**	**9,920.18**
	As on March 2015	**8,174.92**	**1,911.45**	**10,086.37**	**42.67**	**123.52**	**-**	**166.20**	**9,920.18**	**8,132.25**

INDEPENDENT AUDITOR'S REPORT

To the Members of Kurukshetra Expressway Private Limited

Report on the Financial Statements

1. We have audited the accompanying financial statements of Kurukshetra Expressway Pvt. Ltd. ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

2. The management and Board of Directors of the Company are 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 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; 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.

Auditor's Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit.

   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 thereunder.

   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

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 statements, that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's management and Board of Directors, as well as evaluating the overall presentation of the financial statements

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.

Opinion

6. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 31st March 2015, its loss and its cash flows for the year ended on that date

Report on Other Legal and Regulatory Requirements

7. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.

8. As required by section 143(3) of the Act, we further 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, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;

d. in our opinion, the aforesaid financial statements comply with the applicable Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014

e. on the basis of written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of Section 164(2) of the Act

With respect to 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 as at the reporting date that would have a material impact on its financial position;
ii) Based upon the assessment made by the company, there are no material foreseeable losses on its long term contracts that may require any provisioning.
iii) In view of there being no amount(s) required to be transferred to the Investor Education and Protection Fund for the year under audit the reporting under this clause is not applicable.

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

CA Narendra Khandal
Partner
M. No. 065025

Mumbai, May 20, 2015

Annexure to Auditors' report
Referred to in our report of even date on the accounts of
Kurukshetra Expressway Private Limited
for the year ended on 31st March 2015

(i) a) In our opinion and according to the information and explanations given to us, the company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.

b) There is a phased programme for verification of fixed assets, which in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verifications

(ii) In our opinion, and according to the information and explanations given to us, the company has sub-contracted the entire work of construction to sub-contractor(s) and therefore does not carry any Inventory. Hence, the reporting requirements under clause (ii) of paragraph 3 of the Order are not applicable to the Company.

(iii) In our opinion, and according to the information and explanation given to us, the company has not granted any loan, secured or unsecured to companies, firms or other parties covered in the register maintained pursuant to section 189 of the Act. Hence, the reporting requirements under sub-clause (a) and (b) of clause (iii) of paragraph 3 of the order are not applicable.

(iv) In our opinion, and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the company and the nature of its business, for activities relating to the intangibles under development. The activities of the company during the period under audit did not involve purchase of inventory and sale of goods. During the course of our audit, we have neither observed nor been informed by the management of any continuing failure to correct major weaknesses in internal controls.

(v) In our opinion, and according to the information and explanations given to us, the company has not accepted any deposits during the period under audit. Consequently, the directives issued by Reserve Bank of India and the provisions of Sections 73 to 76 of the Act and the rules framed there under are not applicable.

(vi) We have broadly reviewed the cost records maintained by the company as specified by the Central Government under section 148 (1) of the Act and are of the opinion, that prima-facie the prescribed cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

(vii) a) According to the information and explanations given to us and based on the records of the company examined by us, there has been delay in payment of statutory dues by the company towards Provident Fund, Income-tax - TDS, Sales-tax – WCT with the respective authorities during the year. However, there are no arrears outstanding as at the reporting date for more than 6 months except in respect of Works Contract Tax amounting to Rs. 1.34 million.

b) According to the information and explanations given to us, there are no applicable statutory dues which have not been deposited on account of any dispute.

c) In view of there being no amount(s) required to be transferred to the Investor Education and Protection Fund for the year under audit the reporting under this clause is not applicable.

(viii) The accumulated losses of the company as at the end of the financial year are less than 50% of its net worth. Further, the company has incurred cash losses of Rs. 534.01 million during the current financial year and Rs. 276.73 million in the immediately preceding financial year.

(ix) Based upon the audit procedures carried out by us and on the basis of the information and explanations provided by the management we are of the opinion that the company has not been regular in repayment of dues to banks. As at the reporting date the installment for the quarter ended March 2015 due on 31-Mar-2015 amounting to Rs. 29.8 million has not been paid and interest from the month of January 2015 to March 2015 aggregating to Rs. 250.10 million has not been paid. Out of these, interest till February 2015 has been paid subsequently.

(x) In our opinion, and according to the information and explanations given to us, the company has not given guarantees for loans taken by others from banks or financial institutions. Therefore, the reporting requirements under clause (x) of paragraph 3 of the order are not applicable to the company.

(xi) In our opinion, and according to the information and explanations given to us, the term loans have been ultimately applied for the purpose for which they are raised.

(xii) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the course of our audit.

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

CA Narendra Khandal
Partner
M. No. 065025

Mumbai, May 20, 2015

KURUKSHETRA EXPRESSWAY PRIVATE LIMITED

Balance Sheet as at March 31, 2015

	Particulars	Note No.	As at Mar 31, 2015 (In Rs. Million)	As at March 31, 2014 (In Rs. Million)
I.	**EQUITY AND LIABILITIES**			
1.	**Shareholders' Funds**			
	(a) Share Capital	**3**	1,042.59	1,042.59
	(b) Reserves and Surplus	**4**	(34.44)	623.18
			1,008.15	**1,665.77**
2.	**Non-Current Liabilities**			
	(a) Long Term Borrowings	**5**	8,423.43	7,683.59
	(b) Long Term Provisions	**6**	0.12	0.14
	(c) Other Non-current Liabilities	**7**	1.93	112.35
			8,425.48	**7,796.08**
3.	**Current Liabilities**			
	(a) Other Current Liabilities	**8**	624.08	693.50
	(b) Short Term Provision	**9**	10.06	12.68
			634.14	**706.18**
	Total		**10,067.77**	**10,168.03**
II.	**ASSETS**			
1.	**Non-Current Assets**			
	(a) Fixed Assets			
	(i) Tangible & Intangible Assets			
	Gross Block	**10**	10,086.38	8,174.92
	Less Accumulated Depreciation and Amortisation		166.20	42.67
	Net Block		9,920.18	8,132.25
	(ii) Intangible Assets under development	**11**	5.64	1,575.91
	(b) Long term loans and advances	**12**	0.69	0.67
			9,926.51	**9,708.83**
2.	**Current Assets**			
	(a) Cash and Bank balances	**13**	66.53	47.81
	(b) Short Term Loans and advances	**14**	64.90	403.39
	(c) Other Current Assets	**15**	9.83	8.00
			141.26	**459.20**
	Total		**10,067.77**	**10,168.03**

Significant Accounting Policies 2

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For M K P S & Associates

Chartered Accountants

Firm's Registration No.302014E

CA Narendra Khandal

Partner

Membership No.: 065025

Place : Mumbai

Date : 20th May, 2015

For and on behalf of the Board

Director
Manoj Tulsian

Director
Arunava Sengupta

Company Secretary
Mh. Aadil

KURUKSHETRA EXPRESSWAY PRIVATE LIMITED

Statement of Profit & Loss Account for the year ended March 31, 2015

(Rs. In Millions)

	Particulars	**Note No.**	**Year Ended March 31, 2015**	**Year Ended March 31, 2014**
I.	Revenue from operations	**16**	651.04	329.72
II.	Utility Shifting Income	**17**	12.97	8.60
	Total Revenue (I)		**664.01**	**338.32**
	Expenses:			
I.	Direct Expenses	**18**	80.35	62.40
II.	Utility Shifting Expenditure	**19**	12.97	8.60
III.	NHAI Premium	**20**	136.88	61.05
IV.	Office Administration and Other Expenses	**21**	10.18	2.53
V.	Financial Expenses	**22**	957.73	480.47
VI.	Depreciation / Amortisation of Fixed Asset	**10**	123.52	42.07
	Total Expenses (II)		**1,321.63**	**657.12**
III	**Profit before exceptional and extraordinary items and tax (I - II)**		**(657.62)**	**(318.80)**
IV	Exceptional Items		-	-
V	**Profit before extraordinary items and tax (III - IV)**		(657.62)	(318.80)
VI	Extraordinary Items		-	-
VII	**Profit before tax (V-VI)**		**(657.62)**	**(318.80)**
VIII	Tax expense:			
	(1) Current tax		-	-
	(2) Deferred tax		-	-
	Total tax expenses		**-**	**-**
IX	**Profit/(Loss) for the period (VII - VIII)**		**(657.62)**	**(318.80)**
	Earning per equity share:			
	(1) Basic in Rs.		(6.46)	(3.13)
	(2) Diluted in Rs.		(6.46)	(3.13)

Significant accounting policies 2

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For M K P S & Associates

Chartered Accountants

Firm's Registration No.302014E

CA Narendra Khandal

Partner

Membership No.: 065025

Place : Mumbai

Date : 20th May, 2015

For and on behalf of the Board

Director
Manoj Tulsian

Director
Arunava Sengupta

Company Secretary
Mh. Aadil

KURUKSHETRA EXPRESSWAY PRIVATE LIMITED

Cash Flow Statement for the year ended March 31, 2015

Particulars	Year ended Mar 31, 2015	Year ended March 31, 2014
	(Rs. In Millions)	(Rs. In Millions)
A. Cash Flow from Operating Activities		
Net Profit Before Tax and Extraordinary Items	**(657.62)**	**(318.80)**
Add / (Less) : Adjustments		
Depreciation	123.52	42.07
Financial Charges	957.73	480.47
Operating Profit Before Working Capital Changes	**423.63**	**203.75**
Adjustment for :		
(Increase) / Decrease in Long Term Loans and Advances	(0.02)	(0.56)
(Increase) / Decrease in Short Loans and Advances	338.49	(398.84)
(Increase) / Decrease in other Current Assets	(1.83)	(7.60)
Increase / (Decrease) in Long Term Provisions	(0.02)	0.04
Increase / (Decrease) in Other Non-Current Liabilities	(110.41)	112.35
Increase / (Decrease) in Other Current Liabilities	(69.42)	(9.87)
Increase / (Decrease) in Short Term Provision	(2.62)	12.63
Cash generated from Operations	**577.79**	**(88.10)**
Net Cash Flow from / (used in) Operating Activities	**577.79**	**(88.10)**
B. Cash Flow from / (used in) Investing Activities		
Purchase of Fixed Assets	0.00	(1.72)
Transfer / (Additions) to CWIP	(341.18)	(1344.33)
Net Cash Flow from / (used in) Investing Activities	**(341.18)**	**(1346.05)**
C. Cash Flow from / (used in) Financing Activities		
Proceeds from increase in paid up capital	0.00	150.55
Proceeds from increase in share premium	0.00	150.55
Proceeds / (repayment) from / of Long Term Borrowings	739.84	1492.29
Financial Charges	(957.73)	(480.47)
Net Cash Flow from / (used in) Financing Activities	**(217.89)**	**1312.92**
Net Increase / (decrease) in Cash and Cash Equivalents	**18.72**	**(124.85)**
Cash and Cash Equivalent at the beginning of the year	**47.81**	**172.66**
Cash and Cash Equivalent at the end of the year	**66.53**	**47.81**

1. Cash flow statement has been prepared under the Indirect Method as set out in the Accounting Standard 3 "Cash Flow Statements" as specified under section 133 of the Companies Act, 2013.
2. Cash and cash equivalents represent cash and bank balances meeting the extent criteria as per AS - 3 issued by ICAI.

As per our report of even date
For M K P S & Associates
Chartered Accountants
Firm's Registration No.302014E
CA Narendra Khandal
Partner
Membership No.: 065025
Place : Mumbai
Date : 20th May, 2015

For and on behalf of the Board

Director **Director**
Manoj Tulsian **Arunava Sengupta**

Company Secretary
Aadil

(In Rs. Million)

Note No.	Particulars	As at March 31, 2015	As at March 31, 2014
3	**Share Capital**		
	Authorised		
	10,45,00,000 Equity Shares of Rs. 10 each	1,045.00	1,045.00
	Equity Shares - Issued, Subscribed and Paid up		
	10,42,59,000 (Previous Year 10,42,59,000) equity Shares of Rs. 10/- each allotted as fully paid	1,042.59	1,042.59
	Total	**1,042.59**	**1,042.59**
	a. **Reconciliation of the shares outstanding at the beginning and the at the end of the reporting year**	-	-
	At the beginning of the year 104,25,900 (Previous year 104,25,900) Equity Shares of Rs. 10 each allotted as fully paid up	104.26	89.20
	Issued during the period NIL	-	15.06
	At the end of the 31 Mar 2015 104,25,900 Equity Shares of Rs. 10 each allotted as fully paid up	**104.26**	**104.26**
	b. **Share in the Company held by each shareholder holding more than 5% shares and share held by holding / associates company**		

Name of the Shareholders	As at 31 March 2015		As at March 31, 2014	
	No. of Shares	% of holding	No. of Shares	% of holding
JMC Projects (India) Limited	51,682,990	49.57%	51,682,990	49.58%
Srei Venture Capital Trust A/c – Infrastructure Project Development Capital	20,500,060	19.66%	20,500,060	19.66%
Bharat Road Network Limited	30,581,950	29.33%	30,581,950	29.33%

c. **Terms / Rights attached to Shares:**

The company has only one class of equity shares having par value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share.
In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Note No.	Particulars	As at March 31, 2015	As at March 31, 2014
4	**Reserves and Surplus**		
	a. **Securities Premium Account**		
	At the beginning of the accounting year	942.59	792.04
	Add: premium on issue of equity shares	0.00	150.55
		942.59	942.59
	Less: Amounts utilised during the year		
	At the end of the accounting year	**942.59**	**942.59**
	b. **Surplus /(deficit) in the statement of Profit and Loss**		
	At the beginning of the accounting year	(319.41)	(0.61)
	Profit/(loss) for the year	(657.62)	(318.80)
	At the end of the accounting year	**(977.03)**	**(319.41)**
	Total	**(34.44)**	**623.18**

5	**Long-term borrowings**		
	Secured Term Loan		
	(A) From Banks	7,558.58	7,571.39
	a. Term loans are repayable in 47 (Forty Seven) unequal quarterly installments commencing from June 30, 2014 after a construction and moratorium period of 42 (Forty Two) months.		

Financial Year	(Rs in Million.)
March-16	228.29
March-17	277.92
March-18	397.03
March-19	555.84
March-20	714.65
March-21	754.36
March-22	794.06
March-23	952.87
March-24	1,191.09
March-25	1,349.90
March-26	635.25

b. Term loans are secured by following:
a) First mortgage and charge on all the immovable properties both present and future;
b) First charge by way of hypothecation of all the moveable properties, both present and future;
c) First charge / assignment of all revenues and receivables;
d) First charge over all bank accounts and intangibles;
e) Assignment of all rights, titles and interests under all Project Documents and under all other contracts, insurances, licenses relating to the project;
f) Pledge of 51% (fifty one percent) of paid up and voting equity share capital; and
g) a first charge on uncalled equity share capital.
The security is subject to the provisions of Concession Agreement, Escrow Agreement and Substitution Agreement.

c. As at the reporting date, there has been continuing default in payment of Interest aggregating to Rs. 250.1 million (For the Period from Jan 15 to March 15) and installment of Rs. 29.8 millions in respect of term loan taken from banks. The installment and partial interest till February 2015, have been subsequently paid.

	(B) **Subordinated Debt (Unsecured Long Term and interest free)**	**864.85**	**112.20**
	From JMC Projects (India) Ltd.	442.15	57.20
	From Srei Infrastructure Finance Ltd.	367.70	0.00
	From Bharat Road Network Ltd.	55.00	55.00
	Total	**8,423.43**	**7,683.59**
6	**Long-term Provisions**		
	Provision for Employee Benefits		
	Gratuity	0.12	0.14
	Total	**0.12**	**0.14**
7	**Other Non-current Liabilities**		
	From NHAI against COS	-	112.35
	Interest Payable on NHAI Premium	1.93	-
		1.93	**112.35**
8	**Other Current Liabilities**		
	Current Maturity of long term borrowings	228.29	119.11
	Interest accrued and due on term loans	250.09	220.48
	Creditors for Capital Expenses	40.08	215.46
	Statutory Dues	25.45	1.20
	Retention money	0.56	115.98

	Payable to employees	0.16	-
	Premium Payable to NHAI	55.72	8.72
	Others Liabilities	23.73	12.56
	Total	**624.08**	**693.50**
9	**Short Term Provision**		
	Leave encashment	0.05	0.07
	Provision for Expenses Payable	10.00	12.61
	Total	**10.06**	**12.68**
11	**Fixed Assets**		
	Intangible Assets under development		

Particulars	Upto March 31, 2014	For the Period Mar'15	Upto Mar 31, 2015
Construction Costs (Incl. COS)	8,105.29	419.45	8,524.74
Other Project Cost	34.99	-	34.99
Employee Cost	21.19	(0.14)	21.05
Professional & Consultancy Charges	359.11	16.92	376.03
Audit Fee	0.42	-	0.42
Finance Charges (Net)	1,178.53	64.42	1,242.94
Other Project Expenses	47.77	(6.39)	41.38
Less: Reimbursement against COS from NHAI	-	153.09	153.09
Less: Transfer of Pre-operative expense excluding cost of Y-Trumpet of Rs. 238.5 million	8,171.38	1,911.45	10,082.83
Total	**1,575.91**	**(1,570.27)**	**5.64**

12	**Long Term Loans & Advances**		
	Unsecured, considered good		
	Security Deposits	0.69	0.67
	Total	**0.69**	**0.67**
13	**Cash and Bank Balances**		
	Cash and Cash Equivalents		
	Cash on hand	2.15	2.17
	Balances with Banks - in current accounts	63.60	44.68
	Fixed Deposits with banks (having original maturity of 3 months or less)	0.58	0.75
		66.33	**47.61**
	Other Bank balances		
	Fixed Deposits with banks (held as security deposit with the Govt. Authority)	0.20	0.20
		0.20	**0.20**
	Total	**66.53**	**47.81**
14	**Short Term Loans & advances**		
	Unsecured, considered good		
	(a) Advances:		
	Advance to Employees	0.04	0.08
	Advances to Contractor's	50.96	399.54
	(b) Recoverable from Govt. Authorities:		
	IT TDS Receivables	4.32	3.27
	WCT TDS Receivables	7.20	0.34
	(c) Prepaid Expenses	2.39	0.15
	Total	**64.90**	**403.39**

15	**Other Current Assets**		
	Trade Receivables	9.78	8.00
	Interest accrued on Fixed Deposits	0.04	0.00
	Total	**9.83**	**8.00**
16	**Income from Toll Collection**		
	Income from toll collection	649.77	329.72
	Income from Toll relief policy	1.27	0.00
	Total	**651.04**	**329.72**
17	**Income from Utility Shifting**		
	Utility Shifting Income - Received from NHAI	12.97	8.60
	Total	**12.97**	**8.60**
18	**Direct Expenses**		
	O & M Expenses:		
	O & M Contract Fees, Route Opr & Main Fees & Other Expenses	61.17	43.26
	Diesel for Toll Plaza	10.53	9.97
	Salary & Wages	4.43	3.13
	Insurance Expenses	3.18	5.48
	Toll Collection Management Exp	1.03	0.56
	Total	**80.35**	**62.40**
19	**Utility Shifting Expense**		
	Utility Shifting Expense	12.97	8.60
	Total	**12.97**	**8.60**
20	**Premium**		
	Premium to NHAI	134.95	61.05
	Interest on NHAI Premium A/c.	1.93	0.00
	Total	**136.88**	**61.05**
21	**Office Administration and Other Expenses**		
	Electricity Expense	2.12	0.01
	Repairs and maintenance	1.67	0.02
	Legal & Professional Exp	1.15	0.97
	Security Agent Fees	0.56	0.00
	Escrow Agent Fees	0.56	0.00
	Diesel for Vehicles	0.54	0.00
	Business Meeting Expenses	0.36	0.12
	Advertisement expenses	0.35	0.15
	Rent	0.46	0.32
	Office Expenses	0.45	0.20
	Guest House Expenses	0.35	0.23
	Service Tax	0.26	0.00
	Communication cost	0.18	0.08
	Travelling and conveyance	0.17	0.21
	Auditor's remuneration		
	- Audit fees	0.16	0.00
	- Tax audit fees	0.03	0.00
	Other Expenses	**0.78**	**0.21**
	Total	**10.18**	**2.53**
22	**Financial Expenses**		
	- Interest on loans	957.63	480.42

	- Bank charges	0.09	0.05
	Total	**957.73**	**480.47**
23	There is no contingent liabilities as on March 31, 2015 (Previous year Nil).		
24	**Commitments** Estimated amount of contracts remaining to be executed on capital account (Net of Capital Advances)	188.09	74.71
25	**Segment Information** The Company is engaged in infrastructure business and is a Special Purpose Entity formed for the specific purpose detailed in note No.1 and thus operates in a single business segment. Also it operates in a single geographic segment. In the absence of separate reportable business or geographic segments the disclosures required under the Accounting Standard (AS) 17 – "Segment Reporting" have not been made.		
26	**Deferred Tax** Considering the present financial position and requirement of the Accounting Standard-22 on Accounting for Taxes on Income, regarding certainty/virtual certainty, Deferred tax assets has not been recognized.		
27	**Earnings Per Share**		
	Profit after tax attributable to Equity Shareholders	(657.62)	(318.80)
	Weighted average number of Equity Shares (in No.	101,825,452	101,825,452
	Nominal Value of Equity per share /Rs	**10**	**10**
	Basic Earnings per share in Rs.	(6.46)	(3.13)
	Diluted Earnings per share in Rs.	(6.46)	(3.13)
28	There is no income and expenditure in foreign currency during the year (Previous year Nil).		
29	In the opinion of the management, the Current Assets are stated at the value at which the same shall be realised in the ordinary course of business. Similarly, provision for all known expenses has been made.		
30	During the Year the company has completed the work of entire stretch except in respect of some remaining minor works which are under process due to which the company has received the toll collection right for the stretch and capitalized the same accordingly.		
31	Service Tax Expenses includes Rs. 0.18 million pertaining to earlier years.		
32	**Previous year comparatives** Previous year figures has been regrouped, rearranged and reclassified to conform to current period classification.		

As per our report of even date
For M K P S & Associates
Chartered Accountants
Firm's Registration No.302014E

For and on behalf of the Board

CA Narendra Khandal
Partner
Membership No.: 065025

Director
Manoj Tulsian

Director
Arunava Sengupta

Place : Mumbai
Date : 20th May, 2015

Company Secretary
Mh. Aadil

KURUKSHETRA EXPRESSWAY PRIVATE LIMITED

10 FIXED ASSETS (Rs. In Millions)

Particulars	Gross Block			Depreciation			Net Block	
	As on April 1, 2014	**Add./ (Disposal) during the year**	**As on March 31, 2015**	**As on April 1, 2014**	**For the year**	**As on March 31, 2015**	**As on March 31, 2015**	**As on March 31, 2014**
Tangible Assets								
Land	0.61	-	0.61	-	-	-	0.61	0.61
Computer	0.28	-	0.28	0.27	0.01	0.28	-	-
Office Equipment's	2.05	-	2.05	0.28	0.32	0.60	1.45	1.45
Furniture & Fixtures	0.25	-	0.25	0.09	0.02	0.11	0.14	0.14
Lease Hold Improvements	0.31	-	0.31	0.18	0.02	0.20	0.11	0.11
Intangible Assets								
Software	0.04	-	0.04	0.04	0.00	0.04	0.00	-
Toll Collection Rights	8,171.38	1,911.45	10,082.83	41.82	123.15	164.97	9,917.86	8,129.56
TOTAL	**8,174.92**	**1,911.45**	**10,086.37**	**42.67**	**123.52**	**166.20**	**9,920.18**	**8,131.88**
Previous year	**1.83**	**8,173.09**	**8,174.92**	**0.47**	**42.20**	**42.67**	**8,132.25**	**1.35**

KURUKSHETRA EXPRESSWAY PRIVATE LIMITED
Notes to the financial statements for the year ended March 31, 2015

1 Nature of Operations

The Company has been awarded the work to promote, develop, finance, establish, design, construct, equip, operate, maintain, modify and upgrade the four laning of Rohtak Bawal Section of NH 71 from Km 363/300 to 450/800 under NHDP- III in the State of Haryana on Design, Build, Finance, Operate and Transfer (DBFOT) basis and to charge and collect toll fees and to retain and appropriate receivables as per the concession agreement dated July 13, 2010 from the NHAI. The Concession Agreement is for a period of 28 years from appointed date i.e 10th May2011.

The project was completed partially in August 2013 and toll collection had commenced partially from September 2013. During the year, the full stretch had been completed, except for some minor work. However, COD for the entire stretch (Except 500 Mtr) had been received and toll collection had started accordingly.

2 Significant Accounting Policies

2.1 Basis of Preparation

The financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India, Accounting Standards as per section 133 of the Companies Act 2013 read with Rule 7 of Companies (Accounts) Rules 2014 and the other relevant provisions of the Companies Act, 2013. The financial statements have been prepared under the historical cost convention on an accrual basis. The accounting policies have been consistently applied by the Company throughout the accounting period.

2.2 Use of Estimates

The preparation of financial statements in conformity with Indian GAAP requires that the management of the company makes estimates and assumptions that affect the reported amounts of income and expenses of the year, the reported balances of assets and liabilities and the disclosures relating to contingent liabilities as of the date of the financial statements. Examples of such estimates include the useful lives of fixed assets and intangible assets, provision for doubtful debts / advances, future obligations in respect of retirement benefit plans etc. Actual results could differ from these estimates. Any revision to accounting estimates is recognized prospectively in current and future periods.

2.3 Fixed Assets

Fixed assets are stated at cost less accumulated depreciation. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

2.4 Intangible Assets under Development

All Project related expenditure for acquisition of Toll collection rights viz., civil works, machinery under erection, construction and erection materials, pre-operative expenditure, expenditure indirectly related to the project and incidental to setting up project facilities, borrowing cost incurred prior to the date of commercial operation, and trial run expenditure are shown under Intangible Assets under development. These expenses are net of recoveries, claims and income (net of tax), if any, from surplus funds arising out of project specific borrowings.

2.5 Depreciation / Amortisation

Tangible Assets

As per notification dated, March 26, 2014 issued by the Ministry of Corporate Affairs, Schedule II of the Companies Act 2013 comes into effect from April 1, 2014 which prescribes the useful life of depreciable assets. The Company has adopted the useful life prescribed under the Schedule II of the Companies Act 2013.

Intangible Assets

Amortisation in respect of Toll Collection Rights is provided on the basis of Actual Revenue generated during the toll period divided by Projected Revenue for the entire Concession period as prescribed under Schedule - II Of the Companies Act, 2013.

2.6 Borrowing Costs

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 capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur. Borrowing costs consists of interest and other cost that an entity incurs in connection with the borrowing of funds. Interest / Income earned from temporary investment in term deposits / other investments are reduced from borrowing costs.

2.7 Revenue Recognition

Revenue is recognized to the extent it is probable that the economic benefits will flow to the company and revenue can be reliably measured. Interest income on fixed deposits is recognized on time proportion basis taking into account the amount outstanding and the rate applicable. Revenue from toll is accounted for on the basis of usage charges recovered from the users of the toll. Toll Revenue in the form of periodic pass(es) are accounted for as income in the period in which the same are received.

2.8 Accounting for Taxes on Income

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961. Deferred tax resulting from "timing differences" between book and taxable profit is accounted for using the tax rates and laws that have been enacted or substantively enacted as on the balance sheet date. The deferred tax asset is recognised and carried forward only to the extent that there is a reasonable certainty that the assets will be realised in future.

2.9 Provisions, Contingent Liabilities and Contingent Assets

A provision is recognised when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognised but are disclosed in the notes to the financial statement. A contingent asset is neither recognised nor disclosed.

2.10 Employee Benefits

Retirement and employee benefits in the form of Provident Fund are defined contribution plans and the Company's contributions, paid or payable during the reporting period is transferred to the Pre-operative expenses. Gratuity liability is a defined benefit plan and is determined on the basis of last drawn salary and period of service with the company. Long-Term compensated absences in the form of Leave encashment is accounted for on accrual basis at the Balance Sheet date.

2.11 Current/Non-Current Assets and Liabilities:

Assets are classified as current when it satisfies any of following criteria:

• It is expected to be realized within twelve months after the reporting date,
• It is held primarily for the purpose of being traded,
• It is Cash or cash equivalent unless it restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

All other assets are classified as Non-current.

Liabilities are classified as current when it satisfies any of following criteria:

• It is expected to be settled within twelve months after the reporting date,
• It is held primarily for the purpose of being traded,
• The company does not have an unconditional right to defer the settlement of the liability for at least twelve months after the reporting date.

All other liabilities are classified as Non-current.

2.12 Earnings Per Share (EPS)

Basic Earnings Per Share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating Diluted Earnings Per Share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

GURUVAYOOR INFRASTRUCURE PRIVATE LIMITED

INDEPENDENT AUDITOR'S REPORT ON SPECIAL PURPOSE FINANCIAL STATEMENTS

TO THE MEMBERS OF GURUVAYOOR INFRASTRUCURE PRIVATE LIMITED

Report on the Financial Statements

We have audited the accompanying special purpose financial statements of Guruvayoor Infrastructure Private Limited("the Company"), which comprise the Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information. These financial statements, audited by us, are prepared as per Accounting Standards specified under the Companies (Accounting Standards) Rules, 2006, which is required for the sole purpose of consolidation in Bharat Road Network Limited. .

Management's Responsibility for the Financial Statements

The Company's Board of Directors and Management are responsible for the preparation of these special purpose financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with Accounting Standards specified under the Companies (Accounting Standards) Rules, 2006. 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 mis-statement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these special purpose financial statements based on our audit. 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.

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.

An audit involves performing procedures to obtain audit evidence about the amounts and the 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 statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the 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 financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 31th March, 2017, and its loss and its cash flows for the year ended on that date.

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 enclose in the annexure a statement on the matters specified in paragraph 3 and 4 of the said Order to the extent applicable.

2. As required by Section 143 (3) of the Act, we report that:
    a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
    b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
    c. The Balance Sheet, the Statement of Profit and Loss, and the 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 specified under Rule 7 of the Companies (Accounts) Rules, 2006.
    e. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure-A".
    f. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
        i. The company has not pending litigation which would impact its financial position;
        ii. The company did not have any long-term contract including derivative contract for which there were any material foreseeable losses;
        iii. There were no amounts which were required by the company to be transferred to the Investor Education and Protection Fund.
        iv. The Company has provided requisite disclosures in the financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th

November, 2016 to 30th December, 2016. Based on audit procedures and relying on the management representation we report that the disclosures are in accordance with Books of Accounts maintained by the Company - Refer Note 19B.

Restriction on Distribution and Use

The financial statements prepared under Companies Accounting Standard Rule, 2006 is intended solely for the Company for the sole purpose of consolidation in the financial statements of Bharat Road Network Limited and should not be used by any other person.

For Gianender & Associates
Chartered Accountants
(Firm's Registration No. 004661N)

Manju Agrawal
(Partner)
(M No. 083878)

Place: New Delhi
Date: 20^{th} April, 2017

Annexure to the Independent Auditor's Report on Special Purpose Financial Statements of Guruvayoor Infrastructure Private Limited for the Year ended as on 31st March, 2017

Annexure referred to in paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of our report on even date:-

i. a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;

b) The Fixed Assets have been physically verified by the management at regular intervals and no material discrepancies were noticed on such verification

c) The title deeds of immoveable properties are held in the name of the company.

ii. As the company is engaged in the business of infrastructure development, operations and its maintenance and there is no inventory in hand at any point of time, hence paragraph 3(ii) of the Order is not applicable to the company.

iii. The Company has not granted any loans, secured or unsecured to companies, firms, limited liabilities partnership or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Hence, reporting under clause (a) to (c) of Para 3(iii) are not applicable.

iv. The Company has not entered into any transaction in respect of loans, investments, guarantee and securities, which attracts compliance to the provisions of the sections 185 and 186 of the Companies Act, 2013. Therefore the paragraph 3(iv) of the Order is not applicable to the company.

v. The Company has not accepted deposits in terms of the provisions of section 73 to 76 of the Companies Act, 2013 and rules framed there under. Therefore the paragraph 3(v) of the Order is not applicable to the company.

vi. The Company is prima-facie maintaining the cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.

vii. a) According to the information and explanations given to us and on the basis of our examination of the books of accounts, the company has been generally regular in depositing undisputed statutory dues including provident fund, employee state insurance, income tax, service tax, value added tax, cess and other statutory dues during the year with the appropriate authorities. As on 31st March, 2017, there are no undisputed statutory dues payables for period exceeding for a period more than six month from the date they become payable except Works Contract Tax of Rs. 4.12 Million.

b) According to the information and explanations given to us, there were no statutory dues pending in respect of income tax, sales tax, VAT, custom duty and cess etc. on account of any dispute.

viii. The company has taken term loans from banks and also issued debentures. The company has not defaulted in repayment of loan to the banks or debenture holders. The Company has not taken any loans or borrowings from any Government.

ix. Money raised by way of term loans were applied for the purpose for which it was raised. The Company has not raised money by way of initial public offer or further public offer.

x. According to the information and explanation given to us by the management which have been relied by us, there were no frauds on or by the company noticed or reported during the period under audit.

xi. The company has not paid any managerial remuneration; hence paragraph 3(xi) of the order is not applicable to the company.

xii. The company is not a Nidhi Company, therefore para 3(xii) of the Order is not applicable to the company.

xiii. In our opinion and according to the information provided to us, the transaction entered with the related partied are in compliance with section 177 and 188 of the Act and are disclosed in the financial statements as required by the applicable accounting standards.

xiv. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Therefore, paragraph 3(xiv) of the Order is not applicable to the company.

xv. According to the information provided to us, the company has not entered into any non-cash transaction with directors or the persons connected with him covered under section 192 of the Companies Act 2013. Therefore, paragraph 3(xv) of the Order is not applicable to the company.

xvi. According to the information provided to us, the company is not required to be registered under section 45IA of the Reserve Bank of India Act, 1934. Therefore, paragraph 3(xvi) of the Order is not applicable to the company.

For Gianender& Associates
Chartered Accountants
(Firm's Registration No. 004661N)

Manju Agrawal
(Partner)
(M No. 083878)

Place: New Delhi
Date: 20th April, 2017

Annexure-A

Annexure referred to in paragraph 2 under the heading "Report on Other Legal and Regulatory Requirements" of our report on even date:-

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **Guruvayoor Infrastructure Private Limited** ("the Company") as of 31st 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 Internal Financial Controls

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

Auditors' Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for my /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, 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.

For Gianender & Associates

Chartered Accountants

(Firm's Registration No. 004661N)

Manju Agrawal

Place: New Delhi (Partner)

Date : 20th April, 2017 (M No. 083878)

GURUVAYOOR INFRASTRUCTURE PRIVATE LIMITED
CIN U45200TG2005PTC048180

Balance Sheet as at 31st March ,2017

(Rs. In Millions)

	Particulars	Note No.	As at March 31, 2017	As at March 31, 2016
I.	**EQUITY AND LIABILITIES**			
A	**Shareholders' Funds**			
	(a) Share Capital	**3**	1,689.40	1,689.40
	(b) Reserves and Surplus	**4**	(1,046.09)	(937.28)
			643.31	**752.12**
B	**Non-Current Liabilities**			
	(a) Long Term Borrowings	**5**	5,645.31	5,690.35
	(b) Long Term Provisions	**6**	369.60	320.08
			6,014.91	**6,010.43**
C	**Current Liabilities**			
	(a) Other Current Liabilities	**7**	1,382.80	947.33
			1,382.80	**947.33**
	Total		**8,041.02**	**7,709.88**
II.	**ASSETS**			
A	**Non-Current Assets**			
	(a) Plant, Property & Equipment's			
	(i) Tangible Assets	**8**	5.80	2.34
	(ii) Intangible Assets	**8**	6,096.83	6,272.32
	(iii) Intangible Assets Under Development	**8A**	-	90.25
	(b) Long Term Loans and Advances	**9**	239.97	241.88
			6,342.59	**6,606.79**
B	**Current Assets**			
	(a) Current Investments	**10**	1,012.65	630.32
	(b) Sundry Debtors	**11**	591.01	429.00
	(c) Cash and Cash Equivalents	**12**	36.00	34.63
	(d) Short Term Loans and Advances	**13**	58.77	9.14
			1,698.43	**1,103.09**
	Total		**8,041.02**	**7,709.88**

Accompanying Notes form an integral part of the Financial Statements.

As per our report of even date

For GIANENDER & ASSOCIATES

For and on behalf of the Board of Directors

Firm's Registration No. 04661N
Chartered Accountants

	Rajesh S. Udupa	**Rahul Dhandhania**
	Director	**Director**
	DIN 03048000	**DIN 00647088**

Manju Agrawal
(Partner)

Membership No.: 083878

Place : New Delhi

Date : 20th April, 2017

Naina Malviya

Company Secretary

M.No. : A - 40725

GURUVAYOOR INFRASTRUCTURE PRIVATE LIMITED

CIN U45200TG2005PTC048180

Statement of Profit & Loss for the Year Ended 31st March, 2017

(Rs. In Millions)

	Particulars	Note No.	Year Ended March 31, 2017	Year Ended March 31, 2016
I	Revenue from Operations	**14**	1,153.70	1,157.00
II	Other Income	**15**	39.50	15.88
III	**Total Revenue (I + II)**		**1,193.20**	**1,172.88**
IV	**Expenses:**			
a	Employee Benefit Expenses	**16**	5.79	4.89
b	Finance Costs	**17**	470.32	495.18
c	Depreciation and Amortisation Expenses	**8**	268.07	249.96
d	Other Expenses	**18**	557.83	543.30
	Total Expenses		**1,302.01**	**1,293.32**
V	**Profit before exceptional and extraordinary items and tax (III - IV)**		**(108.81)**	**(120.44)**
VI	Exceptional Items		-	-
VII	**Profit before extraordinary items and tax (V - VI)**		**(108.81)**	**(120.44)**
VIII	Extraordinary Items		-	-
IX	Prior Period Adjustments (Net)		-	-
X	**Profit before tax (VII-VIII-IX)**		**(108.81)**	**(120.44)**
	(1) Current tax		-	-
	(2) Deferred tax		-	-
XI	**Total Tax Expenses**		**-**	**-**
XII	**Profit/(Loss) for the period (X - XI)**		**(108.81)**	**(120.44)**
	Earning Per Share			
	(1) Basic	**28**	(0.64)	(0.71)
	(2) Diluted		(0.64)	(0.71)

Accompanying Notes form an integral part of the Financial Statements.

As per our report of even date
For GIANENDER & ASSOCIATES

Firm's Registration No. 04661N
Chartered Accountants

For and on behalf of the Board of Directors

Rajesh S. Udupa
Director
DIN 03048000

Rahul Dhandhania
Director
DIN 00647088

Manju Agrawal
(Partner)
Membership No.: 083878

Naina Malviya

Place : New Delhi	**Company Secretary**
Date : 20th April, 2017	**M.No. : A - 40725**

GURUVAYOOR INFRASTRUCTURE PRIVATE LIMITED		
Cash Flow Statement for the Year Ended 31st March, 2017		
		(Rs. In Millions)
Particulars	**Year Ended March 31, 2017**	**Year Ended March 31, 2016**
A. Cash Flow from Operating Activities		
Net Profit / (Loss) Before Tax and Extraordinary Items	(108.81)	(120.44)
Less:- Exceptional Items	-	-
Net Profit Before Tax and Exceptional Items	(108.81)	(120.44)
Add / (Less) : Adjustments		
Depreciation	268.07	249.96
Provision for Major Maintenance Expenses	65.65	65.65
Major Maintenance Expenses	(16.13)	(34.06)
Provision for Gratuity	0.00	0.01
Interest paid on Loans and debentures	470.32	495.18
Operating Profit Before Working Capital Changes	**679.10**	**656.30**
Adjustment for :		
(Increase) / Decrease in Long Term Loans and Advances	1.91	(1.01)
(Increase) / Decrease in Short Loans and Advances	(49.63)	(0.46)
Increase / (Decrease) in Other Current Liabilities	392.81	406.39
(Increase) / Decrease in Sundry Debtors	(162.00)	(147.72)
Cash generated from Operations	**862.19**	**913.49**
Net Cash Flow from / (used in) Operating Activities	**862.19**	**913.49**
B. Cash Flow from / (used in) Investing Activities		
Purchase of Fixed Assets (Net)	(4.55)	(0.72)
Net Additions to Investments	(382.33)	(341.99)
Additions to Capital Work in Progress	(1.21)	(1.63)
Net Cash Flow from / (used in) Investing Activities	**(388.09)**	**(344.34)**
C. Cash Flow from / (used in) Financing Activities		
Proceeds / (Repayment) from / (of) Borrowings	(2.25)	(56.31)
Interest Paid on Loans	(470.48)	(497.65)
Net Cash Flow from / (used in) Financing Activities	**(472.73)**	**(553.96)**
Net Increase / (decrease) in Cash and Cash Equivalents	1.37	15.16
Cash and Cash Equivalent at the beginning of the year	34.62	19.46
Cash and Cash Equivalent at the end of the year	**36.00**	**34.62**

NOTES

1.Cash flow statement has been prepared under the Indirect Method as set out in the Accounting Standard 3 "Cash Flow Statements" as specified in the Companies (Accounting Standards) Rules, 2006.

2. Cash and cash equivalents represent cash and bank balances.

Component of cash and cash equivalents:

Cash on hand	7.04	4.46
Balances with Banks - in Current Accounts	28.96	30.17
Total Cash and Cash Equivalents	36.00	34.62

As per our report of even date

For GIANENDER & ASSOCIATES **For and on behalf of the Board of Director**

Firm's Registration No. 04661N
Chartered Accountants

	Rajesh S. Udupa **Director** **DIN 03048000**	**Rahul Dhandhania** **Director** **DIN 00647088**
Manju Agrawal **(Partner)** Membership No.: 083878 Place : New Delhi Date : 20th April, 2017	**Naina Malviya** **Company Secretary** **M. No. : A – 40725**	

GURUVAYOOR INFRASTRUCTURE PRIVATE LIMITED

CIN U45200TG2005PTC048180

Notes to the financial statements for the Year Ended 31st March, 2017

1 Nature of Operations

The Company is an Infrastructure Company within the meaning of Section 186 of Companies Act, 2013, Read with Schedule VI annexed thereto. The Company has been awarded the Concession for 'design, construction, finance, operation and maintenance' for widening of the existing two lanes to four lanes from Km 270 (Thrissur) to Km 316.7 (Angamali) on NH 47 and improvements, operations and maintenance of Km 316.7 (Angamali) to Km 342 (Edapalli) on NH 47 in the state of Kerala on Build, Operate and Transfer (BOT) basis as per the Concession Agreement dated March 27, 2006 read with Supplementary Agreements dated November 23, 2009 and December 03, 2011 signed with National Highways Authority of India (NHAI). The Concession Agreement is for a period of 21 years and 9 months till June 21,2028. The Scheduled Project Completion Date (SPCD) of the Company's project vide Supplementary Agreement dated 23.11.2009 was extended from 21.03.2009 to 21.12.2010 (i.e. for 21 months) and subsequently Concession period was also correspondingly extended from (22.09.2006 -21.09.2026) to (22.09.2006 - 21.06.2028) i.e. also upto 21 month. The Company received the provisional completion certificate on December 04, 2011 and final completion certificate on April 18, 2016 from the Independent Consultant appointed by NHAI.

2 Significant Accounting Policies

2.1 Basis of Preparation

-

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) in accordance with Companies (Accounting Standards) Rules, 2006 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act") / Companies Act, 1956 ("the 1956 Act"), as applicable. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

The preparation of financial statements in conformity with GAAP requires that the management of the Company makes estimates and assumptions that affect the reported amounts of income and expenses of the period, the reported balances of assets and liabilities and the disclosures relating to contingent liabilities as of the date of the financial statements. Examples of such estimates include the useful lives of tangible and intangible fixed assets, allowance for doubtful debts/advances, future obligations in respect of retirement benefit plans, etc. Difference, if any, between the actual results and estimates is recognized in the period in which the results are known.

2.2 Fixed Assets

2.2.1 Tangible Assets

Tangible Fixed Assets are stated at original cost which includes freight, installation cost, duties, taxes and other incidental expenses with respect to their acquisition and installation less accumulated depreciation thereon.

2.2.2 Intangible Assets

Intangible assets are recognized as per the criteria specified in Accounting Standard (AS) 26 "Intangible Assets" as specified in the Companies (Accounting Standards) Rule, 2006:

Toll Collection Rights are obtained in consideration for rendering construction, operation and maintenance services in relation to building and maintenance of the project on Build, Operate and Transfer (BOT) basis. The cost of such Toll Collection Rights comprises construction cost of 4 laning of the existing carriageway, preoperative costs , Road Side Furniture , Street Lighting, TMS system, Toll Plaza Building, DG Sets, Electricals. Drainage, Culverts, VUP, Fly Overs Etc incurred during the implementation phase; Such costs, on completion on completion of project are capitalized as Intangible Assets.

2.2.3 Intangible Assets Under Development

Intangible Assets under development includes direct and indirect expenditure incurred for the Highway Project and costs incidental and related thereto.

Expenses incurred relating to the development of Highway project prior to commencement of commercial operations are included under Intangible Assets under development and after completion to be transferred to Intangible Assets

All expenses which are capital in nature and directly relatable to development of Highway project incurred after the commencement of commercial operations are included under Intangible assets under development. These expenses will be transferred to Intangible Assets upon completion and receipt of the final completion certificate from NHAI.

2.3 Depreciation / Amortisation

2.3.1 Depreciation

Depreciation on assets has been provided on Straight line basis at the useful lives specified in the Schedule II of the Companies Act, 2013. Depreciation on additions/ deductions is calculated pro-rata from/ to the month of additions/ deductions.

2.3.2 Amortisation

Toll collection rights in respect of road projects are amortized over the period of concession using the revenue based amortization method in the manner prescribed under Schedule II to the companies Act, 2013. Under the revenue based method, amortization is provided based on the proportion of actual revenue earned till the end of the year to the total projected revenue from the intangible asset expected to be earned over the concession period. Total projected revenue is reviewed at the end of each financial year and is adjusted to reflect the changes in earlier estimate vis-à-vis the actual revenue earned till the end of the year so that the whole of the cost of the intangible assets is amortized over the concession period.

Specialized software is amortized over a period of three years on straight line basis from the month in which the addition is made.

Amortization on impaired assets is provided by adjusting the amortization charges in the remaining periods so as to allocate the assets revised carrying amount over its remaining useful life.

<table>
<tr><td>2.4</td><td>Borrowing Costs
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 capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur. Borrowing costs consists of interest and other cost that an entity incurs in connection with the borrowing of funds.
In compliance of AS-16 “Borrowing Cost”, any income earned on temporary investments till commercial operation date, out of funds borrowed, which is inextricably linked with the project is deducted from the related borrowing costs incurred.</td></tr>
<tr><td>2.5</td><td>Revenue Recognition
Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.
Fee Collection from the Users of the carriageway is accounted for as and when the amount is due and recovery is certain.
Revenue from sale of smart card (Local and monthly passes) is recognised as and when the cards are issued to the users.
Interest income is accounted for on time proportion basis.
Other Income is recognised when right to received is established.</td></tr>
<tr><td>2.6</td><td>Employee Benefits
(i) Short Term Employee Benefits
All employee benefits falling due wholly within twelve months of rendering the service are classified as short term employee benefits. The benefits like salaries, wages, short term compensated absences etc. and the expected cost of bonus, ex-gratia are recognized in the period in which the employee renders the related service.
(i) Post-Employment Benefits
a) Defined Contribution Plans: The Company’s obligation to employee’s provident fund is a defined contribution plan. The contribution paid/payable is recognized in the period in which the employee renders the related service.
b) Defined Benefit Plans: The Company’s obligation towards gratuity is a defined benefit plan
The present value of the obligation under such Defined Benefit Plans is determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.
The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plans, is based on the market yields on Government securities as at the Balance sheet date, having maturity periods approximating to the terms of related obligations.
Actuarial gains and losses are recognized in the Statement of Profit and loss.

(i) Long Term Employee Benefits
The obligation for long term employee benefits such as long term compensated absences is recognized in the same manner as in the case of defined benefit plans as mentioned in (ii) (b) above.
The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plans, is based on the market yields on Government securities as at the balance sheet date, having maturity periods approximating to the terms of related obligations.</td></tr>
</table>

	2.7	**Claims** Claim against the company are accounted for as and when accepted and claims by the company are accounted for as and when received.
	2.8	**Investments** Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as Long Term Investments. Current investments are carried at lower of cost or and fair value determined on an individual investment basis. Long Term investments are carried at cost less provisions for permanent diminution, if any, in the value of such investments.
	2.9	**Earnings Per Share (EPS)**
		Basic Earnings Per Share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating Diluted Earnings Per Share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.
	2.10	**Accounting for Taxes on Income** Tax on income for the current period is determined on the basis of taxable income and tax credits computed in accordance with the provisions of the Income Tax Act, 1961, and based on expected outcome of assessments / appeals. Deferred tax is recognized on timing differences between the accounting income and the taxable income for the year and quantified using the tax rates and laws enacted or substantively enacted as on the Balance Sheet date. Deferred tax assets are recognized and carried forward to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.
	2.11	**Impairment of Assets** As at each Balance Sheet date, the carrying amount of assets is tested for impairment so as to determine: a) the provision for impairment loss, if any required, or b) the reversal, if any, required of impairment loss recognized in previous period. Impairment loss is recognized when the carrying amount of an asset exceed its recoverable amount. Recoverable amount is determined: a) in the case of an individual asset, at the higher of the net selling price and the value in use; b) in the case of a cash generating unit (a group of asset that generates identified, independent cash flows), at the higher of the cash generating unit's net selling price and the value in use. (Value in use is determined as the present value of estimated future cash flows from the continuing use of an asset and from its disposal at the end of its useful life.)
	2.12	**Provisions, Contingent Liabilities and Contingent Assets**

a) Provisions are recognized for liabilities that can be measured only by using a substantial degree of estimation, if

(i) the Company has a present obligation as a result of a past event.

(ii) a probable outflow of resources is expected to settle the obligation, and

(iii) the amount of the obligation can be reliably estimated.

b) Reimbursement expected in respect of expenditure required to settle a provision is recognized only when it is virtually certain that the reimbursement will be received.

c) Contingent Liability is disclosed in the case of

a. a present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation.

b. a present obligation when no reliable estimate is possible, and

c. a possible obligation arising from past events where the probability of outflow of resources is not remote.

d) Contingent Assets are neither recognized, nor disclosed.

e) Provisions, Contingent Liabilities and Contingent Assets are reviewed at each Balance Sheet date.

GURUVAYOOR INFRASTRUCTURE PRIVATE LIMITED
CIN U45200TG2005PTC048180

Notes to the financial statements for the Year Ended 31st March, 2017

(Rs. In Millions)

Note No.		Particulars	As at March 31, 2017	As at March 31, 2016
3		**Share Capital**		
		Authorised		
		169,000,000 (Previous year 169,000,000) Equity Shares of Rs. 10 e	1,690.00	1,690.00
		Equity Shares - Issued, Subscribed and Paid up		
		168,940,000 (Previous Year 168,940,000) equity Shares of Rs. 10/- each allotted as fully paid	1,689.40	1,689.40
		Total	1,689.40	1,689.40
	a.	**Reconciliation of the shares outstanding at the beginning and the at the end of the reporting year**		
		At the beginning of the year 168,940,000 (P.Y. 168,940,000) Equity Shares of Rs. 10 each allotted as fully paid up	1,689.40	1,689.40
		Issued during the year - Nil (P.Y. Nil) Equity Shares of Rs. 10 each allotted as fully paid up	-	-
		168,940,000 (P.Y. 168,940,000) Equity Shares outstanding at the end of the year	**1,689.40**	**1,689.40**
	b.	**Share in the Company held by the holding company (incld. associate companies) and fellow subsidiary Company :**		

Name of the Shareholders	As at March 31, 2017		As at March 31, 2016	
	No. of Shares	**% of holding**	**No. of Shares**	**% of holding**
KMC Infratech Road Holdings Limited (Holding Company)	86,159,900	51.00	86,159,900	51.00

c. **Shareholders holding more than 5% shares :**

Name of the Shareholders	As at March 31, 2017		As at March 31, 2016	
	No. of Shares	**% of holding**	**No. of Shares**	**% of holding**
KMC Infratech Road Holdings Limited (Holding Company)	86,159,900	51.00	86,159,900	51.00
Srei Infrastructure Finance Limited	-	-	20,010,000	11.84
Srei Venture Capital Trust A/c - Infrastructure Project Development Capital	-	-	17,500,000	10.36
Bharat Road Network Limited	82,780,000	49.00	45,270,000	26.80

d. **Terms / Rights attached to Shares:**

The company has only one class of equity shares having par value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

4	**Reserves and Surplus**		
	Surplus /(Deficit) in the statement of Profit and Loss		
	At the beginning of the accounting year	(937.28)	(816.84)
	Profit/(Loss) for the year	(108.81)	(120.44)
	At the end of the accounting year	**(1,046.09)**	**(937.28)**
5	**Long-Term Borrowings**		
	Debentures - Unsecured (Un-quoted)		
	From Related Parties		
	KMC Infratech Road Holdings Limited		
	- 5,71,29,700 Optionally Convertible Participative Interest bearing Debentures (OCPID) of Face Value Rs.10/- each	571.30	571.30
	SREI Infrastructure Finance Ltd		
	- 7,31,02,100 Optionally Convertible Participative Interest bearing Debentures(OCPID) of Face Value Rs.10/- each	731.02	731.02
	(i) Total Debentures Unsecured (Unquoted)	**1,302.32**	**1,302.32**
	Debentures - Secured (Un-quoted)		
	Others		
	(i) 5000 (PY : 5000) Non- Convertible Debentures of Face Value of Rs. 98,580/- (PY - Rs. 98,660/-) each issued to India Infradebt Limited. Interest rate 11%	492.90	493.30
	Less: Current maturities of Debentures - Face Value of Rs. 1,040/- (PY - Rs. 80/-)	5.20	0.40
		487.70	**492.90**
	(ii 50000 (PY : 50000) Non- Convertible Debentures of Face Value of Rs. 9871.20/- (PY -Rs. 9873.20/-) each issued to India Infradebt Limited. Interest rate 11%	493.56	493.66
	Less: Current maturities of Debentures - Face Value of Rs. 98.60 /- (PY - Rs. 2/-)	4.93	0.10
		488.63	**493.56**
	(ii) Total Debentures - Secured (Un-quoted)	**976.33**	**986.46**
	(Secured debentures are being redeemed by way of corresponding adjustment in the face value of the debentures in terms of advice of the debenture holders.)		
	(iii) Total of Debentures (i)+(ii)	**2,278.65**	**2,288.78**
	Secured Loans		
	Banks - IDFC Bank Limited	3,401.58	3,403.32
	Less: Current Maturities of Term Loan	34.92	1.75
	(iv) Total of Secured Loans	**3,366.66**	**3,401.57**
	(v) Total Long Term Borrowings (iii)+(iv)	**5,645.31**	**5,690.35**
	Terms of issue of OCPID:		
	A **Interest:**		
	1 The OCPID carries fixed interest of 12% p.a. However, interest along with cumulative deficit, if any, shall only accrue and be payable in the year the Company has sufficient Surplus Cash Flow.		

	2	Variable interest will be such amount over and above the fixed interest to make the yield on the OCPID @ 16%. Total Interest means Fixed Interest + Variable Interest		
	3	The total interest shall only accrue and will be payable when the company has Surplus Cash flows		
	4	Final Rate of or amount of interest payable for the year shall be decided every year at the end of the Financial Year (not later than 30 days from the closure of the financial year) based on the Surplus Cash flows of the issuer subject to maximum of 16% cumulative interest.		
	5	Surplus Cash flows means Cash flow after making all the provisions/appropriations as per the Concession Agreement and Financing Documents to be ascertained on year to year basis.		
	6	Financing Documents means documents executed in respect of term Loan availed from the Senior Lender M/s IDFC Bank Limited (Previously IDFC Limited) and India Infradebt Limited		
	B	**<u>Tenure, Conversion and Redemption:</u>**		
	1	Tenure of OCPID will be 10 years(Extendable for a further period of 5 years at the option of holders) from the date of Allotment.		
	2	OCPID will be redeemed at the end of 10 years from the date of allotment or at the end of extended period as the case may be or anytime during the tenure with mutual consent. OCPID holder will have the option to convert each OCPID into equity shares of the issuer at par value (i.e. at the face value of the equity share), during the currency of the OCPID, subject to a notice period of 3 months, in one or more tranches in proportion to the shareholding of the KMC and its Associates and Srei and its Associates (presently 51:49)		
	C	**Redemption Price**		
		OCPID will be redeemed at par. It will only be entitled for maximum 16% cumulative interest subject to availability to surplus cash flows.		
	D	**RIGHT OF DEBENTURE HOLDERS - OCPID**		
		The Debenture holders shall be entitled to redemption amount on the due dates. Their claims shall remain unsecured and subordinate to the claims of all other creditors. In the event of winding up, their claims will be entertained after the claims of other persons falling in the same category of claimants as per the provisions of the Companies Act, 2013 and other claimants with relation to the winding up.		
	<u>Terms of issue of Secured Non-Convertible Debentures (NCD):</u>			
	A	**<u>Interest:</u>**		
	1	Interest is payable at monthly rest, on the last day of each calendar month on the Principal amount of the outstanding NCDs. The NCDs carries interest at a fixed interest rate of 11% p.a which shall fall due for reset after expiry of four years from its deemed date of allotment.		

2	The rate of Interest shall include applicable interest tax or other statutory levy, if any on the principal amount of the debenture remaining outstanding each day.		
B	**Tenure, Conversion, Repayment and Redemption:**		
	NCDs have been issued in Two Tranches. The Final Maturity date of NCDs shall not exceed 31st March 2025. The redemption of NCD shall take place in accordance with the Redemption Schedule annexed to the Subscription Agreement dated 27th June 2014 for the first Tranche and 06th August 2014 for the second tranche. The redemptions of the NCDs issued under both the tranches shall be in 43 structured quarterly installments with the redemption commencing from September 30, 2014 and final redemption taking scheduled on March 31, 2025		
C	**Security Details**		
I	The Loans together with interest, Liquidated damages, costs, charges, expenses and all other moneys whatsoever payable by the company are secured/procured by the following security interest, except project assets to be created in favor of the lenders or the security trustee, to be appointed for the benefit of Lenders in a form and manner satisfactory to the lenders:-		
1	A first charge by way of hypothecation of entire moveable assets of the company, both present and future, including movable plant and machinery, machinery spares, tools and accessories, furniture, fixtures, vehicles and all other movable assets both present and future.		
2	A first charge over all accounts of the company including the Escrow account that may be opened in accordance with this agreements or any of the other project agreements and all cash flows from the project as and when they arise, toll collections, receivables and permitted investments or other securities		
3	A first charge on all intangibles including but not limited to goodwill and uncalled capital, present and future and a charge on the uncalled capital		
4	A first Charge on the Debt Service Reserve (DSR) and any other reserves and other bank accounts of the company wherever maintained.		
5	Pledge of shares held by the sponsor in dematerialized form on the equity share capital of the company aggregating to 51% of the total paid up equity share capital of the company. The shares to be pledged shall be free from any restrictive covenants/ lien or other encumbrance under any contract/ arrangements including share holder agreement/ joint venture agreement/ financing arrangement with regard to pledge/ transfer of the shares including transfer upon enforcement of the pledge.		
6	An unconditional irrevocable, joint and several corporate guarantee from KMC and KMCIL to meet shortfall between outstanding amount of the loans and termination payments received from NHAI in case of termination of the Concession agreement for any reason limited to the extent of their aggregate shareholding proportion in the Company along with its Associates if any.		

	7	An unconditional irrevocable Sponsors' Undertaking from SREI to meet shortfall between outstanding amount of the loans and termination payments received from NHAI in case of termination of the Concession agreement for any reason limited to the extent of its aggregate shareholding proportion along with its Associates if any. The Shareholding Proportion for meeting the shortfall in termination payment as above is KMC, KMCIL and their Associates- 51% and SREI and its Associates- 49% in terms of the financing documents executed with the Lenders		
	II	The Company shall make out a good and marketable tiltle to it's properties to the satisfaction of lenders and comply with all such formalities as may be necessary or required for the said purpose.		
	III	In addition , notwithstanding anything contained herein and in the financing agreements for the Existing Facility, the terms of Tripartite Agreement shall be applicable to all the parties , including the Existing lenders, the Company and various lenders' agents (Viz., escrow agent, security trustee/ debenture trustee, as may be applicable)		
	Secured Loan From Others (IDFC BANK Limited)			
	A	**Security Details**		
	I	**The Loans together with Interest, Liquidated Damages, Costs, Charges, Expenses and all other Moneys Payable by the company shall be secured/ Procured by the following security Interest Except Project Assets:**		
	1	A first charge by way of hypothecation of entire movable assets of the Company, both present and future, including movable plant and machinery, machinery spares, tools and accessories, furniture, fixtures, vehicles and all other movable assets, both present and future;		
	2	A first charge over all accounts of the Company, including the Escrow Accounts, that may be opened in accordance with the agreement, or any of the other Project Agreements and all cash flows from the Project as and when they arise, toll collections, receivables and permitted investments or other securities;		
	3	A first charge on all intangibles including but not limited to goodwill and uncalled capital, present and future and a charge on the uncalled capital ;		
	4	A first charge on the Debt Service Reserve (DSR) and any other reserves and other bank accounts of the Company wherever maintained;		
	5	Pledge of shares held by the Sponsor in dematerialized form on the equity share capital of the Company aggregating to 51% of the total paid up equity share capital of the Company. The shares to be pledged shall be free from any restrictive covenants/lien or other encumbrance under any contract/arrangement including shareholder agreement/joint venture agreement/financing arrangement with regard to pledge/transfer of the shares including transfer upon enforcement of the pledge.		

	6 An unconditional irrevocable, joint and several corporate guarantee from KMC and KMCIL to meet shortfall between outstanding amount of the loans and termination payments received from NHAI in case of termination of the Concession agreement for any reason limited to the extent of their aggregate shareholding proportion in the Company along with its Associates if any. 7 An unconditional irrevocable Sponsors' Undertaking from SREI to meet shortfall between outstanding amount of the loans and termination payments received from NHAI in case of termination of the Concession agreement for any reason limited to the extent of its aggregate shareholding proportion along with its Associates if any. The Shareholding Proportion for meeting the shortfall in termination payment as above is KMC, KMCIL and their Associates- 51% and SREI and its Associates- 49% in terms of the financing documents executed with the Lenders **II** The Company shall make out a good and marketable tiltle to it's properties to the satisfaction of IDFC and comply with all such formalities as may be necessary or required for the said purpose.		
	Repayment Terms : The Term Loan is repayable in unequal 44 quarterly installments ranging from 0.05% per year of the loan amount to 18% per year of the loan amount divided equally in quarterly installments comprising in relevant related year. The final repayment date of the loan is 31st March 2025.		
6	**Long-Term Provisions**		
	Provision for Major Maintenance (Refer No. 30)	369.56	320.04
	Gratuity (Refer No. 30)	0.04	0.04
	Total	**369.60**	**320.08**
7	**Other Current Liabilities**		
	A. Current Maturities of Long-Term Debt		
	<u>**Secured Term loan**</u>		
	Banks - IDFC Bank Limited	34.92	1.75
	<u>**Debentures - Secured (Un-quoted)**</u>		
	(i) 5000 (PY-5000)Non- Convertible Debentures of Face Value of Rs. 1040/- (PY - Rs. 80/-) each issued to India Infradebt Limited. Interest rate 11%	5.20	0.40
	(ii 50000 (PY- 50000) Non- Convertible Debentures of Face Value of Rs. 98.60/- (PY -Rs. 2/-) each issued to India Infradebt Limited. Interest rate 11%	4.93	0.10
	B. Interest accrued but not due on Term Loans	16.64	17.09
	C. Interest accrued but not due on NCD	0.30	-
	D. Other Payables		
	a. Payable to Related parties		
	i. KMC Constructions Limited	61.95	65.87
	ii. KMC Constructions Limited , Retention Money	-	2.26
	iii. KMC Infratech Limited	-	0.04
	iv. Srei Infrastructure Finance Limited	1.84	3.34
	v. Bharat Road Network Limited	-	2.41
	b. Statutory Dues	6.41	5.02

	c. Other liabilities	46.23	45.38
	d. Negative Grant (Refer to Foot Note A)	1,200.00	800.00
	e. Security Deposits	4.37	3.67
	Total	**1,382.80**	**947.33**

Foot Note (A):-

* The Scheduled Project Completion Date (SPCD) of the Company's project vide Supplementary Agreement dated 23.11.2009 was extended from 21.03.2009 to 21.12.2010 (i.e. for 21 months) and subsequently Concession period was also correspondingly extended from (22.09.2006 -21.09.2026) to (22.09.2006 - 21.06.2028) i.e. also upto 21 month. Further the company requested NHAI for deferment of 2nd & subsequent installments of Negative Grant payable to NHAI. NHAI approved Deferement of Negative Grant subject to payment of Interest on deferred amount @ Bank Rate + 2% and signing of Supplementary Agreement for having no claim on account of deferment. The Company has not accepted conditional deferment proposal of NHAI and protested against levy of interest and related supplementary agreement. The matter is still under consideration of NHAI. In the absence of agreement with NHAI, Liability for Negative Grant has been acounted for as current liability excluding Interest thereon as NHAI Project Director and Regional Office, NHAI (Cheenai) has recommended for deferrment of negative grant without levy of any interest to their Headquarters.

GURUVAYOOR INFRASTRUCTURE PRIVATE LIMITED

Notes to the financial statements for the year ended March 31, 2017

Note - 8 - Plant, Property & Equipments

Rs. In Millions

Particulars	Gross Block				Depreciation/ Amortisation				Net Block	
	As at March 31, 2016	Additions / adjustments during the year	Disposals / adjustments during the year	As at March 31, 2017	As at March 31, 2016	For the Year	Disposals / adjustments during the year	As at March 31, 2017	As at March 31, 2017	As at March 31, 2016
(i) Tangible Assets										
Land (Freehold)	0.49	-	-	0.49	-	-	-	-	0.49	0.49
Computer (Hardware and Software)	0.23	0.04	-	0.27	0.22	0.00	-	0.22	0.05	0.01
Plant & Machinery	1.17	0.09	-	1.26	0.15	0.11	-	0.26	1.01	1.02
Office Equipments	1.50	0.59	-	2.09	0.86	0.41	-	1.27	0.82	0.64
TMS – ETC	-	3.81	-	3.81	-	0.56	-	0.56	3.25	-
Furniture & Fixtures	0.27	0.03	-	0.30	0.09	0.03	-	0.12	0.18	0.18
Total (A)	**3.66**	**4.56**	**-**	**8.22**	**1.32**	**1.11**	**-**	**2.43**	**5.80**	**2.34**
Previous Year	**2.93**	**0.73**	**-**	**3.66**	**0.86**	**0.46**	**-**	**1.32**	**2.34**	**2.08**
(ii) Intangible Assets										
Toll collection Rights	7,120.20	91.46		7,211.67	847.88	266.96		1,114.84	6,096.83	6,272.32
Total (B)	**7,120.20**	**91.46**	**-**	**7,211.67**	**847.88**	**266.96**	**-**	**1,114.84**	**6,096.83**	**6,272.32**
Previous Year	**7,120.20**	**-**	**-**	**7,120.20**	**598.39**	**249.49**	**-**	**847.88**	**6,272.32**	**6,521.82**
Intangible assets Under Development	90.25	1.21	91.46	-	-	-		-	-	90.25
Total (C)	**90.25**	**1.21**	91.46	**-**	-	-	-	-	**-**	**90.25**

GURUVAYOOR INFRASTRUCTURE PRIVATE LIMITED

Notes to the financial statements for the year ended March 31, 2017

Note - 8 - Plant, Property & Equipments Rs. In Millions

Particulars	Gross Block				Depreciation/ Amortisation				Net Block	
	As at March 31, 2016	Additions / adjustments during the year	Disposals / adjustments during the year	As at March 31, 2017	As at March 31, 2016	For the Year	Disposals / adjustments during the year	As at March 31, 2017	As at March 31, 2017	As at March 31, 2016
Previous Year	**88.62**	**1.63**	**-**	**90.25**	**-**	**-**	**-**	**-**	**90.25**	**88.62**

8A	Fixed Assets - Intangible Assets Under Development			
	Particulars	**As at March 31, 2017**	**For the Year**	**As at March 31, 2016**
	EPC Cost	90.44	-	90.44
	Electrical Installations	4.50	-	4.50
	Signal Systems	1.87	-	1.87
	BG Commission	3.90	1.21	2.68
	Less: Other Receipts	(9.23)	-	(9.23)
	Less: Transfer to Intangible assets	(91.46)	-	-
	Total	**-**	**1.21**	**90.25**

9	**Long Term Loans & Advances**		
	Secured, considered good		
	Advances to Related Parties:		
	KMC Constructions Limited	200.00	200.00
	(Advance given to KMC Constructions Limited is in lieu of 4 nos Bank Guarantees of Rs 5 crores each, aggregating to Rs 20 crs provided by KMCCL to IDFC Bank Limited on behalf of Guruvayoor Infractructure Private Limited in lieu of creation of Debt Service Reserve Account in terms of the financing agreements executed with the secured lenders)		
	Unsecured, considered good		
	Advances to KMC Constructions Limited	38.55	40.56
	Security Deposits	1.42	1.32
	Total	**239.97**	**241.88**

10	**Current Investments**				
	Investments in Mutual Funds - Quoted	**No of Units**	**Market Value As at 31st March,2017**	**As at March 31, 2017**	**As at March 31, 2016**
	IDFC Corporate Bond Fund - Direct Plan - Growth (FV -10)	12,487,650	140.06	130.96	-
	IDFC Corporate Bond Fund - Regular Plan - Growth (FV -10)	10,000,000	111.72	100.00	100.00
	IDFC Money Manager Fund - Treasury Plan Growth (FV -10)	-	-	-	266.76
	IDFC Super Saver Income Fund - STP - Growth (FV - 10)	6,821,526	227.65	192.36	192.36
	IDFC Ultra Short Term Fund - Growth -Direct Plan(FV - 10)	14,744,531	341.38	339.33	-
	IDFC Cash Fund-Growth-Regular Plan(FV-1000)	-	-	-	21.20
	IDFC Super Saver Income Fund - IP - Growth (FV - 10)	-	-	-	50.00
	IDFC Credit Opportunities Fund - Direct Plan Growth (FV -10)	25,000,000	252.28	250.00	-
	Total		**1,073.09**	**1,012.65**	**630.32**
	*FV means Face Value **The above Investments are made in "Permitted Investments" as per Escrow and Loan Agreements				

11	**Sundry Debtors (Unsecured, considered good)**		
	For a period exceeding 6 months	508.07	353.92
	Others	82.94	75.08
	Total	**591.01**	**429.00**
12	**Cash and Cash Equivalents**		
	Cash on hand	7.04	4.46
	Balances with Banks - in current accounts	28.96	30.17
	Total	**36.00**	**34.63**
13	**Short Term Loans & Advances**		
	Unsecured, considered good		
	TDS Receivable	1.42	1.31
	Prepaid Expenses	3.24	3.88
	Receivable - NHAI (Change of Scope - Signal Systems)	3.55	3.55
	Advance to Vendors for Major Maintenance Work	50.00	-
	Others	0.56	0.40
	Total	**58.77**	**9.14**
14	**Revenue from Operations**		
	Toll Collection	991.88	1,009.28
	Free Passes - Government of Kerala	161.82	147.72
	Total	**1,153.70**	**1,157.00**
15	**Other Income**		
	Gain from Mutual Fund	34.03	15.49
	Miscellaneous Income	0.37	0.35
	Interest Received	0.10	0.04
	Contract Works Receipts	5.00	-
	Total	**39.50**	**15.88**
16	**Employee Benefit Expenses**		
	Salary & Allowances	5.72	4.84
	Gratuity	0.00	0.01
	Staff Welfare	0.07	0.04
	Total	**5.79**	**4.89**
17	**Finance Costs**		
	Interest on Loans	470.32	495.18
	Total	**470.32**	**495.18**

18	**Other Expenses**		
	Advertisement Expenses	0.05	0.04
	Auditors Remuneration	0.74	0.70
	General Administrative & Misc Expenses	4.20	1.58
	Hire Charges`	1.13	1.21
	Insurance	4.16	3.86
	Negative Grant	400.00	400.00
	Office Expenses	1.35	1.20
	Power and Fuel	7.18	7.33
	Professional & Legal Fees	8.27	5.07
	Provision for Major Maintenance Expenses	65.65	65.65
	Contract Work Expenses	5.00	-
	Rates & Taxes	0.28	0.14
	Repairs to Buildings	0.26	0.61
	Repairs to Machinery	0.16	0.21
	Route Operations and Maintenance Costs	2.39	2.38
	Tolling Agency fees & Collection Expenses	56.44	52.76
	Vehicle Running and Maintenance Costs	0.57	0.57
	Total	**557.83**	**543.30**
19	Due to Demonitisation Scheme announced by the Government of India, Toll collection was suspended for 23 Days i.e. from 9th November, 2016 to 2nd December, 2016, in accordance with the directives of National Highways Authority of India (NHAI). As per NHAI Circulars dated 29.11.2016 and 06.12.2016, the Company has raised and submitted its claim with NHAI for Compensation against Interest on Debt and Reimbursement of Operation and Maintenance Expenses of the said period and same is under process with NHAI.		
20	Pending the execution of Supplementary Agreement with NHAI for deferment of date of commencement of 2nd and subsequent installments of Nagative Grant by 21 Months (From 21- Sep-2014 to 21 - Jun- 2016),the liability for Negative Grant installment of Rs.40 Crores, falling due in September 2016, as per the original schedule has been accounted for.		
21	There have been no reported transaction during the year with Micro, Small and Medium Enterprises covered under the Micro, Small and Medium Enterprises Development (MSMED) Act, 2006. Hence, reporting details of principal and interest does not arise.		
22	**Commitments and Contingent Liabilities**		
	a) Estimated amount of contracts remaining to be executed on capital account (EPC Cost)	-	47.58
	b) Claims against the Company not acknowledged as debt	9.89	16.32
	Total	**9.89**	**63.90**

23	**Related Party Disclosures**

a) Names of Related Parties

Name of the Company	**Status**
KMC Constructions Limited	Ultimate Holding Company
KMC Infratech Limited	Intermediate Holding Company
KMC Infratech Road Holdings Limited	Holding Company
Rayalseema Expressway Private Limited	Fellow Subsidiary Company
North Malabar Expressway Limited	Fellow Subsidiary Company
South Malabar Expressway Private Limited	Fellow Subsidiary Company
Thrissur Expressway Limited	Fellow Subsidiary Company
Simhapuri Expressway Limited	Fellow Subsidiary Company
AB Expressway Limited	Fellow Subsidiary Company
Srei Infrastructure Finance Limited	Investors having significant influence (till 14.11.2016)
Srei Venture Capital Trust - A/c. Infrastructure Project Development Capital	Investors having significant influence (till 14.11.2016)
Bharat Road Network Limited	Investors having significant influence

b) Key Managerial Personnel

Mr. M. Vikram Reddy, Director

Mr. Rajesh S. Udupa, Director

Mr. Rahul Dhandhania, Director

Mr. Asim Brijesh Tiwari, Director

Mr. Suraj AV, Chief Operating Officers

Ms. Naina Malviya, Company Secretary

c) Details of Related Party transactions and year end outstanding

Name of the Related Party	**Nature of Transactions**	**Transaction for the Year**	**Balance as on 31st March 2017**
KMC Constructions Limited	Long Term Advance given	Nil (Nil)	202.08 (202.08)
	Repair & Maintenance	0.02 (18.48)	58.23 (58.15)
	Contract Works	4.60 (Nil)	Nil (Nil)
	Shared Facilities	4.00 (Nil)	0.89 (4.89)
	Retention Money Adjusted	2.26 (Nil)	Nil (2.26)
	Other Advances Adjusted	2.02 (Nil)	6.59 (8.60)
	Mobilisation Advance for Major maintenance Works	Nil (2.00)	0.97 (0.97)

	Retention account for Major maintenance Works	Nil (2.83)	2.83 (2.83)
	Advance for Vehicle Under Pass	Nil (Nil)	28.91 (28.91)
KMC Infratech Limited	Reimbursements of Expenses reimbursable	0.09 (0.09)	Nil (0.04)
KMC Infratech Road Holdings Limited	OCPID	Nil (Nil)	571.30 (571.30)
Srei Infrastructure Finance Limited (SIFL)	Shared Facilities	1.50 (Nil)	1.19(2.69)
	OCPID	Nil (Nil)	731.02 (731.02)
	Expenses Reimbursements Outstanding	Nil (Nil)	0.65 (0.65)
Bharat Road Network Limited	Reimbursements of Expenses reimbursable	2.41 (Nil)	Nil (2.41)

Note: Figures in bracket represents Previous Year figures.

24 Employee Benefit:

a. Defined Benefit Plan - Gratuity

All employees who have rendered service for specified period as per the Payment of Gratuity Act, 1972 are entitled for gratuity. The gratuity amount is determined based on the last drawn salary and period of service with the company. The following tables set out the amount recognised in the financial statements in respect of gratuity benefits which is not funded:

Present Value of DBO at beginning of the year	0.00	0.03
Current Service cost	0.00	0.01
Interest cost	0.00	0.00
Benefits paid		
Actuarial (Gains) / Losses	0.00	0.00
Present Value of DBO at the end of the year	**0.00**	**0.04**
Expenses Recognized During the year		
Current Service Cost	0.00	0.01
Interest cost	0.00	0.00
Actuarial Losses / (Gains)	0.00	0.00
Total expenses recognized in the Statement of Profit & Loss	0.00	0.01
Actuarial Assumptions		
Discount Rate	8%	8%
Salary Escalation	10%	10%
Attrition Rate	20%	20%
Average balance service	22.88	22.88
Retirement/ Superannuation Age	60 years	60 years

The Provisions of Employees Provident Fund are not applicable to the company as the number of employees are lower than the prescribed ceiling.

25	**Auditors' Remuneration (including service tax)**		
	Audit Fee	0.59	0.58
	Tax Audit Fee	0.12	0.06
	For Other Services	0.03	0.07
	Total	**0.74**	**0.71**

26 Segment Information

The Company is engaged in infrastructure business and is a Special Purpose Entity formed for the specific purpose detailed in note No.1 and thus operates in a single business segment. Also it operates in a single geographic segment. In the absence of separate reportable business or geographic segment, the disclosures required under the Accounting Standard (AS) 17 – “Segment Reporting” have not been made.

27 Taxation

The company does not have taxable income and hence provision for current tax has not been made. The company is eligible for deduction under section 80IA of Income Tax Act 1956 and the tax holiday period of the company's project falls within the concession period of the company as defined in Section 80IA. Since deferred tax on timing difference between accounting income and taxable income that arise during the year is reversing during such tax holiday period, no deferred tax asset/liability arises and accordingly no provision is made in the accounts.

28	**Earnings Per Share**		
	(a)Profit after tax attributable to Equity Shareholders	(108.81)	(120.44)
	Weighted average number of Equity Shares (in No.)	168,940,000	168,940,000
	Nominal Value of Equity per share in Rs.	10.00	10.00
	Basic Earnings per share in Rs.	(0.64)	(0.71)
	Diluted Earnings per share	(0.64)	(0.71)

29 Provision for Major Maintenance

The Company makes provision for major maintenance based on likely expenditure to be incurred in future to maintain health of the Road as per Concession Agreement on estimated basis in line with Industry Practice.

30 Movement of Long Term Provisions

The movement of provisions during the year as required by Accounting Standard 29 "Provisions, Contingent Liabilities and Contingent Assets" notified under the Companies (Accounting Standards) Rules, 2006, (as amended) in under :

Particulars	Op. Balance as on 01.04.2016	Addition during the year	Utilisation during the year	Cl. Balance as on 31.03.2017
Provision for Major Maintenance	354.10	65.65	50.19	369.56
Provision for Gratuity and Leave Encashment	0.04	0.00	0.00	0.04
Total	**354.14**	**65.65**	**50.19**	**369.60**

31 The Company does not have transactions to which the provisions of Accounting Standard 2 (AS-2) - Valuation of Inventories, applies.

32 Debenture Redemption Reserve could not be created due to absence of profits.

33	In the absence of Surplus Cash Flows in the company, interest on OCPID is not provided.
34	Balances of amounts payable, advances and related party transactions are subject to confirmation, adjustments, if any, on receipt/ reconciliation of such accounts.
35	Based on the review of the future discounted cash flow, the recoverable amount of the project facility is more than its carrying amount. Accordingly, no provision for the impairment is made in the books of accounts.
36	(i) Expenditure in Foreign Currency - Nil (Previous Year Nil) (ii) CIF value of Import - Nil (Previous Year Nil) (iii) FOB value of Export - Nil (Previous Year Nil) (iv) Earnings in Foreign Exchange - Nil (Previous Year Nil)
37	In the opinion of the Board, the current assets, loans & advances, have a value on realization in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet.
38	**Previous year comparatives**
	Previous year's figures have been regrouped / reclassified wherever necessary to conform to the current year's classification / disclosure.

As per our report of even date

For GIANENDER & ASSOCIATES

For and on behalf of the Board of Directors

Firm's Registration No. 04661N
Chartered Accountants

Manju Agrawal **(Partner)**	**Rajesh S. Udupa** **Director**	**Rahul Dhandhania** **Director**	**Naina Malviya** **Company Secretary**
Membership No.: 083878	**DIN 03048000**	**DIN 6695731**	**M.No. : A - 40725**

Place : New Delhi

Date : 20th April, 2017

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF GURUVAYOOR INFRASTRUCURE PRIVATE LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **Guruvayoor Infrastructure Private Limited** ("the Company"), which comprise the Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the 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 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 mis-statement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. 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.

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.

An audit involves performing procedures to obtain audit evidence about the amounts and the 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 statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the 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 financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 31st March, 2016, and its loss and its cash flows for the year ended on that date.

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 enclosed in the annexure a statement on the matters specified in paragraph 3 and 4 of the said Order to the extent applicable.

2. As required by Section 143 (3) of the Act, we report that:

    a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
    b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
    c. The Balance Sheet, the Statement of Profit and Loss, and the 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 specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
    e. On the basis of the written representations received from the directors as on 31st March, 2016 taken on record, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
    f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure-A".
    g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

        i. The company has not pending litigation which would impact its financial position;

        ii. The company did not have any long-term contract including derivative contract for which there were any material foreseeable losses;

        iii. There were no amounts which were required by the company to be transferred to the Investor Education and Protection Fund.

For Gianender & Associates
Chartered Accountants
(Firm's Registration No. 004661N)

Manju Agrawal

Place: Hyderabad (Partner)

Date: 26.08.2016 (M No. 083878)

Annexure to the Independent Auditor's Report of Guruvayoor Infrastructure Private Limited for the Year ended as on 31st March 2016

Annexure referred to in paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of our report on even date:-

i.
   a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;
   b) The Fixed Assets have been physically verified by the management at regular intervals and no material discrepancies were noticed on such verification
   c) The title deeds of immoveable properties are held in the name of the company.

ii. As the company is engaged in the business of infrastructure development, operations and its maintenance and there is no inventory in hand at any point of time, hence paragraph 3(ii) of the Order is not applicable to the company.

iii. The Company has not granted any loans, secured or unsecured to companies, firms, limited liabilities partnership or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Hence, reporting under clause (a) to (c) of Para 3(iii) are not applicable.

iv. The Company has not entered into any transaction in respect of loans, investments, guarantee and securities, which attracts compliance to the provisions of the sections 185 and 186 of the Companies Act, 2013. Therefore the paragraph 3(iv) of the Order is not applicable to the company.

v. The Company has not accepted deposits in terms of the provisions of section 73 to 76 of the Companies Act, 2013 and rules framed there under. Therefore the paragraph 3(v) of the Order is not applicable to the company.

vi. The Company is prima-facie maintaining the cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.

vii.
   a) According to the information and explanations given to us and on the basis of our examination of the books of accounts, the company has been generally regular in depositing undisputed statutory dues including provident fund, employee state insurance, income tax, service tax, value added tax, cess and other statutory dues during the year with the appropriate authorities. As on 31st March 2016, there are no undisputed statutory dues payables for period exceeding for a period more than six month from the date they become payable except Works Contract Tax of Rs. 4.12 million.
   b) According to the information and explanations given to us, there were no statutory dues pending in respect of income tax, sales tax, VAT, custom duty and cess etc. on account of any dispute.

viii. The company has taken term loans from banks and also issued debentures. The company has not defaulted in repayment of loan to the banks or debenture holders. The Company has not taken any loans or borrowings from any Government.

ix. Money raised by way of term loans were applied for the purpose for which it was raised. The Company has not raised money by way of initial public offer or further public offer.

x. According to the information and explanation given to us by the management which have been relied by us, there were no frauds on or by the company noticed or reported during the period under audit.

xi. The company has not paid any managerial remuneration; hence paragraph 3(xi) of the order is not applicable to the company.

xii. The company is not a Nidhi Company, therefore para 3(xii) of the Order is not applicable to the company.

xiii In our opinion and according to the information provided to us, the transaction entered with the related partied

. are in compliance with section 177 and 188 of the Act and are disclosed in the financial statements as required by the applicable accounting standards.

xiv. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Therefore, paragraph 3(xiv) of the Order is not applicable to the company.

xv. According to the information provided to us, the company has not entered into any non-cash transaction with directors or the persons connected with him covered under section 192 of the Companies Act 2013. Therefore, paragraph 3(xv) of the Order is not applicable to the company.

xvi. According to the information provided to us, the company is not required to be registered under section 45IA of the Reserve Bank of India Act, 1934. Therefore, paragraph 3(xvi) of the Order is not applicable to the company.

For Gianender & Associates
Chartered Accountants
(Firm‘s Registration No. 004661N)

Manju Agrawal
(Partner)
(M No. 083878)

Place: Hyderabad
Date: 26.08.2016

Annexure-A

Annexure referred to in paragraph 2 under the heading "Report on Other Legal and Regulatory Requirements" of our report on even date:-

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **Guruvayoor Infrastructure Private Limited** ("the Company") as of March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for my /our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 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 on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Gianender & Associates
Chartered Accountants
(Firm‘s Registration No. 004661N)

Manju Agrawal
(Partner)
(M No. 083878)

Place: Hyderabad
Date: 26.08.2016

GURUVAYOOR INFRASTRUCTURE PRIVATE LIMITED

CINU45200TG2005PTC048180

Balance Sheet as at March 31, 2016

(In Rs. million)

	Particulars	Note No.	As at March 31, 2016	As at March 31, 2015
I.	**EQUITY AND LIABILITIES**			
A	**Shareholders' Funds**			
	(a) Share Capital	**3**	1,689.40	1,689.40
	(b) Reserves and Surplus	**4**	(937.28)	(816.84)
			752.12	**872.56**
B	**Non-Current Liabilities**			
	(a) Long Term Borrowings	**5**	5,690.36	5,692.60
	(b) Long Term Provisions	**6**	320.07	288.48
			6,010.43	**5,981.08**
C	**Current Liabilities**			
	(a) Other Current Liabilities	**7**	947.33	597.49
			947.33	**597.49**
	Total		**7,709.88**	**7,451.13**
II.	**ASSETS**			
A	**Non-Current Assets**			
	(a) Fixed Assets			
	(i) Tangible Assets	**8**	2.34	2.08
	(ii) Intangible Assets	**8**	6,272.32	6,521.82
	(iii) Intangible Assets Under Development	**8A**	90.25	88.62
	(b) Long Term Loans and Advances	**9**	241.88	240.87
			6,606.79	**6,853.38**
B	**Current Assets**			
	(a) Current Investments	**10**	630.32	288.33
	(b) Sundry Debtors	**11**	429.00	281.28
	(c) Cash and Cash equivalents	**12**	34.62	19.46
	(d) Short Term Loans and advances	**13**	9.15	8.69
			1,103.09	**597.75**
	Total		**7,709.88**	**7,451.13**

Accompanying Notes form an integral part of the Financial Statements.

As per our report of even date

For GIANENDER & ASSOCIATES
Firm's Registration No. 04661N

Chartered Accountants

For and on behalf of the Board of Directors

	Rajesh S. Udupa	Rahul Dhandhania
	Director	Director
	DIN 03048000	DIN 00647088
Manju Agrawal (Partner) Membership No.: 083878		
Place : Hyderabad	Ms. Naina Malviya	
Date : 26.08.2016	Company Secretary	

GURUVAYOOR INFRASTRUCTURE PRIVATE LIMITED

CIN U45200TG2005PTC048180

Statement of Profit & Loss for the year ended March 31, 2016

(In Rs. million)

	Particulars	Note No.	Year Ended March 31, 2016	Year Ended March 31, 2015
I	Revenue from operations	14	1,157.00	1,051.07
II	Other Income	15	15.88	10.41
III	**Total Revenue (I + II)**		**1,172.88**	**1,061.47**
IV	**Expenses:**			
a	Employee Benefit Expenses	16	4.89	4.22
b	Finance Costs	17	495.18	511.55
c	Depreciation and Amortisation Expenses	8	249.96	226.84
d	Other Expenses	18	543.30	604.86
	Total Expenses		**1,293.32**	**1,347.47**
V	**Profit before exceptional and extraordinary items and tax (III - IV)**		**(120.44)**	**(286.00)**
VI	Exceptional Items		-	616.29
VII	**Profit before extraordinary items and tax (V - VI)**		**(120.44)**	**330.30**
VIII	Extraordinary Items		-	-
IX	Prior Period Adjustments (Net)	19	-	0.67
X	**Profit before tax (VII-VIII-IX)**		**(120.44)**	**330.97**
	(1) Current tax		-	-
	(2) Deferred tax		-	-
XI	**Total tax expenses**		-	-
XII	**Profit/(Loss) for the period (X - XI)**		**(120.44)**	**330.97**
	Earning Per Share			
	(1) Basic	27	(0.71)	1.96
	(2) Diluted		(0.40)	1.11

Accompanying Notes form an integral part of the Financial Statements.

As per our report of even date
For GIANENDER & ASSOCIATES

Firm's Registration No. 04661N
Chartered Accountants

Manju Agrawal
(Partner)
Membership No.: 083878
Place : Hyderabad
Date : 26.08.2016

For and on behalf of the Board of Directors

Rajesh S. Udupa
Director
DIN 03048000

Rahul Dhandhania
Director
DIN 00647088

Ms. Naina Malviya
Company Secretary

GURUVAYOOR INFRASTRUCTURE PRIVATE LIMITED
CIN U45200TG2005PTC048180
Cash Flow Statement for the Year Ended March 31, 2016

(In Rs. million)

Particulars	Year Ended March 31, 2016	Year Ended March 31, 2015
A. Cash Flow from Operating Activities		
Net Profit / (Loss) Before Tax and Extraordinary Items	(120.44)	330.30
Less:- Exceptional Items	-	(616.29)
Net Profit Before Tax and Exceptional Items	**(120.44)**	**(286.00)**
Add / (Less) : Adjustments		
Depreciation	249.96	226.84
Provision for Major Maintenance Expenses	65.65	98.48
Major Maintenance Expenses	(34.06)	-
Provision for Gratuity	0.01	0.01
Interest paid on Loans and debentures	495.18	508.60
Prior Period Expenses	-	0.67
Operating Profit Before Working Capital Changes	**656.29**	**548.59**
Adjustment for :		
(Increase) / Decrease in Long Term Loans and Advances	(1.01)	(231.07)
(Increase) / Decrease in Short Loans and Advances	(0.46)	0.16
Increase / (Decrease) in Other Current Liabilities	406.39	427.13
(Increase) / Decrease in Sundry Debtors	(147.72)	(87.98)
Cash generated from Operations	**913.48**	**656.83**
Net Cash Flow from / (used in) Operating Activities	**913.48**	**656.83**
B. Cash Flow from / (used in) Investing Activities		
Purchase of Fixed Assets (Net)	(0.72)	(0.07)
Additions to Investments	(341.99)	(145.59)
Additions to Capital Work in Progress	(1.63)	(1.11)
Net Cash Flow from / (used in) Investing Activities	**(344.35)**	**(146.77)**
C. Cash Flow from / (used in) Financing Activities		
Proceeds / (Repayment) from / of Borrowings	(56.31)	(2.15)
Interest Paid on Loans	(497.65)	(511.91)
Net Cash Flow from / (used in) Financing Activities	**(553.97)**	**(514.07)**
Net Increase / (decrease) in Cash and Cash Equivalents	15.16	(4.01)
Cash and Cash Equivalent at the beginning of the year	19.46	23.47
Cash and Cash Equivalent at the end of the year	**34.62**	**19.46**

NOTES

1.Cash flow statement has been prepared under the Indirect Method as set out in the Accounting Standard.

2. Cash and cash equivalents represent cash and bank balances. Component of cash and cash equivalents:

Cash on hand	4.46	2.32
Balances with Banks - in Current Accounts	30.17	17.14
Total Cash and Cash Equivalents	34.62	19.46

As per our report of even date

For GIANENDER & ASSOCIATES

Firm's Registration No. 04661N

Chartered Accountants

Manju Agrawal

(Partner)

Membership No.: 083878

Place : Hyderabad

Date : 26.08.2016

For and on behalf of the Board of Directors

Rajesh S. Udupa	Rahul Dhandhania
Director	Director
DIN 03048000	DIN 00647088

Ms. Naina Malviya

Company Secretary

GURUVAYOOR INFRASTRUCTURE PRIVATE LIMITED
Notes to the financial statements for the Year Ended 31st March 2016

1 Nature of Operations

The Company has been awarded the Concession for 'design, construction, finance, operation and maintenance' for widening of the existing two lanes to four lanes from Km 270 (Thrissur) to Km 316.7 (Angamali) on NH 47 and improvements, operations and maintenance of Km 316.7 (Angamali) to Km 342 (Edapally) on NH 47 in the state of Kerala on Build, Operate and Transfer (BOT) basis as per the Concession Agreement dated March 27, 2006 read with Supplementary Agreements dated November 23, 2009 and December 03, 2011 signed with National Highways Authority of India (NHAI). The Concession Agreement is for a period of 21 years and 9 months till June 21, 2028. The Company received the provisional completion certificate on December 04, 2011 and final completion certificate on April 18, 2016 from the Independent Consultant appointed by NHAI.

2 Significant Accounting Policies

2.1 Basis of Preparation

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act") / Companies Act, 1956 ("the 1956 Act"), as applicable. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

The preparation of financial statements in conformity with GAAP requires that the management of the Company makes estimates and assumptions that affect the reported amounts of income and expenses of the period, the reported balances of assets and liabilities and the disclosures relating to contingent liabilities as of the date of the financial statements. Examples of such estimates include the useful lives of tangible and intangible fixed assets, allowance for doubtful debts/advances, future obligations in respect of retirement benefit plans, etc. Difference, if any, between the actual results and estimates is recognized in the period in which the results are known.

2.2 Fixed Assets

2.2.1 Tangible Assets

Tangible Fixed Assets are stated at original cost which includes freight, installation cost, duties, taxes and other incidental expenses with respect to their acquisition and installation less accumulated depreciation thereon.

2.2.2 Intangible Assets

Intangible assets are recognized as per the criteria specified in Accounting Standard (AS) 26 "Intangible Assets" as specified in the Companies (Accounting Standards) Rule, 2006:

Toll Collection Rights are obtained in consideration for rendering construction, operation and maintenance services in relation to building and maintenance of the project on Build, Operate and Transfer (BOT) basis. The cost of such Toll Collection Rights comprises construction cost of 4 laning of the existing carriageway, preoperative costs , Road Side Furniture , Street Lighting, TMS system, Toll Plaza Building, DG Sets, Electricals. Drainage, Culverts, VUP, Fly Overs Etc incurred during the implementation phase; Such costs, on completion on completion of project are capitalized as Intangible Assets.

2.2.3 Intangible Assets Under Development

		Intangible Assets under development includes direct and indirect expenditure incurred for the Highway Project and costs incidental and related thereto. Expenses incurred relating to the development of Highway project prior to commencement of commercial operations are included under Intangible Assets under development and after completion to be transferred to Intangible Assets All expenses which are capital in nature and directly relatable to development of Highway project incurred after the commencement of commercial operations are included under Intangible assets under development. These expenses will be transferred to Intangible Assets upon completion and receipt of the final completion certificate from NHAI.

GURUVAYOOR INFRASTRUCTURE PRIVATE LIMITED
Notes to the financial statements for the Year Ended 31st March 2016

2.3 Depreciation / Amortisation

2.3.1 Depreciation

Depreciation on assets has been provided on Straight line basis at the useful lives specified in the Schedule II of the Companies Act, 2013. Depreciation on additions/ deductions is calculated pro-rata from/ to the month of additions/ deductions.

2.3.2 Amortisation

Toll collection rights in respect of road projects are amortized over the period of concession using the revenue based amortization method in the manner prescribed under Schedule II to the companies Act, 2013. Under the revenue based method, amortization is provided based on the proportion of actual revenue earned till the end of the year to the total projected revenue from the intangible asset expected to be earned over the concession period. Total projected revenue is reviewed at the end of each financial year and is adjusted to reflect the changes in earlier estimate vis-à-vis the actual revenue earned till the end of the year so that the whole of the cost of the intangible assets is amortized over the concession period.

Specialized software is amortized over a period of three years on straight line basis from the month in which the addition is made.

Amortization on impaired assets is provided by adjusting the amortization charges in the remaining periods so as to allocate the assets revised carrying amount over its remaining useful life.

2.4 Borrowing Costs

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 capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur. Borrowing costs consists of interest and other cost that an entity incurs in connection with the borrowing of funds.

In compliance of AS-16 “Borrowing Cost”, any income earned on temporary investments till commercial operation date, out of funds borrowed, which is inextricably linked with the project is deducted from the related borrowing costs incurred.

2.5 Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.

Fee Collection from the Users of the carriageway is accounted for as and when the amount is due and recovery is certain.

Revenue from sale of smart card (Local and monthly passes) is recognised as and when the cards are issued to the users.

Interest income is accounted for on time proportion basis.

Other Income is recognised when right to received is established.

2.6 Employee Benefits

(i) **Short Term Employee Benefits**

All employee benefits falling due wholly within twelve months of rendering the service are classified as short term employee benefits. The benefits like salaries, wages, short term compensated absences etc. and the expected cost of bonus, ex-gratia are recognized in the period in which the employee renders the related service.

(i) **Post-Employment Benefits**

a) Defined Contribution Plans: The Company’s obligation to employee’s provident fund is a defined contribution plan. The contribution paid/payable is recognized in the period in which the employee renders the related service.

b) Defined Benefit Plans: The Company’s obligation towards gratuity is a defined benefit plan

The present value of the obligation under such Defined Benefit Plans is determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plans, is based on the market yields on Government securities as at the Balance sheet date, having maturity periods approximating to the terms of related obligations.

Actuarial gains and losses are recognized in the Statement of Profit and loss.

		(i) **Long Term Employee Benefits** The obligation for long term employee benefits such as long term compensated absences is recognized in the same manner as in the case of defined benefit plans as mentioned in (ii) (b) above.
		The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plans, is based on the market yields on Government securities as at the balance sheet date, having maturity periods approximating to the terms of related obligations.

2.7 Claims

Claim against the company are accounted for as and when accepted and claims by the company are accounted for as and when received.

2.8 Investments

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as Long Term Investments. Current investments are carried at lower of cost or and fair value determined on an individual investment basis. Long Term investments are carried at cost less provisions for permanent diminution, if any, in the value of such investments.

2.9 Earnings Per Share (EPS)

Basic Earnings Per Share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating Diluted Earnings Per Share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

2.10 Accounting for Taxes on Income

Tax on income for the current period is determined on the basis of taxable income and tax credits computed in accordance with the provisions of the Income Tax Act, 1961, and based on expected outcome of assessments / appeals.

Deferred tax is recognized on timing differences between the accounting income and the taxable income for the year and quantified using the tax rates and laws enacted or substantively enacted as on the Balance Sheet date.

Deferred tax assets are recognized and carried forward to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

2.11 Impairment of Assets

As at each Balance Sheet date, the carrying amount of assets is tested for impairment so as to determine:

a) the provision for impairment loss, if any required, or

b) the reversal, if any, required of impairment loss recognized in previous period.

Impairment loss is recognized when the carrying amount of an asset exceed its recoverable amount.

Recoverable amount is determined:

a) in the case of an individual asset, at the higher of the net selling price and the value in use;

b) in the case of a cash generating unit (a group of asset that generates identified, independent cash flows), at the higher of the cash generating unit’s net selling price and the value in use.

(Value in use is determined as the present value of estimated future cash flows from the continuing use of an asset and from its disposal at the end of its useful life.)

2.12 Provisions, Contingent Liabilities and Contingent Assets

a) Provisions are recognized for liabilities that can be measured only by using a substantial degree of estimation, if

(i) the Company has a present obligation as a result of a past event.

(ii) a probable outflow of resources is expected to settle the obligation, and

(iii) the amount of the obligation can be reliably estimated.

b) Reimbursement expected in respect of expenditure required to settle a provision is recognized only when it is virtually certain that the reimbursement will be received.

c) Contingent Liability is disclosed in the case of

a. a present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation.

b. a present obligation when no reliable estimate is possible, and

		c. a possible obligation arising from past events where the probability of outflow of resources is not remote. d) Contingent Assets are neither recognized, nor disclosed. e) Provisions, Contingent Liabilities and Contingent Assets are reviewed at each Balance Sheet date.

Note No.	Particulars	As at March 31,2016 (In Rs. million)	As at March 31,2015 (In Rs. million)
3	**Share Capital**	1,690.00	1,690.00
	Authorised 169,000,000 (Previous year 169,000,000) Equity Shares of Rs. 10 each	1,689.40	1,689.40
	Equity Shares - Issued, Subscribed and Paid up 168,940,000 (Previous Year 168,940,000) equity Shares of Rs. 10/- each allotted as fully paid.		
	Total	**1,689.40**	**1,689.40**

a. **Reconciliation of the shares outstanding at the beginning and the at the end of the reporting year**

	As at March 31,2016	As at March 31,2015
At the beginning of the year 168,940,000 (Previous year 168,940,000) Equity Shares of Rs. 10 each allotted as fully paid up	1,689.40	1,689.40
Issued during the year Nil (Previous year - Nil) Equity Shares of Rs. 10 each allotted as fully paid up	-	-
168,940,000 (previous year - 168,940,000) equity shares outstanding at the end of the year	**1,689.40**	**1,689.40**

b. **Share in the Company held by the holding company (including associate companies) and fellow subsidiary Company :**

Name of the Shareholders	As at March 31, 2016		As at March 31, 2015	
	No. of Shares	% of holding	No. of Shares	% of holding
KMC Infratech Road Holdings Limited (Holding Company)	86,159,900	51.00	-	-
KMC Infratech Limited (Holding Company)	-	-	86,159,900	51.00

c. **Shareholder holding more than 5% shares :**

d.

Name of the Shareholders	As at March 31, 2016		As at March 31, 2015	
	No. of Shares	% of holding	No. of Shares	% of holding
KMC Infratech Road Holdings Limited (Holding Company)	86,159,900	51.00	-	-
KMC Infratech Limited (Holding Company)	-	-	86,159,900	51.00
Srei Infrastructure Finance Limited	20,010,000	11.84	20,010,000	11.84
Srei Venture Capital Trust A/c - Infrastructure Project Development Capital	17,500,000	10.36	17,500,000	10.36
GITL A/C - Infrastructure Project Development Fund	-	-	40,231,100	23.81
Bharat Road Network Limited	45,270,000	26.80	-	-

Terms / Rights attached to Shares:

The company has only one class of equity shares having par value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Note No.	Particulars	As at March 31,2016 (In Rs. million)	As at March 31,2015 (In Rs. million)
4	**Reserves and Surplus**		

		Surplus /(Deficit) in the statement of Profit and Loss At the beginning of the accounting year Profit/(Loss) for the year	(816.84) (120.44)	(1,147.80) 330.97
		At the end of the accounting year	**(937.28)**	**(816.84)**

Note No.	Particulars	As at March 31,2016 (In Rs. million)	As at March 31,2015 (In Rs. million)
5	**Long-Term Borrowings**		
	Debentures - Unsecured (Un-quoted)		
	From Related Parties		
	- 5,71,29,700 Optionally Convertible Participative Interest bearing Debentures (OCPID) of Face Value Rs.10/- each issued to KMC Infratech Limited transferred to KMC Infratech Road Holdings Limited during the year	571.30	571.30
	- 7,31,02,100 Optionally Convertible Participative Interest bearing Debentures(OCPID) of Face Value Rs.10/- each issued to SREI Infrastructure Finance Limited	731.02	731.02
	Total Debentures Unsecured (Unquoted)	**1,302.32**	**1,302.32**
	Debentures - Secured (Un-quoted)		
	From Others		
	(i) 5000 (PY - 5000) Non- Convertible Debentures of Face Value of Rs. 98,660/- (PY - Rs. 99,940/-) each issued to India Infradebt Limited. Interest rate 11%	493.30	499.70
	Less: Current maturities of Debentures - Face Value of Rs. 80/- (PY - Rs. 1,280/-)	0.40	6.40
		492.90	**493.30**
	(ii) 50000 (PY - 50000) Non- Convertible Debentures of Face Value of Rs. 9873.20/- (PY -Rs. 9,998.40/-) each issued to India Infradebt Limited. Interest rate 11%	493.66	499.92
	Less: Current maturities of Debentures - Face Value of Rs. 2/- (PY - Rs. 125.20)	0.10	6.26
	(Secured debentures are being redeemed by way of corresponding adjustment in the face value of the debentures in terms of advice of the debenture holders.)	**493.56**	**493.66**
		2,288.78	**2,289.28**
	Secured Loans		
	From Banks - IDFC Bank Limited	3,403.32	3,446.98
	Less: Current Maturities of Term Loan	1.75	43.65
		3,401.58	**3,403.32**
	Total	**5,690.36**	**5,692.60**
	Terms of issue of OCPID:		
	A Interest:		
	1 The OCPID carries fixed interest of 12% p.a. However, interest along with cumulative deficit, if any, shall only accrue and be payable in the year the Company has sufficient Surplus Cash Flow.		
	2 Variable interest will be such amount over and above the fixed interest to make the yield on the OCPID @ 16%. Total Interest means Fixed Interest + Variable Interest		
	3 The total interest shall only accrue and will be payable when the company has Surplus Cashflows		
	4 Final Rate of or amount of interest payable for the year shall be decided every year at the end of the Financial Year (not later than 30 days from the closure of the financial year) based on the Surplus Cash flows of the issuer subject to maximum of 16% cumulative interest.		
	5 Surplus Cash flows means Cash flow after making all the provisions/appropriations as per the Concession Agreement and Financing Documents to be ascertained on year to year basis.		
	6 Financing Documents means documents executed in respect of term Loan availed from the Senior Lender M/s IDFC Bank Limited (Previously IDFC Limited) and India Infradebt Limited		
	B Tenure, Conversion and Redemption:		
	1 Tenure of OCPID will be 10 years (Extendable for a further period of 5 years at		

	2	the option of holders) from the date of Allotment. OCPID will be redeemed at the end of 10 years from the date of allotment or at the end of extended period as the case may be or anytime during the tenure with mutual consent. OCPID holder will have the option to convert each OCPID into equity shares of the issuer at par value (i.e. at the face value of the equity share), during the currency of the OCPID, subject to a notice period of 3 months, in one or more tranches in proportion to the shareholding of the KMC and its Associates and Srei and its Associates (presently 51:49)		
	C	**Redemption Price**		
		OCPID will be redeemed at par. It will only be entitled for maximum 16% cumulative interest subject to availability to surplus cash flows.		
	D	**RIGHT OF DEBENTURE HOLDERS - OCPID**		
		The Debenture holders shall be entitled to redemption amount on the due dates. Their claims shall remain unsecured and subordinate to the claims of all other creditors. In the event of winding up, their claims will be entertained after the claims of other persons falling in the same category of claimants as per the provisions of the Companies Act, 2013 and other claimants with relation to the winding up.		

	Terms of issue of Secured Non-Convertible Debentures (NCD):			
A	**Interest:**			
1	Interest is payable at monthly rest, on the last day of each calendar month on the Principal amount of the outstanding NCDs. The NCDs carries interest at a fixed interest rate of 11% p.a which shall fall due for reset after expiry of four years from its deemed date of allotment.			
2	The rate of Interest shall include applicable interest tax or other statutory levy, if any on the principal amount of the debenture remaining outstanding each day.			
B	**Tenure, Conversion, Repayment and Redemption:**			
	NCDs have been issued in Two Tranches. The Final Maturity date of NCDs shall not exceed 31st March 2025. The redemption of NCD shall take place in accordance with the Redemption Schedule annexed to the Subscription Agreement dated 27th June 2014 for the first Tranche and 06th August 2014 for the second tranche. The redemptions of the NCDs issued under both the tranches shall be in 43 structured quarterly installments with the redemption commencing from September 30, 2014 and final redemption taking scheduled on March 31, 2025			
C	**Security Details**			
I	The Loans together with interest, Liqidated damages, costs, charges, expenses and all other moneys whatsoever payable by the company are secured/procured by the following security interest, except project assets to be created in favour of the lenders or the security trustee, to be appointed for the benefit of Lenders in a form and manner satisfactory to the lenders.			
1	A first charge by way of hypothecation of entire moveable assets of the company, both present and future, including movable plant and machinery, machinery spares , tools and accessories, furniture, fixtures, vehicles and all other movable assets both present and future.			
2	A first charge over all accounts of the company including the Escrow account that may be opened in accordance with this agreements or any of the other project agreements and all cash flows from the project as and when they arise, toll collections, receivables and permitted investments or other securities			
3	A first charge on all intangibles including but not limited to goodwill and uncalled capital, present and future and a charge on the uncalled capital			
4	A first Charge on the Debt Service Reserve (DSR) and any other reserves and other bank accounts of the company wherever maintained.			
5	Pledge of shares held by the sponsor in dematerialized form on the equity share capital of the Company aggregating to 51% of the total paid up equity share capital of the company. The shares to be pledged shall be free from any restrictive covenants/ lien or other encumbrance under any contract/ arrangements including share holder agreement/ joint			

venture agreement/ financing arrangement with regard to pledge/ transfer of the shares including transfer upon enforcement of the pledge.

6 An unconditional irrevocable, joint and several corporate guarantee from KMC and KMCIL to meet shortfall between outstanding amount of the loans and termination payments received from NHAI in case of termination of the Concession agreement for any reason limited to the extent of their aggregate shareholding proportion in the Company along with its Associates if Any.

7 An unconditional irrevocable Sponsors' Undertaking from SREI to meet shortfall between outstanding amount of the loans and termination payments received from NHAI in case of termination of the Concession agreement for any reason limited to the extent of its aggregate Shareholding proportion along with its Associates if any.

The Shareholding Proportion for meeting the shortfall in termination payment as above is KMC, KMCIL and their Associates- 51% and SREI and its Associates-49% in terms of the financing documents executed with the Lenders

II The Company shall make out a good and marketable title to its properties to the satisfaction of lenders and comply with all such formalities as may be necessary or required for the said purpose.

III In addition , notwithstanding anything contained herein and in the financing agreements for the Existing Facility, the terms of Tripartite Agreement shall be applicable to all the parties , including the Existing lenders, the Company and various lenders' agents (viz., escrow agent, security trustee/ debenture trustee, as may be applicable)

Secured Loan From Others (IDFC BANK Limited)

A Security Details

I The Loans together with Interest, Liquidated Damages, Costs, Charges, Expenses and all other Moneys Payable by the company shall be secured/ Procured by the following security Interest Except Project Assets:

1 A first charge by way of hypothecation of entire movable assets of the Company, both present and future, including movable plant and machinery, machinery spares, tools and accessories, furniture, fixtures, vehicles and all other movable assets, both present and future;

2 A first charge over all accounts of the Company, including the Escrow Accounts, that may be opened in accordance with the agreement, or any of the other Project Agreements and all cash flows from the Project as and when they arise, toll collections, receivables and permitted investments or other securities;

3 A first charge on all intangibles including but not limited to goodwill and uncalled capital,

		present and future and a charge on the uncalled capital ;		
	4	A first charge on the Debt Service Reserve (DSR) and any other reserves and other bank accounts of the Company wherever maintained;		
	5	Pledge of shares held by the Sponsor in dematerialized form on the equity share capital of the Company aggregating to 51% of the total paid up equity share capital of the Company. The shares to be pledged shall be free from any restrictive covenants/lien or other encumbrance under any contract/arrangement including shareholder agreement/joint venture agreement/financing arrangement with regard to pledge/transfer of the shares including transfer upon enforcement of the pledge.		
	6	An unconditional irrevocable, joint and several corporate guarantee from KMC and meet shortfall between outstanding amount of the loans and termination payments from NHAI in case of termination of the Concession agreement for any reason extent of their aggregate shareholding proportion in the Company along with its any.		
	7	An unconditional irrevocable Sponsors' Undertaking from SREI to meet shortfall between outstanding amount of the loans and termination payments received from NHAI in case of termination of the Concession agreement for any reason limited to the extent of its aggregate shareholding proportion along with its Associates if any. The Shareholding Proportion for meeting the shortfall in terminatiion payment as KMC, KMCIL and their Associates- 51% and SREI and its Associates-49% in financing documents executed with the Lenders		
	II	The Company shall make out a good and marketable tiltle to it's properties to the of IDFC and comply with all such formalities as may be necessary or required for the said purpose.		
	Repayment Terms : The Term Loan is repayable in unequal 44 quarterly installments ranging from 0.05% per year of the loan amount to 18% per year of the loan amount divided equally in quarterly installments comprising in relevant related year. The final repayment date of the loan is 31st March 2025.			

Note No.	Particulars	As at March 31,2016 (In Rs. million)	As at March 31,2015 (In Rs. million)
6	**Long-term Provisions**		
	Provision for Major Maintenance	320.04	288.45
	Gratuity	0.04	0.03
	Total	**320.07**	**288.48**

7	Other Current Liabilities		
	A. Current maturities of long-term debt		
	Secured Term loan		
	Banks - IDFC Bank Limited	1.75	43.65
	Debentures - Secured (Un-quoted)		
	(i) 5000 (PY-5000)Non- Convertible Debentures of Face Value of Rs. 80/- (PY - Rs. 1,280/-) each issued to India Infradebt Limited. Interest rate 11%	0.40	6.40
	(ii) 50000 (PY- 50000) Non- Convertible Debentures of Face Value of Rs. 2/- (PY -Rs. 125.20/-) each issued to India Infradebt Limited. Interest rate 11%	0.10	6.26
	B. Interest accrued but not due on Term Loans	17.09	19.57
	C. Other Payables		
	a. Payable to Related parties		
	i. KMC Constructions Limited	65.87	63.12
	ii. KMC Constructions Limited , Retention Money	2.26	2.26
	iii. KMC Infratech Limited	0.04	0.07
	iv. Srei Infrastructure Finance Limited	3.34	3.34
	v. Bharat Road Network Limited	2.41	2.41
	b. Statutory Dues	5.02	4.64
	c. Other liabilities	45.38	42.54
	d. Negative Grant (Refer to Foot Note A)	800.00	400.00
	e. Security Deposits	3.67	3.21
	Total	**947.3**	**597.49**

Foot Note (A):-

* The Scheduled Project Completion Date (SPCD) of the Company's project vide Supplementary Agreement dated 23.11.2009 was extended from 21.03.2009 to 21.12.2010 (i.e. for 21 months) and subsequently Concession period was also correspondingly extended from (22.09.2006 - 21.09.2026) to (22.09.2006 - 21.06.2028) i.e. also upto 21 month. Further the company requested NHAI for deferment of 2nd & subsequent installments of Negative Grant payable to NHAI. NHAI approved Deferment of Negative Grant subject to payment of Interest on deferred amount @ Bank Rate + 2% and signing of Supplementary Agreement for having no claim on account of deferment. The Company has not accepted conditional deferment proposal of NHAI and protested against levy of interest and related supplementary agreement. The matter is still under consideration of NHAI. In the absence of agreement with NHAI, Liability for Negative Grant has been accounted for as current liability excluding Interest thereon as NHAI Project Director and Regional Office, NHAI (Chennai) has recommended for deferment of negative grant without levy of any interest to their Headquarters.

8A Fixed Assets - Intangible assets Under Development

Particulars	Up to 31st March 2016 (In Rs. million)	As at March 31,2016 (In Rs. million)	As at March 31,2015 (In Rs. million)
EPC Cost	90.44	-	90.44
Electrical Installations	4.50	0.00	4.49
Signal Systems	1.87	-	1.87
BG Commission	2.68	1.63	1.05
Less: Other Receipts	(9.23)	-	(9.23)
	90.25	**1.63**	**88.62**

Note No.	Particulars			As at March 31,2016 (In Rs. million)	As at March 31, 2015 (In Rs. million)
9	**Long Term Loans & Advances**				
	Secured, considered good				
	Advances to Related Parties:				
	KMC Constructions Limited -Secured Advance			200.00	200.00
	(Advance given to KMC Constructions Limited is in lieu of 4 no's Bank Guarantees of Rs 50 million each, aggregating to Rs 200 million provided by KMCCL to IDFC Bank Limited on behalf of Guruvayoor Infrastructure Private Limited in lieu of creation of Debt Service Reserve Account in terms of the financing agreements executed with the secured lenders)				
	Unsecured, considered good				
	Capital Advance to KMC Constructions Limited - Others			40.56	39.59
	Security Deposits			1.32	1.27
	Total			**241.8**	**240.8**
10	**Current Investments**				
	Investments in Mutual Funds – Quoted	**No of Units**	**Market Value As at March 31,2016 (In Rs. Million)**	**As at March 31, 2016 (In Rs. million)**	**As at March 31, 2015 (In Rs. million)**
	IDFC Cash Fund-Growth-Regular Plan(FV*-1000)	11,567	21.27	21.20	135.97
	IDFC Corporate Bond Fund-Regular Plan-Growth (FV-10)	10,000,000	101.78	100.00	-
	IDFC Money Manager Fund-Treasury Plan-	11,329,576	268.19	266.76	-
	IDFC Super Saver Income Fund - IP - Growth (FV - 10)	1,459,394	52.32	50.00	-
	IDFC super Saver Income Fund-STP Growth (FV - 10)	6,821,526	210.34	192.36	15
					2.3
	Total		**653.90**	**630.32**	**288.33**
	*FV means Face Value				
11	**Sundry Debtors (Unsecured, considered good)**				
	For a period exceeding 6 months			353.92	207.82
	Others			75.08	73.45
	Total			**429.0**	**281.2**
12	**Cash and Cash Equivalents**				
	Cash on hand			4.46	2.32
	Balances with Banks - in current accounts			30.17	17.14
	Total			**34.62**	**19.46**
13	**Short Term Loans & advances**				
	Unsecured, considered good				
	TDS Receivable FY 2014 -15			1.31	1.31
	TDS Receivable FY 2015 -16			0.00	0.00
	Prepaid Expenses			3.88	3.34
	Receivable - NHAI (Change of Scope - Signal Systems)			3.55	-
	Others			0.40	4.04
	Total			**9.15**	**8.69**

Note No.	Particulars	As at March 31,2016 (In Rs. million)	As at March 31,2015 (In Rs. Million)
14	**Revenue from Operations**		
	Toll Collection	1,009.27	913.08
	Free Passes - Government of Kerala	147.72	137.99
	Total	**1,157.00**	**1,051.07**
15	**Other Income**		
	Gain from Mutual Fund	15.49	10.23
	Dividend from IDFC Mutual	-	0.09
	Fund Insurance Claim Received	-	0.05
	Miscellaneous Income	0.35	0.04
	Interest Received	0.04	-
	Total	**15.88**	**10.41**
16	**Employee Benefit Expenses**		
	Salary & Allowances	4.84	4.19
	Gratuity	0.01	0.01
	Staff Welfare	0.04	0.02
	Total	**4.89**	**4.22**
17	**Finance Costs**		
	Interest on Loans	495.18	508.60
	Other charges	-	2.95
	Total	**495.18**	**511.55**
18	**Other Expenses**		
	Advertisement Expenses		
	Auditors Remuneration	0.04	0.03
	Escrow Maintenance fee	0.70	0.58
	General Administrative & Misc. Expenses	-	0.11
	Hire Charges `	1.58	16.41
	Insurance	1.21	1.07
	Negative Grant	3.86	3.90
	Office Expenses	400.00	400.00
	Power and Fuel	1.20	0.88
	Professional & Legal Fees	7.33	5.72
	Provision for Major Maintenance	5.07	3.84
	Expenses Rates & Taxes	65.65	98.48
	Repairs to Buildings	0.14	0.08
	Repairs to Machinery	0.61	0.39
	Route Operations and Maintenance Costs	0.21	0.07
	Tolling Agency fees & Collection Expenses	2.38	24.97
	Vehicle Running and Maintenance Costs	52.76	47.76
		0.57	0.56
	Total	**543.30**	**604.86**
19	**Prior Period Adjustments**		
	Gain on IDFC Fixed Term Plan	-	0.54
	General and Administrative Expenses	-	0.13
	Total	**-**	**0.67**
20	There have been no reported transaction during the year with Micro, Small and Medium Enterprises covered under the Micro, Small and Medium Enterprises Development (MSMED) Act, 2006. Hence, reporting details of principal and interest does not arise.		
21	**Contingent Liabilities**		
	a **Estimated amount of contracts remaining to be executed on capital account**		
	EPC Cost	47.58	47.58
	b **Claims against the Company not acknowledged as debt**	16.32	21.95
	Total	**63.90**	**69.52**

Note No.	Particulars	As at March 31, 2016 (In Rs. million)	As at March 31, 2015 (In Rs. million)
22	**Related Party Disclosures**		

a) Names of Related Parties

Name of the Company	Status
KMC Constructions Limited	Ultimate Holding Company
KMC Infratech Limited	Intermediate Holding Company
KMC Infratech Road Holdings Limited	Holding Company
Rayalseema Expressway Private Limited	Fellow Subsidiary Company
North Malabar Expressway Limited	Fellow Subsidiary Company
South Malabar Expressway Private Limited	Fellow Subsidiary Company
Thrissur Expressway Limited	Fellow Subsidiary Company
Simhapuri Expressway Limited	Fellow Subsidiary Company
AB Expressway Limited	Fellow Subsidiary Company
Srei Infrastructure Finance Limited	Investors having significant influence
Srei Venture Capital Trust - A/c. Infrastructure Project Development Capital	Investors having significant influence
Bharat Road Network Limited	Investors having significant influence

b) Key Managerial Personnel

Mr. Rajesh S. Udupa, Director
Mr. Rahul Kumar Dhandhania, Director
Mr. Asim Brijesh Tiwari, Director

c) Details of Related Party transactions and Period end outstanding

(In Rs. million)

Name of the Related Party	Nature of Transactions	Transaction for the year ended 31-03-2016	Balance as on 31-03-2016
KMC Constructions Limited	Long Term Advance given	Nil (202.07)	202.07 (202.07)
	Repair & Maintenance	18.48 (65.52)	58.14 (58.23)
	Shared Facilities Expenses	Nil (Nil)	4.89 (4.89)
	Retention Money	Nil (Nil)	2.26 (2.26)
	Other Advances	Nil (Nil)	8.60 (8.60)
	Mobilisation Advance for Major maintenance Works	2.00 (Nil)	0.97 (Nil)
	Retention account for Major maintenance Works	2.83 (Nil)	2.83 (Nil)
	Advance for Vehicle Under Pass	Nil (28.91)	28.91 (28.91)

KMC Infratech Limited	Expenses Reimbursements	0.04 (0.04)	0.04 (0.07)
	Transfer of OCPID to KMC Infratech Road	571.29 (Nil)	Nil (Nil)
	Redemption Of OCPID	Nil (250.00)	571.29 (571.29)
Srei Infrastructure Finance Limited (SIFL)	Shared Facilities Expenses	Nil (Nil)	2.69 (2.69)
	Redemption Of OCPID	Nil (150.00)	731.02 (731.02)
	Expenses Reimbursements	Nil (0.02)	0.64 (0.64)
Bharat Road Network Limited	Transfer of OCPID to SREI	Nil (881.02)	Nil (Nil)
	Expenses Reimbursements	Nil (0.00)	2.41 (2.41)

Note: Figures in bracket represents Previous Year figures.

23 Employee Benefit:

a. Defined Benefit Plan - Gratuity

All employees who have rendered service for specified period as per the Payment of Gratuity Act, 1972 are entitled for gratuity. The gratuity amount is determined based on the last drawn salary and period of service with the company. The following tables set out the amount recognised in the financial statements in respect of gratuity benefits which is not funded:

Present Value of DBO at beginning of the year	0.03	0.02
Current Service cost	0.01	0.00
Interest cost	0.00	0.00
Benefits paid	-	-
Actuarial (Gains) / Losses	0.00	0.00
Present Value of DBO at the end of the year	0.04	0.03
Expenses Recognized During the year		
Current Service	0.01	0.00
Cost Interest cost	0.00	0.00
Actuarial Losses / (Gains)	0.00	0.00
Total expenses recognized in the Statement of Profit & Loss	0.01	0.01
Actuarial Assumptions		
Discount Rate	8%	8%
Salary Escalation	10%	10%
Attrition Rate	20%	20%
Average balance service	22.88	17
Retirement/ Superannuation Age	60 years	60 Years

The Provisions of Employees Provident Fund are not applicable to the company as the number of employees are lower than the prescribed ceiling.

24

Auditors' Remuneration (including service tax)		
Audit Fee	0.58	0.46
Tax Audit Fee	0.06	-
For Other Services	0.07	-
Total	0.70	0.46

25	**Segment Information** The Company is engaged in infrastructure business and is a Special Purpose Entity formed for the specific purpose detailed in note No.1 and thus operates in a single business segment. Also it operates in a single geographic segment. In the absence of separate reportable business or geographic segment, the disclosures required under the Accounting Standard (AS) 17 – "Segment Reporting" have not been made.		
26	**Taxation** The company does not have taxable income and hence provision for current tax has not been made. The company is eligible for deduction under section 80IA of Income Tax Act 1956 and the tax holiday period of the company's project falls within the concession period of the company as defined in Section 80IA. Since deferred tax on timing difference between accounting income and taxable income that arise during the year is reversing during such tax holiday period, no deferred tax asset/liability arises and accordingly no provision is made in the accounts.		
27	**Earnings Per Share**	**As at March 31,2016**	**As at March 31,2015**
	(a)Profit after tax attributable to Equity Shareholders (In Rs. million) Weighted average number of Equity Shares (in No.) Nominal Value of Equity per share Basic Earnings per share	(120.44) 168,940,000 10 (0.71)	330.97 168,940,000 10 1.96
	(b) the weighted average number of equity shares outstanding during the period is increased by the weighted average number of additional equity shares which would have been outstanding assuming the conversion of all dilutive potential equity shares.	299,171,800	299,171,800
	Diluted Earnings per share	(0.40)	1.11
28	The Company does not have transactions to which the provisions of Accounting Standard 2 (AS-2) - Valuation of Inventories, apply.		
29	Debenture Redemption Reserve could not be created due to absence of profits.		
30	In the absence of Surplus Cash Flows in the company, interest on OCPID is not provided.		
31	Balances of amounts payable, advances and related party transactions are subject to confirmation, adjustments, if any, on receipt/ reconciliation of such accounts.		
32	Based on the review of the future discounted cash flow, the recoverable amount of the project facility is more than its carrying amount. Accordingly, no provision for the impairment is made in the books of accounts.		
32	(i) Expenditure in Foreign Currency - Nil (Previous Year Nil) (ii) CIF value of Import - Nil (Previous Year Nil) (iii) FOB value of Export - Nil (Previous Year Nil) (iv) Earnings in Foreign Exchange - Nil (Previous Year Nil)		
34	In the opinion of the Board, the current assets, loans & advances, have a value on realization in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet.		
35	**Previous year comparatives**		
	Previous year's figures have been regrouped / reclassified wherever necessary to conform to the current year's classification / disclosure.		

As per our report of even date **For GIANENDER & ASSOCIATES** Firm's Registration No. 04661N Chartered Accountants	**For and on behalf of the Board of Directors**		
Manju Agrawal **(Partner)** Membership No.: 083878	**Rajesh S. Udupa** **Director** **DIN 03048000**	**Rahul Dhandhania** **Director** **DIN 00647088**	**Ms. Naina Malviya** **Company Secretary**
Place : Hyderabad Date : 26.08.2016			

GURUVAYOOR INFRASTRUCTURE PRIVATE LIMITED

Notes to the financial statements for the year ended March 31, 2016

Note - 8 - Fixed Assets

(In Rs. million)

Note No	Particulars	Gross Block				Depreciation/ Amortisation				Net Block	
		As at March 31, 2015	Additions / adjustments during the year	Disposals / adjustments during the year	As at March 31, 2016	As at March 31, 2015	For the Year	Disposals / adjustments during the year	As at March 31, 2016	As at March 31, 2016	As at March 31, 2015
8	**(i) Tangible Assets**										
	Land (Freehold)	0.48	-	-	0.48	-	-	-	-	0.48	0.48
	Computer (Hardware and Sofware)	0.23	-	-	0.23	0.21	0.01	-	0.22	0.01	0.02
	Plant & Machinery	0.45	0.72	-	1.17	0.09	0.06	-	0.15	1.02	0.36
	Office Equipments	1.50	-	-	1.50	0.50	0.36	-	0.86	0.64	1.00
	Furniture & Fixtures	0.27	0.01	-	0.27	0.06	0.03	-	0.09	0.18	0.20
	Total (A)	**2.93**	**0.72**	**-**	**3.66**	**0.86**	**0.46**	**-**	**1.32**	**2.34**	**2.08**
	Previous Year	**2.87**	**0.08**	**0.01**	**2.93**	**0.33**	**0.53**	**(0.00)**	**0.86**	**2.08**	**2.54**
8	**(ii) Intangible Assets**										
	Toll collection Rights	7,120.20	-	-	7,120.20	598.39	249.49	-	847.88	6,272.32	6,521.82
	Total (B)	**7,120.20**	**-**	**-**	**7,120.20**	**598.39**	**249.49**	**-**	**847.88**	**6,272.32**	**6,521.82**
	Previous Year	**7,120.20**	**-**	**-**	**7,120.20**	**988.37**	**226.31**	**(616.29)**	**598.39**	**6,521.82**	**6,131.84**
8A	Intagible assets Under Development	88.62	1.63	-	90.25	-	-	-	-	90.25	88.62
	Total (C)	**88.62**	**1.63**	**-**	90.25	-	-	-	-	**90.25**	**88.62**
	Previous Year	**87.51**	**1.11**	**-**	**88.62**	**-**	**-**	**-**	**-**	**88.62**	**87.51**

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF GURUVAYOOR INFRASTRUCTURE PRIVATE LIMITED

REPORT ON FINANCIAL STATEMENTS

We have audited the accompanying financial statements of **GURUVAYOOR INFRASTRUCTURE PRIVATE LIMITED** which comprise the Balance Sheet as at 31st March 2015, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, 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 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.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit.

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 thereunder.

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.

An audit involves performing procedures to obtain audit evidence about the amounts and the 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 statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the 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 financial statements.

OPINION:

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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,

a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March 2015,

b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and

c) In case of the Cash flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013 we enclose in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by Section 143 (3) of the Act, we report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

(c) The Balance Sheet, the Statement of Profit and Loss, and the 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 specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

(e) On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has no pending litigations so as to effect its financial position.

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. The Company is not required to transfer any amounts to the Investor Education and Protection Fund.

For Gianender & Associates

Chartered Accountants

Firm Regn. No. 004661N

Place: Hyderabad **G.K. Agrawal**

Date: 23.09.2015 **Partner**

M. No: 081603

Annexure referred to in paragraph 1 under the heading "Report on Other legal and regulatory requirements" of our report on even date

Re: GURUVAYOOR INFRASTRUCTURE PRIVATE LIMITED

(i) (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.

b) The Fixed assets have been physically verified by the management during the year, which in our opinion is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

(ii) The Company is engaged in the business of operation of toll road on BOT basis , hence the Paragraph 3 (ii) (a), (b) & (c) of the Companies (Auditor's Report) Order 2015 relating to inventory are not applicable.

(iii) The company has not granted loan to any party covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act').

(iv) In our opinion, and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the Company and nature of its business, for the purchase of fixed assets & collection of Toll. In our opinion, and according to the information and explanations given to us, there is no continuing failure to correct major weaknesses in internal control system.

(v) According to the information and explanations provided to us, the Company has not accepted any deposits from the public within the meaning of Section 73 or other relevant provisions of the Companies Act 2013 and Companies (Acceptance of Deposit) Rules,2014.

(vi) According to the information and explanations given to us, we are of the opinion that prima facie, cost records prescribed, pursuant to the Rules made by the Central Government for the maintenance of cost records under Section 148 of the Act, are made and maintained.

(vii) (a) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has been generally regular in depositing undisputed statutory dues including Income tax, wealth tax, service tax, value added tax, cess and other statutory dues during the year with the appropriate authorities. As at 31st March 2015, there are no undisputed statutory dues payable for a period of more than six months from the date they became payable except Works Contract Tax of Rs.42,51,271/-

(b) According to the information and explanations given to us, there were no statutory dues pending in respect of income-tax, sales-tax, VAT, custom duty and cess on account of any dispute.

(viii) The accumulated losses of the company are not more than fifty percent of its net worth. There were no cash losses during the year as well as during the immediate preceding year.

(ix) According to the information and explanations given to us the Company has not delayed in repayment of principal amount of borrowing or payment of interest on borrowing to any financial institutions, banks and debenture holders.

(x) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions.

(xi) According to the information and explanations given to us, the loans taken by the Company were applied for the purpose for which the loans were obtained.

(xii) According to the information and explanations given to us which have been relied upon by us, no fraud on or by the Company, noticed or reported during the year.

For Gianender & Associates

Chartered Accountants

Firm Regn. No. 004661N

Place: Hyderabad

Date: 23.09.2015

G.K. Agrawal

Partner

M. No: 081603

GURUVAYOOR INFRASTRUCTURE PRIVATE LIMITED
Balance Sheet as at March 31, 2015

(In Rs. million)

	Particulars	Note No.	As at March 31, 2015	As at March 31, 2014
I.	**EQUITY AND LIABILITIES**			
A	**Shareholders' Funds**			
	(a) Share Capital	**3**	1,689.40	1,689.40
	(b) Reserves and Surplus	**4**	(816.84)	(1,147.80)
			872.56	**541.60**
B	**Non-Current Liabilities**			
	(a) Long Term Borrowings	**5**	5,705.26	5,749.02
	(b) Long Term Provisions	**6**	288.48	189.99
			5,993.74	**5,939.01**
C	**Current Liabilities**			
	(a) Other Current Liabilities	**7**	584.83	119.41
			584.83	**119.41**
	Total		**7,451.13**	**6,600.02**
II.	**ASSETS**			
A	**Non Current Assets**			
	(a) Fixed Assets			
	(i) Tangible Assets	**8**	2.08	2.54
	(ii) Intangible Assets	**8**	6,521.82	6,131.84
	(iii) Intangible Assets Under Development	**8A**	88.62	87.51
	(b) Long Term Loans and Advances	**9**	240.87	9.79
			6,853.38	**6,231.67**
B	**Current Assets**			
	(a) Current Investments	**10**	288.33	142.73
	(b) Sundry Debtors	**11**	281.28	193.30
	(c) Cash and Cash equivalents	**12**	19.46	23.47
	(d) Short Term Loans and advances	**13**	8.69	8.85
			597.75	**368.35**
	Total		**7,451.13**	**6,600.02**
	Contingent Liabilities Not provided for	**21**	**69.52**	**47.58**

Accompanying Notes 1 to 33 form an integral part of the Financial Statements. As per our report of even date

For GIANENDER & ASSOCIATES	**For and on behalf of the Board of Directors**	
Firm's Registration No. 04661N		
Chartered Accountants		
G.K. Agrawal	**RAJESH S. UDUPA**	**ASIM TEWARI**
(Partner)	**Director**	**Director**
Membership No.: 081603	**DIN 3048000**	**DIN 6695731**
Place : Hyderabad		
Date : 23.09.2015		

GURUVAYOOR INFRASTRUCTURE PRIVATE LIMITED
Statement of Profit & Loss for the year ended 31-03-2015

(In Rs. million)

	Particulars	Note No.	Year Ended March 31, 2015	Year Ended March 31, 2014
I.	Revenue from operations Other	14	1,051.07	913.79
II.	Operating Income	15	10.41	6.08
III.	**Total Revenue (I + II)**		**1,061.47**	**919.87**
IV	**Expenses:**			
a	Employee Benefit Expenses	16	4.22	2.26
b	Finance Costs	17	511.55	496.19
c	Depreciation and Amortisation Expenses	8	226.84	425.57
d	Other Expenses	18	604.86	185.84
	Total Expenses		**1,347.47**	**1,109.86**
V.	**Profit before exceptional and extraordinary items and tax (III - IV)**		**(286.00)**	**(189.99)**
VI	Exceptional Items		616.29	-
VII	Profit before extraordinary items and tax (V - VI)		**330.30**	**(189.99)**
VIII	Extraordinary Items		-	-
IX	Prior Period Adjustments (Net)	19	0.67	(0.91)
IX	**Profit before tax (VII-VIII)**		**330.97**	**(190.91)**
	(1) Current tax		-	-
	(2) Deferred tax		-	-
X	**Total tax expenses**		**-**	**-**
XI	**Profit/(Loss) for the period (IX - X)**		**330.97**	**(190.91)**
	Earnings Per Share			
	(1) Basic	27	1.96	(1.13)
	(2) Diluted		1.96	(1.13)

Accompanying Notes 1 to 33 form an integral part of the Financial Statements. As per our report of

even date

For GIANENDER & ASSOCIATES
Firm's Registration No. 04661N
Chartered Accountants

G.K. Agrawal

(Partner)
Membership No.: 081603
Place: Hyderabad
Date: 23.09.2015

For and on behalf of the Board of Directors

RAJESH S. UDUPA
Director
DIN 3048000

ASIM TEWARI
Director
DIN 6695731

GURUVAYOOR INFRASTRUCTURE PRIVATE LIMITED

Cash Flow Statement for the year ended March 31, 2015

(In Rs. million)

Particulars	Year ended 31-Mar-15	Year ended 31-Mar-14
A. Cash Flow from Operating Activities		
Net Profit Before Tax and Extraordinary Items	330.30	(189.99)
Less:- Exceptional Items	(616.29)	-
Net Profit Before Tax and Exceptional Items	(286.00)	(189.99)
Add / (Less) : Adjustments		
Depreciation	226.84	425.57
Prior Period Income	-	-
Provision for Major Maintenance Expenses	98.48	98.48
Provision for Gratuity	0.01	0.01
Prior Period Expenses	0.67	(0.91)
Operating Profit Before Working Capital Changes	**40.00**	**333.15**
Adjustment for :		
(Increase) / Decrease in Long Term Loans and Advances	(231.07)	(2.19)
(Increase) / Decrease in Short Loans and Advances	0.16	(1.66)
Increase / (Decrease) in Other Current Liabilities	423.81	(40.86)
(Increase) / Decrease in Sundry Debtors	(87.98)	(110.80)
Cash generated from Operations	**144.91**	**177.65**
Income Taxes Refund / (Paid) during the year	-	-
Net Cash Flow from / (used in) Operating Activities	**144.91**	**177.65**
B. Cash Flow from / (used in) Investing Activities		
Purchase of Fixed Assets (Net)	(0.07)	(0.74)
Additions to Investments	(145.59)	(142.73)
Additions to Capital Work in Progress	(1.11)	5.77
Net Cash Flow from / (used in) Investing Activities	**(146.77)**	**(137.70)**
C. Cash Flow from / (used in) Financing Activities		
Increase / (decrease) in Share Capital	-	-
Proceeds / (Repayment) from / of Long Term Borrowings	(2.15)	(42.45)
Net Cash Flow from / (used in) Financing Activities	**(2.15)**	**(42.45)**
Net Increase / (decrease) in Cash and Cash Equivalents	(4.01)	(2.51)
Cash and Cash Equivalent at the beginning of the year	23.47	25.98
Cash and Cash Equivalent at the end of the year	**19.46**	**23.47**

NOTES

1.Cash flow statement has been prepared under the Indirect Method as set out in the Accounting Standard 3

2. Cash and cash equivalents represent cash and bank balances.

Component of cash and cash equivalents:

Cash on hand	2.32	2.93
Balances with Banks - in Current Accounts	17.14	20.54
Total Cash and Cash Equivalents	19.46	23.47

As per our report of even date

For GIANENDER & ASSOCIATES
Firm's Registration No.
04661N Chartered Accountants

For and on behalf of the Board of Directors

RAJESH S. UDUPA
Director
DIN 3048000

ASIM TEWARI
Director
DIN 6695731

G.K. Agrawal
(Partner)
Membership No.: 081603
Place : Hyderabad
Date : 23.09.2015

GURUVAYOOR INFRASTRUCTURE PRIVATE LIMITED

Notes to the financial statements for the year ended March 31, 2015

1 Nature of Operations

The Company has been awarded the Concession for 'design, construction, finance, operation and maintenance' for widening of the existing two lanes to four lanes from Km 270 (Thrissur) to Km 316.7 (Angamali) on NH 47 and improvements, operations and maintenance of Km 316.7 (Angamali) to Km 342 (Edapalli) on NH 47 in the state of Kerala on Build, Operate and Transfer (BOT) basis as per the Concession Agreement dated March 27, 2006 read with Supplementary agreements dated November 23, 2009 and December 03, 2011 signed with National Highways Authority of India (NHAI). The Concession Agreement is for a period of 21 years and 9 months.

2 Significant Accounting Policies

2.1 Basis of Preparation

The Company maintains its accounts on accrual basis following the historical cost convention, in accordance with Generally Accepted Accounting Principles [“GAAP”] in compliance with the provisions of the Companies Act, 2013 and the Accounting Standards as specified in the Companies (Accounting Standards) Rules, 2006 read with Rule 7 of The Companies (Accounts) Rules, 2014 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013 and relevant provisions of the Companies Act, 1956 read with the Circular No.07/2014 dated April 1, 2014 of the Ministry of Corporate Affairs. Further, the guidance notes/ announcements issued by the Institute of Chartered Accountants of India (ICAI) are also considered, wherever applicable, except to the extent where compliance with other statutory promulgations override the same requiring a different treatment.

The preparation of financial statements in conformity with GAAP requires that the management of the Company makes estimates and assumptions that affect the reported amounts of income and expenses of the period, the reported balances of assets and liabilities and the disclosures relating to contingent liabilities as of the date of the financial statements. Examples of such estimates include the useful lives of tangible and intangible fixed assets, allowance for doubtful debts/advances, future obligations in respect of retirement benefit plans, etc. Difference, if any, between the actual results and estimates is recognized in the period in which the results are known.

2.2 Fixed Assets

2.2.1 Tangible Assets

Tangible Fixed Assets are stated at original cost which includes freight, installation cost, duties, taxes and other incidental expenses less accumulated depreciation thereon.

2.2.2 Intangible Assets

Intangible assets are recognized as per the criteria specified in Accounting Standard (AS) 26 "Intangible Assets" as specified in the Companies (Accounting Standards) Rule, 2006:

Carriageways representing Toll Collection Rights are obtained in consideration for rendering construction, operation and maintenance services in relation to building and maintenance of the project on Build, Operate and Transfer (BOT) basis. The cost of such Toll Collection Rights comprises construction cost and other preoperative costs incurred during the implementation phase. Such carriage ways, on completion are capitalized as Intangible Assets.

	2.2.3	**Intangible Assets Under Development** Intangible Assets under development includes direct and indirect expenditure incurred for the Highway Project and costs incidental and related thereto. Expenses incurred relating to the development of Highway project prior to commencement of commercial operations are included under Intangible Assets under development and after completion to be transferred to Intangible Assets. All expenses which are capital in nature and directly relatable to development of Highway project incurred after the commencement of commercial operations are included under Intangible assets under development. These expenses will be transferred to Intangible Assets upon completion and receipt of the final completion certificate from NHAI. For the period till commercial operation date, returns arising from surplus funds inextricably linked with the project, invested intermittently, are credited to Intangible Assets under development.

GURUVAYOOR INFRASTRUCTURE PRIVATE LIMITED

Notes to the financial statements for the year ended March 31, 2015

2.3	**Depreciation / Amortisation**
2.3.1	**Depreciation** Depreciation on assets has been provided on Straight line basis at the useful lives specified in the Schedule II Companies Act, 2013. Depreciation on additions/ deductions is calculated pro-rata from/ to the month of additions/ deductions.
2.3.2	**Amortisation** Toll collection rights in respect of road projects are amortized over the period of concession using the revenue amortization method prescribed under Schedule II to the companies Act, 2013. Under the revenue based amortization is provided based on the proportion of actual revenue earned till the end of the year to the total revenue from the intangible asset expected to be earned over the concession period. Total projected revenue is at the end of each financial year and is adjusted to reflect the changes in earlier estimate vis-à-vis the actual revenue Specialized software is amortized over a period of three years on straight line basis from the month in which the is made. Amortization on impaired assets is provided by adjusting the amortization charges in the remaining periods so allocate the assets revised carrying amount over its remaining useful life.
2.4	**Borrowing Costs** 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 capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur. Borrowing costs consists of interest and other cost that an entity incurs in connection with the borrowing of funds. In compliance of AS-16 “Borrowing Cost”, any income earned on temporary investments, out of funds borrowed, which is inextricably linked with the project is deducted from the related borrowing costs incurred.
2.5	**Revenue Recognition** Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. Fee Collection from the Users of the facility is accounted for as and when the amount is due and recovery is certain.
2.6	**Employee Benefits** Liability for employee benefits, both short term and long term, for present and past services, which are due as per the terms of the employment, are accounted in accordance with Accounting Standard (AS) -15 "Employee Benefits" issued by ICAI. Provisions for contributions to retirement benefit schemes are made as follows : a. Provident Fund on actual Liability basis b. Gratuity based on actuarial valuation c. ESI on actual Liability basis
2.7	**Claims** Claim against the company are accounted for as and when accepted and claims by the company are accounted for as and when received.
2.8	**Investments** Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as Long Term Investments. Current investments are carried at lower of cost or and fair value determined on an individual investment basis. Long Term investments are carried at cost less provisions for permanent diminution, if any, in the value of such investments.

2.9 Earnings Per Share (EPS)

Basic Earnings Per Share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating Diluted Earnings Per Share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

2.10 Accounting for Taxes on Income

Tax on income for the current period is determined on the basis of taxable income and tax credits computed in accordance with the provisions of the Income Tax Act, 1961, and based on expected outcome of assessments / appeals.

Deferred tax is recognized on timing differences between the accounting income and the taxable income for the year and quantified using the tax rates and laws enacted or substantively enacted as on the Balance Sheet date.

Deferred tax assets are recognized and carried forward to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

2.11 Impairment of Assets

As at each Balance Sheet date, the carrying amount of assets is tested for impairment so as to determine:

a) the provision for impairment loss, if any required, or
b) the reversal, if any, required of impairment loss recognized in previous period.
Impairment loss is recognized when the carrying amount of an asset exceed its recoverable amount.

Recoverable amount is determined:

a) in the case of an individual asset, at the higher of the net selling price and the value in use;
b) in the case of a cash generating unit (a group of asset that generates identified, independent cash flows), at the higher of the cash generating unit's net selling price and the value in use.

(Value in use is determined as the present value of estimated future cash flows from the continuing use of an asset and from its disposal at the end of its useful life.)

2.12 Provisions, Contingent Liabilities and Contingent Assets

a) Provisions are recognized for liabilities that can be measured only by using a substantial degree of estimation, if
(i) the Company has a present obligation as a result of a past event.
(ii) a probable outflow of resources is expected to settle the obligation, and
(iii) the amount of the obligation can be reliably estimated.

b) Reimbursement expected in respect of expenditure required to settle a provision is recognized only when it is virtually certain that the reimbursement will be received.

c) Contingent Liability is disclosed in the case of
a. a present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation.
b. a present obligation when no reliable estimate is possible, and
c. a possible obligation arising from past events where the probability of outflow of resources is not remote.
d) Contingent Assets are neither recognized, nor disclosed.
e) Provisions, Contingent Liabilities and Contingent Assets are reviewed at each Balance Sheet date.

GURUVAYOOR INFRASTRUCTURE PRIVATE LIMITED

Notes to the financial statements for the year ended 31st March 2015

Note No.	Particulars	As at March 31, 2015 (In Rs. million)	As at March 31, 2014 (In Rs. million)
3	**Share Capital**		
	Authorised		
	169,000,000 (Previous year 169,000,000) Equity Shares of Rs. 10 each	1,690.00	1,690.00
	Equity Shares - Issued, Subscribed and Paid up		
	168,940,000 (Previous Year 168,940,000) equity Shares of Rs. 10/- each allotted as fully paid	1,689.40	1,689.40
	Total	1,689.40	

Note No.		Particulars	As at March 31, 2015	As at March 31, 2014
	a.	**Reconciliation of the shares outstanding at the beginning and the at the end of the reporting year**		
		At the beginning of the year 168,940,000 (Previous year 168,940,000) Equity Shares of Rs. 10 each	1,689.40	1,689.40
		Issued during the year Nil (Previous year Nil) Equity Shares of Rs. 10 each allotted as fully paid up	-	-
		168,940,000 (previous year 168,940,000) equity shares outstanding at the end of the year	**1,689.40**	**1,689.40**

b. **Share in the Company held by the holding company (including associate companies) and fellow subsidiary Company :**

Name of the Shareholders	As at March 31, 2015		As at March 31, 2014	
	No. of Shares	% of holding	No. of Shares	% of holding
KMC Infratech Limited (Holding Company)	86,159,900	51.00	86,159,900	51.00

c. **Shareholder holding more than 5% shares :**

Name of the Shareholders	As at March 31, 2015		As at March 31, 2014	
	No. of Shares	% of holding	No. of Shares	% of
KMC Infratech Limited	86,159,900	51.00	86,159,900	51.00
GITL - Infrastructure Project Dev Fund	40,231,100	23.81	40,231,100	23.81
Srei Infrastructure Finance Limited	20,010,000	11.84	20,010,000	11.84
Srei Venture Capital Trust A/c - Infrastructure Project Development Capital	17,500,000	10.36	5,750,000	3.40
Medium And Small Infrastructure Fund	-	-	11,750,000	6.96

d. **Terms / Rights attached to Shares:**

The company has only one class of equity shares having par value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Note No.	Particulars	As at March 31, 2015	As at March 31,2014
4	**Reserves and Surplus**		
	Surplus /(Deficit) in the statement of Profit and Loss		
	At the beginning of the accounting year	(1,147.80)	(956.90)
	Profit/(Loss) for the year	330.97	(190.91)
	At the end of the accounting year	**(816.84)**	**(1,147.80)**

GURUVAYOOR INFRASTRUCTURE PRIVATE LIMITED			
Notes to the financial statements for the year ended 31st March 2015			
Note No.	**Particulars**	**As at March 31, 2015 (In Rs. million)**	**As at March 31, 2014 (In Rs. million)**
5	**Long-Term Borrowings**		
	Debentures - Unsecured (Unquoted)		
	From Related Parties		
	- 5,71,29,700 (Previous Year 8,21,29,700) Optionally Convertible Participative Interest bearing Debentures of Face Value Rs.10/- each issued to KMC Infratech Limited	571.30	821.30
	- 7,31,02,100 (Previous Year Nil) Optionally Convertible Participative Interest bearing Debentures of Face Value Rs.10/- each issued to SREI Infrastructure Finance Limited	731.02	-
	- Nil (Previous Year 8,81,02,100) Optionally Convertible Participative Interest bearing Debentures of Face Value Rs.10/- each issued to Bharat Road Network Limited	-	881.02
	Debentures – Secured (Unquoted)		
	From Others		
	- 99,962 (Previous Year Nil) Non-Convertible Debentures of Face Value Rs.10,000/- each issued to India Infradebt Limited	999.62	-
		2,301.94	**1,702.32**
	Secured Loans		
	From Banks	-	-
	From Others- IDFC Limited	3,403.32	4,046.70
		3,403.32	**4,046.70**
	Total	**5,705.26**	**5,749.02**

Terms of issue of OCPID:

A **Interest:**

1 The OCPID will carry fixed interest of 12% p.a. However, interest along with cumulative deficit, if any, shall only accrue and be payable in the year the Company has sufficient Surplus Cash Flow.

2 Variable interest will be such amount over and above the fixed interest to make the yield on the OCPID @ 16%

3 Total Interest means Fixed Interest + Variable Interest

4 Final Rate of or amount of interest payable for the year shall be decided every year at the end of the Financial Year (not later than 30 days from the closure of the financial year) based on the Surplus Cash flows of the issuer subject to maximum of 16% cumulative interest.

5 Surplus Cash flows means Cash flow after making all the provisions/appropriations as per the Concession Agreement and Financing Documents to be ascertained on year to year basis.

6 Concession Agreement means the agreement entered into on 27-03 -2006 between National Highways Authority of India and Guruvayoor Infrastructure Private Limited for Design , Construction, Development, Finance, Operation and Maintenance of KM 270 (Thrissur) to KM 316.7 (Angamali and for Improvement, operation and Maintenance of KM 316.7 (Angamali) to KM 342 (Edappalli) on BOT basis.

7 Financing Documents means documents executed in respect of term Loan availed from the Senior Lender M/s IDFC Limited

B **Tenure, Conversion and Redemption:**

1 Tenure of OCPID will be 10 years (Extendable for a further period of 5 years at the

	2	option of holders) from the date of Allotment. OCPID will be redeemed at the end of 10 years from the date of allotment or at the end of extended period as the case may be or anytime during the tenure with mutual consent. OCPID holder will have the option to convert each OCPID into equity shares of the issuer at par value (i.e. at the face value of the equity share), during the currency of the OCPID, subject to a notice period of 3 months, in one or more tranches.		
	C	**Redemption Price**		
		OCPID will be redeemed at par. It will only be entitled for maximum 16% cumulative interest subject to availability to surplus cash flows.		
	D	**RIGHT OF DEBENTURE HOLDERS - OCPID**		
		The Debenture holders shall be entitled to redemption amount on the due dates. Their claims shall remain unsecured and subordinate to the claims of all other creditors. In the event of winding up, their claims will be entertained after the claims of other persons falling in the same category of claimants as per the provisions of the Companies Act, 1956 and other claimants with relation to the winding up.		

GURUVAYOOR INFRASTRUCTURE PRIVATE LIMITED

Notes to the financial statements for the year ended 31st March 2015

	Terms of issue of Non-Convertible Debentures (NCD):		
A	**Interest:**		
1	The Interest will be paid at monthly rest, on the last day of each calendar month on the Principle amount of the NCD outstanding. The NCD will carry an Interest of 11.60% (IDFC Base Rate + Spread less 0.5%).		
2	The rate of Interest shall include applicable interest tax or other statutory levy, if any on the principle amount of the loan remaining outstanding each day.		
3	The Interest rate would change effective from the day of revision of IDFC Base rate. The Interest shall be paid on monthly rests on last date of each calendar month on the principle amount outstanding		
B	**Tenure, Conversion, Repayment and Redemption:**		
	The Final Maturity date of NCD shall not exceed 31st March 2025. The Repayment of NCD shall take place in accordance with the Repayment Schedule issued by India Infradebt Limited as a part of Term sheet dated 23rd June 2014. The Repayment of the NCD shall be in 43 structured quarterly installments with the first repayment starting from September 30, 2014 till March 31, 2025		
C	**Security Details**		
I	The Loans together with interest Liqidated damages, costs, charges, expenses and all other moneys whatsoever payable by the company shall be secured/procured by the following security interest, except project assets to be created in favour of the landers or the security trustee, to be appointed for the benefit of Lenders in a form and manner satisfactory to the lenders:-		
1	A first charge by way of hypothecation of entire moveable assets of the company, both present and future, including movable plant and machinery, machinery spares , tools and accessories, furniture, fixtures, vehicles and all other movable assets both present and future.		
2	A first charge over all accounts of the company including the Escrow account that may be opened in accordance with this agreements or any of the other project agreements and all cash flows from the project as and when they arise, toll collections, receivables and permitted investments or other securities.		
3	A first charge on all intangible including but not limited to goodwill and uncalled capital, present and future and a charge on the uncalled capital		
4	A first Charge on the Debt Service Reserve (DSR) and any other reserves and other bank accounts of the company wherever maintained.		
5	Pledge of shares held by the sponsor in dematerialised form in the equity share capital of the company aggregating to 51% of the total paid up equity share capital of the company. The shares to be pledged shall be free from any restrictive covenants/ lien or other encumbrance under any contract/ arrangements including share holder agreement/ joint venture agreement/ financing arrangement with regard to pledge/ transfer of the shares including transfer upon enforcement of the pledge.		
6	An unconditional irrevocable joint and several corporate guarantee from KMC and KMCIL to meet shortfall between outstanding amount of the loans and termination payments received from NHAI in case of termination of the Concession agreement for any reason in the proportion of their aggregate share holding proportion		

	7	An unconditional irrevocable Sponsors' Undertaking from SREI to meet shortfall between outstanding amount of the loans and termination payments received from NHAI in case of termination of the Concession agreement for any reason in the proportion of their aggregate shareholding proportion. The proportion of shareholding is KMC 51% and SREI 49%.		
	II	The Company shall make out a good and marketable tiltle to it's properties to the satisfaction of lenders and comply with all such formalities as may be necessary or required for the said purpose. In addition , notwithstanding anything contained herein and in the financing agreements for the Existing Facility, the terms of Tripartite Agreement shall be applicable to all the parties , including the Existing lenders, the Company and various lenders' agents (Viz., escrow agent, security trustee/ debenture trustee, as may be applicable)		

Secured Loan From Others (IDFC Limited)

A	**Security Details**
	Except Project Assets, the secured obligation shall be secured / procured by :
1	A first charge by way of hypothecation of entire movable assets of the Company, both present and future, including movable plant and machinery, machinery spares, tools and accessories, furniture, fixtures, vehicles and all other movable assets, both present and future;
2	A first charge over all accounts of the Company, including the Escrow Accounts, that may be opened in accordance with the agreement, or any of the other Project Agreements and all cash flows from the Project as and when they arise, toll collections, receivables and permitted investments or other securities;
3	A first charge on all intangibles including but not limited to goodwill and uncalled capital, present and future and a charge on the uncalled capital ;
4	A first charge on the Debt Service Reserve (DSR) and any other reserves and other bank accounts of the Company wherever maintained;
5	Pledge of shares held by the Sponsor in dematerialized form in the equity share capital of the Company aggregating to 51% of the total paid up equity share capital of the Company. The shares to be pledged shall be free from any restrictive covenants/lien or other encumbrance under any contract/arrangement including shareholder agreement / joint venture agreement / financing arrangement with regard to pledge/transfer of the shares including transfer upon enforcement of the pledge.
6	An unconditional Corporate Guarantee from the Sponsors to meet shortfall between outstanding amount of the Loans and termination payments received from NHAI in case of termination of the Concession Agreement for any reason The Corporate Guarantee shall be provided in the proportion of shareholding (KMC – 51% and SREI – 49%).

Repayment Terms :

The loan is repayable in unequal 44 quarterly installments ranging from 0.05% per year of the loan amount to 18% per year of the loan amount divided equally in respective quarterly installments comprising in relevant related year.

GURUVAYOOR INFRASTRUCTURE PRIVATE LIMITED

Notes to the financial statements for the year ended 31st March 2015

Note No.	Particulars	As at March 31, 2015 (in Rs. million)	As at March 31, 2014 (In Rs. million)
6	**Long-term Provisions**		
	Provision for Major Maintenance	288.45	189.98
	Gratuity	0.03	0.02
	Total	**288.48**	**189.99**
7	**Other Current Liabilities**		
	A. **Current maturities of long-term debt**		
	Secured Term loan		
	From Banks	-	-
	From Others	43.65	2.05
	B. Interest accrued and due on term loans	-	-
	C. Interest accrued but not due on Term Loans	19.57	22.89
	D. Other Payables	-	-
	a. **Payable to Related parties**		
	i. KMC Constructions Limited (Holding Company)	63.12	13.72
	ii. KMC Constructions Limited (Holding Company), Retention Money	2.26	2.26
	iii. KMC Infratech Limited	0.07	0.03
	iv. Srei Infrastructure Finance Limited	3.34	3.32
	v. Bharat Road Network Limited	2.41	-
	b. **Statutory Dues**		
	Tax Deducted at Source	0.28	0.24
	Employee State Insurance	-	0.87
	Work Contract Tax	4.36	4.84
	Labour Welfare Cess	-	48.65
	Profession Tax	-	0.00
	Service Tax	-	0.23
	c. **Other liabilities**	42.54	17.92
	d. **Negative Grant (Refer to Foot Note A)**	400.00	-
	e. **Security Deposits**	3.21	2.38
	Total	**584.83**	**119.41**

Foot Note (A):-

* The Scheduled Project Completion Date (SPCD) of the Company's project vide Supplementary Agreement dated 23.11.2009 was extended from 21.03.2009 to 21.12.2010 (i.e. for 21 months) and subsequently Concession period was also correspondingly extended from (22.09.2006 -21.09.2026) to (22.09.2006 - 21.06.2028) i.e. also upto 21 month. Further the company requested NHAI for deferment of 2nd & subsequent installments of Negative Grant payable to NHAI. NHAI approved Deferement of Negative Grant subject to payment of Interest on deferred amount @ bank rate + 2% and signing of Supplementary Agreement for having no claim on account of deferment. The Company has not accepted conditional deferment proposal of NHAI and protested against levy of interest and related supplementary agreement. The matter is still under consideration of NHAI. In the absence of agreement with NHAI, Liability for Negative Grant has been acounted for as current liability excluding Interest thereon.

GURUVAYOOR INFRASTRUCTURE PRIVATE LIMITED

Notes to the financial statements for the year ended 31st March 2015

Note No.	Particulars	As at March 31, 2015 (In Rs. million)	As at March 31, 2014 (In Rs. million)
8A	**Fixed Assets - Intangible assets Under Development**		

Particulars	Up to 31st March 2015 (In Rs. million)	For the Year 2014-2015 (In Rs. million)	Up to 31st March 2014 (In Rs. million)
EPC Cost	90.44	-	90.44
Electrical Installations	4.49	0.05	4.44
Signal Systems	1.87	-	1.87
BG Commission	1.05	1.05	-
Less: Other Receipts	(9.23)	-	(9.23)
	88.62	**1.11**	**87.51**

Note No.	Particulars	As at March 31, 2015 (In Rs. million)	As at March 31, 2014 (In Rs. million)
9	**Long Term Loans & Advances**		
	Unsecured, considered good		
	Capital Advances to Related Parties:	239.59	8.60
	KMC Constructions Limited, Holding Company Security Deposits	1.27	1.19
	Total	**240.87**	**9.79**
	Investments – Current		

Investments in Mutual Funds - Quoted	F V, No of Units	Market Value As at March 31,2015 (In Rs. million)	Cost As at March 31, 2015 (In Rs. million)	As at March 31, 2014 (In Rs. million)
IDFC - Banking Debt Fund - Growth -(Regular Plan)	-	-	-	12.00
IDFC-Cash Fund-Daily Dividend-(Regular Plan)	-	-	-	10.12
IDFC-Fixed Term Plan Series 73- (Regular Plan)	-	-	-	40.00
IDFC-Money Manager Fund - Treasury Plan	-	-	-	18.00
IDFC - Cash Fund - Collection A/c - Growth (Reg. Plan)	10,00,80,915	137.48	135.97	62.62
IDFC-Super Saver Income fund-STP-Growth(Reg. Plan)	10,54,26,587	154.79	152.36	-
Total		**292.27**	**288.33**	**142.73**

Note No.	Particulars	As at March 31, 2015 (In Rs. million)	As at March 31, 2014 (In Rs. million)
11	**Sundry Debtors (Unsecured, considered good)**		
	For a period exceeding 6 months	207.82	134.70
	Others	73.45	58.60
	Total	**281.28**	**193.30**
12	**Cash and Cash Equivalents**		
	Cash on hand	2.32	2.93

	Balances with Banks - in current accounts	17.14	20.54
	Total	**19.46**	**23.47**
13	**Short Term Loans & advances**		
	Unsecured, considered good		
	TDS Receivable	1.31	-
	Prepaid Expenses	3.34	3.38
	Others	4.04	5.47
	Total	**8.69**	**8.85**

GURUVAYOOR INFRASTRUCTURE PRIVATE LIMITED

Notes to the financial statements for the year ended 31st March 2015

Note No.	Particulars	For the year ended March 31, 2015 (In Rs. million)	For the year ended March 31, 2014 (In Rs. million)
14	**Revenue from Operations**		
	Toll Collection	913.08	802.99
	Free Passes - Government of Kerala	137.99	110.80
	Total	**1,051.07**	**913.79**
15	**Other Operating Income**		
	Gain from Mutual Fund	10.23	3.83
	Provision no Longer required Written Back	-	1.99
	Dividend from IDFC Mutual Fund	0.09	0.22
	Insurance Claim Received	0.05	-
	Scrap sale	0.04	-
	Other Income	-	0.04
	Total	**10.41**	**6.08**
16	**Employee Benefit Expenses**		
	Salary & Allowances	4.19	2.23
	Gratuity	0.01	0.01
	Staff Welfare	0.02	0.01
	Total	**4.22**	**2.26**
17	**Finance Costs**		
	Interest on Loans	508.60	495.32
	Other charges	2.95	0.88
	Total	**511.55**	**496.19**
18	**Other Expenses**		
	Tolling Agency fees & Collection Expenses	47.76	47.37
	Printing and Stationery	0.03	0.08
	Postage and Courier	0.01	0.05
	Travelling and Conveyance	0.55	1.94
	Communication expenses	0.30	0.37
	Professional & Legal Fees	3.84	7.13
	Advertisement Expenses	0.03	0.03
	Provision for Major Maintenance Expenses	98.48	98.48
	Negative Grant	400.00	-
	Power and Fuel	5.72	10.35
	Hire Charges	1.07	1.33
	Vehicle Running and Maintenance Costs	0.56	3.23
	Auditors Remuneration	0.58	0.45
	Escow Maintenance fee	0.11	-
	Insurance	3.90	3.18
	Route Operations and Maintenance Costs	25.42	8.48
	Rates & Taxes	0.08	0.17
	General Administrative & Misc Expenses	16.41	3.19
	Total	**604.86**	**185.84**
19	**Prior Period Adjustments**		
	Gain on IDFC Fixed Term Plan	0.54	-
	General and Administrative Expenses	0.13	(0.91)
	Total	**0.67**	**(0.91)**

20	There have been no reported transaction during the year with Micro, Small and Medium Enterprises covered under the Micro, Small and Medium Enterprises Development (MSMED) Act, 2006. Hence, reporting details of principal and interest does not arise.		
21	**Contingent Liabilities**		
	Estimated amount of contracts remaining to be executed on capital account (Net of Capital Advances)		
	a EPC Cost	47.58	47.58
	b **Interest on Deferment of Negative Grant:**	21.95	-
	(NHAI vide letter dated 12.12.2014 has granted deferment of Negative Grant with charging of Interest @ Bank Rate +2% which is disputed by the Company & not accepted)		
	Total	**69.52**	**47.58**

GURUVAYOOR INFRASTRUCTURE PRIVATE LIMITED

Notes to the financial statements for the year ended 31st March 2015

Note No.	Particulars	As at March 31, 2015 (In Rs. million)	As at March 31, 2014 (In Rs. million)
22	**Related Party Disclosures**		

a) Names of Related Parties

Name of the Company	Status
KMC Constructions Limited	Ultimate Holding Company
KMC Infratech Limited	Holding Company
Rayalseema Expressway Private Limited	Fellow Subsidiary Company
North Malabar Expressway Limited	Fellow Subsidiary Company
South Malabar Expressway Private Limited	Fellow Subsidiary Company
Thrissur Expressway Limited	Fellow Subsidiary Company
Simhapuri Expressway Limited	Fellow Subsidiary Company
AB Expressway Limited	Fellow Subsidiary Company
Srei Infrastructure Finance Limited	Investors having significant influence
Srei Venture Capital Trust - A/c. Infrastructure Project Development Fund	Investors having significant influence
Srei Venture Capital Trust - A/c. Infrastructure Project Development Capital	Investors having significant influence
Bharat Road Network Limited	Associate Company

b) Key Managerial Personnel

Mr. M Vikram Reddy, Director

c) Details of Related Party transactions and Period end outstanding

(In Rs. million)

Name of the Related Party	Nature of Transactions	Transaction for the year ended 31-03-2015	Balance as on 31-03-2015
KMC Constructions Limited	Long Term Advance given	202.07 (Nil)	202.07 (Nil)
	Unsecured Loan Transferred to KMC Infratech Limited	Nil (285.59)	Nil (Nil)
	Repair & Maintenance and other expenses	65.52 (90.86)	58.23 (8.83)
	Shared Facilities Expenses	Nil (Nil)	4.89 (4.89)
	Retention Money	Nil (2.26)	2.26 (2.26)
	Other Advances	Nil (2.26)	8.60 (8.60)
	Advance for Vehicle Under Pass	28.91 (Nil)	28.91 (Nil)
KMC Infratech Limited	Expenses Reimbursements	0.04 (1.08)	0.07 (0.03)
	Issue of OCPID	Nil (821.29)	571.29 (821.29)
	Redemption of OCPID	250.00 (Nil)	
	Shared Facilities Expenses	Nil	2.69 (2.69)

				(Nil)		
		Srei Infrastructure Finance Limited (SIFL)	Transfer of OCPID from BRNL to SIFL	881.02 (Nil)	731.02 (Nil)	
			Redemption of OCPID	150.00 (Nil)		
			Expenses Reimbursements	0.02 (0.12)	0.64 (0.62)	
		Bharat Road Network Limited (BRNL)	Issue of OCPID	Nil (881.02)	Nil (881.02)	
			Transfer of OCPID to SREI	881.02 (881.02)		
			Expenses Reimbursements	0.00 (2.41)	2.41 (2.41)	
	Note: Figures in bracket represents Previous Year figures.					

23 Employee Benefit:

a. Defined Benefit Plan - Gratuity

All employees who have rendered service for specified period as per the Payment of Gratuity Act, 1972 are entitled for gratuity. The gratuity amount is determined based on the last drawn salary and period of service with the company. The following tables set out the amount recognised in the financial statements in respect of gratuity benefits which is not funded:

Particulars	As at March 31, 2015 (In Rs. million)	As at March 31, 2014 (In
Present Value of DBO at beginning of the year	0.02	0.01
Current Service cost	0.00	0.00
Interest cost	0.00	0.00
Benefits paid	-	-
Actuarial (Gains) / Losses	0.00	0
Present Value of DBO at the end of the year	**0.03**	. 0
Expenses Recognized During the year		
Current Service	0.00	0.00
Cost Interest cost	0.00	0.00
Expected return on plan assets	-	-
Past Service Cost	-	-
Actuarial Losses / (Gains)	0.00	0
Total expenses recognized in the Statement of Profit & Loss	0.01	. 0
Actuarial Assumptions		
Discount Rate	8%	9%
Salary	10%	10%
Escalation	20%	20%
Attrition Rate	17%	21%
Average balance service	60 Years	60 Years
Retirement/ Superannuation Age		

The Provisions on Employees Provident Fund are not applicable to the company.

Note No.	Particulars	As at March 31, 2015 (In Rs. million)	As at March 31, 2014 (In Rs. million)
24	**Auditors' Remuneration (including service tax)**		
	Audit Fee	0.46	0.45
	For Other Services		0.13
	Total	**0.46**	**0.58**

25 Segment Information

The Company is engaged in infrastructure business and is a Special Purpose Entity formed for the specific purpose detailed in note No.1 and thus operates in a single business segment. Also it operates in a single geographic segment. In the absence of separate reportable business or geographic segment, the disclosures required under the Accounting Standard (AS) 17 – "Segment Reporting" have not been made.

26 Taxation

a) No Provision has been made for Wealth Tax as the Company does not have taxable wealth under the Wealth Tax Act 1952.

	b)	The company does not have taxable income and hence provision for current tax has not been made. The company is eligible for deduction under section 80IA of Income Tax Act 1956 and the tax holiday period of the company's project falls within the concession period of the company as defined in Section 80IA. Since deferred tax on timing difference between accounting income and taxable income that arise during the year is reversing during such tax holiday period, no deferred tax asset/liability arises and accordingly no provision is made in the accounts.

27	**Earnings Per Share**		
	Profit after tax attributable to Equity Shareholders (In Rs. million)	330.97	(190.91)
	Weighted average number of Equity Shares (in No.)	168,940,000	168,940,000
	Nominal Value of Equity per share	10	10
	Basic Earnings per share	1.96	(1.13)
	Diluted Earnings per share	1.96	(1.13)

GURUVAYOOR INFRASTRUCTURE PRIVATE LIMITED	
Notes to the financial statements for the year ended 31st March 2015	
28	The Company does not have transactions to which the provision of Accounting Standard 2 (AS-2) - Valuation of Inventories,
29	Balances of amounts payable, loans and advances and related party transactions are subject to confirmation, adjustments, if any, on receipt/ reconciliation of such accounts.
30	Based on the review of the future discounted cash flow, the recoverable amount of the project facility is more than its carrying amount. Accordingly, no provision for the impairment is made in the books of accounts.
31	(i) Expenditure in Foreign Currency - Nil (Previous Year Nil) (ii) CIF value of Import - Nil (Previous Year Nil) (iii) FOB value of Export - Nil (Previous Year Nil)
32	In the opinion of the Management, the current assets, loans & advances, have a value on realization in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet.
33	**Previous year comparatives**
	Previous year's figures have been regrouped / reclassified wherever necessary to conform to the current year's classification / disclosure.

Note no. 1 to 33 form an integral part of financial statements. As per our report of even date

For GIANENDER & ASSOCIATES
Firm's Registration No. 04661N Chartered Accountants

G.K. Agrawal
(Partner)
Membership No.: 081603

Place : Hyderabad
Date : 23.09.2015

For and on behalf of the Board of Directors

RAJESH S. UDUPA
Director
DIN 3048000

ASIM TEWARI
Director
DIN 6695731

GURUVAYOOR INFRASTRUCTURE PRIVATE LIMITED
Notes to the financial statements for the year ended March 31, 2015

Note - 8 - Fixed Assets **(In Rs. million)**

Note No	Particulars	Gross Block				Depreciation/ Amortisation				Net Block	
		As at March 31, 2014	Additions /adjustments during the year	Disposals / adjustments during the year	As at March 31, 2015	As at March 31, 2014	For the year	Disposals / adjustments during the year	As at March 31, 2015	As at March 31, 2015	As at March 31, 2014
8	**(i) Tangible Assets**										
	Land (Freehold)	0.48	-	-	0.48	-	-	-	-	0.48	0.48
	Computer	0.23	-	-	0.23	0.09	0.12	-	0.21	0.02	0.14
	Plant & Machinery	0.45	-	-	0.45	0.04	0.04	-	0.09	0.36	0.41
	Office Equipments	1.44	0.08	0.01	1.50	0.16	0.34	(0.00)	0.50	1.00	1.28
	Furniture & Fixtures	0.27	-	-	0.27	0.04	0.03	-	0.06	0.20	0.23
8	**Total (A)**	**2.87**	**0.08**	**0.01**	**2.93**	**0.33**	**0.53**	**(0.00)**	**0.86**	**2.08**	**2.54**
	Previous Year	**2.13**	**0.74**	**-**	**2.87**	**0.18**	**0.15**	**-**	**0.33**	**2.54**	**1.95**
	(ii) Intangible Assets										
	Toll collection Rights	7,120.20			7,120.20	988.37	226.31	(616.29)	598.39	6,521.82	6,131.84
8A	**Total (B)**	**7,120.20**	**-**	**-**	**7,120.20**	**988.37**	**226.31**	**(616.29)**	**598.39**	**6,521.82**	**6,131.84**
	Previous Year	**7,120.20**	**-**	**-**	**7,120.20**	**562.95**	**425.42**	**-**	**988.37**	**6,131.84**	**6,557.25**
	Intangible assets Under Development	87.51	1.11	-	88.62	-	-		-	88.62	87.51
	Total (C)	**87.51**	**1.11**	**-**	**88.62**	**-**	**-**	**-**	**-**	**88.62**	**87.51**
	Previous Year	**93.28**	**(5.77)**	**-**	**87.51**	**-**	**-**	**-**	**-**	**87.51**	**93.28**

INDEPENDENT AUDITOR'S REPORT

To
The Members,
Mahakaleshwar Tollways Private Limited

1. We have audited the accompanying standalone financial statements of Mahakaleshwar Tollways Private Limited ("the Company") which comprises the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

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 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
Our responsibility is to express an opinion on these financial statements based on our audit. 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.

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.

An audit involves performing procedures to obtain audit evidence about the amounts and the 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 statements that give a true and fair view in order to design audit procedures appropriate in the circumstances.

An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the 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 financial statements.

4. Opinion
In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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, 2017, and its losses and its cash flows for the year ended on that date.

5. Report on Emphasis of Matter
Without qualifying our opinion, attention is invited to Note No. 20 for non -recognition of Premium amount payable to Madhya Pradesh Road Development Corporation Limited (MPRDC) for the financial year 2013-14, 2014-15, 2015-16 & 2016-17.

6. Report on Other Legal and Regulatory Requirements

(a) As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

(b) As required by section 143 (3) of the Act, we report that:

i. 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.

ii. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

iii. 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.

iv. In our opinion, the aforesaid standalone statements comply with the Accounting Standards specified under section 133 of the Act, as applicable.

v. On the basis of written representations received from the directors as on March 31, 2017 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 of Section 164 (2) of the Act.

vi. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the company's internal financial control over financial reporting.

vii. 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 knowledge and belief and according to the information and explanations given to us:

a) The company has disclosed the impact of pending litigations on its financial position in its financial statements.

b) The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.

c) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended March 31, 2017.

For Sunil Saraf & Associates
Chartered Accountants
ICAI Firm Registration No.015021C

Kapil Binakiya
Partner
Membership No. 410051

Indore

"Annexure A" to the Independent Auditors' Report

(Referred to in paragraph 6(a)under 'Report on Other Legal and Regulatory Requirements' section of our report of even date.)

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

(b) The fixed assets are physically verified during the year by the management in accordance with a regular programme of verification which in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.

(c) The title deeds of immovable properties recorded as fixed assets in the books of account of the company are held in the name of the company.

(ii) (a) As company does not hold any inventory, so physical verification of inventory is not required. Therefore, the clause is not applicable on the company.

(iii) The Company has not granted loans, secured or unsecured to companies, firms or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013.Therefore, clause (a) and (b) of para (iii) of the order is not applicable on the company.

(iv) In our opinion and according to the information and explanation given to us, the Company has not grants loans, making investments and providing guarantees and securities. Therefore provisions of Section 185 and 186 of the Companies Act 2013 not applicable to company.

(v) According to the information and explanations provided to us, the Company has not accepted any deposits from the public.

(vi) According to the information and explanations provided to us the maintenance of cost record has not prescribed by the Central Government under section 148(1) of the companies Act, 2013 to the company.

(vii) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues of including, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities *though there has been slight delay in few cases.*

(b) According to the information and explanations given to us, there is no disputed/ undisputed dues as at 31st March, 2017 of income tax & sales tax which have not been deposited.

(viii) Based on our audit procedure and on the basis of information and explanations given to us by the management, we are of the opinion that the Company has made delayed in repayment of dues and interest to bank during the year.

(ix) The company has not raised money during the year by way of initial public offer or further public offer (including debt instruments). Based on our audit procedures and as per the information and explanations given to us by the management, the term loans taken by the Company have been applied for the purpose for which they were obtained

(x) As per the information and explanations given to us by the management, we report that we have neither come across any instances of fraud by the company or on the company by its officers or employees, noticed or reported during the year nor have we been informed of any such case by the management.

(xi) Based on our audit procedures and as per the information and explanations given to us by the management, no managerial remuneration has been paid or provided in the book of accounts.

(xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the order is not applicable.

(xiii) In our opinion and according to the information and explanation given to us the company is in compliance with section 177 and 188 of the Companies Act, 2013 where applicable for all transaction with the related parties and the details of related party transaction have been disclosed in the Financial Statements as required by the applicable accounting standards.

(xiv) As per the information provided to us, during the year the company has not made preferential allotment.

(xv) In our opinion and according to the information and explanation given to us, during the year the company has not entered into any non-cash transactions during with the directors or persons connected with them and hence provisions of Section 192 of the companies Act, 2013 are not applicable.

(xvi) The company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934.

For Sunil Saraf & Associates
Chartered Accountants
ICAI Firm Registration No. 015021C

Kapil Binakiya
Partner
Membership No. 410051

Indore

“Annexure B” to the Independent Auditor’s Report

(Referred to in paragraph 6 (b) (vi) of our report to the members of Mahakaleshwar Tollways Private Limited for the year ended March 31, 2017)

1. 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 Mahakaleshwar Tollways Private Limited (“the Company”) as of March 31, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

2. Management’s Responsibility for Internal Financial Controls

   The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to 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 Act.

3. Auditors’ Responsibility

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

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

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

4. 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.

5. 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.

6. Opinion

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

For Sunil Saraf & Associates
Chartered Accountants
ICAI Firm Registration No. 015021C

Kapil Binakiya
Partner
Membership No. 410051

Indore

MAHAKALESHWAR TOLLWAYS PRIVATE LIMITED				
Regd. Office: Ninora Toll Plaza, Ninora Village - Ujjain (M.P.) – 456001 **CIN No. U45203MP2008PTC021157**				
Balance Sheet as at 31st March, 2017				
				(Rs. In Millions)
	Particulars	**Note No.**	**As at 31st March, 2017**	**As at 31st March, 2016**
I	**EQUITIES AND LIABILITIES**			
i	**Shareholders' Funds**			
	(a) Share Capital	**3**	1,041.60	1,041.60
	(b) Reserve & Surplus	**4**	(1,363.74)	(1,216.17)
			(322.14)	**(174.57)**
ii	**Non-Current Liabilities**			
	(a) Long Term Borrowings	**5**	2,787.08	2,783.24
	(b) Other Long Term Liabilities	**6**	2.91	6.52
	(c) Long Term Provisions	**7**	0.55	1.18
			2,790.54	**2,790.94**
iii	**Current Liabilities**			
	(a) Trade Payable	**8**	2.19	9.06
	(b) Other Current Liabilities	**9**	123.70	359.91
	(c) Short Term Provisions	**10**	1.05	1.07
			126.94	**370.05**
	TOTAL		**2,595.34**	**2,986.41**
II.	**ASSETS**			
i	**Non-Current Assets**			
	(a) Property, Plant & Equipment's	**11**		
	(i) Tangible Assets		9.94	10.48
	(ii) Intangible Assets		2,393.74	2,947.92
	(b) Long Term Loans & Advances	**12**	0.88	0.14
			2,404.56	**2,958.53**
ii	**Current Assets**			
	(a) Cash & Cash Equivalents	**13**	170.46	4.79
	(b) Short Term Loans & Advances	**14**	20.32	23.09
			190.78	**27.88**
	TOTAL		**2,595.34**	**2,986.41**

Significant Accounting Policies and Notes to Financial Statements 1 to 32
The accompanying notes are an integral part of the financial statements.
As per our report of even date

For Sunil Saraf & Associates
Chartered Accountants
(CA Kapil Binakiya)
Partner
M. No. 410051
FRN No:15021C

For and on behalf of the Board of Directors

Arunava Sengupta
(Director)
DIN-02754590

Asim Tewari
(Director)
DIN-06695731

Abhay Sanghvi
Company Secretary
M.No. A-25231

Date :
Place :

MAHAKALESHWAR TOLLWAYS PRIVATE LIMITED				
Regd. Office: Ninora Toll Plaza, Ninora Village - Ujjain (M.P.) – 456001 **CIN No. U45203MP2008PTC021157**				
Statement of Profit & Loss Account for the year ended 31st March, 2017				
				(Rs. In Millions)
	Particulars	**Note No.**	**Year Ended 31st March, 2017**	**Year Ended 31st March, 2016**
I.	Revenue From Operations	15	178.41	224.68
II.	Other Income	16	7.64	0.38
III.	**Total Revenue (I + II)**		**186.05**	**225.07**

IV.	**Expenses:**			
a	Employee Benefits Expenses	17	9.41	18.93
b	Finance Costs	18	228.55	289.67
c	Depreciation & Amortization Expenses	11	48.39	59.94
d	Other Expenses	19	47.27	25.21
	Total Expenses		**333.62**	**393.76**
V.	**Profit before exceptional and extraordinary item and tax (III-IV)**		**(147.57)**	**(168.69)**
VI.	Exceptional Items		-	-
VII.	**Profit before extraordinary item and tax (V-VI)**		**(147.57)**	**(168.69)**
VIII.	Extraordinary Items		-	-
IX.	**Profit before tax (VII-VIII)**		**(147.57)**	**(168.69)**
X.	Tax Expenses:			
	(a) Current Tax		-	-
	(b) Deferred Tax		-	-
XI.	**Profit (Loss) after tax (IX-X)**		**(147.57)**	**(168.69)**
XII.	**Earning per equity share:**	**23**		
	(a) Basic		(1.42)	(1.62)
	(a) Diluted		(1.42)	(1.62)

Significant Accounting Policies and Notes to Financial Statements 1 to 32
The accompanying notes are an integral part of the financial statements.

As per our report of even date
For Sunil Saraf & Associates
Chartered Accountants

(CA Kapil Binakiya)
Partner
M. No. 410051
FRN No:15021C
Date :
Place :

For and on behalf of the Board of Directors

Arunava Sengupta
(Director)
DIN-02754590

Asim Tewari
(Director)
DIN-06695731

Abhay Sanghvi
Company Secretary
M.No. A-25231

MAHAKALESHWAR TOLLWAYS PRIVATE LIMITED
Regd. Office: Ninora Toll Plaza, Ninora Village - Ujjain (M.P.) – 456001
CIN No. U45203MP2008PTC021157

Cash Flow Statement for the year ended 31st March, 2017

(Rs. In Millions)

Particulars	**Year Ended 31st March, 2017**	**Year Ended 31st March, 2016**
A. Cash Flow from Operating Activities		
Net Profit Before Tax and Extraordinary Items	(147.57)	(168.69)
Adjustment for :		
Depreciation	48.39	59.94
Interest on FDR	(7.49)	-
Finance cost	228.55	289.67
Operating Profit Before Working Capital Changes	**121.88**	**180.93**
Adjustment for :		
Increase / (Decrease) in Trade Payables	(6.87)	7.97
Increase / (Decrease) in Other Current Liabilities	10.57	(0.06)
Increase / (Decrease) in Long Term Provisions	(0.64)	0.44
Increase / (Decrease) in Other Non-Current Liabilities	(3.60)	1.55
Increase / (Decrease) in Short Term Provisions	(0.02)	0.67
(Increase) / Decrease in Loans and Advances	2.03	(12.00)
Cash Generated from Operations	**123.34**	**179.50**
Net Cash Flow from / (used in) Operating Activities	**123.34**	**179.50**
B. Cash Flow from / (used in) Investing Activities		
(Addition) / Disposal / Adjustment of Fixed Assets	(0.87)	(0.95)

(Addition) / Release of Fixed Deposit	(168.91)	-
Interest Received on FDR	7.49	-
Net Cash Flow from / (used in) Investing Activities	**(162.30)**	**(0.95)**
C. Cash Flow from / (used in) Financing Activities		
Proceeds from Long Term Borrowings	1,650.00	-
Repayment of Long Term Borrowings	(1,430.79)	(109.29)
Proceeds / (Repayment) from / (of) Long Term Unsecured Loan	110.26	171.63
Interest paid	(293.76)	(250.02)
Net Cash Flow from / (used in) Financing Activities	**35.71**	**(187.67)**
Net Increase / (decrease) in Cash and Cash Equivalents	**(3.24)**	**(9.12)**
Cash and Cash Equivalent at the beginning of the year	4.79	13.91
Cash and Cash Equivalent at the end of the year	**1.54**	**4.79**

Notes

1. Cash flow statement has been prepared under the Indirect Method as set out in the Accounting Standard 3 "Cash Flow Statements" as specified in the Companies (Accounting Standards) Rules, 2006.
2. Cash and cash equivalents represent cash and bank balances.

Component of Cash and Cash equivalents:		
Cash on hand	1.13	1.38
Balances with Banks - in Current Accounts	0.42	3.41
Total Cash and Cash Equivalents	**1.54**	**4.79**
Add : Long Term Fixed Deposit	168.91	-
Total	**170.46**	**4.79**

As per our report of even date

For Sunil Saraf & Associates
Chartered Accountants

(CA Kapil Binakiya)
Partner
M. No. 410051
FRN No:015021C
Date :
Place :

For and on Behalf of Board of Directors

Arunava Sengupta
(Director)
DIN-02754590

Asim Tewari
(Director)
DIN-6695731

Abhay Sanghvi
Company Secretary
M. No. A-25231

MAHAKALESHWAR TOLLWAYS PRIVATE LIMITED

Regd. Office: Ninora Toll Plaza, Ninora Village - Ujjain (M.P.) – 456001

CIN No. U45203MP2008PTC021157

Notes to the financial statements for the year ended 31st March, 2017

1 Nature of Operations

The Company is an Infrastructure Company within the meaning of Section 186 of Companies Act, 2013, Read with Schedule VI annexed thereto. The Company has been awarded the Concession of “Design, engineering, construction, development, finance, operation and maintenance for four laning from Indore Ujjain section on SH-27 from Ch KM 5/2 at Indore to Ch KM 53 at Ujjain in the state of Madhya Pradesh (M.P.) on Build-Operate-Transfer (BOT) basis” as per the concession agreement dated September 17, 2008 from the Madhya Pradesh Road Development Corporation (MPRDC). The Concession Agreement is for a period of 25 years from the appointed date 26-May-2009. The Commercial operation date for the Toll Project is 17-Feb-2011.

2 Significant Accounting Policies

2.1 Basis of preparation -

		a) The financial statements are prepared in accordance with the historical cost convention and the accrual basis of accounting. The accounting policies applied by the Company are consistent with those applied in the previous year except as otherwise stated elsewhere. b) These financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP). These Financial Statements have been prepared to comply in all material respects with the Accounting Standards ('AS') specified under Section 133 of the Companies Act 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014, other pronouncements of the Institute of Chartered Accountants of India and relevant applicable provisions of the Companies Act, 1956, and Companies Act, 2013 to the extent applicable.
		Operating Cycle
		c) As per the Schedule III of Companies Act, 2013, "an operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents". For the company, there is generally no clearly identifiable normal operating cycle and hence the normal operating cycle for the company is assumed to have duration of 12 months.
	2.2	**Use of Estimates** The preparation of financial statements requires the management to make estimates and assumptions which are considered to arrive at the reported amounts of assets and liabilities and disclosure of contingent liabilities as on the date of the financial statements and the reported income and expenses during the reporting year. Although these estimates are based upon the management's best knowledge of current events and actions, actual results could differ from these estimates. Any revision to the accounting estimates are recognised prospectively in the current and future years.
	2.3	**Fixed Assets**
	2.3.1	**Tangible Assets**
		Fixed assets are stated at cost less accumulated depreciation. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.
	2.3.2	**Intangible Assets**
		Intangible assets are recognized as per the criteria specified in Accounting Standard (AS) 26 "Intangible Assets" as specified in the Companies (Accounting Standards) Rule, 2006: Toll Collection Rights are obtained in consideration for rendering construction, operation and maintenance services in relation to building and maintenance of the project on Build, Operate and Transfer (BOT) basis. The cost of such Toll Collection Rights comprises construction cost of 4 laning of the existing carriageway, preoperative costs , Road Side Furniture , Street Lighting, TMS system, Toll Plaza Building, DG Sets, Electricals. Drainage, Culverts, VUP, Fly Overs Etc. incurred during the implementation phase; Such costs, on completion on completion of project are capitalized as Intangible Assets.
	2.4	**Depreciation / Amortisation**
		(a) Tangible Assets **Depreciation/Amortisation is provided on Straight Line Method ('SLM'), which reflects the management's estimate of the useful lives of the respective fixed assets and the rates derived from such useful lives thereof are greater than or equal to the corresponding rates prescribed in Schedule XIV of the Act.** As per notification dated, March 26, 2014 issued by the Ministry of Corporate Affairs, Schedule II of the Companies Act 2013 comes into effect from April 1, 2014 which prescribes the useful life of depreciable assets. The Company has adopted the useful life prescribed under the Schedule II of the Companies Act 2013 and the tangible assets are depreciated over the same. **(b) Intangible Assets**

	Toll collection rights in respect of road projects are amortized over the period of concession using the revenue based amortization method in the manner prescribed under Schedule II to the companies Act, 2013. Under the revenue based method, amortization is provided based on the proportion of actual revenue earned till the end of the year to the total projected revenue from the intangible asset expected to be earned over the concession period. Total projected revenue is reviewed at the end of each financial year and is adjusted to reflect the changes in earlier estimate vis-à-vis the actual revenue earned till the end of the year so that the whole of the cost of the intangible assets is amortized over the concession period. Specialized software is amortized over a period of three years on straight line basis from the month in which the addition is made. Amortization on impaired assets is provided by adjusting the amortization charges in the remaining periods so as to allocate the assets revised carrying amount over its remaining useful life.
2.5	**Investments**
	Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as Long Term Investments. Current investments are carried at lower of cost or and fair value determined on an individual investment basis. Long Term investments are carried at cost less provisions for permanent diminution, if any, in the value of such investments.
2.8	**Revenue Recognition**
	Revenue is recognized to the extent it is probable that the economic benefits will flow to the company and revenue can be reliably measured. Revenue from toll is accounted for on the basis of usage charges recovered from the users of the toll. Toll Revenue in the form of periodic pass(es) are accounted for as income in the period in which the same are received. Interest income on fixed deposits is recognized on time proportion basis taking into account the amount outstanding and the rate applicable. Other Income and Claims Raised on 3rd Parties are recognised when right to received is established.
2.7	**Borrowing Costs**
	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 capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur. Borrowing costs consists of interest and other cost that an entity incurs in connection with the borrowing of funds. Interest / Income earned from temporary investment in term deposits / other investments are reduced from borrowing costs.
2.8	**Provisions, Contingent Liabilities and Contingent Assets:**
	a) Provisions are recognized for liabilities that can be measured only by using a substantial degree of estimation, if (i) the Company has a present obligation as a result of a past event. (ii) a probable outflow of resources is expected to settle the obligation, and (iii) the amount of the obligation can be reliably estimated. b) Reimbursement expected in respect of expenditure required to settle a provision is recognized only when it is virtually certain that the reimbursement will be received. c) Contingent Liability is disclosed in the case of a. a present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation. b. a present obligation when no reliable estimate is possible, and c. a possible obligation arising from past events where the probability of outflow of resources is not remote. d) Contingent Assets are neither recognized, nor disclosed. e) Provisions, Contingent Liabilities and Contingent Assets are reviewed at each Balance Sheet date.
2.9	**Employee benefits**
	(i) **Short Term Employee Benefits**

All employee benefits falling due wholly within twelve months of rendering the service are classified as short term employee benefits. The benefits like salaries, wages, short term compensated absences etc. and the expected cost of bonus, ex-gratia are recognized in the period in which the employee renders the related service.

(i) **Post-Employment Benefits**

a) Defined Contribution Plans: The Company's obligation to employee's provident fund is a defined contribution plan. The contribution paid/payable is recognized in the period in which the employee renders the related service.

b) Defined Benefit Plans: The Company's obligation towards gratuity is a defined benefit plan

The present value of the obligation under such Defined Benefit Plans is determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plans, is based on the market yields on Government securities as at the Balance sheet date, having maturity periods approximating to the terms of related obligations.

Actuarial gains and losses are recognized in the Statement of Profit and loss.

(i) **Long Term Employee Benefits**

The obligation for long term employee benefits such as long term compensated absences is recognized in the same manner as in the case of defined benefit plans as mentioned in (ii) (b) above.

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plans, is based on the market yields on Government securities as at the balance sheet date, having maturity periods approximating to the terms of related obligations.

2.10 Current/Non-Current Assets and Liabilities:

An asset is classified as 'current' when it satisfies any of the following criteria:

a) it is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle; or

b) it is held primarily for the purpose of being traded; or

c) it is expected to be realised within twelve months after the reporting date; or

d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

All other assets are classified as 'non-current'.

A liability is classified as 'current' when it satisfies any of the following criteria:

a) it is expected to be settled in the Company's normal operating cycles; or

b) it is held primarily for the purpose of being traded; or

c) it is due to be settled within twelve months after the reporting date; or

d) the company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

All other liabilities are classified as 'non-current'.

2.11	**Claims**
	Claim against the company are accounted for as and when accepted ; and claims raised by the company are accounted for as and when received.
2.12	**Accounting for Taxes on Income**
	Current tax is the amount of tax payable on the taxable income for the year determined in accordance with the provisions of the Income Tax Act, 1961. Deferred tax reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the Balance Sheet date. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities. The deferred tax assets and deferred tax liabilities relate to the taxes on income levied by the same governing taxation laws. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits.
2.13	**Earnings Per Share (EPS)**
	Basic Earnings Per Share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating Diluted Earnings Per Share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

As per our report of even date

For Sunil Saraf & Associates
Chartered Accountants
FRN No:015021C

For and on behalf of the Board of Directors

Asim Tewari
Director
DIN-06695731

Arunava Sengupta
Director
DIN-06888522

(CA Kapil Binakiya)
Partner
M. No. 410051
Date :
Place :

Abhay Sanghvi
Company Secretary
M.No. A-25231

MAHAKALESHWAR TOLLWAYS PRIVATE LIMITED
Regd. Office: Ninora Toll Plaza, Ninora Village - Ujjain (M.P.) – 456001
CIN No. U45203MP2008PTC021157

Notes to the financial statements for the year ended 31st March, 2017

			(In Rs. Millions)
	Particulars	**As at March 31, 2017**	**As at March 31, 2016**
3	**Share Capital**		
	Authorised		
	10,42,40,000 Equity Shares of Rs. 10 each	1,042.40	1,042.40

	Equity Shares - Issued, Subscribed and Paid up		
	Equity Shares of Rs 10 each fully paid up	1,041.60	1,041.60
	Total	**1,041.60**	**1,041.60**

a. Reconciliation of the shares outstanding at the beginning and the at the end of the year

Particulars	As at 31st March, 2017		As at 31 March, 2016	
	Number of Shares	**As at March 31, 2017**	**Number of Shares**	**As at March 31, 2016**
Shares outstanding at the beginning of the year	104,159,800	1,041.60	104,159,800	1,041.60
Shares Issued during the year	-	-	-	-
Shares outstanding at the end of the year	**104,159,800**	**1,041.60**	**104,159,800**	**1,041.60**

b. Share in the Company held by each shareholder holding more than 5% shares :

Name of Shareholder	As at 31st March, 2017		As at 31 March, 2016	
	No. of Shares held	**% of Holding**	**No. of Shares held**	**% of Holding**
Srei Venture Capital Trust - Infrastructure Project Development Fund	-	0.00%	28,210,000	27.08%
Srei Venture Capital Trust - Infrastructure Project Development Capital	-	0.00%	21,780,000	20.91%
Bharat Road Network Limited	49,995,000	48.00%	-	0.00%
Varaha Infra Limited	27,082,400	26.00%	27,082,400	26.00%
Galfar Engineering & Contracting SAOG, Oman	27,082,400	26.00%	27,082,400	26.00%

c. Terms / Rights attached to Shares:
The company has only one class of equity shares having par value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

4	**Reserve & Surplus**		
	Surplus/(Deficit) in statement of Profit & loss		
	Opening balance	(1,216.17)	(1,047.48)
	(+) Net Profit/(Net Loss) For the year	(147.57)	(168.69)
	At the end of the accounting year	**(1,363.74)**	**(1,216.17)**
5	**Long Term Borrowings**		
	Secured Term Loans		
	- Srei Infrastructure Finance Limited	1,648.35	-
	- Banks	-	1,960.88
	Less: Current maturity of long term debt shown under Other Current Liabilities	8.25	189.82
	Total	**1,640.10**	**1,771.06**
	Secured against all movable, immovable and intangible assets of the Company including bank accounts, receivable and concessionaire rights etc. Term loans is repayable in remaining 52 unequal quarterly Installments.		
	Unsecured Loans		
	- Related parties	621.45	512.04

	- Others*	231.77	206.37
	Total	**853.22**	**718.42**
	Terms of Unsecured Loan from Others: *The Unsecured loan is for a period of 11years from the date of initial disbursement as may be extended by a further period of five (5) years at the discretion of the Lender in terms of the rupee loan agreement . Interest yield from the loan will be 16.00% at the time of prepayment / repayment in part or full, and will be payable quarterly on availability of free available cash flow i.e. cash flow available after payment of all expenses, statutory dues and servicing of debt obligation to senior lenders, etc. as mentioned under escrow agreement. If free available cash flow is insufficient, interest will be paid when sufficient free available cash flow will be available.		
	Unsecured Bonds / Debentures (Unquoted) Optionally Convertible Participative Interest bearing Debentures (OCPID) @ Face Value Rs. 10/- each		
	- 2,66,58,500 (P.Y. 2,66,58,500) OCPID - I with Srei Infrastructure Finance Limited	266.59	266.59
	- 27,18,100 (P.Y. 27,18,100) OCPID -II with Srei Infrastructure Finance Limited	27.18	-
	- 27,18,100 (P.Y. 27,18,100) OCPID -II with Bharat Road Network Limited	-	27.18
	Total	**293.77**	**293.77**
	Terms of issue of OCPID: **Interest :** Total interest shall accrue and will be payable on interest due dates only when the Company has Residual Cash Flows available for distribution after paying all expenses , statutory dues and payment to senior secured lenders. Total Interest means – Fixed Interest + Variable Interest The OCPID will carry fixed interest of 12% p.a. If in any of the years residual cash flow is not enough to provide for the interest of the OCPID the cumulative deficit will be made good in the year it has sufficient residual cash flows. Variable interest will be such amount over and above the fixed interest to make the yield on the OCPID @ 16%. Interest is payable annually in arrears as per the terms of the instruments. **Tenure, Conversion and Redemption:** Tenure of OCPID will be 10 years(Extendable for a further period of 5 years at the option of holders) from the date of Allotment. OCPID holder will have the option to convert each OCPID into equity shares of the issuer at par value (i.e. at the face value of the equity share), during the currency of the OCPID, subject to a notice period of 3 months, in one or more tranches. OCPID will be redeemed at the end of 10 years from the date of allotment or at the end of extended period as the case may be or anytime during the tenure with mutual consent.		
	Total	**2,787.08**	**2,783.24**
6	**Other Long Term Liabilities** **From Related Party**		
	- Liability for Capital works (Net)	2.91	6.52
	Total	**2.91**	**6.52**
7	**Long Term Provisions**		

	Provisions for Employee Benefits		
	- Compensated Absence	0.12	0.12
	- Gratuity	0.38	1.01
	- Sick Leave	0.04	0.05
	Total	**0.55**	**1.18**
8	**Trade Payable**		
	Due to Micro, Small and Medium Enterprises[1]	-	-
	Due to others	2.19	9.06
	[1]The Company has not received any memorandum from 'Suppliers' (as required to be filed by the 'Suppliers' with the notified authority under the Micro, Small and Medium Enterprises Development Act, 2006) claiming their status as on 31st March, 2015 as micro, small or medium enterprises. Consequently, the interest paid/ payable by the company to such Suppliers, during the year is Nil (Previous year: Nil).		
	Total	**2.19**	**9.06**
9	**Other Current Liabilities**		
	Current Maturities of Long-Term Debt	8.25	189.82
	Interest accrued and due on borrowings	-	65.22
	Share Application Money	53.20	53.20
	Liability for expenses - Related Parties	2.12	4.53
	Liability for expenses-Others	60.13	47.15
	Total	**123.70**	**359.91**
10	**Short Term Provisions**		
	Provisions for employee benefits:		
	Compensated Absence	0.01	0.01
	Gratuity	0.03	0.04
	Sick Leave	0.01	0.01
	Statutory Dues	1.00	1.01
	Total	**1.05**	**1.07**

MAHAKALESHWAR TOLLWAYS PRIVATE LIMITED
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CIN No. U45203MP2008PTC021157

Schedule - 11

Property, Plant & Equipment's (Rs. In Millions)

Particulars	Gross Block			Depreciation / Amortisation				Net Block	
	As at 01-04-2016	Additions / (disposal)	As at 31-03-2017	As at 01-04-2016	For the Period	Adjustment /(Disposal)	As at 31-03-2017	As at 31-03-2017	As at 01-04-2016
Tangible Assets									
Land	0.59	-	0.59	-	-	-	-	0.59	0.59
Computers & Peripherals	1.14	0.13	1.27	0.70	0.23	-	0.93	0.34	0.44
Office Equipment's	2.18	0.74	2.93	1.04	0.43	-	1.47	1.45	1.14
Furniture	0.29	-	0.29	0.07	0.03	-	0.10	0.19	0.21
Toll Collection System	11.49	-	11.49	3.40	0.73	-	4.13	7.36	8.09
Sub - total (A)	**15.69**	**0.87**	**16.57**	**5.22**	**1.41**	**-**	**6.63**	**9.94**	**10.48**
Intangible Assets									
Concessionaire's Toll Collection Rights	3,224.30	-507.20	2,717.10	276.38	46.98	-	323.36	2,393.74	2,947.92
Sub - total (B)	**3,224.30**	**-507.20**	**2,717.10**	**276.38**	**46.98**	**-**	**323.36**	**2,393.74**	**2,947.92**
Total (A) + (B)	**3,239.99**	**-506.32**	**2,733.67**	**281.59**	**48.39**	**-**	**329.99**	**2,403.68**	**2,958.40**
Previous year	**3,239.04**	**0.95**	**3,239.99**	**221.65**	**59.94**	**-**	**281.59**	**2,958.40**	**3,017.39**

MAHAKALESHWAR TOLLWAYS PRIVATE LIMITED
Regd. Office: Ninora Toll Plaza, Ninora Village - Ujjain (M.P.) – 456001
CIN No. U45203MP2008PTC021157

Notes to the financial statements for the year ended 31st March, 2017

			(In Rs. Millions)
	Particulars	**As at March 31, 2017**	**As at March 31, 2016**
12	**Long Term Loans & Advances**		
	Advance Taxes (Including TDS)	0.88	0.14
	Total	**0.88**	**0.14**
13	**Cash & Cash Equivalents:**		
	Cash in hand	1.13	1.38
	Balances with banks		
	In Current Accounts	0.42	3.41
	Fixed Deposit with SREI Infrastructure Finance Limited	154.91	-
	Fixed Deposit with SBI Bank	14.00	-
	Total	**170.46**	**4.79**
14	**Short Term Loans and Advances**		
	Unsecured, considered good		
	Security Deposits		
	Related Parties	-	0.61
	MPRDC	4.53	4.53
	Others	0.23	0.22
	Other Loans and Advances - Related Parties	14.16	16.50
	Prepaid Expenses	1.39	1.23
	Total	**20.32**	**23.09**
	In the opinion of the management the loans and advances have the value on realization in the ordinary course of the business at least equal to the amount at which they are stated.		
15	**Revenue From Operation**		
	Toll Collection (Refer Note. No. 30 & 31)	178.41	224.68
	Total	**178.41**	**224.68**
16	**Other Income**		
	Interest Income on FD with SBI	0.05	0.11
	Interest Accrued on Fixed Deposit	7.44	-
	Other Income	0.15	0.27
	Total	**7.64**	**0.38**
17	**Employee Benefits Expense**		
	Salaries and allowances	8.78	16.74
	Compensated Absence	-0.01	0.02
	Gratuity	-0.18	0.37
	Contributions to Provident Fund	0.66	1.60
	Staff welfare expenses	0.17	0.20
	Total	**9.41**	**18.93**
18	**Finance Costs**		
	Interest Expenses	227.97	288.21
	Other Finance Charges	0.58	1.46
	Total	**228.55**	**289.67**
19	**Other Expenses**		
	Toll Operation Expenses	23.88	0.19
	Security Expenses	4.25	5.53
	Audit Fees	0.20	0.12
	Rent	0.22	0.51
	Power & Fuel	1.33	1.52
	Legal & Professional Fees	8.55	9.08
	Bank Charges	0.29	0.11
	Vehicle Hire and Maintenance Expenses	2.03	1.89
	Toll Administration Expenses	1.22	1.06
	Maintenance Expenses	1.60	1.73
	Travelling & Conveyance Expenses	0.78	0.40
	Communication Costs	0.37	0.27
	Printing & Stationery	0.23	0.39
	Insurance cost	1.68	1.61
	Miscellaneous Expenses	0.66	0.79
	Total	**47.27**	**25.21**
20	As per the Concession Agreement for the Project executed with MPRDC, the available balance in the Escrow Account needs to be withdrawn every month as per the order specified in the Escrow Agreement dated 23rd February 2010. During the year,		

the revenue of the Company was insufficient for payment of Premium to MPRDC as per the said specified order of withdrawal under Escrow Agreement. The Concession Agreement does not provide for accrual of Premium if the Project revenue is insufficient for its payment. Hence no provision has been made in the books of account towards Premium amounting to Rs.56.76 Million for the period 1st April'16 to 31st March'17.

21	**Capital Commitments** Estimated amount of contracts remaining to be executed on Capital Account	32.30	32.30
	Total	**32.30**	**32.30**
22	**Auditors' Remunerations (Inclusive of Service Tax)**		
	Audit and other fees	0.20	0.12
	Total	**0.20**	**0.12**
23	**Earning Per Equity Share (EPS)**		
	Profit after tax attributable to Equity Shareholders (In Rs. Lacs)	(148)	(169)
	Weighted average number of Equity Shares (In nos.)	104,159,800	104,159,800
	Nominal Value of Equity per share (In Rs.)	10	10
	Basic Earnings per share (In Rs.)	(1.42)	(1.62)
	Diluted Earnings per share (In Rs.)	(1.42)	(1.62)

24	**"General Instructions for preparation of Balance Sheet" Specified Bank Notes (SBN)**	**SBN's**	**Other Denomination Notes**	**Total**
	Closing Cash in Hand as on 08.11.2016	0.65	0.57	1.23
	Add: Permitted Receipts	1.72	16.65	18.36
	Less: Permitted Payments	-	0.09	0.09
	Less: Amount Deposited in banks	2.37	15.51	17.88
	Closing Cash in Hand as on 30.12.2016	**-**	**1.62**	**1.62**

25 Segment Information

The Company is engaged in infrastructure business and is a Special Purpose Entity formed for the specific purpose detailed in note No.1 and thus operates in a single business segment. Also it operates in a single geographic segment. In the absence of separate reportable business or geographic segments the disclosures required under the Accounting Standard (AS) 17 – "Segment Reporting" have not been made.

26 Disclosures pursuant to Accounting Standard (AS) 15 (Revised) - Employee Benefits

Defined Benefit Plans:

The Employees' Gratuity scheme and Leave benefit scheme are the Company's defined benefit plans.

All employees who have rendered service for specified period as per the Payment of Gratuity Act, 1972 are entitled for gratuity. The gratuity amount is determined based on the last drawn salary and period of service with the company.

The present value of defined obligation and related current cost are measured using the Projected Unit Credit Method with actuarial valuation being carried out at Balance Sheet date. Current service cost represents the cost associated with the benefit accrual for the current accounting period. Total employer expenses for the current financial year is inclusive of current service cost, actuarial gain/loss and net interest.

The defined benefit obligations are unfunded and thus the disclosure requirements of plan assets have not been made.

The following tables set out the details of amount recognised in the financial statements in respect of gratuity and leave benefits which is not funded:

Particulars	**Gratuity (Unfunded)**	
Defined benefit plans **(As per actuarial valuation)**	**As at 31 March, 2017**	**As at 31 March, 2016**
Net Assets / (Liability) recognised in Balance Sheet :		
Present value of Defined Benefit Obligation	0.41	1.05
Fair value of plan assets	-	-
Net asset/ (liability) recognised in Balance Sheet	0.41	1.05
Current	0.03	0.04
Non-Current	0.38	1.01
	Privilege Leave Benefit (Unfunded)	
Net Assets / (Liability) recognised in Balance Sheet :		
Present value of Defined Benefit Obligation	0.13	0.13
Fair value of plan assets	-	-
Net asset/ (liability) recognised in Balance Sheet	0.13	0.13
Current	0.01	0.01
Non-Current	0.12	0.12
	Sick Leave Benefit	
Net assets / (liability) recognised in Balance Sheet		
Present value of Defined Benefit Obligation	0.04	0.06
Fair value of plan assets	-	-
Net asset/ (liability) recognised in Balance Sheet - Current	0.04	0.06
Actuarial Assumptions		

	Discount Rate Expected return on plan assets Salary Escalation Retirement/ Superannuation Age	7.5% NA 6% 60 yrs	8% NA 6% 60 yrs
27	**Related Party Disclosures**		
A	**Names of Related Parties**		
	Investors having significance Influence: Srei Venture Capital Trust - Infrastructure Project Development Fund (till 27th October 2016) Srei Venture Capital Trust - Infrastructure Project Development Capital (till 11th November 2016) Varaha Construction Company (Prop. Mufat Singh Rao) Varaha Infra Limited Galfar Engineering & Contracting S.A.O.G. Galfar Engineering & Contracting (India) Private Limited (Subsidiary company of Galfar Engineering & Contracting S.A.O.G.) Bharat Road Network Limited (with effective from 28th October 2016)		
B	**Key Management Personnel:**		
	Director: Asim Brijesh Tewari Arunava Sengupta Ram Mohan N. Rajesh Bhootra **Company Secretary:** Abhay Sanghvi		
	Details of Related Party transactions and year end outstanding	**Transaction for the year ended**	
	Nature of Transaction / Name of related party	**31 March, 2017**	**31 March, 2016**
A	**Unsecured Loan Taken / (Repaid):**		
	- Varaha Infra Limited	4.20	73.48
	- Varaha Construction Company (Prop. Mufat Singh Rao)	-	7.40
	- Galfar Engineering & Contracting (India) Private Limited	10.60	33.16
	- Bharat Road Network Limited	5.12	-
B	**Advance Given / (Adjusted)**		-
	- Varaha Infra Limited	-	11.22
	- Galfar Engineering & Contracting (India) Private Limited	-	0.22
	- Bharat Road Network Limited	94.60	-
C	**Professional Fees**		
	- Bharat Road Network Limited	2.50	-
	Nature of Transaction / Name of related party	**Balance outstanding as at**	
		31 March, 2017	**31 March, 2016**
D	**Unsecured Loan :**		
	- Varaha Infra Limited	134.68	130.48
	- Varaha Construction Company (Prop. Mufat Singh Rao)	150.67	150.67
	- Galfar Engineering & Contracting (India) Private Limited	199.89	189.29
	- Galfar Engineering & Contracting S.A.O.G.	41.60	41.60
	- Bharat Road Network Limited	94.60	-
E	**Share Application Money**		
	- Galfar Engineering & Contracting S.A.O.G.	53.20	53.20
F	**Short Term Loans and Advance:**		
	- Varaha Infra Limited	14.16	16.50
	- Galfar Engineering & Contracting (India) Private Limited	-	0.61
G	**EPC Dues & Other payables:**		
	- Varaha Infra Limited	-	3.60
	- Galfar Engineering & Contracting (India) Private Limited	2.91	2.91
28	**Deferred Tax** Deferred tax reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years in accordance with Accounting Standard 22, “Taxes on Income” notified under Section 211(3C) of the Companies Act 1956. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the Balance Sheet date. The carry forward of Unabsorbed Depreciation & Business Loss resulted into Net Deferred Tax Assets. Considering the concept of prudence deferred tax assets is not recognized by the company during the current financial year as well as previous financial years.		
29	**Earnings & Expenditures in Foreign currency** There is no earnings and expenditures in foreign currency during the year (Previous year Nil).		

30	As per the Directives of Madhya Pradesh Road Development Corporation (MPRDC), the Toll was suspended for 61 Days i.e. from 1st April, 2016 to 31st May, 2016 due to "Simahastha" event. The Company has raised and submitted its claim with MPRDC for Compensation against Loss of Revenue of the said period and same is under process with MPRDC.
31	Due to Demonitisation Scheme announced by the Government of India, Toll collection was suspended for 23 Days i.e. from 9th November, 2016 to 2nd December, 2016, in accordance with the directives of Madhya Pradesh Road Development Corporation (MPRDC). The Company has raised and submitted its claim with MPRDC for Compensation against Loss of Revenue of the said period and same is under process with MPRDC.
32	**Previous year comparatives** The previous year figures has been regrouped, reclassified and arranged where ever considered necessary to conform to current years' classification.

As per our report of even date

For Sunil Saraf & Associates	**For and on behalf of the Board of Directors**	
Chartered Accountants		
FRN No:015021C		
(CA Kapil Binakiya)	**Arunava Sengupta**	**Asim Tewari**
Partner	**(Director)**	**(Director)**
M. No. 410051	**DIN-06695731**	**DIN-06888522**
	Abhay Sanghvi	
Date :	**Company Secretary**	
Place :	**M.No. A-25231**	

INDEPENDENT AUDITOR'S REPORT

To
The Members,
Mahakaleshwar Tollways Private Limited

1. We have audited the accompanying standalone financial statements of **Mahakaleshwar Tollways Private Limited ("the Company")** which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

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 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**

   Our responsibility is to express an opinion on these financial statements based on our audit. 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.

   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.

   An audit involves performing procedures to obtain audit evidence about the amounts and the 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 statements that give a true and fair view in order to design audit procedures appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the 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 financial statements.

4. **Opinion**

   In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 losses and its cash flows for the year ended on that date.

5. **Report on Emphasis of Matter**
   Without qualifying our opinion, attention is invited to Note No.20 for non -recognition of Premium amount payable to Madhya Pradesh Road Development Corporation Limited (MPRDC) for the financial year 2013-14, 2014-15 & 2015-16.

6. Report on Other Legal and Regulatory Requirements

(a) As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of of section 143(11) of the Act, we give in "**Annexure A"** a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

(b) As required by section 143 (3) of the Act, we report that:

i. 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.

ii. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

iii. 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.

iv. In our opinion, the aforesaid standalone statement comply with the Accounting Standards specified under section 133 of the Act, as applicable.

v. On the basis of written representations received from the directors as on March 31, 2016 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 of Section 164 (2) of the Act.

vi. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **"Annexure B**". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the company's internal financial control over financial reporting.

vii. 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 knowledge and belief and according to the information and explanations given to us:

a) The company has disclosed the impact of pending litigations on its financial position in its financial statements.

b) The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.

c) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended March 31, 2016.

For **Sunil Saraf & Associates**
Chartered Accountants
ICAI Firm Registration No. 015021C

Kapil Binakiya
Partner
Membership No. 410051

Indore
2nd June 2016

“Annexure A” to the Independent Auditors’ Report

(Referred to in paragraph 6(a) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date.)

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

(b) The fixed assets are physically verified during the year by the management in accordance with a regular programme of verification which in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.

(c) The title deeds of immovable properties recorded as fixed assets in the books of account of the company are held in the name of the company.

(ii) (a) As company does not hold any inventory, so physical verification of inventory is not required. Therefore, the clause is not applicable on the company.

(iii) The Company has not granted loans, secured or unsecured to companies, firms or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013. Therefore, clause (a) and (b) of para (iii) of the order is not applicable on the company.

(iv) In our opinion and according to the information and explanation given to us, the Company has not grants loans, making investments and providing guarantees and securities. Therefore provisions of Section 185 and 186 of the Companies Act 2013 not applicable to company.

(v) According to the information and explanations provided to us, the Company has not accepted any deposits from the public.

(vi) According to the information and explanations provided to us the maintenance of cost record has not prescribed by the Central Government under section 148(1) of the companies Act, 2013 to the company.

(vii) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues of including, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities *though there has been slight delay in few cases.*

(b) According to the information and explanations given to us, there is no disputed / undisputed dues as at 31st March, 2016 of income tax & sales tax which have not been deposited.

(viii) *Based on our audit procedure and on the basis of information and explanations given to us by the management, we are of the opinion that the Company has made delayed in repayment of dues and interest to bank during the year.*

(ix) The company has not raised money during the year by way of initial public offer or further public offer (including debt instruments). Based on our audit procedures and as per the information and explanations given to us by the management, the term loans taken by the Company have been applied for the purpose for which they were obtained

(x) As per the information and explanations given to us by the management, we report that we have neither come across any instances of fraud by the company or on the company by its officers or employees, noticed or reported during the year nor have we been informed of any such case by the management.

(xi) Based on our audit procedures and as per the information and explanations given to us by the management, no managerial remuneration has been paid or provided in the book of accounts.

(xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the order is not applicable.

(xiii) In our opinion and according to the information and explanation given to us the company is in compliance with section 177 and 188 of the Companies Act, 2013 where applicable for all transaction with the related parties and the details of related party transaction have been disclosed in the Financial Statements as required by the applicable accounting standards.

(xiv) As per the information provided to us, during the year the company has not made preferential allotment optionally convertible participative interest bearing debentures to one body corporate of Rs. 271.81 Lacs.

(xv) In our opinion and according to the information and explanation given to us, during the year the company has not entered into any non-cash transactions during with the directors or persons connected with them and hence provisions of Section 192 of the companies Act, 2013 are not applicable.

(xvi) The company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934.

For **Sunil Saraf & Associates**
Chartered Accountants
ICAI Firm Registration No. 015021C

Kapil Binakiya
Partner
Membership No. 410051

Indore
2^{nd} June 2016

"Annexure B" to the Independent Auditor's Report

(Referred to in paragraph 6 (b) (vi) of our report to the members of **Mahakaleshwar Tollways Private Limited** for the year ended March 31, 2016)

1. **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 **Mahakaleshwar Tollways Private Limited** ("the Company") as of March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

2. **Management's Responsibility for Internal Financial Controls**

   The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to 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 Act.

3. **Auditors' Responsibility**

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

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

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

4. **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.

5. **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.

6. **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 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 on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Sunil Saraf & Associates**
Chartered Accountants
ICAI Firm Registration No. 015021C

Kapil Binakiya
Partner
Membership No. 410051

Indore
2nd June 2016

MAHAKALESHWAR TOLLWAYS PRIVATE LIMITED
BALANCE SHEET AS AT 31ST MARCH 2016

Particulars	Note No.	As at 31st March, 2016 (Rs. In Million)	As at 31st March, 2015 (Rs. In Million)
I. EQUITIES AND LIABILITIES			
i Shareholders' Funds			
(a) Share Capital	**3**	1,041.60	1,041.60
(b) Reserve & Surplus	**4**	(1,216.17)	(1,047.48)
ii Non-current Liabilities			
(a) Long Term Borrowings	**5**	2,783.24	2,772.66
(b) Other Long Term Liabilities	**6**	6.52	4.96
(c) Long Term Provisions	**7**	1.18	0.74
iii Current Liabilities			
(a) Trade Payable			
A. Total outstanding dues of micro enterprises and small enterprises; and	**8**	-	-
B. total outstanding dues of creditors other than micro enterprises and small enterprises		9.06	1.09
(b) Other Current Liabilities	**9**	359.91	268.55
(c) Short Term Provisions	**10**	1.07	0.40
TOTAL		**2,986.41**	**3,042.52**
II. ASSETS			
i Non-Current Assets			
(a) Fixed Assets	**11**		
(i) Tangible Assets		10.48	10.77
(ii) Intangible Assets		2,947.92	3,006.62
(b) Long Term Loans & Advances	**12**	0.14	1.31
ii Current Assets			
(a) Cash & Cash Equivalents	**13**	4.79	13.91
(b) Short Term Loans & Advances	**14**	23.09	9.91
TOTAL		**2,986.41**	**3,042.52**
Significant Accounting Policies and Notes to Financial Statements	1 to 29		

The accompanying notes are an integral part of the financial statements.
As per our report of even date

For Sunil Saraf & Associates
Chartered Accountants

For and on behalf of the Board of Directors

(CA Kapil Binakiya)
Partner
M. No. 410051
FRN No:15021C

Mr. Asim Tiwari
(Director)
DIN-06695731

Mr. Rajesh Bhootra
(Director)
DIN-06888522

Mr. Abhay Sanghvi
Company Secretary
M.No. A-25231

Date : 02/06/2016
Place : Indore

MAHAKALESHWAR TOLLWAYS PRIVATE LIMITED
STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2016

	Particulars	Note No.	For the year ended 31st March, 2016 (Rs. In Million)	For the year ended 31st March, 2015 (Rs. In Million)
I.	Revenue From Operations	15	224.68	217.91
II.	Other Income	16	0.38	0.86
III.	**Total Revenue (I + II)**		**225.07**	**218.77**
IV.	Expenses:			
	Employee Benefits Expenses	17	18.93	17.52
	Finance Costs	18	289.67	329.12
	Depreciation & Amortization Expenses	11	59.94	58.04
	Other Expenses	19	25.21	19.82
	Total		**393.76**	**424.50**
V.	**Profit before exceptional and extraordinary item and tax (III-IV)**		(168.69)	(205.74)
VI.	Exceptional Items		-	-
VII.	**Profit before extraordinary item and tax (V-VI)**		(168.69)	(205.74)
VIII.	Extraordinary Items		-	-
IX.	**Profit before tax (VII-VIII)**		(168.69)	(205.74)
X.	Tax Expenses:			
	(a) Current Tax		-	-
	(b) Deferred Tax		-	-
XI.	**Profit (Loss) after tax (IX-X)**		(168.69)	(205.74)
XII.	**Earning per equity share:**	**23**		
	(a) Basic		(1.62)	(1.98)
	(a) Diluted		(1.29)	(1.57)

Significant Accounting Policies and Notes to Financial Statements 1 to 29
The accompanying notes are an integral part of the financial statements.

As per our report of even date
For Sunil Saraf & Associates
Chartered Accountants

For and on behalf of the Board of Directors

Mr. Asim Tiwari
(Director)
DIN-06695731

Mr. Rajesh Bhootra
(Director)
DIN-06888522

(CA Kapil Binakiya)
Partner
M. No. 410051
FRN No:15021C
Date : 02/06/2016
Place : Indore

Mr. Abhay Sanghvi
Company Secretary
M.No. A-25231

MAHAKALESHWAR TOLLWAYS PRIVATE LIMITED
Cash Flow Statement for the year ended 31st March, 2016

Particulars	For the Year ended 31st March, 2016 (Rs. In Million)	For the Year ended 31st March, 2015 (Rs. In Million)
A. Cash Flow from Operating Activities		
Net Profit Before Tax and Extraordinary Items	(168.69)	(205.74)
Adjustment for :		
Depreciation	59.94	58.04
Finance cost	289.67	327.75
Operating Profit Before Working Capital Changes	**180.93**	**180.05**
Adjustment for :		
Increase / (Decrease) in Trade Payables	7.97	(2.89)
Increase / (Decrease) in Other Current Liabilities	(0.06)	74.91
Increase / (Decrease) in Long Term Provisions	0.44	0.46
Increase / (Decrease) in Other Non-Current Liabilities	1.55	(2.08)
Increase / (Decrease) in Short Term Provisions	0.67	0.22
(Increase) / Decrease in Loans and Advances	(12.00)	(4.20)
Cash generated from Operations	**179.50**	**246.48**
Net Cash Flow from / (used in) Operating Activities	**179.50**	**246.48**
B. Cash Flow from / (used in) Investing Activities		
Additions to Fixed Assets	(0.95)	(0.77)
Net Cash Flow from / (used in) Investing Activities	**(0.95)**	**(0.77)**
C. Cash Flow from / (used in) Financing Activities		
Proceeds from Long Term Borrowings	171.63	86.05
Repayment of Term Loan To Banks	(109.29)	-
Interest paid	(250.02)	(327.75)
Net Cash Flow from / (used in) Financing Activities	**(187.67)**	**(241.70)**
Net Increase / (decrease) in Cash and Cash Equivalents	**(9.12)**	**4.02**
Cash and Cash Equivalent at the beginning of the year	13.91	9.89
Cash and Cash Equivalent at the end of the year	**4.79**	**13.91**

Notes
1. Cash flow statement has been prepared under the Indirect Method as set out in the Accounting Standard 3 "Cash Flow Statements" as specified in the Companies (Accounting Standards) Rules, 2006.
2. Cash and cash equivalents represent cash and bank balances.

As per our report of even date
For Sunil Saraf & Associates
Chartered Accountants

(CA Kapil Binakiya)
Partner
M. No. 410051
FRN No:005012C
Date : 02/06/2016
Place : Indore

For and on behalf of the Board of Directors

Mr. Asim Tiwari
Director
DIN-06695731

Mr. Rajesh Bhootra
Director
DIN-06888522

Mr. Abhay Sanghvi
Company Secretary
M.No. A-25231

Notes to the financial statements for the year ended 31st March, 2016

1 Nature of Operations

The Company has been awarded the works of "Design, engineering, construction, development, finance, operation and maintenance for four laning from Indore Ujjain section on SH-27 from Ch KM 5/2 at Indore to Ch KM 53 at Ujjain in the state of M.P on Build-Operate-Transfer (BOT) basis" as per the concession agreement dated September 17, 2008 from the MPRDC. The Concession Agreement is for a period of 25 years from the appointed date 26-May-2009. The Commercial operation date for the Toll Project is 17-Feb-2011.

2 Significant Accounting Policies

2.1 Basis of preparation

a) The financial statements are prepared in accordance with the historical cost convention and the accrual basis of accounting. The accounting policies applied by the Company are consistent with those applied in the previous year except as otherwise stated elsewhere.

b) These financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP). These Financial Statements have been prepared to comply in all material respects with the Accounting Standards ('AS') specified under Section 133 of the Companies Act 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014, other pronouncements of the Institute of Chartered Accountants of India and relevant applicable provisions of the Companies Act, 1956, and Companies Act, 2013 to the extent applicable.

Operating Cycle

c) As per the Schedule III of Companies Act, 2013, "an operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents". For the company, there is generally no clearly identifiable normal operating cycle and hence the normal operating cycle for the company is assumed to have duration of 12 months.

Current and Non-Current Asset

An asset is classified as 'current' when it satisfies any of the following criteria:

a) it is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle; or

b) it is held primarily for the purpose of being traded; or

c) it is expected to be realised within twelve months after the reporting date; or

d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

All other assets are classified as 'non-current'.

Current and Non-Current Liability

A liability is classified as 'current' when it satisfies any of the following criteria:

a) it is expected to be settled in the Company's normal operating cycles; or

b) it is held primarily for the purpose of being traded; or

c) it is due to be settled within twelve months after the reporting date; or

d) the company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

All other liabilities are classified as 'non-current'.

2.2 Use of estimates

The preparation of financial statements requires the management to make estimates and assumptions which are considered to arrive at the reported amounts of assets and liabilities and disclosure of contingent liabilities as on the date of the financial statements and the reported income and expenses during the reporting year. Although these estimates are based upon the management's best knowledge of current events and actions, actual results could differ from these estimates. Any revision to the accounting estimates are recognised prospectively in the current and future years.

2.3 Fixed Assets

(a) Expenditure Incurred on Construction of Assets under Concession Agreement

(b) Other Fixed Assets

Land is Valued at Cost. Other fixed assets are stated at the cost of acquisition less accumulated depreciation. The cost of fixed assets comprises purchase price and other attributable expenses included for the purpose of acquisition and installation of fixed assets.

Intangible assets represents Toll Collection Rights are recognized in accordance with the criteria specified in Accounting Standard (AS) 26 "Intangible Assets" issued by Institute of Chartered Accountants of India(ICAI). They are carried at cost less accumulated amortization and impairment losses, if any. Cost comprises construction cost including finance costs etc incurred during the implementation phase.

2.4 Depreciation / Amortisation

(a) Tangible Assets

Depreciation on fixed assets is provided on straight line method on the basis of useful life specified in Schedule II of Companies Act 2013. The residual value of all assets for depreciation purpose is considered as 5% of the original cost of the asset. Depreciation on the assets added / disposed of during the year is provided on pro-rata basis with reference to the period of addition / disposal. Fixed Assets costing up to Rs. 5,000/- are fully depreciated in the year of purchase.

The Company has adopted the useful lives of assets to compute depreciation as per Schedule II of the Companies Act, 2013. In accordance with requirements of said schedule II, the details of estimated useful life for each category of assets are as under:

Category	**Useful Life in (yrs)**
Office Equipments	5
Toll Equipments	15
Furniture and Fixture	10
Computers	3

(b) Intangible Assets

In case of Intangible assets, the useful life method of amortization has been changed to revenue based method of amortization as specially prescribed for "Toll Roads" in Schedule II to Companies Act 2013. Since the change in method of amortization is a change in accounting policy, restropective recomputation of amortization has been calculated and the surplus amortization generated has been credited to General Reserve because the change has been made due to change in statute.

2.5 Borrowing Costs

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to revenue.

2.6 Revenue Recognition

Revenue is recognized to the extent it is probable that the economic benefits will flow to the company and revenue can be reliably measured. Interest on fixed deposits is recognized on time proportion basis taking into account the amount outstanding and the rate applicable.

Revenue from toll is accounted for on the basis of usage charges recovered from the users of the toll . Toll Revenue in the form of periodic pass(es) are accounted for as income in the period in which the same are received. Claims are recognized as revenue on receipt basis.

2.7 Employee benefits

a) Employee Benefit in the form of Provident Fund is defined contribution plan and the Company's contribution, paid or payable during the reporting period is charged to the Statement of Profit and Loss.

b) Gratuity liability is a defined benefit plan and is provided for based on actuarial valuation on projected unit credit method at the Balance Sheet date.

c) Long-Term compensated absences are defined benefit plan and are provided for based on actuarial valuation on projected unit credit method at the Balance Sheet date.

d) Actuarial gains/ losses are charged to the Statement of Profit and Loss and are not deferred.

2.8 Earnings Per Share (EPS)

Basic earnings per share are computed by dividing the net profit / loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Diluted EPS is computed by considering the diluted equity.

2.9 Accounting for Taxes on Income

Current tax is the amount of tax payable on the taxable income for the year determined in accordance with the provisions of the Income Tax Act, 1961. Deferred tax reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the Balance Sheet date. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities. The deferred tax assets and deferred tax liabilities relate to the taxes on income levied by the same governing taxation laws. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits.

2.10 Provisions, Contingent Liabilities and Contingent Assets:

Provisions are recognised when the Company has a present legal or constructive obligation, as a result of past events, for which it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made for the amount of the obligation. Contingent liabilities are not recognised but are disclosed in the notes. Contingent assets are neither recognised nor disclosed in the financial statements.

2.11 Contingencies and Events Occurring After The Balance Sheet Date

All contingencies and events occurring after the Balance Sheet date, which have a material effect on the financial position of the company, are considered for preparing the financial statements.

As per our report of even date

For Sunil Saraf & Associates
Chartered Accountants
FRN No:005012C

(CA Kapil Binakiya)
Partner

M. No. 410051

Date : 02/06/2016
Place : Indore

For and on behalf of the Board of Directors

Mr. Asim Tiwari
(Director)
DIN-06695731

Mr. Rajesh Bhootra
(Director)
DIN-06888522

Mr. Abhay Sanghvi
Company Secretary
M.No. A-25231

MAHAKALESHWAR TOLLWAYS PRIVATE LIMITED

3 Share Capital

Particulars	As at 31 March, 2016		As at 31 March, 2015	
	Number of Shares	Rs. In million	Number of Shares	Rs. In million
Authorised				
Equity Shares of Rs 10 each	104,240,000	1,042.40	104,240,000	1,042.40
Issued, Subscribed & Paid up				
Equity Shares of Rs 10 each fully paid up	104,159,800	1,041.60	104,159,800	1,041.60
Total	**104,159,800**	**1,041.60**	**104,159,800**	**1,041.60**

a. Reconciliation of the shares outstanding at the beginning and the at the end of the reporting year:

Shares outstanding at the beginning of the year	104,159,800	1,041.60	104,159,800	1,041.60
Shares Issued during the year	-	-	-	-
Shares outstanding at the end of the year	104,159,800	1,041.60	104,159,800	1,041.60

b. Share in the Company held by each shareholder holding more than 5% shares :

Name of Shareholder	As at 31 March, 2016		As at 31 March, 2015	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Srei Venture Capital Trust - Infrastructure Project Development Fund	28,210,000	27.08%	28,210,000	27.08%
Srei Venture Capital Trust - Infrastructure Project Development Capital	21,780,000	20.91%	21,780,000	20.91%
Varaha Infra Limited	27,087,400	26.01%	27,087,400	26.01%
Galfar Engineering & Contracting SAOG, Oman	27,082,400	26.00%	27,082,400	26.00%

c. Terms / Rights attached to Shares:

The company has only one class of equity shares having par value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

4	**Reserve & Surplus**		
	Surplus/(Deficit) in statement of Profit & loss		
	Opening balance	(1,047.48)	(1,140.75)
	Add: Reversal on account of Depreciation as per Schedule II of Co. act 2013	-	299.00
	(+) Net Profit/(Net Loss) For the year	(168.69)	(205.74)
	Closing Balance	**(1,216.17)**	**(1,047.48)**
	Total	**(1,216.17)**	**(1,047.48)**
5	**Long Term Borrowings**		
	Secured Term Loans		
	From banks	1,960.88	2,070.16
	Less: Current maturity of long term debt shown under Other Current Liabilities	189.82	138.05
	Term loans are repayable in remaining 34 quarterly Installments.		
	Total	**1,771.06**	**1,932.11**
	Secured against all movable, immovable and intangible assets of the Company including bank accounts, receivable and concessionaire rights etc.		
	Unsecured Loans		
	From related parties	512.04	398.00
	From Others	206.37	175.96
	Total	**718.42**	**573.97**
	Terms of unsecured loan:		
	The repayment of loan is subordinate to payments required to be made to the senior lenders in terms of the financing documents.		
	UNSECURED BONDS/ DEBENTURES (UNQUOTED)		

	Optionally Convertible Participative Interest bearing Debentures	293.77	266.59
		293.77	266.59
	Terms of issue of OCPID: **Interest :**		
	Total interest shall accrue and will be payable on interest due dates only when the Company has Residual Cash Flows available for distribution after paying all expenses , statutory dues and payment to senior secured lenders.		
	Total Interest means – Fixed Interest + Variable Interest		
	The OCPID will carry fixed interest of 12% p.a. If in any of the years residual cash flow is not enough to provide for the interest of the OCPID the cumulative deficit will be made good in the year it has sufficient residual cash flows.		
	Variable interest will be such amount over and above the fixed interest to make the yield on the OCPID @ 16%.		
	Interest is payable annually in arrears as per the terms of the instruments.		
	Tenure, Conversion and Redemption:		
	Tenure of OCPID will be 10 years (Extendable for a further period of 5 years at the option of holders) from the date of Allotment.		
	OCPID holder will have the option to convert each OCPID into equity shares of the issuer at par value (i.e. at the face value of the equity share), during the currency of the OCPID, subject to a notice period of 3 months, in one or more tranches.		
	OCPID will be redeemed at the end of 10 years from the date of allotment or at the end of extended period as the case may be or anytime during the tenure with mutual consent.		
	Total	**2,783.24**	**2,772.66**
6	**Other Long Term Liabilities**		
	From Related Party		
	Liability for capital works (Net)	6.52	4.96
	Total	**6.52**	**4.96**
7	**Long Term Provisions**		
	Provisions for employee benefits		
	Compensated Absence	0.12	0.10
	Gratuity	1.01	0.60
	Sick Leave	0.05	0.04
	Total	**1.18**	**0.74**
8	**Trade Payable**		
	Due to Micro, Small and Medium Enterprises[1]	-	-
	Due to others	9.06	1.09
	[1]The Company has not received any memorandum from 'Suppliers' (as required to be filed by the 'Suppliers' with the notified authority under the Micro, Small and Medium Enterprises Development Act, 2006) claiming their status as on 31st March, 2016 as micro, small or medium enterprises. Consequently, the interest paid/ payable by the company to such Suppliers, during the year is Nil (Previous year: Nil).		
	Total	**9.06**	**1.09**
9	**Other Current Liabilities**		
	Current maturities of long-term debt	189.82	138.05
	Interest accrued and due on borrowings	65.22	25.56
	Share Application Money	53.20	53.20
	Liability for expenses - Related Parties	4.53	4.53
	Liability for expenses-Others	47.15	47.21
	Total	**359.91**	**268.55**
10	**Short Term Provisions**		
	Provisions for employee benefits:		
	Compensated Absence	0.01	0.07
	Gratuity	0.04	0.07
	Sick Leave	0.01	0.00
	Statutory Dues	1.01	0.25
	Total	**1.07**	**0.40**

12	**Long Term Loans & Advances**		
	Advance Taxes (Including TDS)	0.14	1.31
	Total	**0.14**	**1.31**
13	**Cash & Cash Equivalents:**		
	Cash in hand	1.38	1.53
	Balances with banks		
	In Current Accounts	3.41	12.37
	Total	**4.79**	**13.91**
14	**Short Term Loans and Advances**		
	Unsecured, considered good		
	Security Deposits		
	Related Parties	0.61	0.39
	MPRDC	4.53	4.53
	Others	0.22	0.04
	Other Loans and Advances - Related Parties	16.50	3.73
	Prepaid Expenses	1.23	1.22
	Total	**23.09**	**9.91**
	In the opinion of the management the loans and advances have the value on realization in the ordinary course of the business at least equal to the amount at which they are stated.		
15	**Revenue From Operation**		
	Toll Collection	224.68	217.91
	Total	**224.68**	**217.91**
16	**Other Income**		
	Interest Income on Income Tax Refund	0.11	-
	Other income	0.27	0.86
	Total	**0.38**	**0.86**
17	**Employee Benefits Expense**		
	Salaries and allowances	16.74	15.51
	Compensated Absence	0.02	0.09
	Gratuity	0.37	0.47
	Contributions to Provident Fund	1.60	1.21
	Staff welfare expenses	0.20	0.24
	Total	**18.93**	**17.52**
18	**Finance Costs**		
	Interest expenses	288.21	327.75
	Other Finance charges	1.46	1.37
	Total	**289.67**	**329.12**
19	**Other Expenses**		
	Rent	0.51	0.40
	Legal & Professional Fees	9.08	2.21
	Toll Operation Expenses	0.19	3.25
	Bank Charges	0.11	0.12
	Audit Fees	0.12	0.11
	Power & Fuel	1.52	1.58
	Vehicle Hire and Maintenance Expenses	1.89	1.78
	Toll Administration Expenses	1.06	1.12
	Maintenance Expenses	1.73	0.74
	Travelling & Conveyance Expenses	0.40	0.51
	Communication Costs	0.27	0.26
	Printing & Stationery	0.39	0.22
	Insurance cost	1.61	1.53
	Security Expenses	5.53	5.04
	Miscellaneous Expenses	0.79	0.96
	Total	**25.21**	**19.82**

20	As per the Concession Agreement for the Project executed with MPRDC, the available balance in the Escrow Account needs to be withdrawn every month as per the order specified in the Escrow Agreement dated 23rd February 2010. During the year, the revenue of the Company was insufficient for payment of Premium to MPRDC as per the said specified order of withdrawal under Escrow Agreement. The Concession Agreement does not provide for accrual of Premium if the Project revenue is insufficient for its payment. Hence no provision has been made in the books of account towards Premium amounting to Rs.69.26 million for the financial year 2015-16.		
21	**Capital Commitments**		
	Estimated amount of contracts remaining to be executed on capital account	32.30	32.30
	Total	**32.30**	**32.30**
22	**Auditors' Remunerations (Inclusive of Service Tax)**		
	Audit Fee including Tax Audit Fee	0.12	0.11
	Total	**0.12**	**0.11**
23	**Earning Per Equity Share (EPS)**		
	Profit after tax attributable to Equity Shareholders (In Rs. Lacs)	(168.69)	(205.74)
	Weighted average number of Equity Shares (In nos.)	104,159,800	104,159,800
	Nominal Value of Equity per share (In Rs.)	10	10
	Basic Earnings per share (In Rs.)	(1.62)	(1.98)
	Diluted Earnings per share (In Rs.)	(1.29)	(1.57)
24	**Segment Information**		
	The Company is engaged in infrastructure business and is a Special Purpose Entity formed for the specific purpose detailed in note No.1 and thus operates in a single business segment. Also it operates in a single geographic segment. In the absence of separate reportable business or geographic segments the disclosures required under the Accounting Standard (AS) 17 – "Segment Reporting" have not been made.		
25	**Disclosures pursuant to Accounting Standard (AS) 15 (Revised) - Employee Benefits**		
	Defined Benefit Plans:		
	The Employees' Gratuity scheme and Leave benefit scheme are the Company's defined benefit plans.		
	All employees who have rendered service for specified period as per the Payment of Gratuity Act, 1972 are entitled for gratuity. The gratuity amount is determined based on the last drawn salary and period of service with the company.		
	The present value of defined obligation and related current cost are measured using the Projected Unit Credit Method with actuarial valuation being carried out at Balance Sheet date. Current service cost represents the cost associated with the benefit accrual for the current accounting period. Total employer expenses for the current financial year are inclusive of current service cost, actuarial gain/loss and net interest.		
	The defined benefit obligations are unfunded and thus the disclosure requirements of plan assets have not been made.		
	The following tables set out the details of amount recognised in the financial statements in respect of gratuity and leave benefits which is not funded:		
	Particulars	**Gratuity (Unfunded)**	
	Defined benefit plans **(As per actuarial valuation)**	**For the year ended 31 March, 2016**	**For the year ended 31 March, 2015**
	Net assets / (liability) recognised in Balance Sheet :		
	Present value of Defined Benefit Obligation	1.05	0.67
	Fair value of plan assets	-	-
	Net asset/ (liability) recognised in Balance Sheet	1.05	0.67
	Current	0.04	0.07
	Non-Current	1.01	0.60
	Net assets / (liability) recognised in Balance Sheet :	**Privilege Leave Benefit (Unfunded)**	
	Present value of Defined Benefit Obligation	0.13	0.17
	Fair value of plan assets	-	-
	Net asset/ (liability) recognised in Balance Sheet	0.13	0.17

	Current	0.01	0.07
	Non-Current	0.12	0.10
		Sick Leave Benefit	
	Net assets / (liability) recognised in Balance Sheet		
	Present value of Defined Benefit Obligation	0.06	0.04
	Fair value of plan assets	-	-
	Net asset/ (liability) recognised in Balance Sheet - Current	0.06	0.04
	Actuarial Assumptions		
	Discount Rate	8%	9%
	Expected return on plan assets	NA	NA
	Salary Escalation	6%	5%
	Retirement/ Superannuation Age	60 yrs	60 yrs

26 Related Party Disclosures

Names of Related Parties

Investors having significance Influence:

Srei Venture Capital Trust - Infrastructure Project Development Fund
Srei Venture Capital Trust - Infrastructure Project Development Capital
Varaha Construction Company (Prop. Mufat Singh Rao)
Varaha Infra Limited
Galfar Engineering & Contracting S.A.O.G.
Galfar Engineering & Contracting (India) Private Limited (Subsidiary company of Galfar Engineering & Contracting S.A.O.G.)

Key Management Personnel:

Director:

Mr. Asim Brijesh Tewari
Mr. Arunava Sengupta
Mr. Ram Mohan N.
Mr. Rajesh Bhootra

Employee:

Mr. Abhay Sanghvi

Details of Related Party transactions and year end outstanding

Nature of Transaction / Name of related party	**Transaction for the year ended**	
	31 March, 2016	**31 March, 2015**
	Rs. In million	**Rs. In million**
Unsecured Loan Taken/(Repaid):		
Varaha Infra Limited	73.48	2.85
Varaha Construction Company (Prop. Mufat Singh Rao)	7.40	11.57
Galfar Engineering & Contracting S.A.O.G.	-	-
Galfar Engineering & Contracting (India) Private Limited	33.16	10.71
Advance Given/(Adjusted)	-	-
Varaha Infra Limited	11.22	(15.88)
Galfar Engineering & Contracting (India) Private Limited	0.22	-
Payment of EPC dues	-	-
Varaha Infra Limited	-	(12.92)
Galfar Engineering & Contracting (India) Private Limited	-	(5.04)

Nature of Transaction / Name of related party	**Balance outstanding as at**	
	31 March, 2016	**31 March, 2015**
	Rs. In million	**Rs. In million**
Unsecured Loan :		
Varaha Infra Limited	130.48	57.00

	Varaha Construction Company (Prop. Mufat Singh Rao)	150.67	143.27
	Galfar Engineering & Contracting (India) Private Limited	189.29	156.13
	Galfar Engineering & Contracting S.A.O.G.	41.60	41.60
	Share Application Money	-	-
	Galfar Engineering & Contracting S.A.O.G.	53.20	53.20
	Short Term Loans and Advance:	-	-
	Varaha Infra Limited	16.50	1.55
	Galfar Engineering & Contracting (India) Private Limited	0.61	-
	EPC Dues:	-	-
	Varaha Infra Limited	3.60	3.60
	Galfar Engineering & Contracting (India) Private Limited	2.91	2.91
27	**Deferred Tax**		
	Deferred tax reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years in accordance with Accounting Standard 22, “Taxes on Income” notified under Section 211(3C) of the Companies Act 1956. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the Balance Sheet date. The carry forward of Unabsorbed Depreciation & Business Loss resulted into Net Deferred Tax Assets. Considering the concept of prudence deferred tax assets is not recognized by the company during the current financial year as well as previous financial years.		
28	**Earnings & Expenditures in Foreign currency**		
	There is no earnings and expenditures in foreign currency during the year (Previous year Nil).		
29	**Previous year comparatives**		
	The previous year figures has been regrouped, reclassified and arranged where ever considered necessary to conform to current years' classification.		

As per our report of even date

For Sunil Saraf & Associates
Chartered Accountants
FRN No:005012C

(CA Kapil Binakiya)
Partner
M. No. 410051
Date : 02/06/2016
Place : Indore

For and on behalf of the Board of Directors

Mr. Asim Tiwari
(Director)
DIN-06695731

Mr. Rajesh Bhootra
(Director)
DIN-06888522

Mr. Abhay Sanghvi
Company Secretary
M.No. A-25231

MAHAKALESHWAR TOLLWAYS PRIVATE LIMITED

Fixed Assets - 11									
	Gross Block			**Depreciation / Amortisation**				**Net Block**	
Particulars	**As at 01-04-2015**	**Additions / (disposal)**	**As at 31-03-2016**	**As at 01-04-2015**	**For the year**	**Adjustment /(Disposal)**	**As at 31-03-2016**	**As at 31-03-2016**	**As at 01-04-2015**
Tangible Assets									
Land	0.59	-	0.59	-	-		-	0.59	0.59
Computers & Peripherals	0.69	0.45	1.14	0.57	0.12		0.70	0.44	0.12
Office Equipments	1.71	0.47	2.18	0.72	0.32		1.04	1.14	0.99
Furniture	0.25	0.03	0.29	0.05	0.02		0.07	0.21	0.20
Toll Collection System	11.49	-	11.49	2.63	0.77		3.40	8.09	8.86
Sub - total (A)	**14.74**	**0.95**	**15.69**	**3.97**	**1.24**	**-**	**5.22**	**10.48**	**10.77**
Intangible Assets									
Concessionaire's Toll Collection Rights	3,224.30	-	3,224.30	217.68	58.70		276.38	2,947.92	3,006.62
Sub - total (B)	**3,224.30**	**-**	**3,224.30**	**217.68**	**58.70**	**-**	**276.38**	**2,947.92**	**3,006.62**
Total (A) + (B)	**3,239.04**	**0.95**	**3,239.99**	**221.65**	**59.94**	**-**	**281.59**	**2,958.40**	**3,017.39**
Previous year	3,238.27	0.77	3,239.04	462.61	58.04	(299.00)	221.65	3,017.39	2,775.67

INDEPENDENT AUDITORS' REPORT

To,

The Members

Mahakaleshwar Tollways Private Limited

Indore

1. We have audited the accompanying financial statements of **Mahakaleshwar Tollways Private Limited** ('the Company') which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the period then ended, and the Notes to Financial Statements comprising of a summary of significant accounting policies and other explanatory information.

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 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. **Auditors' Responsibility**

   Our responsibility is to express an opinion on these financial statements based on our audit. 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 thereunder.

   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.

   An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of the material misstatement of the financial statements, whether due to error or fraud. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the 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 financial statements.

4. **Opinion:**

   In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 31 March 2015, and its losses and its cash flows for the period ended on that date.

5. **Report on Emphasis of Matter**

Without qualifying our opinion, attention is invited to Note No.20 for non -recognition of Premium amount payable to Madhya Pradesh Road Development Corporation Limited (MPRDC) for the financial year 2013-14 & 2014-15.

6. **Report on Other Legal and Regulatory Requirements**

(a) As required by the Companies (Auditors' Report) Order, 2015 ('the Order') issued by the Central Government of India in terms of sub section 11 of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.

(b) As required under provisions of section 143(3) of the Act, we report that:

i. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit;

ii. In our opinion, proper books of accounts as required by law have been kept by the Company so far as appears from our examination of those books;

iii. The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of accounts;

iv. In our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards referred to in section 133 of the Act read with Rule 7 Company (Accounts) Rules, 2014.

v. On the basis of written representations received from the directors, as on 31st March, 2015 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015, from being appointed as a director in terms of Section 164 (2) of the Act.

vi. 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 the information and according to the explanation given to us:

(a) The Company does not have any pending litigations as on the date of Financial Statements.
(b) The Company has made provisions, as required under the applicable law or accounting standard for material forceable losses, if any.
(c) There has been no delay in transferring amounts required to be transfer, to the Investor Education and Protection Fund by the company.

For: Sunil Saraf & Associates.
Chartered Accountants
Firm's Registration Number: 015021C

Kapil Binakiya
(Partner)
Membership Number: 410051
Place: Indore
Date: 14/08/2015

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

(As referred to in paragraph 5(a) of our report to the members of **Mahakaleshwar Tollways Private Limited** on the accounts as at and for the period ended 31st March, 2015)

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

(b) The fixed assets are physically verified by the management according to a phased programme designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the management during the year and no material discrepancies were noticed on such verification.

(ii) (a) As company does not hold any inventory, so physical verification of inventory is not required. Therefore, the clause is not applicable on the company.

(iii) As per the information given to us, the Company has not granted advances /loans to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013 ("The Act"). Therefore, clause (a) and (b) of para (iii) of the order is not applicable on the company.

(iv) In our opinion and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the Company and the nature of its business with regard to purchase of inventory, fixed assets and with regard to the sale of goods and services. Further, on the basis of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, we have neither come across nor have been informed of any continuing failure to correct major weaknesses in the aforesaid internal control system.

(v) As per the information and explanations provided to us, the Company has not accepted any deposits and therefore provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act and rules there under are not applicable to the Company.

(vi) To the best of our knowledge and according to the explanations given to us, the central government has not prescribed maintenance of cost records under Section 148(1) of the Companies Act, 2013 for the company..

(vii) According to the information and explanations given to us, and the records of the Company examined by us, in our opinion,

(a) The Company is generally regular in depositing undisputed statutory dues in respect of provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, customs duty, excise duty, cess and other material statutory dues as applicable with the appropriate authorities, though there has been a slight delay in a few cases.

(b) According to the information and explanations given to us, there are following dues of income tax/sales tax, there is no undisputed statutory dues or outstanding liabilities as at 31st March 2015. have not been deposited by the Company on account of any disputes: -

(c) According to the information and explanations given to us, there is no amounts required to be transferred to Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under has been transferred to such fund within time.

(viii) The company has been registered for a period not less than five years; the company net worth of the company is fully eroded as on 31st March 2015. Further the company has incurred cash losses both in the current year and immediately preceding financial.

(ix) Based on our audit procedure and on the basis of information and explanations given to us by the management, we are of the opinion that the Company has made delayed in repayment of dues and interest to bank during the year.

(x) As per the information given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions.

(xi) According to the records of the Company examined by us and the information and explanations given to us, in our opinion, the term loans taken by the Company have been applied for the purpose for which they were obtained.

(xii) Based upon the audit procedures performed and information and explanation given by the management, we report that no fraud on or by the Company has been noticed or reported during the course of our audit for the year ended 31st March, 2015.

For : Sunil Saraf & Associates.
Chartered Accountants
Firm's Registration Number : 015021C

Kapil Binakiya
(Partner)
Membership Number : 410051
Place: Indore
Date : 14/08/2015

MAHAKALESHWAR TOLLWAYS PRIVATE LIMITED
BALANCE SHEET AS AT 31ST MARCH 2015

Particulars	Note No.	As at 31st March, 2015 (In Rs. million)	As at 31st March, 2014 (In Rs. million)
I. EQUITIES AND LIABILITIES			
1 Shareholders' Funds			
(a) Share Capital	**3**	1,041.60	1,041.60
(b) Reserve & Surplus	**4**	(1,047.48)	(1,140.75)
2 Non-current Liabilities			
(a) Long Term Borrowings	**5**	2,772.66	2,686.61
(b) Other Long Term Liabilities	**6**	4.96	7.04
(c) Long Term Provisions	**7**	0.74	0.28
3 Current Liabilities			
(a) Trade Payable	**8**	1.09	3.98
(b) Other Current Liabilities	**9**	216.81	141.90
(c) Short Term Provisions	**10**	52.14	51.92
TOTAL		**3,042.52**	**2,792.58**
II. ASSETS			
1 Non-Current Assets			
(a) Fixed Assets	**11**		
(i) Tangible Assets		10.77	11.22
(ii) Intangible Assets		3,006.62	2,764.45
(b) Long Term Loans & Advances	**12**	1.31	1.31
2 Current Assets			
(a) Cash & Cash Equivalents	**13**	13.91	9.89
(b) Short Term Loans & Advances	**14**	9.91	5.71
TOTAL		**3,042.52**	**2,792.58**
Significant Accounting Policies and Notes to Financial Statements	1 to 29		

The accompanying notes are an integral part of the financial statements.
As per our report of even date

For Sunil Saraf & Associates **For and on behalf of the Board of Directors**
Chartered Accountants

(CA Kapil Binakiya) Asim Tewari Rajesh Bhootra
Partner (Director) (Director)
M. No. 410051 DIN-06695731 DIN-06888522
FRN No:15021C

Abhay Sanghvi
Company Secretary
M.No. A-25231

Date : 14.08.2015
Place : Indore

MAHAKALESHWAR TOLLWAYS PRIVATE LIMITED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2015				
	Particulars	**Note No.**	**For the year ended 31st March, 2015 (In Rs. million)**	**For the year ended 31st March, 2014 (In Rs. million)**
I.	Revenue From Operations	15	217.91	200.61
II.	Other Income	16	0.86	4.92
III.	**Total Revenue (I + II)**		**218.77**	**205.53**
IV.	Expenses:			
	Premium to MPRDC	20	-	-
	Employee Benefits Expenses	17	17.52	11.42
	Finance Costs	18	329.12	336.70
	Depreciation & Amortization Expenses	11	58.04	138.00
	Other Expenses	19	19.82	16.92
	Total		**424.50**	**503.05**
V.	**Profit before exceptional and extraordinary item and tax (III-IV)**		(205.74)	(297.52)
VI.	Exceptional Items		-	-
VII.	**Profit before extraordinary item and tax (V-VI)**		(205.74)	(297.52)
VIII.	Extraordinary Items		-	-
IX.	**Profit before tax (VII-VIII)**		(205.74)	(297.52)
X.	Tax Expenses:			
	(a) Current Tax		-	-
	(b) Deferred Tax		-	-
XI.	**Profit (Loss) after tax (IX-X)**		(205.74)	(297.52)
XII.	**Earning per equity share:**	**23**		
	(a) Basic		(1.98)	(2.86)
	(a) Diluted		(1.98)	(2.86)

Significant Accounting Policies and Notes to Financial Statements — 1 to 27

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For Sunil Saraf & Associates	**For and on behalf of the Board of Directors**	
Chartered Accountants		
(CA Kapil Binakiya)	Mr. Asim Tewari	Mr. Rajesh Bhootra
Partner	**(Director)**	**(Director)**
M. No. 410051	DIN-06695731	DIN-06888522
FRN No:15021C		
Date :	Mr. Abhay Sanghvi	
Place :	**Company Secretary**	
	M.No. A-25231	

MAHAKALESHWAR TOLLWAYS PRIVATE LIMITED
Cash Flow Statement for the year ended 31st March, 2015

Particulars	For the Year ended 31st March, 2015 (In Rs. million)	For the Year ended 31st March, 2014 (In Rs. million)
A. Cash Flow from Operating Activities		
Net Profit Before Tax and Extraordinary Items	(205.74)	(297.51)
Adjustment for :		
Depreciation	58.04	138.00
Interest Income	-	(4.42)
Finance cost	327.75	332.51
Operating Profit Before Working Capital Changes	**180.05**	**168.58**
Adjustment for :		
Increase / (Decrease) in Trade Payables	(2.89)	2.45
Increase / (Decrease) in Other Current Liabilities	74.91	9.49
Increase / (Decrease) in Long Term Provisions	0.46	-
Increase / (Decrease) in Other Non-Current Liabilities	(2.08)	(0.13)
Increase / (Decrease) in Short Term Provisions	0.22	-
(Increase) / Decrease in Short Term Loans and Advances	(4.20)	1.21
(Increase) / Decrease in other Current Assets	-	-
Cash generated from Operations	**246.48**	**181.61**
Income Taxes refund / (paid) during the year	-	1.07
Net Cash Flow from / (used in) Operating Activities	**246.48**	**182.68**
B. Cash Flow from / (used in) Investing Activities		
Additions to Fixed Assets	(0.77)	(0.40)
Interest received	-	4.42
Net Cash Flow from / (used in) Investing Activities	**(0.77)**	**4.02**
C. Cash Flow from / (used in) Financing Activities		
Proceeds from Long Term Borrowings (Net)	86.05	123.32
Proceeds from Fixed Deposit	-	82.10
Interest paid	(327.75)	(383.35)
Net Cash Flow from / (used in) Financing Activities	**(241.70)**	**(177.93)**
Net Increase / (decrease) in Cash and Cash Equivalents	**4.02**	**8.77**
Cash and Cash Equivalent at the beginning of the year	9.89	**1.12**
Cash and Cash Equivalent at the end of the year	**13.91**	**9.89**

Notes

1. Cash flow statement has been prepared under the Indirect Method as set out in the Accounting Standard 3 "Cash Flow Statements" as specified in the Companies (Accounting Standards) Rules, 2006.

2. Cash and cash equivalents represent cash and bank balances.

As per our report of even date

For Sunil Saraf & Associates
Chartered Accountants

(CA Kapil Binakiya)
Partner

M. No. 410051
FRN No: 15021C
Date :

Place : Indore

For and on behalf of the Board of Directors

Mr. Asim Tiwari
Director
DIN-06695731

Mr. Rajesh Bhootra
Director
DIN06888522

Mr. Abhay Sanghvi
Company Secretary
M.No. A-25231

MAHAKALESHWAR TOLLWAYS PRIVATE LIMITED

Notes to the financial statements for the year ended 31st March, 2015

1 Nature of Operations

The Company has been awarded the works of "Design, engineering, construction, development, finance, operation and maintenance for four laning from Indore Ujjain section on SH-27 from Ch KM 5/2 at Indore to Ch KM 53 at Ujjain in the state of M.P on Build-Operate-Transfer (BOT) basis" as per the concession agreement dated September 17, 2008 from the MPRDC. The Concession Agreement is for a period of 25 years.

2 Significant Accounting Policies

2.1 Basis of preparation

a) The financial statements are prepared in accordance with the historical cost convention and the accrual basis of accounting. The accounting policies applied by the Company are consistent with those applied in the previous year except as otherwise stated elsewhere.

b) These financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP). These Financial Statements have been prepared to comply in all material respects with the Accounting Standards ('AS') specified under Section 133 of the Companies Act 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014, other pronouncements of the Institute of Chartered Accountants of India and relevant applicable provisions of the Companies Act, 1956, and Companies Act, 2013 to the extent applicable.

Operating Cycle

c) As per the Schedule III of Companies Act, 2013, "an operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents". For the company, there is generally no clearly identifiable normal operating cycle and hence the normal operating cycle for the company is assumed to have duration of 12 months.

Current and Non-Current Asset

An asset is classified as 'current' when it satisfies any of the following criteria:

a) it is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle; or

b) it is held primarily for the purpose of being traded; or

c) it is expected to be realised within twelve months after the reporting date; or

d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

All other assets are classified as 'non-current'.

Current and Non-Current Liability

A liability is classified as 'current' when it satisfies any of the following criteria:

a) it is expected to be settled in the Company's normal operating cycles; or

b) it is held primarily for the purpose of being traded; or

c) it is due to be settled within twelve months after the reporting date; or

d) the company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

All other liabilities are classified as 'non-current'.

2.2 Use of estimates

The preparation of financial statements requires the management to make estimates and assumptions which are considered to arrive at the reported amounts of assets and liabilities and disclosure of contingent liabilities as on the date of the financial statements and the reported income and expenses during the reporting year. Although these estimates are based upon the management's best knowledge of current events and actions, actual results could differ from these estimates. Any revision to the accounting estimates are recognised prospectively in the current and future years.

2.3 Fixed Assets

(a) Expenditure Incurred on Construction of Assets under Concession Agreement

(b) Other Fixed Assets

Land is Valued at Cost. Other fixed assets are stated at the cost of acquisition less accumulated depreciation. The cost of fixed assets comprises purchase price and other attributable expenses included for the purpose of acquisition and installation of fixed assets.

Intangible assets represents Toll Collection Rights are recognized in accordance with the criteria specified in Accounting Standard (AS) 26 “Intangible Assets” issued by Institute of Chartered Accountants of India(ICAI). They are carried at cost less accumulated amortization and impairment losses, if any. Cost comprises construction cost including finance costs etc incurred during the implementation phase.

2.4 Depreciation / Amortisation

(a) Tangible Assets

Depreciation on fixed assets is provided on straight line method on the basis of useful life specified in Schedule II of Companies Act 2013. The residual value of all assets for depreciation purpose is considered as 5% of the original cost of the asset. Depreciation on the assets added / disposed of during the year is provided on pro-rata basis with reference to the period of addition / disposal. Fixed Assets costing up to Rs. 5,000/- are fully depreciated in the year of purchase.

During the current reporting year, the Company has adopted the revised useful lives of assets to compute depreciation as per Schedule II of the Companies Act, 2013. In accordance with requirements of said schedule II, the details of estimated useful life for each category of assets are as under:

Category	Useful Life in (yrs)
Office Equipment’s	5
Toll Equipment’s	15
Furniture and Fixture	10
Computers	3

(b) Intangible Assets

In the Case of Intangible assets, the useful life method of amortisation has been changed to Revenue based method of Amortisation as specifically prescribed for "Toll Roads" in Schedule II to Companies act 2013. Since the change in method of amortisation is a change on accounting policy, retrospective recomputation of Amortisation has been calculated and the surplus amortisation generated has been credited to General Reserves because the change has been made due to change in statute

2.5 Borrowing Costs

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to revenue.

2.6 Revenue Recognition

Revenue is recognized to the extent it is probable that the economic benefits will flow to the company and revenue can be reliably measured. Interest on fixed deposits is recognized on time proportion basis taking into account the amount outstanding and the rate applicable. Revenue from toll is accounted for on the basis of usage charges recovered from the users of the toll .

2.7 Employee benefits

Employee Benefit in the form of Provident Fund is defined contribution plan and the Company's contribution, paid or payable during the reporting period is charged to the Statement of Profit and Loss.

Gratuity liability is a defined benefit plan and is provided for based on actuarial valuation on projected unit credit method at the Balance Sheet date.

Long-Term compensated absences are defined benefit plan and are provided for based on actuarial valuation on projected unit credit method at the Balance Sheet date.

Actuarial gains/ losses are charged to the Statement of Profit and Loss and are not deferred.

2.8 Earnings Per Share (EPS)

Basic and Diluted earnings per share are computed by dividing the net profit / loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

2.9 Accounting for Taxes on Income

Current tax is the amount of tax payable on the taxable income for the year determined in accordance with the provisions of the Income Tax Act, 1961. Deferred tax reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the Balance Sheet date. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities. The deferred tax assets and deferred tax liabilities relate to the taxes on income levied by the same governing taxation laws. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits.

2.10 Provisions, Contingent Liabilities and Contingent Assets:

Provisions are recognised when the Company has a present legal or constructive obligation, as a result of past events, for which it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made for the amount of the obligation. Contingent liabilities are not recognised but are disclosed in the notes. Contingent assets are neither recognised nor disclosed in the financial statements.

2.11 Contingencies and Events Occurring After the Balance Sheet Date

All contingencies and events occurring after the Balance Sheet date, which have a material effect on the financial position of the company, are considered for preparing the financial statements.

3 Share Capital

Particulars	As at 31 March, 2015		As at 31 March, 2014	
	Number	In Rs. million	Number	In Rs. million
Authorised Equity Shares of Rs 10 each	104,240,000	1,042.40	104,240,000	1,042.40
Issued, Subscribed & Paid up Equity Shares of Rs 10 each fully paid up	104,159,800	1,041.60	104,159,800	1,041.60
Total	**104,159,800**	**1,041.60**	**104,159,800**	**1,041.60**

a. Reconciliation of the shares outstanding at the beginning and the at the end of the reporting year:

Particulars	As at 31 March, 2015		As at 31 March, 2014	
	Number	In Rs. million	Number	In Rs. million
Shares outstanding at the beginning of the year	104,159,800	1,041.60	104,159,800	1,041.60
Shares Issued during the year	-	-	-	-
Shares outstanding at the end of the year	104,159,800	1,041.60	104,159,800	1,041.60

b. Share in the Company held by each shareholder holding more than 5% shares :

Name of Shareholder	As at 31 March, 2015		As at 31 March, 2014	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Srei Venture Capital Trust - Infrastructure Project Development Fund	28,210,000	27.08%	28,210,000	27.08%
Srei Venture Capital Trust - Infrastructure Project Development Capital	21,780,000	20.91%	21,780,000	20.91%
Varaha Infra Limited	27,087,400	26.01%	27,087,400	26.01%
Galfar Engineering & Contracting SAOG	27,082,400	26.00%	27,082,400	26.00%

c. Terms / Rights attached to Shares:

The company has only one class of equity shares having par value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

4	Reserve & Surplus		
	Particulars	**As at 31 March, 2015**	**As at 31 March, 2014**
		In Rs. million	**In Rs. million**
	Surplus		
	Opening balance	(1,140.75)	(843.23)
	Add : Reversals on account of depreciation as per new companies act	299.00	-
	Add: Net Loss For the year	(205.74)	(297.52)
	Closing Balance	**(1,047.48)**	**(1,140.75)**
	Total	**(1,047.48)**	**(1,140.75**
5	**Long Term Borrowings**		
	Secured Term Loans		
	From banks	2,070.16	2,162.19
	Less: Current maturity of long term debt shown under Other Current Liabilities	138.05	115.04
	Term loans are repayable in remaining 38 quarterly Installments.		
		1,932.11	2,047.15
	Secured against all movable, immovable and intangible assets of the Company including bank accounts, receivable and concessionaire rights etc.		
	Unsecured Loans		
	From related parties	573.97	372.88
	Terms of unsecured loan:	573.97	372.88
	The repayment of loan is subordinate to payments required to be made to the senior lenders in terms of the financing documents.		
	Unsecured Bonds/ Debentures (Unquoted)		
	Optionally Convertible Participative Interest bearing Debentures (OCPID)	266.59	266.59
		266.59	266.59

	Terms of issue of OCPID: Interest : Total interest shall accrue and will be payable on interest due dates only when the Company has Residual Cash Flows available for distribution after paying all expenses , statutory dues and payment to senior secured lenders. Total Interest means – Fixed Interest + Variable Interest The OCPID will carry fixed interest of 12% p.a. If in any of the years residual cash flow is not enough to provide for the interest of the OCPID the cumulative deficit will be made good in the year it has sufficient residual cash flows. Variable interest will be such amount over and above the fixed interest to make the yield on the OCPID @ 16%. Interest is payable annually in arrears as per the terms of the **Tenure, Conversion and Redemption:** Tenure of OCPID will be 10 years(Extendable for a further period of 5 years at the option of holders) from the date of Allotment. OCPID holder will have the option to convert each OCPID into equity shares of the issuer at par value (i.e. at the face value of the equity share), during the currency of the OCPID, subject to a notice period of 3 months, in one or more tranches. OCPID will be redeemed at the end of 10 years from the date of allotment or at the end of extended period as the case may be or anytime during the tenure with mutual consent.		
	Total	**2,772.66**	**2,686.61**

6	**Other Long Term Liabilities**		
	Particulars	**As at 31 March, 2015**	**As at 31 March, 2014**
		In Rs. million	**In Rs. million**
	From Related Party		
	Liability for capital works (Net)	4.96	7.04
	Total	**4.96**	**7.04**
	Particulars	**As at 31 March, 2015**	**As at 31 March, 2014**
		In Rs. million	**In Rs. million**
7	**Long Term Provisions**		
	Compensated Absence	0.10	0.08
	Gratuity	0.60	0.20
	Sick Leave	0.04	-
	Total	**0.74**	**0.28**
8	**Trade Payable**		
	Due to Micro, Small and Medium Enterprises[1]	-	-
	Due to others	1.09	3.98
	[1]The Company has not received any memorandum from 'Suppliers' (as required to be filed by the 'Suppliers' with the notified authority under the Micro, Small and Medium Enterprises Development Act, 2006) claiming their status as on 31st March, 2015 as micro, small or medium enterprises. Consequently, the interest paid/ payable by the company to such Suppliers, during the year is Nil (Previous year: Nil).		
	Total	**1.09**	**3.98**
9	**Other Current Liabilities**		
	Current maturities of long-term debt	138.05	115.04
	Interest accrued and due on borrowings	25.56	26.86
	Share Application Money	53.20	-
	Total	**216.81**	**141.90**
10	**Short Term Provisions**		
	Liability for employee benefit		
	Compensated Absence	0.07	0.09
	Gratuity	0.07	0.01
	Sick Leave	0.00	-
	Statutory Dues	0.25	0.22
	Liability for expenses	51.74	51.60
	Total	**52.14**	**51.92**
12	**Long Term Loans & Advances (Unsecured, considered good)**		
	Advance Income Tax {Net of provision- Nil (31.03.14 - NIL)	1.31	1.31
	Total	**1.31**	**1.31**
13	**Cash & Cash Equivalents:**		
	Cash in hand	1.53	0.96
	Balances with banks		
	In Current Accounts	12.37	8.93
	Total	**13.91**	**9.89**
14	**Short Term Loans and Advances**		
	Unsecured, considered good		
	Security Deposits	4.97	4.57
	Other Loans and Advances	3.73	-
	Prepaid Expenses	1.22	1.14
	Total	**9.91**	**5.71**

	In the opinion of the management the loans and advances have the value on realization in the ordinary course of the business at least equal to the amount at which they are stated.		
15	**Revenue From operation**		
	Particulars	**For the year ended 31 March, 2015**	**For the year ended 31 March, 2014**
		In Rs. million	**In Rs. million**
	Toll Collection	217.91	200.61
	Total	**217.91**	**200.61**
16	**Other Income**		
	Interest Income	-	4.42
	Other income	0.86	0.50
	Total	**0.86**	**4.92**
17	**Employee Benefits Expense**		
	Salaries and allowances	15.51	10.10
	Compensated Absence	0.09	0.12
	Gratuity	0.47	0.20
	Contributions to Provident Fund	1.21	0.82
	Staff welfare expenses	0.24	0.17
	Total	**17.52**	**11.42**
18	**Finance Costs**		
	Interest expenses	327.75	332.51
	Other Finance charges	1.37	4.20
	Total	**329.12**	**336.70**
19	**Other Expenses**		
	Rent	0.40	0.26
	Legal & Professional Fees	2.21	1.00
	Toll Operation Expenses	3.25	4.63
	Bank Charges	0.12	0.07
	Audit Fees	0.11	0.11
	Power & Fuel	1.58	2.02
	Vehicle Hire and Maintenance Expenses	1.78	1.09
	Toll Administration Expenses	1.12	0.37
	Maintenance Expenses	0.74	1.24
	Travelling & Conveyance Expenses	0.51	0.37
	Communication Costs	0.26	0.22
	Printing & Stationery	0.22	0.24
	Insurance cost	1.53	1.40
	Security Expenses	5.04	3.45
	Miscellaneous Expenses	0.96	0.44
	Total	**19.82**	**16.92**
20	As per the Concession Agreement for the Project executed with MPRDC, the available balance in the Escrow Account needs to be withdrawn every month as per the order specified in the Escrow Agreement dated 23rd February 2010. During the year, the revenue of the Company was insufficient for payment of Premium to MPRDC as per the said specified order of withdrawal under Escrow Agreement. The Concession Agreement does not provide for accrual of Premium if the Project revenue is insufficient for its payment. Hence no provision has been made in the books of account towards Premium amounting to Rs 57.72 mn for the financial year 2013-14 and Rs.64.85 mn for the year 2014-15.		
21	**Capital Commitments**		
	Particulars	**As at 31 March, 2015**	**As at 31 March, 2014**
		In Rs. million	**In Rs. million**
	Estimated amount of contracts remaining to be executed on capital account	32.30	32.30
	Total	**32.30**	**32.30**
22	**Auditors' Remunerations (Inclusive of Service Tax)**		
	Audit Fee including Tax Audit Fee	0.11	0.11
	Total	**0.11**	**0.11**

23	Earning Per Equity Share (EPS)		
	Particulars	**For the year ended 31 March, 2015**	**For the year ended 31 March, 2014**
	Profit after tax attributable to Equity Shareholders (In Rs. mllion)	(205.74)	(297.52)
	Weighted average number of Equity Shares (In nos.)	104,159,800	104,159,800
	Nominal Value of Equity per share (In Rs.)	10	10
	Basic Earnings per share (In Rs.)	(1.98)	(2.86)
	Diluted Earnings per share (In Rs.)	(1.98)	(2.86)

24 Segment Information

The Company is engaged in infrastructure business and is a Special Purpose Entity formed for the specific purpose detailed in note No.1 and thus operates in a single business segment. Also it operates in a single geographic segment. In the absence of separate reportable business or geographic segments the disclosures required under the Accounting Standard (AS) 17 – "Segment Reporting" have not been made.

25 Disclosures pursuant to Accounting Standard (AS) 15 (Revised) - Employee Benefits

Defined Benefit Plans:

The Employees' Gratuity scheme and Leave benefit scheme are the Company's defined benefit plans.

All employees who have rendered service for specified period as per the Payment of Gratuity Act, 1972 are entitled for gratuity. The gratuity amount is determined based on the last drawn salary and period of service with the company.

The present value of defined obligation and related current cost are measured using the Projected Unit Credit Method with actuarial valuation being carried out at Balance Sheet date. Current service cost represents the cost associated with the benefit accrual for the current accounting period. Total employer expenses for the current financial year is inclusive of current service cost, actuarial gain/loss and net interest.

The defined benefit obligations are unfunded and thus the disclosure requirements of plan assets have not been made.

The following tables set out the details of amount recognised in the financial statements in respect of gratuity and leave benefits which is not funded:

Particulars	**Gratuity (Unfunded)**	
Defined benefit plans (As per actuarial valuation)	**For the year ended 31 March, 2015**	**For the year ended 31 March, 2014**
Net assets / (liability) recognised in Balance Sheet :		
Present value of Defined Benefit Obligation	0.67	0.20
Fair value of plan assets	-	-
Net asset/ (liability) recognised in Balance Sheet	0.67	0.20
Current	0.07	0.01
Non-Current	0.60	0.20
	Privilege Leave Benefit (Unfunded)	
Net assets / (liability) recognised in Balance Sheet :		
Present value of Defined Benefit Obligation	0.17	0.08
Fair value of plan assets	-	-
Net asset/ (liability) recognised in Balance Sheet	0.17	0.08
Current	0.07	0.00
Non-Current	0.10	0.08
	Sick Leave Benefit	
Net assets / (liability) recognised in Balance Sheet		
Present value of Defined Benefit Obligation	0.04	0.09
Fair value of plan assets	-	-
Net asset/ (liability) recognised in Balance Sheet - Current	0.04	0.09
Actuarial Assumptions		
Discount Rate	9%	9%
Expected return on plan	NA	NA
Salary Escalation	5%	5%
Retirement/ Superannuation Age	60 yrs	60 yrs

26	**Related Party Disclosures**

Names of Related Parties

Investors having significance Influence:

Srei Venture Capital Trust - Infrastructure Project Development Fund

Srei Venture Capital Trust - Infrastructure Project Development Capital

Varaha Construction Company (Prop. Mufat Singh Rao)

Varaha Infra Limited

Galfar Engineering & Contracting S.A.O.G.

Galfar Engineering & Contracting (India) Private Limited (Subsidiary company of Galfar Engineering & Contracting S.A.O.G.)

Key Management

Personnel: Director:

Mr. Asim Brijesh Tewari

Mr. Arunava Sengupta

Mr. Rajesh Bhootra

Mr. Rammohan Nagarajan

Mr. Abhay Sanghvi (Company Secretary)

Details of Related Party transactions and year end outstanding

Nature of Transaction / Name of related party	Transaction for the year ended	
	31 March, 2015	31 March, 2014
	In Rs. million	In Rs. million
Unsecured Loan Taken/(Repaid):		
Varaha Infra Limited	2.85	49.15
Varaha Construction Company (Prop. Mufat Singh Rao)	11.57	41.50
Galfar Engineering & Contracting S.A.O.G.	-	41.60
Galfar Engineering & Contracting (India) Private Limited	10.71	58.50
Srei Infrastructure Finance Limited	175.96	-
Share Application Money		
Galfar Engineering & Contracting S.A.O.G.	53.20	
Advance Given/(Adjusted)		
Varaha Infra Limited	(15.88)	0.32
Payment of EPC dues		
Varaha Infra Limited	(12.92)	-
Galfar Engineering & Contracting (India) Private Limited	(5.04)	0.08

Nature of Transaction / Name of related party	Balance outstanding as at	
	31 March, 2015	31 March, 2014
	In Rs. million	In Rs. million
Unsecured Loan :		
Varaha Infra Limited	57.00	54.15
Varaha Construction Company (Prop. Mufat Singh Rao)	143.27	131.70
Galfar Engineering & Contracting (India) Private Limited	156.13	145.43
Galfar Engineering & Contracting S.A.O.G.	41.60	41.60
Srei Infrastructure Finance Limited	175.96	-
Loans and Advance:		
Varaha Infra Limited	1.55	17.44
EPC Dues:		
Varaha Infra Limited	3.60	16.52
Galfar Engineering & Contracting (India) Private Limited	2.91	7.95

27	**Deferred Tax**
	Deferred tax reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years in accordance with Accounting Standard 22, “Taxes on Income” notified under Section 211(3C) of the Companies Act 1956. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the Balance Sheet date. The carry forward of Unabsorbed Depreciation & Business Loss resulted into Net Deferred Tax Assets. Considering the concept of prudence deferred tax assets is not recognized by the company during the current financial year as well as previous financial years.
28	**Earnings & Expenditures in Foreign currency**
	There is no earnings and expenditures in foreign currency during the year (Previous year Nil).
29	**Previous year comparatives**
	The previous year figures has been regrouped, reclassified and arranged where ever considered necessary to conform to current years' classification.

As per our report of even date

For Sunil Saraf & Associates

Chartered Accountants

FRN No:15021C

(CA Kapil Binakiya)

Partner

M. No. 410051

Date : 14/8/15

Place : Indore

For and on behalf of the Board of Directors

Mr. Asim Tiwari	Mr. Rajesh Bhootra
(Director)	(Director)
DIN-06695731	DIN-06888522

Mr. Abhay Sanghvi

Company Secretary

M.No. A-25231

MAHAKALESHWAR TOLLWAYS PRIVATE LIMITED

11. Fixed Assets **(In Rs. million)**

Particulars	Gross Block			Depreciation / Amortisation				Net Block	
	As at 01-04- 2014	Additions/ (disposal)	As at 31-03-2015	As at 01-04-2014	For the year	Adjustment /(Disposal)	As at 31-03-2015	As at 31-03-2015	As at 01-04-2014
Tangible Assets									
Land	0.59	-	0.59	-			-	0.59	0.59
Computers & Peripherals Office	0.59	0.10	0.69	0.55	0.02		0.57	0.12	0.04
Equipments	1.17	0.55	1.71	0.31	0.41		0.72	0.99	0.85
Vehicles	-	-	-	-			-	-	-
Furniture	0.13	0.12	0.25	0.04	0.01		0.05	0.20	0.10
Toll Collection System	11.49	-	11.49	1.86	0.77		2.63	8.86	9.63
Sub - total (A)	**13.98**	**0.77**	**14.74**	**2.76**	**1.22**	**-**	**3.97**	**10.77**	**11.22**
Intangible Assets									
Concessionaire's Toll Collection	3,224.30	-	3,224.30	459.85	56.82	(299.00)	217.68	3,006.62	2,764.45
Sub - total (B)	**3,224.30**	**-**	**3,224.30**	**459.85**	**56.82**	**(299.00)**	**217.68**	**3,006.62**	**2,764.45**
Total (A) + (B)	**3,238.27**	**0.77**	**3,239.04**	**462.61**	**58.04**	**(299.00)**	**221.65**	**3,017.39**	**2,775.67**
Previous year	3,238.34	(0.06)	3,238.27	325.07	138.00	(0.47)	462.61	2,775.67	2,913.27

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF
GHAZIABAD ALIGARH EXPRESSWAY PRIVATE LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of Ghaziabad Aligarh Expressway Private limited which comprise the Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss, Cash Flow Statement for the period ended, and a summary of significant accounting policies and other explanatory information. **This financial statements audited by us, are prepared as per Indian GAAPs, which is required for the sole purpose of consolidation in Bharat Road Network Limited.**

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 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have considered 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.

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.

An audit involves performing procedures to obtain audit evidence about the amounts and the 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 statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the 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 standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 31st March 2017, and its Profit & Loss and its Cash Flow for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, 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 Act, we report that:

   a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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 it appears from our examination of those books;

   c. The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

   d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

   e. On the basis of written representations received from the directors as on 31st March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.

   f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **"Annexure B**".

   g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

      i. The Company does not have any pending litigations which would impact its financial position.

      ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

      iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

      iv. The company has provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016.

For and on behalf of
RMA & ASSOCIATES LLP
Chartered Accountants
Firm's registration number:
000978N/N50062

Deepak Gupta
Partner

Membership number: 081535

Place: Delhi

Date:15.04.2017

"Annexure A" to the Independent Auditors' Report

Referred to in paragraph 1 under the heading 'Report on Other Legal & Regulatory Requirement' of our report of even date to the financial statements of the Company for the year ended 31st March, 2017:

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

(b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.

(c) The title deeds of immovable properties are held in the name of the company.

2) There is no Inventory in the company, hence clause 2(a) and 2(b) is not applicable.

3) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (c) of the Order are not applicable to the Company and hence not commented upon.

4) In our opinion and according to the information and explanations given to us, the company has not given any loans, investments, guarantees, and security in the provisions of section 185 and 186 of the Companies Act, 2013.

5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2030 with regard to the deposits accepted from the public are not applicable.

6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.

7) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities and there are no arrears of outstanding statutory dues.

(b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.

8) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of term loans to banks. However, there is delay in repayment of term loans to banks, and delay is reported in Note no. 28.1

9) In our opinion and according to the information and explanations given to us, the Company has utilized the money raised by way of disbursement of existing term loans during the year for the purposes for which they were raised.

10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.

11) The provisions of section 197 of the Companies Act 2013 are applicable on public limited company; hence clause 11 is not applicable to the company.

12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.

13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards

14) Based upon the audit procedures performed and the information and explanations given by the management, the company has issued the warrants on preferential basis as per section 62(1)(c) read with rule 13(1)of The Companies (Share capital and Debentures) Rules, 2014 also comply the condition laid down in section 42 of The Companies Act, 2013, during the period under the review.

15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.

16) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

For and on behalf of
RMA & ASSOCIATES LLP
Chartered Accountants
Firm's registration number:
000978N/N500062

Deepak Gupta
Partner

Membership number: 081535

Place: Delhi
Date:
15.04.2017

“Annexure B” to the Independent Auditor’s Report of even date on the Standalone Financial Statements Of Ghaziabad Aligarh Expressway Private Limited

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of Ghaziabad Aligarh Expressway Private Limited as of 31st March, 2017 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. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting 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 materialrespects.

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 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 31st March, 2017, based on our audit procedures.

For and on behalf of
RMA & ASSOCIATES LLP
Chartered Accountants
Firm's registration number: 000978N/N500062

Deepak Gupta
Partner

Membership number: 081535

Place: Delhi
Date: 15.04.2017

GHAZIABAD ALIGARH EXPRESSWAY PRIVATE LIMITED
Regd. Office: A1/157 & 158, 2nd Floor, New Kondli, Mayur Vihar Phase-III, New Delhi-110096
CIN NO.- U70101DL2009PTC197148

BALANCE SHEET AS AT MARCH 31, 2017

In Rs. Million

	Particulars	**Note No.**	**As at 31st March 2017**		**As at 31st March 2016**	
I.	**EQUITY AND LIABILITIES**					
1.	**Shareholders' Funds**					
	(a) Share Capital	**3**		**1,940.00**		**1,940.00**
	(b) Reserve & Surplus	**4**		**(750.21)**		**18.36**
	(c) Warrants	**5**		**2,930.99**		**-**
2.	**Non-current liabilities**					
	(a) Long-term borrowings	**6**	11,733.45		12,843.06	
	(b) Long-Term provisions	**7**	4.96	**11,738.41**	1.00	**12,844.06**
3.	**Current Liabilities**					
	(a) Short-Term Borrowings	**8**	636.91		2,032.69	
	(b) Trade Payables	**9**				
	-Due to Micro, Small and Medium Enterprises		-		-	
	-Due to others		596.78		325.89	
	(c) Other Current Liabilities	**10**	2,102.31		1,716.86	
	(d) Short-Term provisions	**11**	0.04		0.82	
				3,336.04		**4,076.26**
	TOTAL			**19,195.23**		**18,878.68**
II	**ASSETS**					
1.	**Non-current Assets**					
	(a) Property Plant & Equipment					
	(i) Tangible Asset	**12.1**	8.22		20.56	
	(ii) Intangible Asset	**12.1**	18,332.79		14,520.30	
	(iii) Intangible Assets under development	**12.2**	677.10		4,138.74	
	(b) Long-term loans and advances	**13**	91.01		90.99	
				19,109.12		**18,770.59**
2.	**Current Assets**					
	(a) Cash and cash equivalents	**14**	15.83		24.39	
	(b) Short-Term loans and advances	**15**	70.28		83.70	
				86.11		**108.09**
	TOTAL			**19,195.23**		**18,878.68**

Significant Accounting Policies and Notes to Financial Statements 1 to 32

The Notes referred to above form an integral part of the Balance Sheet
As per our report of even date.

For M/s RMA & Associates (LLP)
Chartered Accountants
F.R.No. 000978N

CA Deepak Gupta

PARTNER
M.No. 081535

Place : New Delhi
Date: 15/04/2017

For and on behalf of the Board of Directors

Mr. Sanjay Banka	**Mr. D. K. Maheshwari**	**Suni Kumar Jain**
Director	**Director**	**Director**
DIN NO.- 07363620	**DIN NO.- 03499179**	**DIN NO.- 07635372**

Mr. S.N.Mishra
AGM (F&A)

Mr. Jatin Jolly
Company Secretary
M.No.- A32474

GHAZIABAD ALIGARH EXPRESSWAY PRIVATE LIMITED
Regd. Office: A1/157 & 158, 2nd Floor, New Kondli, Mayur Vihar Phase-III, New Delhi-110096
CIN NO.- U70101DL2009PTC197148

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st March, 2017

In Rs. Million

	Particulars	**Note No.**	**For the year ended 31st March, 2017**	**For the year ended 31st March, 2016**
I.	Revenue From Operations	16	1,480.28	1,009.94
II.	Other Income	17	0.18	0.13
III.	**Total Revenue (I + II)**		**1,480.46**	**1,010.07**
IV.	Expenses:			
	Employee Benefit Expenses	18	41.47	29.27
	Finance Costs	19	1,739.54	1,165.53
	Depreciation & Amortization Expenses		123.93	116.88
	Other Expenses	20	89.42	71.85
	Total		**1,994.36**	**1,383.53**
V.	**Profit before exceptional and extraordinary item and tax (III-IV)**		**(513.90)**	**(373.46)**
VI.	Exceptional Items		-	-
VII.	**Profit before extraordinary item and tax (V-VI)**		(513.90)	(373.46)
VIII.	Extraordinary Items		-	-
IX.	**Profit before tax (VII-VIII)**		(513.90)	(373.46)
X.	Tax Expenses:			
	(a) Current Tax		-	-
	(b) Deferred Tax		-	-
XI.	**Profit (Loss) after tax (IX-X)**		(513.90)	(373.46)
XII.	**Earning per equity share:**	**21**		
	(a) Basic		(2.65)	(1.93)
	(a) Diluted		(2.65)	(1.93)

Significant Accounting Policies and Notes to Financial Statements.

The accompanying notes are an integral part of the financial statements.
The Notes referred to above form an integral part of the Balance Sheet

As per our report of even date.

For M/s RMA & Associates (LLP)
Chartered Accountants
F.R.No. 000978N

CA Deepak Gupta

PARTNER
M.No. 081535

Place : New Delhi
Date: 15/04/2017

For and on behalf of the Board of Directors

Sanjay Banka	**D.K. Maheshwari**	**Sunil Kumar Jain**
Director	**Director**	**Director**
DIN NO.- 07363620	**DIN NO.- 03499179**	**DIN NO.- 07635372**

S.N.Mishra	**Jatin Jolly**
AGM (F&A)	**Company Secretary**
	M.No.- A32474

GHAZIABAD ALIGARH EXPRESSWAY PRIVATE LIMITED
Regd. Office: A1/157 & 158, 2nd Floor, New Kondli, Mayur Vihar Phase-III, New Delhi-110096
CIN NO.- U70101DL2009PTC197148

Cash Flow Statement for the year ended 31st March, 2017

Rs. In Million

	For the year ended March 31, 2017	For the Year ended March 31, 2016
Cash Flow from Operating Activities		
Profit Before Taxes	(513.90)	(373.46)
Adjustments for :-		
Depreciation	123.93	116.88
Finance Cost	1,739.54	1,310.36
Operating profit before Working Capital Changes	**1,349.57**	**1,053.78**
Adjustments for changes in working capital:		
Adjustments for (increase) / decrease in operating assets:		
Short-term loans and advances	0.07	(1.71)
Long-term loans and advances	(0.03)	(1.31)
Other current assets	-	-
Other non-current assets	7.52	132.62
Adjustments for increase / (decrease) in operating liabilities:		
Trade payables	270.90	(522.88)
Other current liabilities	(17.24)	27.29
Other long-term liabilities	1.60	1.58
Short-term provisions	(0.78)	0.62
Long-term provisions	3.96	0.71
	1,615.57	**690.70**
Cash Generated from Operations	**1,615.57**	**690.70**
Direct Taxes paid (Net)	5.82	(6.94)
Net Cash generated from Operating Activities (A)	**1,621.39**	**683.76**
Cash flow from Investing Activities		
Purchase of Tangible Assets	(1.54)	(20.89)
Addition of Intangible Assets	(16.33)	-
Addition of Intangible Assets Under Development	(783.94)	(894.73)
Net Cash used in Investing Activities (B)	**(801.81)**	**(915.62)**
Cash flow from Financing Activities		
Proceeds from Bank Term Loans	234.08	250.00
Proceeds of Bank Term Loans	(917.88)	(510.98)
Proceeds from Short Term Borrowing	1,011.13	1,229.43
Interest Paid	(1,764.26)	(1,165.53)
Grant received (Equity Support from NHAI)	84.70	370.76
Proceeds from issue of Warrants	524.09	-
Net Cash generated from Financing Activities (C)	**(828.14)**	**173.68**
Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)	**(8.56)**	**(58.18)**
Cash and Cash Equivalent at the beginning of the year	24.39	82.57
Cash and Cash Equivalent at the end of the period	15.83	24.39
Net Increase / (Decrease) in Cash and Cash Equivalents	**(8.56)**	**(58.18)**
Components of Cash and Cash Equivalents		
Cash on hand	8.47	4.30
Balances with Banks in current accounts	7.36	20.09
Balances with Banks in deposit accounts		
Cash and Cash Equivalents as per Balance Sheet	15.83	24.39

1. Cash flow statement has been prepared under the Indirect Method as set out in the Accounting Standard 3 "Cash Flow Statements" as specified in the Companies (Accounting Standards) Rules, 2006.

2. Cash and cash equivalents represent cash and bank balances.

For M/s RMA & Associates (LLP) Chartered Accountants F.R.No. 000978N	**Mr. Sanjay Banka** **Director**	**Mr. D. K. Maheshwai** **Director**
CA Deepak Gupta	**DIN NO.- 07363620**	**DIN NO.- 03499179**
PARTNER **M.No. 081535**		
	Mr. S.N.Mishra	**Mr. Jatin Jolly**
Place : New Delhi	**AGM (F&A)**	**Company Secretary**
Date: 15/04/2017		**M.No.- A32474**

GHAZIABAD ALIGARH EXPRESSWAY PRIVATE LIMITED

Regd. Office: A1/157 & 158, 2nd Floor, New Kondli, Mayur Vihar Phase-III, New Delhi-110096

CIN NO.- U70101DL2009PTC197148

Notes to the financial statements for the year ended 31st March 17

1 Nature of Operations

The Company is an Infrastructure Company within the meaning of Section 186 of Companies Act 2013 , Read with Schedule VI annexed thereto. The Company has been awarded the work to design, engineer, construct, develop, finance, operate and maintain four laning of Ghaziabad Aligarh Section of NH 91 from Km 23.600 to Km 140.200 under NHDP Phase - III in the State of Uttar Pradesh on Build, Operate and Transfer (BOT) basis and to charge and collect toll fees and to retain and appropriate receivables as per the Concession Agreement dated May 20, 2010 executed with National Highways Authority of India (NHAI). The Company has received its First Provisional Completion Certificate for 103.89 Km out of total length of 126.30 Km on 23rd June 2015. The Company has received its Second Provisional Completion Certificate for 19.41 Kms. out of balance 22.41 Kms on 22 December 2016 .The Concession Period of the project is 24 years and Toll collection has commenced from 23rd June 2015.

2 Significant Accounting Policies

2.1.1 Basis of Preparation

-

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply in all material respects with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act") / Companies Act, 1956 ("the 1956 Act"), as applicable. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in preparation of the financial statements are consistent with those followed in the previous year.

The preparation of financial statements in conformity with Indian GAAP requires that management of the Company makes estimates and assumptions that affect the reported amounts of income and expenses of the period, the reported balances of assets and liabilities and the disclosures relating to contingent liabilities as of the date of the financial statements. Examples of such estimates include the useful lives of tangible and intangible fixed assets, allowance for doubtful debts/advances, future obligations in respect of retirement benefit plans, etc. Difference, if any, between the actual results and estimates is recognized in the period in which the results are known.

2.1.2 Current and Non-Current Asset

An asset is classified as ‘current’ when it satisfies any of the following criteria:
a) it is expected to be realised in, or is intended for sale or consumption in, the Company’s normal operating cycle; or
b) it is held primarily for the purpose of being traded; or
c) it is expected to be realised within twelve months after the reporting date; or
d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

All other assets are classified as 'non-current.

2.1.3 Current and Non-Current Liability

A liability is classified as ‘current’ when it satisfies any of the following criteria:

a) it is expected to be settled in the Company’s normal operating cycles; or
b) it is held primarily for the purpose of being traded; or
c) it is due to be settled within twelve months after the reporting date; or
d) the company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

All other liabilities are classified as ‘non-current’.

The normal operating cycle of the company is considered as 12 months period.

2.2 Government Grants

Government Grants received by way of “Equity Support” from NHAI in terms of Concession Agreement is recognized in accordance with the criteria specified in Accounting Standard (AS) 12, i.e., “Accounting for Government Grants”. Where Government Grants are in the nature of promoters contribution i.e. they are given with reference to the total investment in an undertaking or by way of contribution towards its total capital outlay (for example, Central investment subsidy scheme) and no repayment is ordinarily expected in respect thereof, such Grants are treated as Capital Reserve as pert of Shareholder's Funds which can neither be distributed as dividend nor considered as deferred income. Government grants available to the enterprise are recognized- i) where there is reasonable assurance that the enterprise will comply with the conditions attached to them; and ii) where such benefits have been earned by the enterprise and it is reasonably certain that the ultimate collection will be made.

	2.3	**Property Plant & Equipment**
	2.3.1	**Tangible Assets** (i) Land is stated at cost. (ii) Other Tangible Fixed Assets are stated at original cost and includes freight, installation cost, duties, taxes and other incidental expenses relating to their acquisition and bringing the asset to condition of ready for intended use less accumulated depreciation thereon.
	2.3.2	**Intangible Assets** Intangible assets are recognized as per the criteria specified in Accounting Standard (AS) 26, i.e., "Intangible Assets" as specified in the Companies (Accounting Standards) Rule, 2006: Toll Collection Rights are obtained in consideration for rendering construction, operation and maintenance services in relation to building and maintenance of the project on Design, Build, Finance, Operate and Transfer (DBFOT) basis. The cost of such Toll Collection Rights comprises construction cost of four laning of the existing carriageway and service roads, preoperative expenses and finance costs , Road Side Furniture , Street Lighting, TMS system, Toll Plaza Building, DG Sets, Electricals, Drainage, Culverts, VUP, Fly Overs, etc. incurred during the implementation phase; such costs, on completion of the project or part thereof are capitalized as Intangible Assets.
	2.3.3	**Intangible Assets Under Development** Intangible Assets under development includes direct and indirect expenditure incurred for the Highway Project and costs incidental and related thereto. Expenses incurred relating to the development of Highway Project prior to commencement of commercial operations are included under Intangible Assets under development and after completion are transferred to Intangible Assets All expenses which are capital in nature and directly relatable to development of Highway Project incurred upto the commencement of commercial operations are included under Intangible assets under development. These expenses will be transferred to Intangible Assets upon completion and receipt of completion certificate from NHAI (COD).
	2.4	**Depreciation / Amortisation**
	2.4.1 **2.4.2**	**Depreciation** Depreciation on assets has been provided on Straight line basis at the useful lives specified in the Schedule II of the Companies Act, 2013. Depreciation on additions/ deductions is calculated pro-rata from/ to the period of additions/ deductions. **Amortisation** Toll collection rights in respect of road projects are amortized over the period of concession using the revenue based amortization method in the manner prescribed under Schedule II to the Companies Act, 2013. Under the revenue based method, amortization is provided based on the proportion of actual revenue earned till the end of the year to the total projected revenue from the intangible asset expected to be earned over the concession period. Total projected revenue is reviewed at the end of each financial year and is adjusted to reflect the changes in earlier estimate vis-à-vis the actual revenue earned till the end of the year so that the whole of the cost of the intangible assets is amortized over the concession period. Leasehold assests and their improvements are amortized over the period of Lease.
		Amortization on impaired assets is provided by adjusting the amortization charges in the remaining periods so as to allocate the revised carrying amount over the remaining useful life.
	2.5	**Borrowing Costs** 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 capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur. Borrowing costs consists of interest and other cost that an entity incurs in connection with the borrowing of funds. In compliance of Accounting Standard (AS) 16, i.e., “Borrowing Cost”, any income earned on temporary investments till commercial operation date, out of funds borrowed, which is inextricably linked with the project is deducted from the related borrowing costs incurred.
	2.6	**Investments** Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as Long term investments. Current investments are carried at lower of cost or and fair value determined on individual investment basis. Long term investments are carried at cost less provision for permanent diminution, if any, in the value of such investments.

	2.7	**Foreign Exchange Transactions** Transactions in foreign currency are recorded on initial recognition at the exchange rate prevailing at the time of the transaction. Monetary items (i.e. receivables, payables, loans etc.) denominated in foreign currency are reported using the closing exchange rate on each balance sheet date as per Accounting Standard (AS) 11, i.e., “The Effects of Changes in Foreign Exchange Rates”. The exchange difference arising on the settlement of monetary items or on reporting of these items at rates different from the rates at which these were initially recorded / reported in previous financial statements are recognized as income / expense in the period in which they arise. Exchange differences arising on reporting of long term foreign currency monetary items at rates different from those at which they were initially recorded during the period or reported in the previous financial statements in so far as they relate to the acquisition of depreciable capital assets by addition to / deduction from the cost of the assets. Non-monetary items are carried at cost.
	2.8	**Revenue Recognition** Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. Fee Collection from the Users of the carriageway is accounted for as and when the amount is due and recovery is certain. Revenue from sale of smart card (local and monthly passes) is recognised as and when the cards are issued to the Users. Interest income is accounted for on time proportion basis.
	2.9	**Employee Benefits** (i) **Short Term Employee Benefits** All employee benefits falling due wholly within twelve months of rendering the service are classified as short term employee benefits. The benefits like salaries, wages, short term compensated absences etc. and the expected cost of bonus, ex-gratia are recognized in the period in which the employee renders the related service. (ii) **Post-Employment Benefits** a) Defined Contribution Plans: The obligation to employee’s provident fund is a defined contribution plan. The contribution paid/payable is recognized in the period in which the employee renders the related service. b) Defined Benefit Plans: The obligation towards gratuity is a defined benefit plan The present value of the obligation under such Defined Benefit Plans is determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation as per Accounting Standard (AS) 15, i.e., "Employee Benefits".
		The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plans, is based on the market yields on Government securities as at the Balance sheet date, having maturity periods approximating to the terms of related obligations. (i) **Long Term Employee Benefits** The obligation for long term employee benefits such as long term compensated absences is recognized in the same manner as in the case of defined benefit plans as mentioned in (ii) (b) above. The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plans, is based on the market yields on Government securities as at the balance sheet date, having maturity periods approximating to the terms of related obligations.
	2.10	**Accounting for Taxes on Income**
		Tax on income for the current period is determined on the basis of taxable income and tax credits computed in accordance with the provisions of the Income Tax Act, 1961, and based on expected outcome of assessments / appeals. Deferred tax is recognized on timing differences between the accounting income and the taxable income for the year and quantified using the tax rates and laws enacted or substantively enacted as on the Balance Sheet date. Deferred tax assets are recognized and carried forward to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

	2.11	**Impairment of Assets** As at each Balance Sheet date, the carrying amount of assets is tested for impairment so as to determine: a) the provision for impairment loss, if any required; or b) the reversal, if any, required of impairment loss recognized in previous period. Impairment loss is recognized when the carrying amount of an asset exceed its recoverable amount. Recoverable amount is determined: a) in the case of an individual asset, at the higher of the net selling price and the value in use; or b) in the case of a cash generating unit (a group of asset that generates identified, independent cash flows), at the higher of the cash generating unit's net selling price and the value in use. (Value in use is determined as the present value of estimated future cash flows from the continuing use of an asset and from its disposal at the end of its useful life.)
	2.12	**Provisions, Contingent Liabilities and Contingent Assets** a) Provisions are recognized for liabilities that can be measured only by using a substantial degree of estimation, if (i) the Company has a present obligation as a result of a past event. (ii) a probable outflow of resources is expected to settle the obligation, and (iii) the amount of the obligation can be reliably estimated. b) Reimbursement expected in respect of expenditure required to settle a provision is recognized only when it is virtually certain that the reimbursement will be received. c) Contingent Liability is disclosed in the case of (i) a present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation. (ii) a present obligation when no reliable estimate is possible, and (iii) a possible obligation arising from past events where the probability of outflow of resources is not remote.
		d) Contingent Assets are neither recognized, nor disclosed. e) Provisions, Contingent Liabilities and Contingent Assets are reviewed at each Balance Sheet date.
	2.13	**Claims** Claim against the company are accounted for as and when accepted and claims by the company are accounted for as and when the claim is received.
	2.14	**Earnings Per Share (EPS)** Basic Earnings Per Share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating Diluted Earnings Per Share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.
	2.15	**Prior Period and Extra Ordinary Items** Prior Period and Extra Ordinary items having material impact on the financial affairs of the Company are disclosed separately

Note No.	Particulars		As at March 31, 2017 In Rs. Million	As at March 31, 2016 In Rs. Million
3	**Share Capital**	**Authorised**		
		194,000,000 (Previous year 194,000,000) equity Shares of Rs10/- each	1,940.00	1,940.00
			1,940.00	1,940.00
		Equity Shares - Issued, Subscribed & paid up 194,000,000 (Previous year 194,000,000) equity shares of Rs 10/- each fully paid	1,940.00	1,940.00
			1,940.00	1,940.00
	a.	**Reconciliation of the shares outstanding at the beginning and at the end of the reporting period**		
		At the beginning of the year : 194,000,000 (Previous year 194,000,000) Equity Shares of Rs. 10 each allotted as fully paid up	1,940.00	1,940.00
		Issued during the year : Nil (Previous year Nil) Equity Shares of Rs. 10 each allotted as fully paid up	-	-
		Outstanding at the end of the year : 194,000,000 (Previous year 194,000,000) Equity Shares of Rs. 10 each allotted as fully paid up	1,940.00	1,940.00
	b.	**Share in the Company held by each shareholder holding more than 5% shares :**		

Name of the Shareholders	As at March 31, 2017		As at March 31, 2016	
	No. of Shares	% of holding	No. of Shares	% of holding
PNC Infratech Limited	29,324,000	15.12	29,324,000	15.12
PNC Infra Holdings Limited	38,576,000	19.88	38,576,000	19.88
Bharat Road Network Limited	75,660,000	39.00	75,655,000	39.00
Galfar Engineering & Contracting India Pvt Ltd	46,385,203	23.91	46,385,203	23.91

c. Terms / Rights attached to Shares:

The company has only one class of equity shares having par value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share.
In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Note No.	Particulars		As at March 31, 2017 In Rs. Million	As at March 31, 2016 In Rs. Million
4	**Reserve & Surplus**			
		Capital Reserve - Equity Support from NHAI (Op Balance)	391.82	2,576.40
		Add: Addition during the year	84.70	370.76
		Less: Transferred to Gross Block of Intangible Asset (Toll collection Right) during the year	(339.37)	(2,555.34)
		Closing Balance	137.15	391.82
		Profit and Loss Account (Op. Balance)	(373.46)	-
		Profit & Loss for the year	(513.90)	(373.46)
		Profit and Loss Account (Closing Balance)	(887.36)	(373.46)
			(750.21)	**18.36**

Note No.	Particulars			As at March 31, 2017 In Rs. Million	As at March 31, 2016 In Rs. Million
5	**Warrants**				
		Bharat Road Network Limited	(4,81,88,780 Warrrant of Rs 10/- each)	481.89	-
		Galfar Engineering & Contracting India Pvt Ltd	(3,87,79,441 Warrrant of Rs 10/- each)	387.79	-
		PNC Infratech Limited	(11,80,49,720 Warrrant of Rs 10/- each)	1,180.50	-
		Srei Infrastructure Finance Limited	(8,80,81,160 Warrrant of Rs 10/- each)	880.81	-
		Terms of warrants are as follows:			
		Warrants entitle the Warrant-holder to subscribe to one equity share of Rs.10/- (Face Value of Rs 10 per share) in the Company for each warrant held by the Warrant-Holder, subject to a re-characterisation event not having taken place on the maturity of the Warrants, that is, at the end of the Tenure (60 months). If the Warrant-holder opts not to subscribe to equity shares in the Company, the amount paid on the Warrants will be fully forfeited, and thereupon, the Warrant will be deemed to have expired.			
		In case of re-characterisation event taking place as per terms of the issue, the warrant shall be deemed to have been converted into Unsecured debenture. The tenure of debenture shall be 17 years from the date of issue. The debenture shall carry interest @ 14% p.a. payable only when the company has distributable cash profits.			
		Sl No	**Date of issue** / **Expriring on**		
		(1) 24,06,90,350	30th June 2016 / 29th June 2021		
		(2) 54,90,800	28th July 2016 / 27th July 2021		
		(3) 19,29,200	29th July 2016 / 28th July 2021		
		(4) 2,27,95,740	30th August 2016 / 29th August 2021		
		(5) 17,73,211	30th November 2016 / 29th November 2021		
		(6) 71,43,500	29th November 2016 / 28th November 2021		
		(7) 1,32,76,300	30th November 2016 / 29th November 2021		
		Total - 293099101		**2,930.99**	**-**

Note No.	Particulars	As at March 31, 2017 In Rs. Million	As at March 31, 2016 In Rs. Million
6	**Long-term borrowings**		
	Secured Term loans From Banks	**13,370.46**	**14,054.26**
	Less:- Current Maturities of Long-Term Debt	**(1,637.02)**	**(1,211.20)**
	The Term Loans are secured against a first charge on following Assets: (a) Immovable Properties both present and future, save and except the Project Assets. (b) Moveable Properties of the Company including but not limited to current and non-current assets, plant and machinery, furniture and fixtures, vehicles and all other movable assets both present and future, salvage and except the Project Assets (c) All the Receivables, Bank Accounts including without limitation, the Escrow Account, the DSRA, MMRA, the Retention Account and such other bank account that may be opened in terms of the project document. (d) All Insurance Contracts/ Insurance proceeds. (e) Intangible Assets of the Company including but not limited to the Goodwill, Rights, Undertakings and un called capital present and future. (f) The Shareholders of the Company have pledged 51 % of the Equity Shares of the Company in favour of the Security Trustee for the benefit of the Lenders. The Loan is repayable in 25 unequal quarterly Installments.		
		11,733.45	**12,843.06**
7	**Long Term provisions**		
	Provision for employee benefits:		
	- Provision for Gratuity	2.47	1.00
	- Provision for Leave Encashment	2.49	-
		4.96	**1.00**
8	**Short-term Borrowings**		
	a) Secured loan (Subservient to Senior Lenders)		
	- From Others		
	SREI Infrastructure Finance Limited	487.92	260.00
	Galfar Engineering , A share holder of the company has pledged 10.65% fully , equity share of the company , i.e 20,660,803 in favour of lenders as security and subservient to the existing Senior lenders , charge on 13.26% , fully Paid equity share of company i.e 25,724,009 , in favour of lenders as security for loan		
	b) Unsecured Loan		
	- From Related Parties		
	PNC Infratech ltd.	52.15	731.60
	Galfar Engineering and Contracting India Pvt Ltd	38.74	250.00
	Bharat Road Network Limited	58.10	106.41
	- From Others		
	SREI Infrastructure Finance Limited	**-**	684.68
		636.91	**2,032.69**

Note No.	Particulars		As at March 31, 2017 In Rs. Million	As at March 31, 2016 In Rs. Million
9	**Trade Payable**			
		Sundry Creditors		
		Due to Micro, Small and Medium Enterprises (Note1)	-	-
		(a) Principal Amount and the Interest due thereon remaining unpaid as on 31st March 17	-	-
		(b) Amount of Interest paid along with the amount of payment made to supplier beyond the appointed day during the year	-	-
		(c) Amount of Interest due and payable for the period of delay in making payment .	-	-
		(d) Amount of Interest accrued and remaining unpaid at the end of the year.	-	-
		(e) Amount of further Interest remaining due and payable in subsequent years, until such date when the interest dues are actually paid.	-	-
		Due to others	596.78	325.89
	Note-1: The Company has not received any memorandum from 'Suppliers' (as required to be filed by the 'Suppliers' with the notified authority under the Micro, Small and Medium Enterprises Development Act, 2006) claiming their status as on 31st March, 2017 as micro, small or medium enterprises. Consequently, the interest paid/ payable by the company to such Suppliers, during the year is Nil (Previous year: Nil).			
			596.78	**325.89**
10	**Other Current Liabilities**			
		Current Maturities of Long-Term Debt	1,637.02	1,211.20
		Statutory Dues	1.76	14.54
		Audit Fees Payable	0.09	0.07
		Retention Money	35.04	33.45
		Interest accrued and due on borrowings	403.88	428.59
		Other Liabilities	17.96	28.53
		Provision for Expenses	6.56	0.48
			2,102.31	**1,716.86**
11	**Short-term Provisions**			
		For Compensated absences	-	
		For Gratuity	0.00	0.00
		For Leave Encashment	0.04	0.82
			0.04	**0.82**

Note No.	Particulars	As at March 31, 2017 In Rs. Million	As at March 31, 2016 In Rs. Million
12(b)	**Intangible Assets under development**		
	EPC Cost	479.62	3,102.39
	Interest / Financing cost During Construction Period	185.07	976.00
	Pre-operative Expenses	12.41	60.34
		677.10	**4,138.73**
12(b).1	**Pre-operative expenses Account**		
	Employee benefit expense	(293.39)	(233.33)
	Depreciation and amortization expense	1.63	1.63
	Other expenses	489.23	1,268.05
		197.47	1,036.35
12(b).1a	**Employee benefit expense**		
	Salaries & allowances	(294.13)	(234.07)
	Compensated Absences	0.74	0.74
		(293.39)	(233.33)
12(b).1b	**Depreciation and amortization expense (refer note no. 11)**		
		-	-
12(b).1c	**Other expenses**		
	Interest During Construction Period (Net)	185.07	976.00
	Professional charges	235.29	225.37
	Preliminary expenses written off	16.05	16.05
	Travelling & Conveyance expenses	14.06	14.06
	Rates & Taxes	21.67	21.67
	Rent for Office Premises	2.11	2.11
	Communication expenses	0.58	0.58
	Bank Charges	2.45	2.45
	Printing & Stationery	0.27	0.27
	Statutory Audit Fees	0.35	0.35
	Audit Fees_Internal Audit	0.11	0.11
	Office administrative Expenses	8.02	8.02
	Miscellaneous Expenses	3.21	1.01
		489.23	1,268.05
13	**Long-term Loans and Advances**		
	Security Deposit	1.65	1.63
	Advances for Rail Over Bridge	89.36	89.36
		91.01	**90.99**
14	**Cash and Cash Equivalents**		
	Cash in hand	8.47	4.30
	Balances with Banks		
	In Current Account	7.36	20.09
		15.83	**24.39**

Note No.	Particulars	As at March 31, 2017 In Rs. Million	As at March 31, 2016 In Rs. Million
15	**Short-term Loans and Advances**		
	Unsecured, considered good		
	TDS Receivable	58.66	64.48
	Balance with Govt. Authorities	8.59	16.12
	Advance for expenses	3.03	3.10
	WIP	-	
		70.28	**83.70**
16	**Revenue From operation**		
	Toll Collection	1,395.01	1,009.94
	Claim received from NHAI for Toll suspension due to demonetization	85.27	-
		1,480.28	**1,009.94**
17	**Other Income**		
	Interest on Income tax refund	0.08	-
	Other Income	0.10	0.13
		0.18	**0.13**
18	**Employee Benefits Expense**		
	Salaries and allowances	33.85	23.46
	Contributions to Provident Fund	3.12	2.38
	Staff welfare expenses	4.50	3.43
		41.47	**29.27**
19	**Finance Costs**		
	Interest expenses	1,739.54	1,165.53
		1,739.54	**1,165.53**
20	**Other Expenses**		
	Power & Fuel	23.30	13.61
	Security Expenses	18.87	16.31
	Highway Maintenance Expenses	12.80	5.01
	Insurance cost	10.05	7.32
	Vehicle & DG Hire and Maintenance Expenses	5.85	6.00
	Toll Administration Expenses	1.96	13.58
	Legal & Professional Fees	3.72	2.04
	Bank Charges	5.69	2.25
	Toll Operation Expenses	1.36	1.14
	Travelling & Conveyance Expenses	1.42	0.27
	Rent	0.63	0.38
	Advertisement Expenses	0.07	1.91
	Communication Costs	0.66	0.18
	Printing & Stationery	0.34	0.20
	Miscellaneous Expenses	2.70	1.6449
		89.42	**71.85**

Note No.	Particulars	As at March 31, 2017 In Rs. Million	As at March 31, 2016 In Rs. Million
21	**Earning Per Equity Share (EPS)**		
	Profit after tax attributable to Equity Shareholders (In Rs.)	(513.90)	(373.46)
	Weighted average number of Equity Shares (In nos.)	194.00	194.00
	Nominal Value of Equity per share (InRs.)	10.00	10.00
	Basic Earnings per share (In Rs.)	(2.65)	(1.93)
	Diluted Earnings per share (In Rs.)	(2.65)	(1.93)
22	**Commitments**		
	Estimated amount of contracts remaining to be executed on capital account	271.69	777.56
		271.69	**777.56**
23	**Contingent Liabilities- Nil**		
24	**Auditors' Remuneration***		
	As Auditor	0.13	0.08
	For other services	0.05	-
	For Reimbursement of Expenses	-	-
	* Auditors' remuneration is exclusive of Service Tax.		
		0.18	**0.08**
25	**Segment Information** The Company operates in only one segment, namely "Development, operation and maintenance of Roads on Build, Own and Transfer basis (BOT)" hence there are no reportable segments under Accounting Standard 17 'Segment Reporting'.		
26	**Related Party Disclosures**		

a. **Names of Related Parties**

Investors having significant Influence:

Bharat Road Network Limited

PNC Infratech Limited

PNC Infra holdings Ltd (100% Subsidiary of PNC Infratech Limited)

Galfar Engineering & Contracting SAOG, Oman

Galfar Engineering and Contracting India Pvt Ltd (100% Subsidiary of Galfar Engineering & Contracting SAOG, Oman)

b. **Details of Related Party transactions and year end outstanding**

Nature of Transaction (Name of Related Party)	Transaction for the year ended 31-Mar-17	Balance as on 31-Mar-17	Transaction for the year ended 31-Mar-16	Balance as on 31-Mar-16
Short term Borrowings				
Bharat Road Network Ltd.	58.10	58.10	106.41	106.41
PNC Infratech Ltd.	52.15	52.15	481.60	731.60
Galfar Engineering and Contracting India Pvt Ltd	38.74	38.74	-	250.00
	-	-	-	-

		EPC Work	**-**	**-**	-	-
		PNC Infratech Ltd.	469.28	595.92	(513.42)	330.28
			-	-	-	-
		Utility shifting work	**-**	**-**	-	-
		PNC Infratech Ltd.	-	0.58	5.30	0.58
		Galfar Engineering and Contracting India Pvt Ltd	4.72	0.28	7.18	0.28
			-	-	-	-
		Warrants	-	-	-	-
		Bharat Road Network Ltd.	-	481.89	-	-
		Galfar Engineering and Contracting India Pvt Ltd	-	387.79	-	-
		PNC Infratech Ltd.	-	1,180.50	-	-
			-	-	-	-
		Unsecured loan & Contributions of this period converted to Warrants	-	-	-	-
		Bharat Road Network Ltd	367.31	-	-	-
		Galfar Engineering and Contracting India Pvt Ltd	105.38	-	-	-
		PNC Infratech Ltd.	323.06	-	-	-
		Unsecured loan of last year converted to Warrants	-	-	-	-
		Bharat Road Network Ltd	106.41	-	-	-
		Galfar Engineering and Contracting India Pvt Ltd	250.00	-	-	-
		PNC Infratech Ltd.	731.60	-	-	-
			-	-	-	-
		Interest Expense (net of TDS) on unsecured loan converted to warrants	-	-	-	-
		Bharat Road Network Ltd.	8.17	-	-	-
		Galfar Engineering and Contracting India Pvt Ltd	32.42	-	-	-
		PNC Infratech Ltd.	125.83	-	-	-

27 Considering the present financial position and requirement of the Accounting Standard-22 on Accounting for Taxes on Income, regarding certainty/virtual certainty, Deferred tax assets has not been recognised.

28 There is no earning and expenditure in foreign currency (Previous year Nil).

28.1 Delay in Payment of Principal and Interest

Particular	**Amount (Rs.)**		
	60 days	32 days	1 day
Interest Outstanding as on 31.03.2017	132.53	130.17	141.17
Principal amount due for repayment as on 31.03.17	-	293.41	-

29	**Employees Post Retirement Benefits:**
	The company offers its employees Defined Contribution Benefits in the form of Provident Fund. The fund cover substantially all regular employees. Contributions are paid during the period into separate funds under certain statutory /fiduciary type arrangements. Both the employees and the company pay predetermined contributions into the provident fund. The contributions are normally based on a certain proportions of the employee's salary.
	The company offers its employees Defined Benefit Plans in the form of Gratuity (a lump sum amount). Amout payables under defined benefit plans are typically based on years of service rendered and the employees' eligible compensation (immediately before retirement). The Gratuity scheme covers substantially all regular employees. Commitments are actuarially determined at year end. Actuarial Valuation is based on "Projected Unit Credit" Method. Gains and losses due to changes in actuarial assumptions are charged to the Consolidated Statement of Profit and Loss.
	The following table summarises the components of net expense recognised in the income statement and amounts recognised in the balance sheet for gratuity.

		Gratuity (Unfunded)		**Leave Encashment (Unfunded)**	
29.1	**Net Benefit Expenses**	**As on 31st March, 2017**	**As on 31st March, 2016**	**As on 31st March, 2017**	**As on 31st March, 2016**
	Current service cost	1.49	0.90	1.53	1.13
	Interest cost on benefit obligation	0.08	0.02	0.10	-
	Expected return on plan assets	-	-	-	-
	Net actuarial(gain)/loss recognised	0.04	(0.21)	(0.13)	0.15
	Annual expenses	**1.61**	**0.71**	**1.49**	**1.28**
29.1a		**As on 31st March, 2017**	**As on 31st March, 2016**	**As on 31st March, 2017**	**As on 31st March, 2016**
	Benefit Asset/ (Liability)	-	-	-	-
	Defined benefit obligation	2.47	1.00	2.52	1.28
	Fair value of plan assets	-	-	-	-
	Benefit Asset/ (Liability)	**(2.47)**	**(1.00)**	**(2.52)**	**(1.28)**
29.1b	**Changes in the present value of the defined benefit obligation:**				
	Opening defined benefit obligation	0.00	0.29	1.28	-
	Interest cost	0.08	0.02	0.10	-
	Current service cost	1.49	0.90	1.53	1.13
	Benefits Paid	(0.14)	-	(0.25)	-
	Net actuarial(gain)/loss recognised in year	0.04	(0.21)	(0.13)	0.15
	Closing defined benefit obligation	**1.47**	**1.00**	**2.52**	**1.28**
29.1c	The principal assumptions used in determining pension and post-employment benefit obligations for the Company’s plans are shown below:				
	Discount rate	7.50%	8.00%	7.50%	8.00%
	Future salary increases	10.00%	10.00%	10.00%	10.00%
	Mortality table used	Indian Assured Lives (2006–2008) Ultimate Table	Indian Assured Lives (2006–2008) Ultimate Table	Indian Assured Lives (2006–2008) Ultimate Table	Indian Assured Lives (2006–2008) Ultimate Table
	The estimates of future salary increases considered in the actuarial valuation take into account inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.				
29.1d	**The amounts for the current year and previous year are given below:**				
		31-Mar-17	**31-Mar-16**	**31-Mar-17**	**31-Mar-16**
	Defined benefit obligation	1.47	0.10	2.52	1.28
	Defined benefit Assets	-	-	-	-
	Surplus/(Deficit)	(1.47)	(0.10)	(2.52)	(1.28)
	Acturial Gain/Loss	0.04	(0.21)	(0.13)	0.15

30	Due to the Demonetisation Scheme announced by Government of India w.e.f. 9th November 2016, the toll collection was suspended in accordance with directives of National Highways Authority of India. The Company has raised a claim of Rs. 94.74 Million in respect of demonetisation from NHAI out of which Rs. 85.27 Million has been received till 31.03.17.
31	Detail of Specified Bank Notes (SBN) held and transacted during the period from 08th November 2016 to 30th December 2016:

Particular		**SBNS**	**Other denomination notes**	**Total**
Closing cash in hand as on 08.11.2016		3.68	0.54	4.22
(+) Permitted receipts		31.27	80.84	112.12
(-) Permitted payments		-	-	-
(-) Amount deposited in Banks		34.95	77.09	112.05
Closing cash in hand as on 30.12.2016		**-**	**4.29**	**4.29**

32	Previous year figures have been regrouped, rearranged & reclassified where considered necessary to conform to the current year's classification.
	Notes forming part of the Financial Statements for the year ended March 31 ,2017

For M/s RMA & Associates (LLP)
Chartered Accountants

F.R.No. 000978N

CA Deepak Gupta

PARTNER

M.No. 081535

For and on behalf of the Board of Directors

Mr. Sanjay Banka	**D.K. Maheswari**	**Sunil Kumar Jain**
Director	**Director DINNO-03499179**	**Director DINNO-07635372**
DIN NO.-07363620		
S.N. Mishra AGM (F&A)	**Jiten jolly Company Secretary**	

GHAZIABAD ALIGARH EXPRESSWAY PRIVATE LIMITED

Regd. Office: A1/157 & 158, 2nd Floor, New Kondli, Mayur Vihar Phase-III, New Delhi-110096

CIN NO.- U70101DL2009PTC197148

Note no. 12.1 - Property Plant & Equipment

Rs. In million

Particulars	Gross Block/Original Cost				Depreciation / amortization				Net Carrying Value	
	As at April 1, 2016	Additions during the year	Adjustment/ Disposal during the year	As at 31st March 2017	As at April 1, 2016	For the Year	Adjustment / Disposal during the year	As at 31st March 2017	As at 31st March 2017	As at Mar 31, 2016
Tangible Assets										
Computers	0.43	0.10	-	0.53	0.19	0.12	-	0.30	0.22	0.24
Office equipments	3.29	0.21	-	3.51	0.86	0.48	-	1.34	2.16	2.43
Furniture & Fixtures	13.84	1.23	(12.54)	2.52	0.28	0.34	(0.00)	0.61	1.91	13.56
Vehicles	5.53	-	-	5.53	1.20	0.40	-	1.61	3.92	4.32
Total	**23.09**	**1.54**	**(12.54)**	**12.08**	**2.53**	**1.34**	**(0.00)**	**3.87**	**8.22**	**20.56**
Intangible Assets										
Concessionaire's Toll Collection Rights (Note -1)	14,636.03	3,935.09	-	18,571.12	115.74	122.59	-	238.33	18,332.79	14,520.29
Computer Software	0.05	-	-	0.05	0.03	0.01	-	0.05	-	0.01
Total	**14,636.08**	**3,935.09**	**-**	**18,571.17**	**115.78**	**122.60**	**-**	**238.38**	**18,332.79**	**14,520.30**
Grand Total	**14,659.17**	**3,936.63**	**(12.54)**	**18,583.25**	**118.31**	**123.93**	**(0.00)**	**242.24**	**18,341.01**	**14,540.86**

Note -1(A)

Concessionaire's Toll Collection Rights	**Amount (** Rs. In million**)**
Value of Assets Capitalised on date of First PCOD i.e 24th June 15	17,191.37
Less: Government Grant adjusted against above	(2,555.34)
Gross Block of Toll Collection Rights as on 31st March 16	14,636.03
Add: Further Capitalisation on Second PCOD i.e 22nd December 2016	4,274.46
Less: Government Grant adjusted against above	(339.37)
Gross Block of Toll Collection Rights as on 31st March 17	18,571.12

Note -1(a)- Value of assets capitalised on date of PCOD i.e 24th June 2015 is Rs. 17,191.37/- Million reduced by the Government Grant Rs. 2,555.34/- Million i.e net cost Rs. 14,636.03 /- Million has been disclosed above as Gross Block of Toll Collection Rights.

Note -1(b)- Value of assets capitalised on second PCOD i.e 22nd December 2016 is Rs. 4,274.50/- Million reduced by the Government Grant Rs. 339.37/- Million i.e net cost Rs.3935.09/- Million has been added to the above Gross Block of Toll Collection Rights.

Rs. In million

Note no. 12.2 - Intangible Assets Under Development	**As at April 1, 2016**	**Additions during the year**	**Capitalised as Intangible Assets**	**As at March 31, 2017**
EPC Cost	3,102.39	474.73	3,097.49	479.62
Interest / Financing cost During Construction Period	976.00	297.10	1,088.04	185.07
Pre-operative Expenses	60.35	12.12	60.06	12.41
Other Assets	-	28.87	28.87	-
Total	**4,138.74**	**812.81**	**4,274.46**	**677.10**

INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF
GHAZIABAD ALIGARH EXPRESSWAY PRIVATE LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of Ghaziabad Aligarh Expressway Private limited which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss, Cash Flow Statement for the period ended, 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 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 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

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.

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.

An audit involves performing procedures to obtain audit evidence about the amounts and the 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 statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the 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 standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 Profit & Loss and its Cash Flow for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, 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 Act, we report that:

   a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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 it appears from our examination of those books;

   c. The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

   d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

   e. On the basis of written representations received from the directors as on March 31, 2016 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 of Section 164 (2) of the Act.

   f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **"Annexure B**".

   g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company does not have any pending litigations which would impact its financial position.

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For and on behalf of
RMA & ASSOCIATES
Chartered Accountants
Firm's registration number:
000978N

Rajiv Bajpai
Partner
Membership number: 405219

Place: Delhi
Date: 20.05.2016

“Annexure A” to the Independent Auditors’ Report

Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the financial statements of the Company for the year ended March 31, 2016:

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

(b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.

(c) The title deeds of immovable properties are held in the name of the company.

2) There is no Inventory in the company, hence clause 2(a) and 2(b) is not applicable.

3) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.

4) In our opinion and according to the information and explanations given to us, the company has not given any loans, investments, guarantees, and security in the provisions of section 185 and 186 of the Companies Act, 2013.

5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.

6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.

7) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities and there are no arrears of outstanding statutory dues as on the last day of the financial year for a period of more than six months from the date they became payable.

b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.

8) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of term loans to banks. However, there is delay in repayment of term loans to banks, and delay is reported in annexure no. 1

9) In our opinion and according to the information and explanations given to us, the Company has utilized the money raised by way of disbursement of existing term loans during the year for the purposes for which they were raised.

10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.

11) The provisions of section 197 of the Companies Act 2013 are applicable on public limited company; hence clause 11 is not applicable to the company.

12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.

13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.

14) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.

15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.

16) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

For and on behalf of
RMA & ASSOCIATES
Chartered Accountants
Firm's registration number:
000978N

Rajiv Bajpai
Partner
Membership number: 405219

Place: Delhi
Date: 20.05.2016

"Annexure B" to the Independent Auditor's Report of even date on the Standalone Financial Statements Of Ghaziabad Aligarh Expressway Private Limited

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Ghaziabad Aligarh Expressway Private Limited as of March 31, 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. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting 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 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 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 March 31, 2016, based on our audit procedures.

For and on behalf of
RMA & ASSOCIATES
Chartered Accountants
Firm’s registration number: 000978N

Rajiv Bajpai
Partner
Membership number: 405219

Place: Delhi
Date:
20.05.2016

Annexure – I					
Lenders Name	**Amount of delay Interest as on 31-03-16**	**Amount of delay Principal Repayment as on 31-03-16**	**Total Amount**	**Delay**	**Reason for delay in payment**
	In Rs. million	**In Rs. million**	**In Rs. million**	**(In no. of days)**	
Axis Bank Ltd. (Lead Bank)	80.10	38.50	118.60	88	Shortage of funds
Union Bank Of India	42.00	20.60	62.60	88	Shortage of funds
Bank Of India	42.60	18.40	61.00	88	Shortage of funds
Canara Bank	32.50	15.80	48.30	88	Shortage of funds
Indian Overseas Bank	28.10	15.80	43.90	88	Shortage of funds
Punjab National Bank	33.50	15.80	49.40	88	Shortage of funds
Allahabad Bank	22.20	11.00	33.20	88	Shortage of funds
Bank Of Baroda	22.00	11.00	33.00	88	Shortage of funds
Oriental Bank Of Commerce	23.10	11.00	34.10	88	Shortage of funds
South Indian Bank Ltd.	24.20	11.00	35.20	88	Shortage of funds
Syndicate Bank	21.60	11.00	32.60	88	Shortage of funds
Vijaya Bank	21.00	11.00	32.00	88	Shortage of funds
Dena Bank	21.90	10.30	32.20	88	Shortage of funds
State Bank Of Travancore	13.90	6.90	20.70	88	Shortage of funds
	428.70	**208.10**	**636.80**		

GHAZIABAD ALIGARH EXPRESSWAY PRIVATE LIMITED

CIN NO.- U70101DL2009PTC197148

BALANCE SHEET AS AT March 31, 2016

In Rs. million

	Particulars	**Note No.**	**As at March 31, 2016**	**As at March 31, 2015**
I.	**EQUITY AND LIABILITIES**			
1.	**Shareholders' Funds**			
	(a) Share Capital	**3**	1,940.00	1,940.00
	(b) Reserve & Surplus	**4**	18.36	2,576.40
2.	**Non-current liabilities**			
	(a) Long-term borrowings	**5**	12,843.06	13,596.09
	(b) Long-Term provisions	**6**	1.00	0.29
3.	**Current Liabilities**			
	(a) Short-Term Borrowings	**7**	2,032.69	803.26
	(b) Trade Payables	**8**		
	-Due to Micro, Small and Medium Enterprises		-	-
	-Due to others		325.89	848.77
	(c) Other Current Liabilities	**9**	1,716.38	1,050.66
	(d) Short-Term provisions	**10**	1.30	0.64
	TOTAL		**18,878.68**	**20,816.11**
II	**ASSETS**			
1.	**Non-current Assets**			
	(a) Fixed Assets			
	(i) Tangible Assets	**11(a)**	20.55	0.81
	(ii) Intangible Assets	**11(a)**	14,520.30	0.01
	(iii) Intangible Assets under development	**11(b)**	4,138.74	20,435.38
	(b) Long-term loans and advances	**12**	90.99	89.67
2.	**Current Assets**			
	(a) Cash and cash equivalents	**13**	24.39	82.56
	(b) Short-Term loans and advances	**14**	83.71	207.68
	TOTAL		**18,878.68**	**20,816.11**

Significant Accounting Policies and Notes to Financial statements — 1 to28

The Notes referred to above form an integral part of the Balance Sheet

As per our report of even date.

GHAZIABAD ALIGARH EXPRESSWAY PRIVATE LIMITED
CIN NO.- U70101DL2009PTC197148
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st March, 2016

In Rs. million

	Particulars	**Note No.**	**For the year ended 31st March 16**	**For the year ended 31st March 15**
I.	Revenue From Operations	15	1,009.94	-
II.	Other Income	16	0.13	-
III.	**Total Revenue (I + II)**		**1,010.07**	**-**
IV.	Expenses:			
	Employee Benefits Expenses	17	29.27	-
	Finance Costs	18	1,165.53	-
	Depreciation & Amortization Expenses		116.88	
	Other Expenses	19	71.86	-
	Total		**1,383.54**	**-**
V.	**Profit before exceptional and extraordinary item and tax (III-IV)**		(373.46)	-
VI.	Exceptional Items		-	-
VII.	**Profit before extraordinary item and tax (V-VI)**		(373.46)	-
VIII.	Extraordinary Items		-	-
IX.	**Profit before tax (VII-VIII)**		(373.46)	-
X.	Tax Expenses:			
	(a) Current Tax		-	-
	(b) Deferred Tax		-	-
XI.	**Profit (Loss) after tax (IX-X)**		(373.46)	-
XII.	**Earning per equity share:**	**20**		
	(a) Basic (In Rs.)		(1.93)	-
	(a) Diluted (In Rs.)		(1.93)	-
Significant Accounting Policies and Notes to Financial Statements		1 to 28		

The accompanying notes are an integral part of the financial statements.
The Notes referred to above form an integral part of the Balance Sheet
As per our report of even date.

GHAZIABAD ALIGARH EXPRESSWAY PRIVATE LIMITED
CIN NO.- U70101DL2009PTC197148
CASH FLOW STATEMENT FOR THE YEAR ENDED 31st March 2016

In Rs. million

Particulars	**For the Year ended March 31, 2016**	**For the Year ended March 31, 2015**
Cash Flow from Operating Activities		
Profit Before Taxes	(373.46)	-
Adjustments for :-		
Depreciation	116.88	-
Finance Cost	1,165.53	-
Operating profit before Working Capital Changes	**908.94**	**-**
Adjustments for changes in working capital:		
Increase / (Decrease) in Trade Payables	(522.88)	63.97
Decrease / (Increase) in other assets & loans and advances (current and non current)	122.67	(60.13)
Increase / (Decrease) in Liabilities (current and non current)	175.03	(46.40)
Cash Generated from Operations	**683.76**	**(42.56)**
Direct Taxes Paid (Net)	**-**	**-**
Net Cash generated from Operating Activities (A)	**683.76**	**(42.56)**
Cash flow from Investing Activities		
Acquisition of fixed assets	(17,212.26)	0.48
Decrease / (Increase) in Intangible Assets under development	16,296.64	(3684.20)
Net Cash used in Investing Activities (B)	**(915.62)**	**(3683.72)**
Cash flow from Financing Activities		
Disbursment from the Banks	250.00	2,238.40
Repayment of Loan	(510.98)	(170.33)
Increase/ (decrease) in Short Term Borrowing	1,229.43	303.26
Interest Paid	(1,165.53)	-
Equity Support from NHAI	370.76	529.60
Net Cash generated from Financing Activities (C)	**173.68**	**2900.93**
Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)	**(58.18)**	**(825.36)**
Cash and Cash Equivalent at the beginning of the year	82.57	907.93
Cash and Cash Equivalent at the end of the period	24.39	82.57
Net Increase / (Decrease) in Cash and Cash Equivalents	**(58.18)**	**(825.36)**

1. Cash flow statement has been prepared under the Indirect Method as set out in the Accounting Standard 3 "Cash Flow Statements" as specified in the Companies (Accounting Standards) Rules, 2006.

GHAZIABAD ALIGARH EXPRESSWAY PRIVATE LIMITED
CIN NO.- U70101DL2009PTC197148

NOTES TO FINANCIAL STATEMENTS FOR YEAR ENDED 31st March 16

1 Nature of Operations

The Company has been awarded the work to design, engineer, construct, develop, finance, operate and maintain four laning of Ghaziabad Aligarh Section of NH 91 from Km 23.600 to Km 140.200 under NHDP phase - III in the State of Uttar Pradesh on Build, Operate and Transfer (BOT) basis and to charge and collect toll fees and to retain and appropriate receivables as per the concession agreement dated May 20, 2010 from the NHAI. The Company has achieved the Provisional Completion Certificate for the Project stretch 103.89 KM out of total project length of 126.3 Km and PCOD for the project has been declared on 23rd June 2015. Toll collection has commenced from 23rd June 2015.

2 Significant Accounting Policies

2.1 Basis of Preparation

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act") / Companies Act, 1956 ("the 1956 Act"), as applicable. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

The preparation of financial statements in conformity with GAAP requires that the management of the Company makes estimates and assumptions that affect the reported amounts of income and expenses of the period, the reported balances of assets and liabilities and the disclosures relating to contingent liabilities as of the date of the financial statements. Examples of such estimates include the useful lives of tangible and intangible fixed assets, allowance for doubtful debts/advances, future obligations in respect of retirement benefit plans, etc. Difference, if any, between the actual results and estimates is recognized in the period in which the results are known.

2.2 Fixed Assets

2.2.1 Tangible Assets

Tangible Fixed Assets are stated at original cost which includes freight, installation cost, duties, taxes and other incidental expenses with respect to their acquisition and installation less accumulated depreciation thereon.

2.2.2 Intangible Assets

Intangible assets are recognized as per the criteria specified in Accounting Standard (AS) 26 "Intangible Assets" as specified in the Companies (Accounting Standards) Rule, 2006:

Toll Collection Rights are obtained in consideration for rendering construction, operation and maintenance services in relation to building and maintenance of the project on Build, Operate and Transfer (BOT) basis. The cost of such Toll Collection Rights comprises construction cost of 4 laning of the existing carriageway, preoperative costs , Road Side Furniture , Street Lighting, TMS system, Toll Plaza Building, DG Sets, Electricals. Drainage, Culverts, VUP, Fly Overs Etc incurred during the implementation phase; Such costs, on completion on completion of project are capitalized as Intangible Assets.

	2.2.3	**Intangible Assets Under Development** Intangible Assets under development includes direct and indirect expenditure incurred for the Highway Project and costs incidental and related thereto. Expenses incurred relating to the development of Highway project prior to commencement of commercial operations are included under Intangible Assets under development and after completion to be transferred to Intangible Assets All expenses which are capital in nature and directly relatable to development of Highway project incurred after the commencement of commercial operations are included under Intangible assets under development. These expenses will be transferred to Intangible Assets upon completion and receipt of the final completion certificate from NHAI.
	2.3	**Depreciation /Amortisation**
	2.3.1 **2.3.2**	**Depreciation** Depreciation on assets has been provided on Straight line basis at the useful lives specified in the Schedule II of the Companies Act, 2013. Depreciation on additions/ deductions is calculated pro-rata from/ to the month of additions/ deductions. **Amortisation** Toll collection rights in respect of road projects are amortized over the period of concession using the revenue based amortization method in the manner prescribed under Schedule II to the companies Act, 2013. Under the revenue based method, amortization is provided based on the proportion of actual revenue earned till the end of the year to the total projected revenue from the intangible asset expected to be earned over the concession period. Total projected revenue is reviewed at the end of each financial year and is adjusted to reflect the changes in earlier estimate vis-à-vis the actual revenue earned till the end of the year so that the whole of the cost of the intangible assets is amortized over the concession period. Specialized software is amortized over a period of three years on straight line basis from the month in which the addition is made. Amortization on impaired assets is provided by adjusting the amortization charges in the remaining periods so as to allocate the assets revised carrying amount over its remaining useful life.
	2.4	**Borrowing Costs** 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 capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur. Borrowing costs consists of interest and other cost that an entity incurs in connection with the borrowing of funds. In compliance of AS-16 "Borrowing Cost", any income earned on temporary investments till commercial operation date, out of funds borrowed, which is inextricably linked with the project is deducted from the related borrowing costs incurred.

	2.5	**Revenue Recognition** Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. Fee Collection from the Users of the carriageway is accounted for as and when the amount is due and recovery is certain. Revenue from sale of smart card (Local and monthly passes) is recognised as and when the cards are issued to the users. Interest income is accounted for on time proportion basis. Other Income is recognised when right to received is established.
	2.6	**Employee Benefits** **(i) Short Term Employee Benefits** All employee benefits falling due wholly within twelve months of rendering the service are classified as short term employee benefits. The benefits like salaries, wages, short term compensated absences etc. and the expected cost of bonus, ex-gratia are recognized in the period in which the employee renders the related service. (**i) Post-Employment Benefits** a)Defined Contribution Plans: The Company's obligation to employee's provident fund is a defined contribution plan. The contribution paid/payable is recognized in the period in which the employee renders the related service. b) Defined Benefit Plans: The Company's obligation towards gratuity is a defined benefit plan The present value of the obligation under such Defined Benefit Plans is determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plans, is based on the market yields on Government securities as at the Balance sheet date, having maturity periods approximating to the terms of related obligations Actuarial gains and losses are recognized in the Statement of Profit and loss ii**) Long Term Employee Benefits** The obligation for long term employee benefits such as long term compensated absences is recognized in the same manner as in the case of defined benefit plans as mentioned in (ii) (b) above. The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plans, is based on the market yields on Government securities as at the balance sheet date, having maturity periods approximating to the terms of related obligations
	2.7	**Claims** Claim against the company are accounted for as and when accepted and claims by the company are accounted for as and when received.

	2.8	**Investments** Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as Long Term Investments. Current investments are carried at lower of cost or and fair value determined on an individual investment basis. Long Term investments are carried at cost less provisions for permanent diminution, if any, in the value of such investments.
	2.9	**Earnings Per Share (EPS)** Basic Earnings Per Share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating Diluted Earnings Per Share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.
	2.10	**Accounting for Taxes on Income** Tax on income for the current period is determined on the basis of taxable income and tax credits computed in accordance with the provisions of the Income Tax Act, 1961, and based on expected outcome of assessments / appeals. Deferred tax is recognized on timing differences between the accounting income and the taxable income for the year and quantified using the tax rates and laws enacted or substantively enacted as on the Balance Sheet date. Deferred tax assets are recognized and carried forward to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.
	2.11	**Impairment of Assets** As at each Balance Sheet date, the carrying amount of assets is tested for impairment so as to determine: a) the provision for impairment loss, if any required, or b) the reversal, if any, required of impairment loss recognized in previous period. Impairment loss is recognized when the carrying amount of an asset exceed its recoverable amount. Recoverable amount is determined: a) in the case of an individual asset, at the higher of the net selling price and the value in use; b) in the case of a cash generating unit (a group of asset that generates identified, independent cash flows), at the higher of the cash generating unit’s net selling price and the value in use. (Value in use is determined as the present value of estimated future cash flows from the continuing use of an asset and from its disposal at the end of its useful life.)

	2.12	**Provisions, Contingent Liabilities and Contingent Assets** a) Provisions are recognized for liabilities that can be measured only by using a substantial degree of estimation, if (i) the Company has a present obligation as a result of a past event. (ii) a probable outflow of resources is expected to settle the obligation, and (iii) the amount of the obligation can be reliably estimated. b) Reimbursement expected in respect of expenditure required to settle a provision is recognized only when it is virtually certain that the reimbursement will be received. c) Contingent Liability is disclosed in the case of a. a present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation. b. a present obligation when no reliable estimate is possible, and c. a possible obligation arising from past events where the probability of outflow of resources is not remote. d) Contingent Assets are neither recognized, nor disclosed. e) Provisions, Contingent Liabilities and Contingent Assets are reviewed at each Balance Sheet date.

GHAZIABAD ALIGARH EXPRESSWAY PRIVATE LIMITED
NOTES TO FINANCIAL STATEMENTS FOR YEAR ENDED 31st March 16
In Rs. Million

Note No.	Particulars	As at March 31, 2016	As at March 31, 2015
3	**Share Capital**		
	Authorised		
	19,40,00,000 (Previous year 19,40,00,000) equity Shares of Rs10/- each	1,940.00	1,940.00
		1,940.00	1,940.00
	Equity Shares - Issued, Subscribed & paid up		
	19,40,00,000 (Previous year 19,40,00,000) equity shares of Rs 10/- each fully paid	1,940.00	1,940.00
		1,940.00	1,940.00
	Reconciliation of the shares outstanding at the beginning and at the end of the reporting year		
	At the beginning of the year 19,40,00,000 (Previous year 19,40,00,000) Equity Shares of Rs. 10 each allotted as fully paid up	1,940.00	1,940.00
	Issued during the year Nil (Previous year Nil) Equity Shares of Rs. 10 each allotted as fully paid up	-	-
	Outstanding at the end of the year 19,40,00,000 (Previous year 19,40,00,000) Equity Shares of Rs. 10 each allotted as fully paid up	1,940.00	1,940.00

Share in the Company held by each shareholder holding more than 5% shares :

Name of the Shareholders	As at March 31, 2016		As at March 31, 2015	
	No. of Shares	% of holding	No. of Shares	% of holding
Srei Venture Capital Trust A/c - Infrastructure Project Development Capital	0	-	22,305,000	11.50
PNC Infratech Limited	29,324,000	15.12	29,324,000	15.12
PNC Infra Holdings Limited	38,576,000	19.88	38,576,000	19.88
Bharat Road Network Limited	75,655,000	39.00	53,350,000	27.50
Galfar Engineering & Contracting India Pvt Ltd	46,385,203	23.91	46,385,203	23.91

Terms / Rights attached to Shares:

The company has only one class of equity shares having par value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

GHAZIABAD ALIGARH EXPRESSWAY PRIVATE LIMITED
CIN NO.- U70101DL2009PTC197148
NOTES TO FINANCIAL STATEMENTS FOR YEAR ENDED 31st March 16

In Rs. Millions

Note No.	Particulars	As at March 31, 2016	As at March 31, 2015
4	**Reserves & Surplus**		
	Capital Reserve - Equity Support from NHAI (Op Balance)	2,576.40	2,576.40
	Add: Addition during the year	370.76	-
	Less: Transferred to Gross Block of Intangible Asset (Toll collection Right)	(2,555.34)	-
	Capital Reserve - Equity Support from NHAI (Closing Balance)	391.82	2,576.40
	Profit & Loss for the period	(373.46)	-
		18.36	**2,576.40**
5	**Long Term Borrowings**		
	Secured Term loans From Banks	14,054.26	14,315.24
	Less:- Current Maturities of Long-Term Debt	(1,211.20)	(719.15)
	The Term Loans are secured against a first charge on following Assets: (a) Immovable Properties both present and future, save and except the Project Assets. (b) Moveable Properties of the Company including but not limited to current and non-current assets, plant and machinery, furniture and fixtures, vehicles and all other movable assets both present and future, salve and except the Project Assets (c) All the Receivables, Bank Accounts including without limitation, the Escrow Account, the DSRA, MMRA, the Retention Account and such other bank account that may be opened in terms of the project document. (d) All Insurance Contracts/ Insurance proceeds. (e) Intangible Assets of the Company including but not limited to the Goodwill, Rights, Undertakings and un called capital present and future.		
	The Loan is repayable in 29 unequal quarterly Installments.		
		12,843.06	**13,596.09**
6	**Long Term Provisions**		
	Provision for employee benefits:		
	- Provision for Gratuity	1.00	0.29
		1.00	**0.29**

GHAZIABAD ALIGARH EXPRESSWAY PRIVATE LIMITED
CIN NO.- U70101DL2009PTC197148
NOTES TO FINANCIAL STATEMENTS FOR YEAR ENDED 31st March 16

In Rs. Millions

Note No.	Particulars	As at March 31, 2016	As at March 31, 2015
7	**Short Tem Borrowings**		
7.1	**Secured loan (Subservient to Senior Lenders)**		
	From Others		
	SREI Infrastructure Finance Limited	260.00	-
	a) The loan has been secured by way of charge on cash flows and receivables of the company ranking subservient to the existing senior Lenders.		
7.2	**Unsecured Loan**		
	From Related Party		
	PNC Infratech ltd.	731.60	250.00
	Galfar Engineering and Contracting India Pvt Ltd	250.00	250.00
	Bharat Road Network Limited	106.41	-
	From Other		
	SREI Infrastructure Finance Limited	684.68	303.26
		2,032.69	**803.26**
8	**Trade Payables**		
	Sundry Creditors		
	Due to Micro, Small and Medium Enterprises[1]	-	-
	(a) Principal Amount and the Interest due thereon remaining unpaid as on 31st March 16	-	-
	(b) Amount of Interest paid along with the amount of payment made to supplier beyond the appointed day during the year	-	-
	c) Amount of Interest due and payable for the period of delay in making payment .	-	-
	d) Amount of Interest accrued and remaining unpaid at the end of the year.	-	-
	e) Amount of further Interest remaining due and payable in subsequent years, until such date when the interest dues are actually paid.	-	-
		-	-
	Due to others	325.89	848.77
	The Company has not received any memorandum from 'Suppliers' (as required to be filed by the 'Suppliers' with the notified authority under the Micro, Small and Medium Enterprises Development Act, 2006) claiming their status as on 31st March, 2016 as micro, small or medium enterprises. Consequently, the interest paid/ payable by the company to such Suppliers, during the year is Nil (Previous year: Nil).		
		325.89	**848.77**
9	**Other Current Liabilities**		
	Current Maturities of Long-Term Debt	1,211.20	719.15
	Statutory Dues	14.54	10.97
	Audit Fees Payable	0.07	0.07
	Retention Money	33.45	31.87
	Interest accrued and due on borrowings	428.59	283.76
	Other Liabilities	28.53	4.84
		1,716.38	**1,050.66**

GHAZIABAD ALIGARH EXPRESSWAY PRIVATE LIMITED
CIN NO.- U70101DL2009PTC197148
NOTES TO FINANCIAL STATEMENTS FOR YEAR ENDED 31st March 16

In Rs. millions

Note No.	Particulars	As at March 31, 2016	As at March 31, 2015
10	**Short Term Provisions**		
	For Gratuity	0.00	0.00
	For Expenses	0.48	0.44
	For Leave Encashment	0.82	0.20
		1.30	**0.64**
12	**Long Term Loans & Advances**		
	(Unsecured Considered , good)		
	Security Deposits	1.63	0.31
	Advances for Rail Over Bridge	89.36	89.36
		90.99	**89.67**
13	**Cash & Cash Equivalents**		
	Cash on hand	-	0.00
	Cash in Transit	4.30	-
	Balances with Banks	-	-
	In Current Account	20.09	82.56
		24.39	**82.56**
14	**Short Term Loans & Advances**		
	(Unsecured, considered good)		
	TDS Receivable	64.48	57.55
	Balannce with Govt. Authorities	16.12	17.52
	Advance for expenses	3.10	1.39
	Grant Receivable From NHAI	-	131.22
		83.70	**207.68**

Note no. 11 (a) -Tangible & Intangible Assets

In Rs. million

Particulars	Gross Block/Original Cost			Depreciation / amortisation and Impairment			Net Carrying Value	
	As at April 1, 2015	Additions / (Disposals) during the year	As at 31st March 2016	As at April 1, 2015	For the year	As at 31st March 2016	As at 31st March 2016	As at Mar 31, 2015
Tangible Assets								
Computers Hardware & Software	0.15	0.28	0.43	0.12	0.07	0.19	0.24	0.02
Office equipments	0.91	2.38	3.29	0.62	0.24	0.86	2.43	0.29
Furniture & Fixtures	0.27	13.57	13.84	0.15	0.13	0.28	13.56	0.12
Vehicles	0.87	4.65	5.53	0.50	0.70	1.20	4.32	0.37
Total	2.20	20.88	23.09	1.40	1.14	2.53	20.55	0.80
Intangible Assets								
Concessionaire's Toll Collection Rights (Note -1)	-	14,636.03	14,636.03	-	115.74	115.74	14,520.29	-
Computer Software	0.05	-	0.05	0.03	0.00	0.03	0.01	0.01
Total	0.05	14,636.03	14,636.08	0.03	115.74	115.77	14,520.30	0.01
Grand Total	2.25	14,656.91	14,659.17	1.43	116.88	118.30	14,540.85	0.81

Note -1 Value of assets capitalised on date of PCOD i.e 24th June 2015 is Rs. 17,191.37million reduced by the Government Grants Rs. 2,555.33 million- i.e net cost Rs. 14,636.03 million has been disclosed above as Gross Block of Toll Collection Rights.

Note no. 11 (b) -Intangible Assets Under Development	As at April 1, 2015	Additions	Capitalised as Intangible Assets	As at 31st March 2016
EPC Cost	16,482.58	177.81	(13,558.00)	3,102.39
Interest / Financing cost During Construction Period	3,670.91	674.32	(3,369.23)	976.00
Pre-operative Expenses	281.89	42.61	(264.14)	60.35
Grand Total	20,435.38	894.74	(17,191.37)	4,138.74

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GHAZIABAD ALIGARH EXPRESSWAY PRIVATE LIMITED
CIN NO.- U70101DL2009PTC197148
NOTES TO FINANCIAL STATEMENTS FOR YEAR ENDED 31st March 16

In Rs. millions

Note No.	Particulars	As at March 31, 2016	As at March 31, 2015
15	**Revenue from Operation**		
	Toll Collection	1,009.94	-
		1,009.94	**-**
16	**Other Income**		
	Interest Income	0.13	-
		0.13	-
17	**Employee Benefit Expense**		
	Salaries and allowances	23.46	
	Contributions to Provident Fund	2.38	
	Staff welfare expenses	3.43	
		29.27	-
18	**Finance Cost**		
	Interest expenses	1,165.53	
		1,165.53	**-**
19	**Other Expenses**		
	Rent	0.38	-
	Legal & Professional Fees	2.04	-
	Toll Operation Expenses	1.15	-
	Bank Charges	2.26	-
	Advertisement Expenses	1.90	-
	Power & Fuel	13.60	-
	Vehicle & DG Hire and Maintenance Expenses	6.00	-
	Toll Administration Expenses	13.58	-
	Highway Maintenance Expenses	5.00	-
	Travelling & Conveyance Expenses	0.28	-
	Communication Costs	0.18	-
	Printing & Stationery	0.21	-
	Insurance cost	7.32	-
	Security Expenses	16.31	-
	Miscellaneous Expenses	1.65	-
		71.86	**-**
20	**Earning per equity share (EPS)**		
	Profit after tax attributable to Equity Shareholders (In Rs. million)	(373.46)	-
	Weighted average number of Equity Shares (In nos.)	194,000,000	194,000,000
	Nominal Value of Equity per share (In Rs.)	10	10
	Basic Earnings per share (In Rs.)	(1.93)	-
	Diluted Earnings per share (In Rs.)	(1.93)	-

GHAZIABAD ALIGARH EXPRESSWAY PRIVATE LIMITED
CIN NO.- U70101DL2009PTC197148
NOTES TO FINANCIAL STATEMENTS FOR YEAR ENDED 31st March 16

In Rs. million

Note No.		As at 31st March 2016 Rs.	As at March 31, 2015 Rs.
21	**Commitments**		
	Estimated amount of contracts remaining to be executed on capital account	777.56	921.35
		777.56	921.35
22	**Auditors Remuneration**		
	As Auditor	0.08	0.08
	For other services	0.08	0.08
	* Auditors' remuneration is exclusive of Service Tax.		
		0.16	**0.16**
23	**Segment Information**		
	The Company operates in only one segment, namely “Toll Roads” hence there are no reportable segments under Accounting Standard 17 ‘Segment Reporting’.		

Note No.	Particulars	As at March 31, 2016	As at March 31, 2015
24	**Related Party Disclosure**		

Names of Related Parties

Investors having significant Influence:

Bharat Road Network Limited

PNC Infratech Limited

PNC Infra holdings Ltd (100% Sub-sidiary of PNC Infratech Limited)

Galfar Engineering & Contracting SAOG, Oman

Galfar Engineering and Contracting India Pvt Ltd (100% Sub-sidiary of Galfar Engineering & Contracting SAOG, Oman)

Details of Related Party transactions and year end outstanding

Nature of Transaction (Name of Related Party)	Transaction for the year ended	Balance as on	Transaction for the year ended	Balance as on
	31-Mar-16	31-Mar-16	31-Mar-15	31-Mar-15
Short term Borrowings				
Bharat Road Network Ltd.	106.41	106.41	-	-
PNC Infratech Ltd.	481.60	731.60	250.00	-
Galfar Engineering and Contracting India Pvt Ltd	-	250.00	250.00	-
EPC Work				
PNC Infratech Ltd.	(513.42)	330.28	1,917.09	843.70
Utility shifting work				
PNC Infratech Ltd.	5.30	0.58	28.06	0.58
Galfar Engineering and Contracting India Pvt Ltd	7.18	0.28	10.82	-

GHAZIABAD ALIGARH EXPRESSWAY PRIVATE LIMITED
NOTES TO FINANCIAL STATEMENTS FOR YEAR ENDED 31st March 16

25	Considering the present financial position and requirement of the Accounting Standard-22 on Accounting for Taxes on Income, regarding certainty/virtual certainty, Deferred tax assets has not been recognised.				
26	There is no earning and expenditure in foreign currency (Previous year Nil).				
27	Previous year figures have been regrouped, rearranged & reclassified where considered necessary to conform to the current year's classification.				
28	**Employees Post Retirement Benefits:**				
	The company offers its employees Defined Contribution Benefits in the form of Provident Fund. The fund cover substantially all regular employees. Contributions are paid during the year into seperate funds under certain statutory /fiduciary type arrangements. Both the employees and the company pay predetermined contributions into the provident fund. The contributions are normally based on a certain proportions of the employee's salary.				
	The company offers its employees Defined Benefit Plans in the form of Gratuity (a lump sum amount). Amout payables under defined benefit plans are typically based on years of service rendered and the employees' eligible compensation (immedaitely before retirement). The Gratuity scheme covers substantially all regular employees. Commitments are actuarially determined at year end. Actuarial Valuation is based on "Projected Unit Credit" Method. Gains and losses due to changes in actuarial assumptions are charged to the Consolidated Statement of Profit and Loss.				
	The following table summarises the components of net expense recognised in the income statement and amounts recognised in the balance sheet for gratuity.				
28.1	**Net Benefit Expenses**	**As on 31st March 2016 (In Rs. million)**		**As on 31st March 2015 (In Rs. million)**	
	Current service cost	0.90		-	
	Interest cost on benefit obligation	0.02		-	
	Expected return on plan assets	-		-	
	Net actuarial(gain)/loss recognized	(0.21)		-	
	Annual expenses	0.71		-	
28.1a	**Key Results**				
	Benefit Asset/ (Liability)				
	Defined benefit obligation	1.00		**-**	
	Fair value of plan assets	-		**-**	
	Benefit Asset/ (Liability)	(1.00)		**-**	
28.1b	**Changes in the present value of the defined benefit obligation:**				
	Opening defined benefit obligation	0.29		-	
	Interest cost	0.02		-	
	Current service cost	0.90		-	
	Benefits Paid	-		-	
	Net actuarial(gain)/loss recognised in year	(0.21)		-	
	Closing defined benefit obligation	1.00		-	

GHAZIABAD ALIGARH EXPRESSWAY PRIVATE LIMITED
NOTES TO FINANCIAL STATEMENTS FOR YEAR ENDED 31st March 16

28.1c The principal assumptions used in determining pension and post-employment benefit obligations for the Company's plans are shown below:

Discount rate	8.00%		8.00%	
Future salary increases	10.00%		10.00%	
Mortality table used	Indian Assured Lives (2006–2008) Ultimate Table		Indian Assured Lives (2006–2008) Ultimate Table	

The estimates of future salary increases considered in the actuarial valuation take into account inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market

28.1d **The amounts for the current year and previous annual periods are given below:**

	31-Mar-16		**31-Mar-15**	
Defined benefit obligation	1.00		-	
Defined benefit Assets	-		-	
Surplus/(Deficit)	(1.00)		-	

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion of our financial condition and results of operations together with our Restated Consolidated Financial Information which appear in this Prospectus. Further, since we undertake certain projects and development activities through our Associates, we have included in this section a discussion on the results of operations of our Associates which have operations for more than two financial years, namely, KEPL, MTPL, GIPL and GAEPL. The discussion on these Associates should be read together with their respective audited financial statements which appear in this Prospectus.

This discussion contains forward-looking statements and reflects the current views of our Company with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those set forth in the chapters titled "Forward Looking Statements", "Our Business" and elsewhere in this Prospectus. Additionally, you should also read the chapter titled "Risk Factors" on page 18, which discusses a number of factors and contingencies that could impact our financial condition and results of operations as well as that of our Associates. The discussions relating to our Company, unless otherwise stated, is based on Restated Consolidated Financial Statements and the discussions in relation to our Associates is based on their respective audited financial statements.

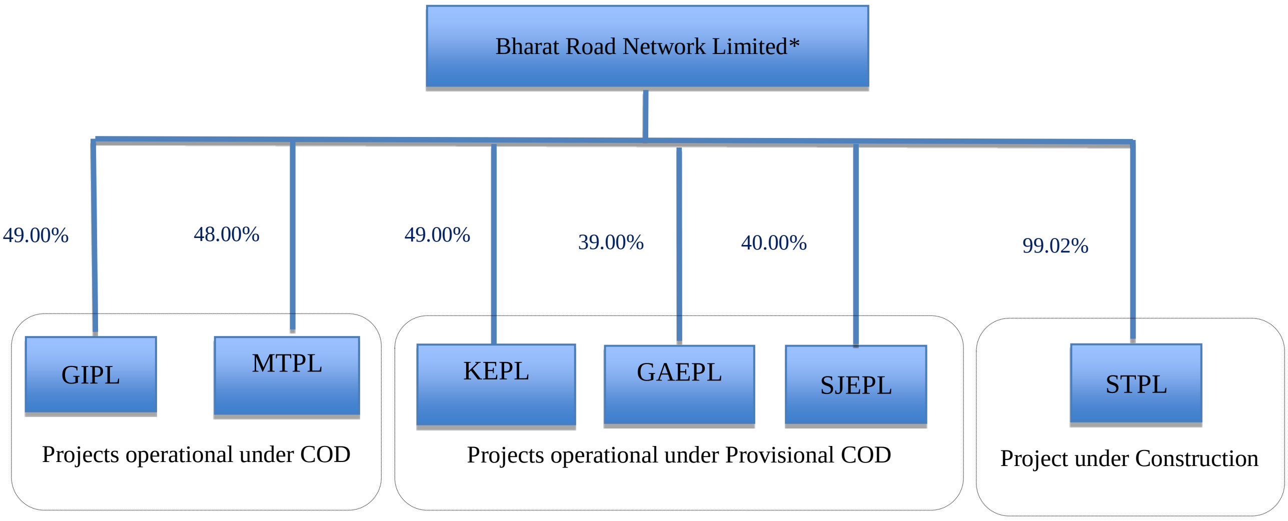
Our Restated Financial Statements included in this Prospectus are prepared based on Indian GAAP, in accordance with requirements of the Companies Act, 2013, as amended, and restated in accordance with the SEBI ICDR Regulations and the Identified Associates Audited Financial Statements are prepared based on Indian GAAP, in accordance with requirements of the Companies Act, 2013, as amended and are not restated. These financial statements differ in certain material respects from IFRS, U.S. GAAP, IND AS and generally accepted accounting principles in other countries. Accordingly, the degree to which our "Financial Statements" beginning on page 218 will provide meaningful information to a prospective investor in countries other than India is entirely dependent on the reader's level of familiarity with Indian GAAP and SEBI ICDR Regulations.

Overview

Incorporated in 2006, we are a road BOT company in India, focused on development, implementation, operation and maintenance of roads/highways projects. We are involved in the development, operation and maintenance of national and state highways in several states in India with projects in states of Uttar Pradesh, Kerala, Haryana, Madhya Pradesh, Maharashtra and Odisha through partnerships with experienced EPC players in the local space where the project is located. At present, all of our projects are implemented through special purpose vehicles, either through our Subsidiary or in partnership with other infrastructure players.

We perform a range of project management functions, including design, engineering, EPC management and quality control. We also provide project advisory activities including, project management consultancy, project conceptualisation, commissioning, operation and management of the projects during the entire life cycle of our projects. We also undertake debt syndication, refinancing and financial restructuring of our projects.

We have a project portfolio consisting of six (6) BOT Projects, of which two (2) are Projects operational under Final COD, three (3) are Projects operational under Provisional COD and one (1) is a Project under Construction. Our Projects operational under Final COD and Projects operational under Provisional COD are located in the states of Kerala, Madhya Pradesh, and Haryana, Uttar Pradesh and Odisha, respectively. Our Project under Construction is located in the state of Maharashtra. Our Projects operational under Final COD and Projects operational under Provisional COD cover approximately 1,622.44 lane kms, including major and minor bridges and approximately 12 lane kms and 60.78 lane kms are under construction at the GAEPL Project and SJEPL Project, respectively for which we are awaiting final COD. Our Project under Construction involves development of 400.24 lane kms, including major and minor bridges. Further, as of March 31, 2017, the average residual Concession Period of our BOT Projects (based on concession agreements as of March 31, 2017) was approximately 18 years and six (6) months in comparison with our average debt maturity profile of approximately10 years, as on March 31, 2017. Details of our Company's equity shareholdings in various Project SPVs are as follows:



**In addition to the Project SPVs mentioned above, our Company holds 59.38% equity shareholding in Orissa Steel Expressway Private Limited, which was implementing the OSEPL Project, now under foreclosure proceedings with NHAI. For further details regarding the Project SPVs, please refer to the chapter "History and Certain Corporate Matters" and "Our Subsidiaries and Associates" on page 171 and 184.*

We believe, with a history of over two decades in the infrastructure sector, SREI Infrastructure Finance Limited ("**SREI**"), our Corporate Promoter, is one of India's recognized infrastructure institutions and provides financial products and services for the customers engaged in the infrastructure sector. SREI is registered with the RBI as an Infrastructure Finance Company and is also a notified Public Financial Institution, under Section 4A of the Companies Act, 1956 (now Section 2(72) of the Companies Act, 2013). Our Company has entered into a letter arrangement dated February 16, 2017, pursuant to which all the road/ highway assets of SREI would be managed by our Company except those projects details in the chapter "*History and Certain Corporate Matters - Letter Arrangement dated February 16, 2017 between SREI and our Company*" on page 182.

We are involved in operating toll based BOT Projects wherein we have the right to collect toll or user fees. Our Company generates revenue from toll operations & maintenance and project management consultancy fees including from our Project SPVs. The summary statement of percentage contribution of our Project SPVs towards the revenue from operations of our Company, on a standalone basis is provided below:

Sr. No.	Name of the SPV	Percentage contribution towards the revenue for the year ended		
		2017	2016	2015
1.	**STPL**	**14.89%**	**42.10%**	**4.67%**
2.	**OSEPL**	**29.88%**	**26.78%**	**4.60%**
3.	**KEPL**	**0.00%**	**0.00%**	**0.00%**
4.	**MTPL**	**1.24%**	**10.21%**	**0.25%**
5.	**SJEPL**	**7.25%**	**17.75%**	**0.00%**
6.	**GIPL**	**0.00%**	**0.00%**	**0.00%**
7.	**GAEPL**	**4.58%**	**3.14%**	**0.00%**

For the Fiscal 2017 and 2016, the total revenue and PBDITA for our operational Project SPVs are as follows:

Project SPV	Shareholding of BRNL in the Project SPVs (%)	Total revenue (₹ in million) #		PBDITA* (in ₹ million) #	
		For the Fiscal 2017	For the Fiscal 2016	For the Fiscal 2017	For the Fiscal 2016
GIPL	49.00%	1,193.20	1,172.88	629.58	624.69
MTPL	48.00%	186.05	225.07	129.37	180.93
KEPL	49.00%##	770.76	731.79	389.27	314.14
GAEPL	39.00%	1,480.46	1,010.07	1,349.57	908.94
SJEPL**	40.00%	143.67	NA	123.36	NA

 # as per the audited financial statements of the respective Project SPVs

##20,504,960 equity shares of KEPL, was acquired by our Company pursuant to a share purchase agreement dated October 27, 2016 entered into with SREI. Of the 20,504,960 equity shares of KEPL, 4,900 equity shares of KEPL and 13,665,630 equity shares of KEPL held in the name of SREI and IPDC, respectively are pledged with the senior lenders of KEPL and shall be transferred in the name of our Company upon release of the pledge by the senior lenders of KEPL. However, pending

transfer of these shares upon being released from pledge, all the economic and beneficial interest with respect to these shares have been transferred to our Company pursuant to a share purchase agreement dated October 27, 2016. For further details, please refer to "Risk Factor - Some of the shares acquired by our Company in KEPL, have not been transferred in the name of our Company pending release of pledge by senior lenders" on page 26.
** PBDITA has been calculated as profit before tax and before depreciation, amortisation and finance cost as per the audited financial statements of the respective Project SPVs.*
*** As SJEPL has received its first Provisional COD on January 12, 2017, no profit and loss account was prepared for the Fiscal 2016. SJEPL has been however collecting toll since December 14, 2011 but the same has been utilised for funding the construction of the SJEPL Project.*

For the Fiscals 2017, 2016 and 2015 our consolidated revenue from operations was ₹ 102.51 million, ₹ 7.50 million and ₹ 84.33 million, respectively. For the Fiscals 2017, 2016 and 2015 our consolidated loss after tax was ₹ 738.85 million, ₹ 925.44 million and ₹ 264.22 million, respectively.

Significant factors affecting our results of operations and financial condition

Our results of operations and financial conditions have been affected and will continued to be affected by number of significant factors including the following:

Competitive bidding, terms and timing of projects awarded and stage of completion of our projects

Our revenues are primarily derived from our BOT Projects and our results of operations and cash flows can fluctuate depending on our ability to successfully bid for projects, the timing of award of projects and the stage of completion of such projects.

After we are pre-qualified to bid for projects, it will still be difficult to predict whether or when we will be awarded (or will be able to acquire) a new project, since most potential projects involve a lengthy and complex bidding and selection process that may be affected by a number of factors, including changes in existing or assumed market conditions, financing arrangements, governmental approvals and environmental matters. While service quality, technical capability and work experience, financial strength, health and safety records as well as reputation and experience are important considerations in decisions made by Concessioning Authorities, price is a major factor in most bid awards. The ability to win projects is also dependent on our ability to partner and collaborate with other partners or co-sponsors and maintain a continuing relationship with Concessioning Authorities such as NHAI and other state government authorities. After a project is awarded, completion of our projects on time or at all is subject to various factors, including, our ability to enter into financing arrangements, acquisition of land by the Concessioning Authorities, performance by our sub-contractors and EPC costs. We typically enter into fixed price contracts with our EPC contractors and cost escalation, if any, is borne by the EPC contractors. Because of the nature of our projects, we sometimes commit resources to projects prior to receiving grants or other payments from the Concessioning Authorities in amounts sufficient to cover expenditures on projects as they are incurred by us to avoid delays in execution of the projects. Any default or delay by Concessioning Authorities in making payments to us, or project delays or cancellation can have an adverse effect on our results of operations and financial condition.

The terms of the concession agreements and traffic volumes

BOT project restricts our operational and financial flexibility. Toll fees are typically pre-determined with the relevant government entity and cannot be modified to reflect prevailing circumstances, other than annual adjustments to account for inflation as specified in the concession agreements. Significant costs during the concession period include operating and maintenance expenses such as periodic maintenance which is required to be performed as specified in the concession agreement. Our inability to effectively manage such operating and maintenance expenses during the concession period may have a material adverse effect on our profitability, financial condition and results of operations.

When we prepare our tender for a toll-based BOT Project, we need to forecast the traffic volume for the road in order to forecast our expected revenue over the concession period in order to arrive at the price we are going to bid to pay or be paid for undertaking such BOT Project. Any material difference between the actual traffic volume and our forecast traffic volume for a toll-based BOT Project may have a significant impact on our results of operations.

Our BOT Projects involve agreements that are long-term in nature. All long-term projects have inherent risks associated with them and involve variables that may not necessarily be within the Project SPVs' control. Accordingly, we may be exposed to a variety of operation and maintenance and other risks, including unanticipated cost increases and overruns, inability to negotiate satisfactory arrangements with third parties, and disagreements with third parties. In addition, the long-term nature of the Project SPVs' contracts may expose them to increased risk of unforeseen business and industry changes and developments which could have a material adverse effect on their business, financial condition and results of operations.

Tax Benefits and Incentives

Our Project SPVs are eligible for certain tax benefits and incentives that accord favourable treatment to revenues earned from our projects and entitle us to certain deductions under Section 80(IA) of the I.T. Act. For details of the tax benefits available to us, refer to chapter titled "*Statement of Tax Benefits*" beginning on page 102. While most of the concession agreements entered into by our Project SPVs contain provisions to compensate us or adjust the terms of the concession for changes in tax and other laws that affect our profitability from the relevant project, in the future, changes in the existing tax benefits and incentives may affect our results of operations and cash flows.

Competition

We face significant competition for the award of projects from a large number of infrastructure and road development companies who also operate in the same regional markets as us. Further, some of our competitors are larger than us; have stronger financial resources or a more experienced management team, or have stronger engineering capabilities in executing technically complex projects. Competition from other infrastructure and road development companies may adversely affect our ability to successfully bid for projects at price levels which would generate desired returns for us.

Government policies, macro-economic environment and performance of the road and highway infrastructure sector

We, currently and in the future, expect to derive a large portion of our revenue from road focused infrastructure projects in India. These are significantly dependent on budgetary allocations made by GoI and State Governments, public bodies as well as access to private sector funding. We believe that sustained increase in budgetary allocation for and the participation of public bodies, multilateral agencies in and the development of comprehensive infrastructure policies that encourage greater private sector participation and funding will result in several road and other infrastructure projects being launched in India.

Demand for toll roads is primarily dependent on sustained development in the regions that we operate in and macroeconomic factors in India. Overall economic growth in manufacturing, services and logistics sectors will lead to demand of better transportation facilities, which would include demand for construction, upgradation and maintenance of highways. Other macro-economic factors like global growth, attractiveness of India in attracting capital, oil prices, financial stability may impact the economic environment of India and the policies of the government with regards to the infrastructure and the highways sector. Any future change in policy resulting from a new government may also impact our business.

Interest rates

As our business is capital intensive, we are exposed to interest rate risks. Our projects are funded to large extent by debt with floating interest rates and any increase in interest expense will have an adverse impact on our results of operation and financial condition. As on March 31, 2017, our long term borrowings were ₹ 5,149.66 million, current maturity for long term borrowing were ₹ 4.15 million and our short borrowings were ₹ 530.00 million on consolidated basis. In addition, our Associates also have significant borrowings. Our finance cost for Fiscal year ended March 31, 2017 was ₹ 435.35 million on consolidated basis. In view of high debt equity ratio in our projects, any change in the interest rates would have significant adverse impact on our results of operation and financial condition.

Basis of Presentation, Investments, Disinvestments and Acquisitions

On November 12, 2016, our Company acquired an additional stake of 14.78% in Orissa Steel Expressway Private Limited ("**OSEPL**") pursuant to which our total stake in OSEPL increased from 44.60% as on March 31, 2016 to 59.38% as on March 31, 2017. Subsequent to acquisition of such additional stake, OSEPL, which was our 'associate' for Fiscals 2016, 2015, 2014 and 2013 has become a subsidiary of our Company.

On October 28, 2016 and November 12, 2016, we acquired 27.08% and 20.91% stake, respectively, in Mahakaleshwar Tollways Private Limited ("**MTPL**") pursuant to which MTPL became an 'associate' of our Company.

Further, on November 12, 2016, our Company has disinvested its shareholding in Potin – Pangin Highway Private Limited ("**PPHPL**") pursuant to which PPHPL has ceased to be an associate our Company as on March 31, 2017.

Accordingly, due to the aforementioned investments and divestments, the amounts reported in our financial statements for Fiscal 2017 may not be directly comparable to the amounts reported in our financial statements for Fiscals 2016, 2015, 2014 and 2013.

During Fiscal 2015, our Company acquired 26.80% stake in Guruvayoor Infrastructure Private Limited ("**GIPL**") pursuant to which GIPL became an 'associate' of our Company. Our Company's stake in GIPL has increased to 49.00% in Fiscal 2017 through series of allotments and transfers thereafter.

Accordingly, due to the aforementioned investment, the amounts reported in our financial statements for the Fiscal 2015 may not be directly comparable to the amounts reported in our financial statements for Fiscals 2013 and 2014.

Finance Cost Capitalised to Investment, now decapitalised

Emphasis of matter paragraph included in Independent Auditors report to the Audited Consolidated Financial Statements for the year ended March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014 and March 31, 2013 in respect of capitalisation of borrowing cost on borrowed fund exclusively for investment as part of cost of investment. This has been now decapitalised in and charged to the Restated Consolidated Statement of Profit and Loss.

On account of above restatement, adjustment made to investment and finance cost are as under:

(₹ in million)

Particulars	As at				
	March 31, 2017	**March 31, 2016**	**March 31, 2015**	**March 31, 2014**	**March 31, 2013**
Finance cost charge/(credit)	349.47	469.47	395.37	501.63	167.17
Investment increase/(decrease)	(349.47)	(469.47)	(395.37)	(501.63)	(167.17)

For further details, please refer to chapter "*Financial Statements – Annexure V: Notes on Material Adjustments*" on page 255.

Our Significant Accounting Policies

1.1 Basis of Preparation:

The consolidated financial statements are prepared in accordance with the historical cost convention and the accrual basis of accounting.

The Restated Consolidated Financial Statements of the Group have been compiled by the management from the consolidated financial statements of the Group for the years ended March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014 and March 31, 2013.

These Restated Consolidated Financial Statements have been prepared in accordance with the Indian GAAP. These financial statements have been prepared to comply in all material respects with the Accounting Standards ('AS') specified under Section 133 of the Companies Act 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014, and the Companies (Accounting Standards) Amendments Rules, 2016, other pronouncements of the Institute of Chartered Accountants of India and relevant applicable provisions of the Companies Act, 1956, and Companies Act, 2013 to the extent notified.

Restated Consolidated Financial Statements relate to the Group and have been prepared specifically for inclusion in the offer document to be filed by the Company with the SEBI and the RoC in connection with the Issue.

These Restated Consolidated Financial Statements have been prepared by the Group to comply in all material respects with the requirements of sub-clause (i), (ii) and (iii) of clause (b) of sub-section (1) of Section 26 of Chapter III of the Companies Act, 2013 read with Rule 4 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and the SEBI ICDR Regulations.

The preparation of consolidated financial statements requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities including contingent liabilities as of the date of the financial statements and the reported income and expenses for the reporting year. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Future results could differ from these estimates.

Principles of Consolidation:

The consolidated financial statements relate to our Company and our Subsidiaries and Associates. Our Company, Subsidiaries and Associates are collectively referred to as 'the Group'. The consolidated financial statements of the Group have been prepared in accordance with Accounting Standard 21 (AS-21) "Consolidated Financial Statements" and Accounting Standard 23 (AS-23) "Accounting for Investments in Associates in Consolidated Financial Statements" notified by the Central Government under the Companies (Accounting Standards) Rules, 2006. The consolidated financial statements have been prepared on the following basis:

The financial statements of the Company and Subsidiaries have been combined on line by line basis by adding together the book value of like items of assets, liabilities, income and expenses after eliminating intra-group balances and intra-group transactions resulting in unrealised profits or losses.

In case of investments in Subsidiaries, where the shareholding is less than 100.00%, minority interest in the net assets of consolidated Subsidiaries consist of:

i) The amount of equity attributable to minorities at the date on which investment in the subsidiary is made.

ii) The minorities' share of movements in equity since the date the holding-subsidiary relationship came into existence.

Uniform accounting policies for like transactions and other events in similar circumstances have been adopted and presented, to the extent possible, in the same manner as our Company's separate financial statements.

The excess of cost of our Company of its investment in a Subsidiary over our Company's portion of equity of such Subsidiary as at the date of investment is recognised in the consolidated financial statements as goodwill. It is tested for impairment on a periodic basis and written-off, if found impaired.

The excess of the Company's portion of equity of a subsidiary over cost as at the date of investment, is treated as capital reserve. Investment in Associate is accounted using the equity method and disclosed separately in the Consolidated Balance Sheet.

The list of Subsidiaries / Associates included in the consolidation and the Company's share therein are as under:

Sr. No.	Name of subsidiary	Country of Incorporation	Proportion of ownership interest held as at				
			As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013
1.	Solapur Tollways Private Limited. (w.e.f. August 3, 2013)	India	99.02%	98.04%	98.04%	98.04%	-
2.	Orissa Steel Expressway Private Limited. (w.e.f. November 12, 2016)	India	59.38%	-	-	-	-

Sr. No.	Name of associate	Country of Incorporation	Proportion of ownership interest held as at				
			As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013
1.	Orissa Steel Expressway Private Limited (w.e.f. July 9, 2012 to November 11, 2016)	India	-	44.60%	44.60%	46.53%	43.86%
2.	Kurukshetra Expressway Private	India	49.00%	29.33%	29.33%	29.33%	26.01%

Sr. No.	Name of associate	Country of Incorporation	Proportion of ownership interest held as at				
			As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013
	Limited (w.e.f. March 28, 2013)						
3.	Ghaziabad Aligarh Expressway Private Limited (w.e.f. September 11, 2012)	India	39.00%	39.00%	39.00%	27.50%	27.50%
4.	Shree Jagannath Expressways Private Limited (w.e.f. March 28, 2013)	India	40.00%	26.00%	26.00%	26.00%	26.00%
5.	Potin - Pangin Highway Private Limited (w.e.f. December 2, 2013 until November 11, 2016)	India	-	40.00%	40.00%	40.00%	-
6.	Guruvyoor Infrastructure Private Limited (w.e.f. March 30, 2015)	India	49.00%	26.80%	26.80%	-	-
7.	Mahakaleshwar Tollways Private Limited (w.e.f. October 28, 2016)	India	48.00%	-	-	-	-

1.2 Property, Plant and Equipment and Depreciation / Amortization:

Property, Plant and Equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses, if any. Cost includes taxes, duties, freight and incidental expenses related to the acquisition and installation of the assets.

The assets residual values, useful lives and methods of depreciation are reviewed at each financial year end and adjusted prospectively, if appropriate.

Intangible Assets

Toll Collection Rights are obtained in consideration for rendering construction, operation and maintenance services in relation to building and maintenance of the project on Design, Build, Operate and Transfer basis. The cost of toll collection rights comprises civil works, machinery under erection, construction and erection materials, pre-operative expenditure, expenditure indirectly related to the project and incidental to setting up project facilities, borrowing cost incurred during the implementation phase. Such costs, on completion of project are capitalized as Intangible Assets.

Intangible Assets comprising of computer software and licenses expected to provide future enduring economic benefits are carried at cost less accumulated amortization and impairment losses, if any. Cost comprises of purchase price and directly attributable expenditure on making the asset ready for its intended use. Any technology support cost or annual maintenance cost for such software is charged to the statement of profit and loss.

Intangible Assets under Development

Intangible Assets under development includes direct and indirect expenditure incurred for the highway project and costs incidental and related thereto. Expenses incurred relating to the development of highway project prior to commencement of commercial operations are included under Intangible Assets under development and after completion to be transferred to Intangible Assets. All expenses which are capital in nature and directly relatable to development of highway project incurred after commencement of commercial operations are included under Intangible assets under development. These expenses will be transferred to Intangible Assets upon completion and receipt of the final completion certificate from NHAI.

Depreciation and amortisation

Depreciation on tangible assets is provided on straight line method, which reflects the management's estimate of the useful lives of the respective Property, Plant and Equipment. Pursuant to the enactment of the Companies Act 2013, the Group has, effective April 1, 2014, reviewed and revised the useful life of its respective Property, Plant and Equipment and such useful life are equal to the corresponding useful life prescribed in Part C of Schedule II to Companies Act 2013:

	Asset category	Useful life of the asset
	Assets for Own Use	

	Asset category	Useful life of the asset
i.	Computers	3, 6 years
ii.	Furniture and Fixtures	10 years
iii.	Plant and Machinery	15 years
iv.	Office Equipment	5 years
v.	Electrical Installation	10 years

Up to March 31, 2014, the depreciation on Property, Plant and Equipment is provided at rates prescribed under Schedule XIV to the Companies Act, 1956 and with effect from April 1, 2014, the depreciation is provided based on useful life prescribed under Schedule II of the Companies Act, 2013. In respect of Property, Plant and Equipment purchased during the year, depreciation is provided on a pro-rata basis from the date on which such asset is ready to be put to use.

Toll collection rights in respect of road projects are amortized over the period of concession using the revenue based amortization method in the manner prescribed under Schedule II to the Companies Act, 2013. Under the revenue based method, amortization is provided based on the proportion of actual revenue earned till the end of the year to the total projected revenue from the intangible asset expected to be earned over the concession period. Total projected revenue is reviewed at the end of each financial year and is adjusted to reflect the changes in earlier estimate vis-à-vis the actual revenue earned till the end of the year so that the whole of the cost of the intangible assets is amortized over the concession period.

Amortization of intangible assets such as specialized software are provided on straight line method which reflect the management's estimate of useful life of such assets:

Asset category Useful Life

Asset category		Useful life
	Assets for Own Use	
i.	Intangible Assets	6 years

Depreciation on assets acquired/sold during the year is recognised in statement of profit and loss on pro-rata basis from/till the date of purchase/sale.

1.3 Impairment of Property, Plant and Equipment

Wherever events or changes in circumstances indicate that the carrying amount of property, plant and equipment may be impaired, the Group subjects such assets to a test of recoverability, based on discounted cash flows expected from use or disposal thereof. If the assets are impaired, the Company recognizes an impairment loss as the excess of the carrying amount over the recoverable amount.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

A previously recognized impairment loss is increased or reversed depending on changes in circumstances. However, the carrying amount after reversal is not increased beyond the carrying amount that would have prevailed by charging usual depreciation if there was no impairment.

1.4 Revenue Recognition

Revenue is recognized to the extent it is probable that the economic benefits will flow to the Company, it can be reliably measured and it is reasonable to expect ultimate collection. Income from dividend of shares of corporate bodies is accounted when the right to receive the dividend is established. All other income is accounted for on accrual basis.

1.5 Investments

Investments which are readily realisable and intended to be held not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long term investments are stated at cost. Provision for diminution in value, is made to recognize a decline other than temporary in the value of the investments.

Cost includes acquisition charges such as brokerage, fee and duties that are directly attributable to the acquisition of the investment.

1.6 Grant from NHAI

Grant received by way of "Equity Support" from NHAI in terms of Concession Agreement entered into between the NHAI and the SPVs are recognized in accordance with the criteria specifies in Accounting Standard 12 i.e. "Accounting for Government Grants" issued by ICAI. Where the Government grants are of the nature of promoter's contribution i.e. they are given with reference to the total investment in an undertaking or by way of contribution towards its total capital outlay and no repayment is ordinarily expected in respect thereof, the grants are treated as capital reserve which can neither be distributed as dividend nor considered as deferred income.

1.7 Foreign Currency Transactions

Foreign currency transactions, if any, are recorded at the exchange rates prevailing at the time of transaction. Monetary assets and liabilities expressed in foreign currencies are translated into the reporting currency at the exchange rate prevailing at balance sheet date. Any income or expense on account of exchange difference either on settlement or on translation at the year-end is recognized in the statement of profit and loss.

1.8 Borrowing Costs

Borrowing costs to the extent attributed to the acquisition/construction of qualifying assets are capitalized up to the date when such assets are ready for its intended use and all other borrowing costs are recognized as an expense in the year in which they are incurred.

1.9 Employee Benefits

Short term employee benefits

Short term employee benefits based on expected obligation on undiscounted basis are recognised as expense in the statement of profit and loss for the period in which the related service is rendered.

Defined contribution plan

Company's contribution towards Regional Provident Fund Authority and Employee State Insurance Corporation are charged to the statement of profit and loss.

Defined benefit plan

Group's liabilities towards gratuity and leave benefits are defined benefit plans. Such liabilities are ascertained by an independent actuary as per the requirement of Accounting Standard – 15 (revised 2005) "Employee Benefits". All actuarial gains and losses are recognised in statement of profit and loss in the year in which they occur.

1.10 Segment Reporting

The Group is primarily engaged in a single business segment of purchase, own, build, develop, design, operate, transfer road and related services. All the activities of the Group revolved around the main business. As such there are no separate reportable segments as per Accounting Standard -17 - Segment Reporting.

1.11 Taxes on Income

Tax expense comprises of current tax (net of Minimum Alternate Tax (MAT) credit entitlement) and deferred tax.

Current tax is the amount of tax payable on the taxable income for the year determined in accordance with the provisions of the Income Tax Act, 1961. Deferred tax is recognized on timing differences which is the differences between the taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

Deferred tax assets subject to the consideration of prudence are recognised and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the Group has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits.

1.12 Provision, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events; it is probable that there will be an outflow of resources and a reliable estimate can be made of the amount of the obligation. Contingent liabilities are not recognised but are disclosed in the notes. Contingent assets are neither recognised nor disclosed in the financial statements.

1.13 Earnings per Share

Basic and diluted earnings per equity share have been computed in accordance with Accounting Standard-20. Earnings per Share notified by the Central Government under the Companies (Accounting Standards) Rules, 2006. Basic earnings per equity share have been computed by dividing net profit / (loss) after tax for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Diluted earnings per equity share is computed by dividing the net profit / (loss) after tax for the year 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.

1.14 Cash Flow Statement

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

1.15 Cash and cash equivalents

Cash and cash equivalents include cash on hand, cheques on hand and balance of bank on current accounts.

Our Results of Operations

The following tables sets out select financial data from our Restated Consolidated Financial Statements for the Fiscals 2017, 2016 and 2015 the components of which are also expressed as a percentage of total revenue for such fiscals:

(₹ in million)

Particular	Fiscal 2017		Fiscal 2016		Fiscal, 2015	
	₹ in million	(%) of total revenue	₹ in million	(%) of total revenue	₹ in million	(%) of total revenue
INCOME						
Revenue from Operations	102.51	68.67	7.50	17.64	84.33	20.33
Other Income	46.77	31.33	35.02	82.36	330.55	79.67
Total Revenue	**149.28**	**100.00**	**42.52**	**100.00**	**414.88**	**100.00**
EXPENSES						
Operational Expenses	-	-	-	-	50.02	12.06
Employee Benefits Expense	47.86	32.06	29.08	68.39	29.03	7.00
Other Expenses	33.36	22.35	7.52	17.69	14.25	3.43
	81.22	**54.41**	**36.60**	**86.08**	**93.30**	**22.49**
Restated Profit before finance costs, depreciation and amortisation and tax expenses	**68.06**	**45.59**	**5.92**	**13.92**	**321.58**	**77.51**

Particular	Fiscal 2017		Fiscal 2016		Fiscal, 2015	
	₹ in million	**(%) of total revenue**	**₹ in million**	**(%) of total revenue**	**₹ in million**	**(%) of total revenue**
Finance Costs	435.35	291.63	504.27	1,185.96	405.35	97.70
Depreciation and Amortisation Expense	0.11	0.07	0.05	0.12	0.05	0.01
Restated Profit / (Loss) before Loss/ (Gain) on cessation of associate and tax	**(367.40)**	**(246.11)**	**(498.40)**	**(1,172.15)**	**(83.82)**	**(20.20)**
Adjustment on disposal of associate	(0.06)	(0.04)	-	-	-	-
Restated Profit / (Loss) before tax, share in results of Associates and Minority interest	(367.34)	(246.07)	**(498.40)**	**(1,172.15)**	**(83.82)**	**(20.20)**
Tax Expense						
Income Tax in respect of Earlier Years	0.55	0.37	0.01	0.02	0.02	0.00
Total Tax Expenses	0.55	0.37	0.01	0.02	0.02	0.00
Profit/(Loss) After Tax but before share in results of Associates and Minority interest	**(367.89)**	**(246.44)**	**(498.41)**	**(1,172.18)**	**(83.84)**	**(20.21)**
Share of Loss of Associates	371.10	248.59	427.03	1,004.30	180.38	43.48
Minority Interest	(0.14)	(0.09)	-	-	-	-
Restated Profit / (Loss) after tax	**(738.85)**	**(494.94)**	**(925.44)**	**(2,176.48)**	**(264.22)**	**(63.69)**

Key Components of our Statement of Profits and Losses

Total Revenue:

Our total revenue consists of revenue from operations and other income.

Revenue from Operations: Our revenue from operations includes revenue derived from consultancy fees, toll operations and maintenance and retainership fees. Our revenue from operations as a percentage of our total revenue was 68.67%, 17.64% and 20.33% for the year ended Fiscal 2017, Fiscal 2016 and Fiscal 2015 respectively.

Other Income: Our other income primarily consists of interest on loans (net), interest on fixed deposits with banks, penal charges recovery, profit on sale of investments long term (trade), interest on income tax refund and liability no longer required written back. Our other income, as a percentage of our total revenue, was 31.33%, 82.36% and 79.67% for the Fiscal 2017, Fiscal 2016 and Fiscal 2015, respectively.

Expenses:

Operational Expenses: Our operational expenses are primarily toll operating expenses. Our operational expenses, as a percentage of our total revenue, was 12.06% for the Fiscal 2015. Our Company did not incur any operating expenses during Fiscal 2017 and Fiscal 2016.

Employee Benefit Expenses: Our employee benefit expenses include salaries and allowances, contribution to provident and other funds and staff welfare expenses. Our employee benefit expenses as percentage of our total revenue was 32.06%, 68.39% and 7.00% for the Fiscal 2017, Fiscal 2016 and Fiscal 2015, respectively.

Other Expenses: Our other expenses primarily include legal and professional fees, travelling and conveyance, rates & taxes, repairs & maintenance, postage, telegram and telephone, insurance premium, bad debts, auditor fees, directors sitting fee, printing and stationery, general expenses. Our other expenses as a percentage of our revenue was 22.35%, 17.69% and 3.43% for the Fiscal 2017, Fiscal 2016 and Fiscal 2015, respectively.

Finance Cost: Our finance cost includes interest expense on borrowings, and other borrowing cost as reduced by interest expenses capitalised to intangible assets under development. Our finance cost as a percentage of our revenue was 291.63%, 1,185.96% and 97.70% for the Fiscal 2017, Fiscal 2016 and Fiscal 2015, respectively.

Depreciation and amortisation expenses: Our depreciation and amortisation expenses include depreciation on computers, plant and machinery, furniture and fixtures, office equipment and electrical installations and amortization of intangible assets. Our depreciation and amortisation expenses as a percentage of our total revenue was 0.07%, 0.12% and 0.01% depreciation and amortisation expenses for the Fiscal 2017, Fiscal 2016 and Fiscal 2015, respectively.

Our results of Operation:

Fiscal 2017 compared to Fiscal 2016

Total Revenue: Our total revenue increased by 251.08% to ₹ 149.28 million for the Fiscal 2017 from ₹ 42.52 million for the Fiscal 2016.

Revenue from Operations: Our revenue from operations increased by 1,266.80 % to ₹ 102.51 million for the Fiscal 2017 from ₹ 7.50 million for the Fiscal 2016 primarily due to increase in consultancy fees from new contracts relating to project management of road projects, advisory on road project and other advisory services on BOT projects.

Other Income: Our other income increased by 33.55% to ₹ 46.77 million for the Fiscal 2017 from ₹ 35.02 million for the Fiscal 2016 primarily due to profit on sale of long term (trade) investment for ₹ 27.33 million partly offset by a reduction in net interest income earned from ₹ 35.02 million to ₹18.63 million. Since the whole amount of interest capitalised has been decapitalised, the difference of the restated cost with sale price has been credited to the statement of profit and loss as profit on sale of long term investment. (For more information please refer to chapter titled "*Financial Information – Identified Associates Audited Financial Statements*" on page 303).

Operating Expenses: We did not incur any operating expenses for the Fiscal 2017 due to cessation of tolling management contract during the Fiscal 2016.

Employee Benefit Expenses: Our employee benefit expenses increased by 64.58% to ₹ 47.86 million for the Fiscal 2017 from ₹ 29.08 million for the Fiscal 2016 primarily on account of new recruitments.

Other Expenses: Our other expenses increased by 343.62% to ₹ 33.36 million for the Fiscal 2017 from ₹ 7.52 million for the Fiscal 2016 primarily due to increase in legal and professional fees by ₹ 6.38 million, increase in travelling and conveyance expenses by ₹ 4.60 million, increase in rent, rates and taxes by ₹ 10.35 million, bad debts expenses of ₹ 1.25 million and increase in sitting fees paid to the Directors by ₹ 1.00 million and increase in general expenses by ₹ 1.20 million.

Finance Cost: Our finance cost decreased by 13.67% to ₹ 435.35 million for the Fiscal 2017 from ₹ 504.27 million for the Fiscal 2016 primarily due to repayment of borrowings from the proceeds of fresh equity shares issued by our Company on private placement basis in the month of November, 2016.

Tax Expense: Our tax expense increased marginally to ₹ 0.55 million for the Fiscal 2017 from ₹ 0.01 million for the Fiscal 2016.

Profit/(Loss) after tax but before share in results of Associates and Minority Interest: Due to above reasons, our loss after tax but before share in results of Associates and minority interest decreased by 26.19% to ₹ 367.89 million from ₹ 498.41 million for the Fiscal 2016.

Share of Loss of Associates: Our share of loss of Associates decreased by 13.10% to ₹ 371.10 million for the Fiscal 2017 from ₹ 427.03 million for the Fiscal 2016 primarily due to reduction in share of losses from GAEPL and GIPL by ₹ 87.55 million and ₹ 31.01 million respectively, which was partially offset by increase in share of losses from KEPL and MTPL by ₹ 28.90 million and ₹ 30.78 million respectively.

Minority interest: Minority interest for Fiscal 2017 is ₹ 0.14 million.

Restated Profit/(Loss) after Tax: Due to above reasons, our loss after tax decreased by 20.16% to ₹ 738.85 million for the Fiscal 2017 from ₹ 925.44 million for the Fiscal 2016.

Fiscal 2016 compared to Fiscal 2015

Total Revenue: Our total revenue decreased by 89.75% to ₹ 42.52 million for the Fiscal 2016 from ₹ 414.88 million for the Fiscal 2015.

Revenue from Operations: Our revenue from operations decreased by 91.10% to ₹ 7.50 million for the Fiscal 2016 from ₹ 84.33 million for the Fiscal 2015 primarily due to cessation of toll management consultancy arrangement for Jaora Nayagaon Toll Road Company Limited during the Fiscal 2016 and reduction in consultancy fee as compared to Fiscal 2015.

Other Income: Our other income decreased by 89.41% to ₹ 35.02 million for the Fiscal 2016 from ₹ 330.55 million for the Fiscal 2015 as the Company had sold certain investments at cost which was inclusive of interest capitalised in the Fiscal 2015. Since the whole amount of interest capitalised has been decapitalised, the difference of the restated cost with sale price has been credited to the statement of profit and loss for the respective year as profit on sale of investment. (For more information please refer to chapter titled "*Financial Information – Identified Associates Audited Financial Statements*" on page 303).

Operating Expenses: We did not incur any operating expenses for the Fiscal 2016 due to cessation of tolling management contract during the Fiscal 2016.

Employee Benefit Expenses: Our employee benefit expenses marginally increased by 0.17% to ₹ 29.08 million for the Fiscal 2016 from ₹ 29.03 million for the Fiscal 2015.

Other Expenses: Our other expenses decreased by 47.23% to ₹ 7.52 million for the Fiscal 2016 from ₹ 14.25 million for the Fiscal 2015 primarily due to disengagement of professional consultants engaged by us on account of expiry of toll management contract.

Finance Cost: Our finance cost increased by 24.40% to ₹ 504.27 million for the Fiscal 2016 from ₹ 405.35 million for the Fiscal 2015 primarily due to increase in borrowings from financial institutions.

Tax Expense: Our tax expense decreased marginally to ₹ 0.01 million for the Fiscal 2016 from ₹ 0.02 million for the Fiscal 2015.

Profit/(Loss) after tax but before share in results of Associates and Minority Interest: Due to above reasons, our loss after tax but before share in results of Associates and minority interest increased by 494.48% to ₹ 498.41 million from ₹ 83.84 million for the Fiscal 2015.

Share of Loss of Associates: Our share of loss of Associates increased by 136.74% to ₹ 427.03 million for the Fiscal 2016 from ₹ 180.38 million for the Fiscal 2015 primarily due to (i) increase in share of loss in GAEPL to ₹ 224.66 million as compared to ₹ 0.70 million in Fiscal 2015; (ii) decrease in share of loss in KEPL to ₹ 188.70 million as compared to ₹ 190.27 million in Fiscal 2015; and (iii) share in loss in GIPL to ₹ 23.81 million in Fiscal 2016 as compared to ₹ 0.27 million in Fiscal 2015.

Minority interest: Minority interest is Nil for both the Fiscal 2016 and Fiscal 2015.

Restated Profit/(Loss) after Tax: Due to above reasons, our loss after tax increased by 250.25% to ₹ 925.44 million for the Fiscal 2016 from ₹ 264.22 million for the Fiscal 2015.

Financial Condition, Liquidity and Capital Resources

We operate in a capital-intensive industry and our principal liquidity requirements have been to finance our working capital needs and our capital expenditures. Our business requires high levels of financing to develop, operate and maintain our projects. To fund these costs, we have historically relied on equity contribution, sales of equity and debt securities, short term and long terms borrowings, including working capital financing, loans from related parties and others and cash generated from operating activities.

Our short-term liquidity requirements relate to servicing our debt, operating and maintaining our projects and financing working capital requirements. Our long-term liquidity requirements include construction of projects under development, financing equity contributions in Project SPVs and repayment of long-term debt under our facilities.

Our cash and cash equivalents, on consolidated basis, as of March 31, 2017 were ₹ 279.53 million.

Cash Flows

Our cash and cash equivalents have changed from period to period as a result of the growth of our business and operations and the nature of our business, particularly the incurrence of finance costs and operating expenses.

The table below summarises our cash flows for the Fiscals 2017, 2016 and 2015:

Particulars	Year Ended March 31, 2017	Year Ended March 31, 2016	Year Ended March 31, 2015
Net Cash generated from / (used in) Operating Activities	(169.53)	(350.48)	(323.10)
Net Cash from / (used in) Investing activities	(1,630.06)	(2,149.83)	377.82
Net Cash Flow / (used in) from Financing Activities	1,895.49	2,638.09	(297.52)
Net Increase /(Decreased) in Cash & Cash Equivalents (A+B+C)	95.90	137.78	(242.80)

Operating Activities

Our net cash used in operating activities for the Fiscal 2017 was ₹ 169.53 million. While our restated loss before tax, share in results of Associates and minority interest was ₹ 367.41 million, we had operating profit before working capital changes of ₹ 22.53 million, primarily as a result of adjustments made for finance costs of ₹ 435.35 million and interest income of ₹ 18.65 million. Our working capital adjustments to our net cash used in operations for the Fiscal 2017 primarily included increase in long term loans and advances of ₹ 311.10 million and increase in trade receivables of ₹ 25.86 million which was partially offset by decrease in short term loans and advances of ₹ 78.73 million and increase in long term liabilities of ₹ 50.74 million.

Our net cash used in operating activities for the Fiscal 2016 was ₹ 350.48 million. While our restated loss before tax, share in results of Associates and minority interest was ₹ 498.40 million, we had operating loss before working capital changes of ₹ 29.10 million, primarily as a result of adjustments made for finance costs of ₹ 504.27 million and interest income of ₹ 35.02 million. Our working capital adjustments to our net cash used in operations for the Fiscal 2016 primarily included decrease in other current liabilities of ₹ 367.62 million and decrease in trade payables of ₹ 6.07 million which was partially offset by decrease in long term loans and advances of ₹ 80.49 million.

Our net cash used in operating activities for the Fiscal 2015 was ₹ 323.10 million. While our restated loss before tax, share in results of Associates and minority interest was ₹ 83.82 million, we had operating loss before working capital changes of ₹ 8.97 million, primarily as a result of adjustments made for finance costs of ₹ 405.35 million and profit on sale of long term trade investments of ₹ 330.55 million. Our working capital adjustments to our net cash used in operations for the Fiscal 2015 primarily included increase in long term loans and advances of ₹ 455.35 million which was partially offset by increase in other current liabilities of ₹ 68.00 million.

Investing Activities

Our net cash used in investing activities for the Fiscal 2017 was ₹ 1,630.06 million, reflecting payments made towards intangible assets under development of ₹ 1,048.25 million and investments made aggregating ₹ 1,582.50 million, partially offset by sale of investments aggregating ₹ 297.38 million, refund of advance against warrants or OCPID given aggregating to ₹ 522.70 million and inter corporate deposit taken aggregating to ₹ 108.41 million.

Our net cash used in investing activities for the Fiscal 2016 was ₹ 2,149.83 million, reflecting payments made towards intangible assets under development of ₹ 1,427.50 million, advances made against warrants / OCPIDs of ₹ 661.19 million and inter corporate deposits given aggregating to ₹ 108.41 million.

Our net cash generated from investing activities for the Fiscal 2015 was ₹ 377.82 million, reflecting proceeds from sale of investments aggregating ₹ 2,191.35 million which was offset by payments made towards intangible assets under development of ₹ 1,004.93 million, investments made aggregating ₹ 998.06 million.

Financing Activities

Our net cash generated from financing activities for Fiscal 2017 was ₹ 1,895.49 million, reflecting proceeds from issuance of shares (net of issue expenses) of ₹ 5,630.29 million, long term borrowings of ₹ 3,766.79 million, partially offset by repayment of short term borrowings of ₹ 573.65 million, interest paid of ₹ 866.99 million and repayment of long term borrowings of ₹ 5,815.29 million.

Our net cash generated from financing activities for Fiscal 2016 was ₹ 2,638.09 million, reflecting proceeds from long term borrowings of ₹ 6,319.27 million, partially offset by repayment of short term borrowings of ₹ 2,738.20 million, interest paid of ₹ 546.61 million and repayment of long term borrowings of ₹ 396.37 million.

Our net cash used in financing activities for Fiscal 2015 was ₹ 297.52 million, reflecting repayment of long term borrowings of ₹ 1,805.74 million, goodwill on consolidation of ₹ 901.11 million and interest paid of ₹ 456.37 million, partially offset by disbursement of short term borrowings of ₹ 2,865.70 million.

Financial Indebtedness

The following table sets forth our financial indebtedness including current maturities of long term borrowings, on consolidated basis, as on March 31, 2017:

(₹ in million)

	As on March 31, 2017
Long term borrowings	**5,149.66**
Secured	
Term Loan from Financial Institutions	2,189.53
Term Loan from Banks	2,301.93
Un-secured	
Term Loans from Financial Institutions	Nil
Bonds/Debentures (unquoted)	658.20
Current Maturities of Long Term Borrowings	4.15
Short Term Borrowings	**530.00**
Un-secured	
ICD repayable on demand	30.00
Loan from Financial Institution	500.00

For more information regarding our financial indebtedness please refer to chapters titled "*Financial Indebtedness*" and "*Financial Statements*" on pages 337 and 218, respectively.

Contingent Liabilities and Commitments, on consolidated basis, as on March 31, 2017

(₹ in million)

Particulars	**Period Ended March 31, 2017**
- Income Tax (F.Y. 2013)	2.31
- Income Tax (F.Y. 2014)	0.38
- Reimbursement to NHAI for IE remuneration prior to appointed date i.e. June 3, 2014.	3.15
- Claims against the Company not acknowledged as debt	10.48

Commitments

(₹ in million)

Particulars	**Period Ended March 31, 2017**
Estimated amount of contracts remaining to be executed on Capital Account (Net of Capital Advance)	4,071.65

For more information, please refer to chapters titled "*Financial Statements*" on page 218.

Related Party Transactions

We have engaged in the past, and may engage in the future, in transactions with related parties, including with our Subsidiaries and Associates and certain key management members on an arm's length basis. Such transactions could be for the provision and receiving of services, purchase and sale of materials etc. For details of our related party transactions, please refer to the "*Restated Consolidated Financial Statements – Note 28*".

Seasonality

Severe weather conditions and seasonality may affect traffic, trends and usage of our projects. Our operations may be adversely affected by difficult working conditions during summer months and monsoons that restrict our ability to carry on construction activities.

Quantitative and Qualitative Disclosures About Market Risk

Market risk is the risk of loss related to adverse changes in market prices, including interest rate risk and commodity risk. We are exposed to commodity risk, interest rate risk and credit risk in the normal course of our business.

Interest Rate Risk

As of March 31, 2017, our Company has outstanding secured loans of ₹ 4,495.61 million on a consolidated basis, out of which ₹ 3,795.61 million bore interest at floating rates. Therefore, fluctuations in interest rates could have the effect of increasing the interest due on our Company's outstanding debt and increases in such rates could make it more difficult for our Company to procure new debt on attractive terms. Our Company currently does not, and has no plans to engage in, interest rate derivative or swap activity.

Credit Risk

We are exposed to credit risk on receivables owed to us by such Government Authorities for the services we provide. Further, tolls paid by means of cash are collected by toll collectors at the manual toll booths. If such Authorities do not pay us in a timely manner, or at all, or if the toll payments collected in cash are not made in a timely fashion, we may have to make provisions for or write-off such amounts.

Inflation

India has experienced moderate inflation for the last 12 to 18 months, which has led to a decrease in interest rates. Inflation generally impacts the overall economy and business environment and hence could affect our business and results of operations.

Competitive Conditions

We expect competition in the road and highway infrastructure sector from existing and potential competitors to intensify. For details, please refer to the chapters titled "*Risk Factors*" and "*Business*" on page 18 and 136, respectively.

Known Trends or Uncertainties

Our business has been impacted and we expect will continue to be impacted by the trends identified above under "*Factors Affecting our Results of Operations*" and the uncertainties described in chapters titled "*Risk Factors*" on page 18. To our knowledge, except as we have described in this Prospectus, there are no known factors, which are expected to have a material adverse impact on our revenues and results of operation.

Future Relationships between Costs and Income

Other than as described in the chapters titled "*Risk Factors*", "*Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 18, 136 and 304, respectively, to our knowledge, no future relationship between expenditure and income is expected to have a material adverse impact on our operations and finances.

Significant Developments after March 31, 2017

Except as otherwise disclosed elsewhere in this Prospectus, there are no significant developments after the date of our financial statements contained in this Prospectus which materially and adversely affects, or is likely to affect, our operations or profitability, or the value of our assets, or our ability to pay our material liabilities within the next 12 months.

For further details, please refer to the chapter titled "*Business*" on page 136.

New Products or Business Segments

We have not announced and do not expect to announce in the near future any new products or business segments.

Discussion on certain line items in our Restated Consolidated Summary Statement of Assets and Liabilities

and Restated Standalone Summary Statement of Assets and Liabilities

1. **Increase in share capital**: The Company's share capital increased to ₹ 546.50 million as of March 31, 2017 from ₹ 100.00 million as of March 31, 2016, primarily due to the rights issue of 18,000,000 Equity Shares and preferential allotment of 26,650,000 Equity Shares by the Company in October 2016 and November 2016, respectively, as below. The equity built-up of the Company has been disclosed in the chapter titled "*Capital Structure*" on page 79:

Date of allotment of Equity Shares	No of Equity Shares allotted	Face value (₹)	Issue price (₹)	Cumulative paid up capital (in ₹ million)	Reason for allotment
October 28, 2016	18,000,000	10.00	10.00	280.00	Rights issue[1]
November 12, 2016	26,650,000	10.00	205.00	546.50	Preferential allotment [2]

1. *Nine (9) Equity Shares were offered for every five (5) Equity Shares held by the Shareholders of our Company as on October 17, 2016. IPDC, Mr. Manoj Agarwal, Mr. Manoj Beriwala, Mr. Rajesh Sirohia, Mr. Sandeep Lakhotia, Mr. Bajrang Kumar Choudhary and Mr. Sanjay Kumar Chaurasia renounced 6,910,000, 180, 180, 180, 180, 180 and 180 Equity Shares in favour of IPDF. Thus, 11,000,000 Equity Shares were allotted to IPDC and 7,000,000 Equity Shares allotted to IPDF.*
2. *16,630,000 Equity Shares were allotted to SREI; 500,000 Equity Shares were allotted to Make in India Fund; and 9,520,000 Equity Shares were allotted to OSPL Infradeal Private Limited (earlier known as Omkareshwar Suppliers Private Limited).*

2. **Increase in reserves and surplus**:

2.1. On a consolidated basis: Restated Consolidated Reserves and Surplus consists of three components namely (a) Capital Reserve – Our Company's proportionate share in NHAI Grant (Equity Support) to GAEPL and SJEPL; (b) Security Premium; and (c) Surplus/(deficit) in the Statement of Profit and Loss.

The Company's reserves and surplus increased to ₹ 3,751.33 million as of March 31, 2017 from ₹ (111.33) million as of March 31, 2013 on a consolidated basis, primarily due to increase in receipt of equity grant from NHAI for GAEPL and SJEPL resulting in increase of the Company's share in the NHAI Grant (Equity Support), (consolidated) to ₹ 1,280.94 million from ₹ 65.95 million and increase in security premium due to further infusion of equity during the period by way of preferential allotment at a premium of ₹ 195.00 per Equity Share in the Company. The increase in the Company's reserves and surplus was partially offset by the deficit in the statement of profit and loss of the Company.

2.2. On a standalone basis: The Company's reserves and surplus increased to ₹ 3,670.93 million as of March 31, 2017 from ₹ (174.79) million as of March 31, 2013, primarily due to further infusion of equity during the period by way of preferential allotment at a premium of ₹ 195.00 per Equity Shares.

3. **Increase/decrease in long term borrowings**:

3.1. On a consolidated basis: The Company's long term borrowings increased to ₹ 8,727.21 million as of March 31, 2016 from ₹ 2,804.31 million as of March 31, 2015, primarily due to (a) increase in long-term borrowings of STPL, subsidiary of the Company to ₹ 3,702.60 million as of March 31, 2016 from ₹ 1,862.40 million as of March 31, 2015; and (b) increase in term loan borrowing of the Company to ₹ 5,024.61 million as of March 31, 2016 from ₹ 941.91 million as of March 31, 2015.

The proceeds from the term loan borrowing of the Company was deployed *inter alia* towards (a) settlement of bank overdraft facilities; (b) repayment of long-term borrowings; (c) repayment of inter-corporate deposits; (d) unsecured loans advanced to KEPL; (e) unsecured loans advanced to SJEPL; (f) short term advances made to OSEPL; and (g) short term advances made to GAEPL.

The Company's long term borrowings decreased to ₹ 5,149.66 million as of March 31, 2017, from ₹ 8,727.21 million as of March 31, 2016, primarily due to pre-payment of existing term loans out of the proceeds from fresh issue of Equity Shares.

During the Fiscal 2017, the secured long term borrowings of our subsidiary STPL increased from ₹ 1,385.20 million as of March 31, 2016, to ₹ 2,306.08 million as of March 31, 2017. Further, upon OSEPL becoming our subsidiary w.e.f. November 11, 2016 long term borrowing of OSEPL amounting to ₹ 1,220.00 million as of March 31, 2017, has been consolidated for the first time in the Fiscal 2017. This led to an increase in overall interest cost related to these subsidiaries from ₹ 87.60 million for Fiscal 2016 to ₹ 290.68 million for Fiscal 2017. Since STPL Project is under-construction, the interest costs related to STPL has been capitalized to intangible assets under development. Similarly, since the OSEPL Project has since been foreclosed by NHAI due to delay in handing over of the requisite land, the entire interest related to OSEPL which would have otherwise been classified as intangible assets under development has been transferred to other non-current assets in the balance sheet.

3.2. On a standalone basis: The Company's long-term borrowings increased to ₹ 5,024.61 million as March 31, 2016 from ₹ 941.91 million as of March 31, 2015. The proceeds of the term loan borrowing were deployed inter alia towards (a) settlement of bank overdraft facilities; (b) repayment of long-term borrowings; (c) repayment of inter-corporate deposits; (d) unsecured optionally convertible debenture advanced to KEPL; (e) warrants/OCPIDs advanced to SJEPL; (f) inter-corporate deposit given to OSEPL; and (g) inter-corporate deposit given to GAEPL.

The Company's long term borrowings decreased to ₹ 969.53 million as of March 31, 2017 from ₹ 5,024.61 million as March 31, 2016, primarily due to pre-payment of existing term loans out of the proceeds from fresh issue of Equity Shares by the Company.

4. Increase in intangible assets under development:

4.1. On a consolidated basis: The Company's intangible assets increased to ₹ 4,308.92 million as of March 31, 2017 from nil as of March 31, 2013, primarily due to progression of road construction activity for the STPL Project. The STPL Project is an under-construction BOT Project that commenced construction from the appointed date i.e. June 3, 2014.

4.2. On a standalone basis: The Company has no intangible assets under developments as of March 31, 2012 until March 31, 2017.

New Products or Business Segments

We have not announced and do not expect to announce in the near future any new products or business segments.

Results of Operations with respect to certain Associates

KEPL

Fiscals 2017 and 2016

The following tables sets out select financial data from the KEPL Audited Financial Information for the Fiscal 2017 and the comparable information of Fiscal 2016 the components of which are also expressed as a percentage of total revenue for such fiscals:

(₹ in million)

Particulars	Fiscal 2017		Fiscal 2016	
	₹ in million	(% of total revenue)	₹ in million	(% of total revenue)
INCOME				
Revenue from Operations	769.24	99.80	730.63	99.84
Other Income	1.51	0.20	1.16	0.16
Total Revenue	**770.76**	**100.00**	**731.79**	**100.00**
EXPENSES				
Employee Benefit Expenses	9.51	1.23	4.76	0.65
Operation and Maintenance Expenses	105.38	13.67	89.46	12.22
Premium to NHAI	138.92	18.02	132.30	18.08
Administrative and Other Expenses	127.69	16.57	179.74	24.56
Finance Cost	960.48	124.62	992.61	135.64
Depreciation & Amortisation Expenses	144.06	18.69	139.93	19.12
Total Expenses	**1,486.03**	**192.80**	**1,538.80**	**210.28**
Profit / (Loss) for the year	**(715.28)**	**(92.80)**	**(807.00)**	**(110.28)**

Key Components of KEPL's Statement of Profits and Losses

Total Revenue:

KEPLs total revenue consists of revenue from operations and other income.

Revenue from Operations: Revenue from operations includes income derived from toll collection and income from the toll relief policy based on a MoU entered with Government of Haryana ("**GOH**"), whereby KEPL shall provide toll relief to the regular commuters and GOH shall compensate KEPL for the consequential reduced toll collection. KEPL's revenue from operations as a percentage of its total revenue was 99.80% and 99.84% for the Fiscal 2017 and Fiscal 2016, respectively.

Other Income: Other income primarily consists of utility shifting income received from NHAI, interest income, income from sale of scrap and others and insurance claim received. Other income as a percentage of its total revenue was 0.20% and 0.16% for the Fiscal 2017 and Fiscal 2016, respectively.

Expenses

Employee Benefit Expenses: Employee benefit expenses include salary expenses, staff welfare expenses, employer contribution to provident fund and gratuity and leave encashment. Employee benefit expenses as a percentage of its total revenue were 1.23% and 0.65% for the Fiscal 2017 and Fiscal 2016, respectively.

O&M expenses: O&M expenses primarily comprises of toll operation charges, route operation and routine maintenance, road repair and maintenance, power and fuel expense, toll collection management expense, rental and extra hire charges of diesel generator set, NHAI independent engineer fees, toll related expenses etc. O&M expenses as a percentage of its total revenue were 13.67% and 12.23% for the Fiscal 2017 and Fiscal 2016, respectively.

NHAI Premium: This expense comprises of premium provided for or paid to NHAI. Further, KEPL had applied for a deferment of premium which was sanctioned by NHAI and a supplementary concession agreement dated January 15, 2016 was entered into between NHAI and KEPL ("**KEPL Supplementary Agreement**") to record this. As a result, the amount of premium deferred has been duly provided by KEPL and interest at bank rate plus two percent has been included as finance cost. KEPL's NHAI premium expenditure as a percentage of its total revenue was 18.02%, and 18.08% for the Fiscal 2017 and Fiscal 2016, respectively.

Administrative and Other Expenses: Administrative expenses include advertising expenses, insurance expenses, communication cost, legal and professional expenses, office and guest house rent and maintenance cost, travelling and conveyance, auditor's remuneration and major maintenance costs. Administrative and Other Expenses as a percentage of its total revenue were 16.57% and 24.56% for the Fiscal 2017 and Fiscal 2016, respectively.

Finance Cost: Finance expenses includes interest on term loans, interest on deferred and delayed payment of premium to NHAI, bank charges and interest on delayed payment of independent engineer fees. Finance cost as a percentage of its total revenue was 124.62% and 135.64% for the Fiscal 2017 and Fiscal 2016, respectively.

Depreciation and amortisation expenses: Depreciation and amortisation expenses include depreciation on tangible assets and intangible assets. Depreciation and amortisation expenses as a percentage of its total revenue was 18.69% and 19.12% for the Fiscal 2017 and Fiscal 2016, respectively.

KEPL's results of Operation

Fiscal 2017 compared to Fiscal 2016

Revenue from Operations: Revenue from operations increased by 5.28% to ₹ 769.24 million for the Fiscal 2017 from ₹ 730.63 million for the Fiscal 2016. Despite decline in the Traffic volume as compared to Fiscal 2016, the Company was able to collect overloading charges amounting to ₹ 31.38 million in Fiscal 2017 which has compensated for traffic de-growth. Toll collection was undertaken for 341.73 days in Fiscal 2017 (due to demonetisation from November 9, 2016 to December 2, 2016) as compared to 359 days in Fiscal 2016 (due to Jat agitation in February 2016). KEPL has made a claim of ₹ 62.28 million for O&M expenses and interest costs for the 23 days in Fiscal 2017 when the toll collection was suspended by NHAI. KEPL had received and recognised an amount of ₹ 37.75 million as partial claim/immediate relief from NHAI against toll suspension due to demonetisation under revenue from operation in Fiscal 2017.

Other Income: Other income increased marginally to ₹ 1.51 million for the Fiscal 2017 from ₹ 1.16 million for the Fiscal 2016. This was due to KEPL receiving an amount of ₹ 1.27 million from NHAI in Fiscal 2017 for shifting utilities per the terms of the KEPL Concession Agreement, which is grouped under other income in Fiscal 2017. No such amounts were paid by NHAI in the Fiscal 2016. Additionally, the amount of ₹ 0.25 million earned in Fiscal 2017 was pursuant to interest income, income from sale of scrap and others and insurance claim.

***Total Revenue*:** Total revenue increased by 5.33% to ₹ 770.76 million for the Fiscal 2017 from ₹ 731.79 million for the Fiscal 2016 for the reasons mentioned above.

Employee Benefit Expenses: Employee benefit expenses increased to ₹ 9.51 million in Fiscal 2017 from ₹ 4.76 million in Fiscal 2016 primarily due to increase in salary expenses due to annual appraisal, arrears on salary and appointment of new employees.

O&M expenses: O&M expenses increased by 17.80% to ₹ 105.38 million in Fiscal 2017 from ₹ 89.46 million in Fiscal 2016 primarily due to increase in cost of road repair and maintenance by ₹ 11.42 million, increase in toll operation charges by ₹ 4.62 million and payment of ₹ 3.77 million to NHAI independent engineer fees. No such amounts were paid to NHAI independent engineer in the Fiscal 2016. The increase in O&M expenses were partially offset by reduction in cash/asset/other loss expenses of ₹ 4.60 million incurred last year.

NHAI Premium: NHAI premium expenses increased marginally to ₹ 138.92 million for the Fiscal 2017 from ₹ 132.30 million for the Fiscal 2016. This increase was due to an increase in the yearly premium payable to NHAI per the annual escalation clause in the KEPL Concession Agreement. Additionally, pursuant to the KEPL Supplementary Agreement, the amount of premium deferred was duly provided.

Administrative and Other Expenses: Administration and other expenses decreased by 28.96% to ₹ 127.69 million for the Fiscal 2017 from ₹ 179.74 million for the Fiscal 2016 primarily due to lower provision for major maintenance expenses amounting to ₹ 109.20 million in Fiscal 2017 compared to provision of ₹163.70 million in the Fiscal 2016.

Finance Cost: Finance cost decreased by ₹ 32.13 million i.e. 3.24% to ₹ 960.48 million for the Fiscal 2017 from ₹ 992.61 million for the Fiscal 2016 primarily as a result of decrease in total principal amount of indebtedness outstanding during the year due to repayment of loan which was partially offset by interest on delayed payment on independent engineer fees and increase in provision for interest on deferred NHAI premium.

Depreciation and amortisation expenses: Depreciation and amortisation expenses increased marginally by 2.95% to ₹ 144.06 million for the Fiscal 2017 from ₹ 139.93 million for the Fiscal 2016. This was due to increase in revenue compared to last year as KEPL is following revenue based amortization as prescribed under Schedule II of the Companies Act.

Profit/(Loss) after Tax: Due to above reasons, KEPL's loss after tax decreased by 11.37% to ₹ 715.28 million for the Fiscal 2017 from its loss after tax of ₹ 807.00 million for the Fiscal 2016.

Fiscals 2016 and 2015

The following tables sets out select financial data from the KEPL Audited Financial Information for the Fiscal 2016 and comparable information for the Fiscal 2015 the components of which are also expressed as a percentage of total revenue for such fiscals:

(₹ in million)

Particulars	Fiscal 2016		Fiscal 2015	
	₹ in million	**(%)**	**₹ in million**	**(%)**
INCOME				
Revenue from Operations	730.63	99.84	651.04	98.05
Other Income	1.16	0.16	12.97	1.95
Total Revenue	**731.79**	**100.00**	**664.01**	**100.00**
EXPENSES				
Direct Expenses	97.12	13.27	80.35	12.10
Utility Shifting Expenditure	-	-	12.97	1.95
NHAI Premium	143.69	19.64	135.86	20.46
Office Administration and Other Expenses	176.84	24.17	10.19	1.53
Financial Expenses	981.22	134.08	958.74	144.39

Particulars	Fiscal 2016		Fiscal 2015	
	₹ in million	**(%)**	**₹ in million**	**(%)**
Depreciation & Amortisation of Fixed Asset	139.93	19.12	123.52	18.60
Total Expenses	**1,538.80**	**210.28**	**1,321.63**	**199.04**
Profit / (Loss) for the period	**(807.00)**	**(110.28)**	**(657.62)**	**(99.04)**

Total Revenue:

KEPLs total revenue consists of revenue from operations and other income.

Revenue from Operations: Revenue from operations includes income derived from toll collection and income from the toll relief policy, based on a MoU entered with Government of Haryana ("**GOH**"), whereby KEPL shall provide toll relief to the regular commuters and GOH shall compensate KEPL for the consequential reduced toll collection. KEPL's revenue from operations as a percentage of its total revenue was 99.84% and 98.05% for the Fiscal 2016 and Fiscal 2015, respectively.

Other Income: Other income primarily consists of utility shifting income received from NHAI, interest income, income from sale of scrap and others and insurance claim received. Other income as a percentage of its total revenue was 0.16% and 1.95% for the Fiscal 2016 and Fiscal 2015, respectively.

Expenses

Direct Expenses: Direct expenses comprises of O&M expenses which includes O&M contract fees, route operation and maintenance fees and other expenses, diesel for toll plazas, salary and wages, insurance expenses, toll collection management expenses, rental and extra hire charges of diesel generator set, cash/asset/other loss expenses, toll related expenses and other expenses. Direct expenses as a percentage of its total revenue were 13.27% and 12.10% for the Fiscal 2016 and Fiscal 2015, respectively.

Utility Shifting Expenditure: Utility shifting expenditure were expenses incurred by KEPL for shifting utilities per the terms of KEPL Concession Agreement. KEPL's utility shifting expenditure as a percentage of its total revenue was 1.95% for the Fiscal 2015. There was no expense incurred on shifting of utilities during Fiscal 2016.

NHAI Premium: These expenses comprises of premium paid to NHAI. Further, KEPL had applied for a deferment of premium which was sanctioned by NHAI and a supplementary concession agreement dated January 15, 2016 was entered into between NHAI and KEPL ("**KEPL Supplementary Agreement**") to record this. As a result, the amount of premium deferred has been duly provided by KEPL and interest at bank rate plus two percent has been included as finance cost. KEPL's NHAI premium expenditure as a percentage of its total revenue was 19.64% and 20.46% for the Fiscal 2016 and Fiscal 2015 respectively.

Office Administration and Other Expenses: Office administration and other expenses primarily include electricity expenses, repairs and maintenance, legal and professional expenses, security agent fees, escrow agent fees, diesel for vehicles, business meeting expenses, advertisement expenses, rent, office expenses, guest house expenses, service tax, communication costs, travelling and conveyance, auditor's remuneration, provision for major maintenance expenses and other expenses. Office administration and other expenses as a percentage of its revenue was 24.17% and 1.53% for the Fiscal 2016 and Fiscal 2015 respectively.

Finance Expenses: Finance expenses include interest on term loans, interest on delayed payment of premium to NHAI, bank charges and inspection and review charges. Finance expenses as a percentage of its total revenue was 134.08% and 144.39% for the Fiscal 2016 and Fiscal 2015, respectively.

Depreciation and amortisation expenses: Depreciation and amortisation expenses include depreciation on tangible assets and intangible assets. Depreciation and amortisation expenses as a percentage of its total revenue was 19.12% and 18.60% for the Fiscal 2016 and Fiscal 2015, respectively.

Fiscal 2016 compared to Fiscal 2015.

Revenue from Operations: Revenue from operations increased by 12.23% to ₹ 730.63 million for the Fiscal 2016 from ₹ 651.04 million for the Fiscal 2015. KEPL received Provisional COD for an additional 11.64 km on September 30, 2014 ("**Second Provisional COD**") and the toll rates were increased pursuant to a notification from the NHAI dated September 23, 2014 which was effective from October 1, 2014. Thus toll collection for

Fiscal 2016, at the increased rate and for the full length of the Project Road, was for a full year compared to five months for Fiscal 2015.

Other Income: Other income decreased by 91.06% to ₹ 1.16 million for the Fiscal 2016 from ₹ 12.97 million for the Fiscal 2015. This was due to KEPL receiving an amount of ₹ 12.97 million from NHAI in Fiscal 2015 for shifting utilities per the terms of the KEPL Concession Agreement dated July 13, 2010, which is grouped under other income in Fiscal 2016. No such amounts were paid by NHAI in the Fiscal 2016. Additionally, the amount of ₹ 1.16 million earned in Fiscal 2016 was pursuant to interest income, income from sale of scrap and others and insurance claim received.

Total Revenue: Total revenue increased by 13.63% to ₹ 731.79 million for the Fiscal 2016 from ₹ 644.01 million for the Fiscal 2015 for the reasons mentioned above.

Direct Expenses: Direct expenses increased by 20.87% to ₹ 97.12 million for the Fiscal 2016 from ₹ 80.35 million for the Fiscal 2015 due to an increase in operational and maintenance contract fees, route operational and maintenance fees and other expenses. This was due to an escalation in the price under the terms of the operations and maintenance contract dated January 1, 2016 between Feedback Birsa Highway OMT Private Limited and KEPL and receipt of the Second Provisional COD. In addition to this, in Fiscal 2016, KEPL incurred a cash/ asset/ other losses expense of ₹ 4.60 million due to the Jat quota agitation in Haryana in February, 2016. KEPL's toll plaza at Dighal was set on fire and tolling operations could not be undertaken at Dighal till February 29, 2016 and operations at the toll plaza at Gangayacha could not be operated till February 24, 2016. Also, toll expenses increased due to upgradation of the toll plazas and other expenses increased from ₹ 0.17 million to ₹ 7.82 million. These increases were partially offset by a decrease in diesel expenses pursuant to power lines being established to supply electricity to the toll plazas.

Utility Shifting Expenses: Utility shifting expenses of ₹ 12.97 million was incurred only in Fiscal 2015 for shifting utilities per the terms of the KEPL Concession Agreement. This amount was subsequently reimbursed by NHAI in the same year.

NHAI Premium: NHAI premium expenses increased by 5.76% to ₹ 143.69 million for the Fiscal 2016 from ₹ 135.86 million for the Fiscal 2015. This increase was due to NHAI charging a premium for the additional stretch which was commissioned pursuant to the Second Provisional COD as well as an increase in the yearly premium payable to NHAI per the annual escalation clause in the KEPL Concession Agreement. Additionally, pursuant to the KEPL Supplementary Agreement, the amount of premium deferred as well as interest on such amount at the bank rate plus two percent was duly provided.

Office Administration and Other Expenses: Office administration and other expenses increase by 1,637.03% to ₹ 176.84 million for the Fiscal 2016 from ₹ 10.19 million for the Fiscal 2015 primarily due to provision for major maintenance expenses of ₹ 163.70 million for which provisions have been created in Fiscal 2016 as compared to nil in Fiscal 2015, increase in electricity expenses and legal and professional expenses.

Financial Expenses: Finance cost increased by 2.35% to ₹ 981.22 million for the Fiscal 2016 from ₹ 958.74 million for the Fiscal 2015 primarily due to an increase in interest rates on term loans which was partially offset by a marginal decrease in interest rate on delayed payment of premium to NHAI.

Depreciation & Amortisation of Fixed Assets: Depreciation and amortisation expenses increased by 13.29% to ₹ 139.93 million for the Fiscal 2016 from ₹ 123.52 million for the Fiscal 2015. Intangible assets of KEPL are amortised in proportion to the revenue for the year to the projected revenue based on the toll revenue for the year to the projected revenue that is expected to be collected over the concession period in the manner prescribed under Schedule II of the Companies Act. As a result, there was an increase in amortisation due to an increase in the total revenues of KEPL.

Profit/(Loss) for the period: Due to above reasons, KEPL's loss after tax increased by 22.72% to ₹ 807.00 million for the Fiscal 2016 from its loss after tax of ₹ 657.62 million for the Fiscal 2015.

Significant Developments after March 31, 2017.

Nil

GIPL

The following table sets out the selected financial data from the GIPL audited financial information for Fiscals 2017, 2016 and 2015, the components of which are also expressed as a percentage of total revenue for such fiscals:

(₹ in million)

	Fiscal 2017		Fiscal 2016		Fiscal 2015	
	₹ in million	**% of total revenue**	**₹ in million**	**% of total revenue**	**₹ in million**	**% of total revenue**
INCOME						
Revenue from Operations	1,153.70	96.69	1,157.00	98.65	1,051.07	99.02
Other Income	39.50	3.31	15.88	1.35	10.41	0.98
Total Revenue	**1,193.20**	**100.00**	**1,172.88**	**100.00**	**1,061.47**	**100.00**
EXPENSES						
Employee Benefit Expenses	5.79	0.49	4.89	0.42	4.22	0.40
Finance Costs	470.32	39.42	495.18	42.22	511.55	48.19
Depreciation & Amortisation of Fixed Asset	268.07	22.47	249.96	21.31	226.84	21.37
Other Expenses	557.83	46.75	543.30	46.32	604.86	56.98
Total Expenses	**1,302.01**	**109.12**	**1,293.32**	**110.27**	**1,347.47**	**126.94**
Profit/ (loss) before exceptional and extraordinary items and tax	**(108.81)**	(9.12)	(120.44)	(10.27)	(286.00)	(26.94)
Exceptional items	-	-	-	-	616.29	58.06
Prior Period Adjustments (Net)	-	-	-	-	0.67	0.06
Profit/(loss) for the year	**(108.81)**	(9.12)	(120.44)	(10.27)	330.97	31.18

Key components of GIPL's statement of profits and losses

Total revenue:

GIPLs total revenue consists of revenue from operations and other income.

Revenue from Operations: Revenue from operations includes income derived from toll collection and income from amounts receivable from Government of Kerala for free passes issued. Government of Kerala (GOK) had issued a Government Order (GO) dated February 18, 2012, instructing GIPL to allow local commuters to move through the toll plaza at a discounted price and also agreed that the difference of toll fee shall be reimbursed by GOK. GIPL's revenue from operations as a percentage of its total revenue was 96.69%, 98.65% and 99.02% for Fiscals 2017, 2016 and 2015, respectively.

Other Income: Other income primarily consists of gain from mutual funds, miscellaneous income, interest received and income from contract work. Other income as a percentage of total revenue was 3.31% 1.35% and 0.98% for Fiscals 2017, 2016 and 2015, respectively.

Expenses

Employee Benefit Expenses: Employee benefit expenses comprises of expenses towards salaries and allowances paid, gratuity payments and staff welfare expenses. Employee benefit expenses as a percentage of total revenue were 0.49% 0.42% and 0.40% for Fiscals 2017, 2016 and 2015, respectively.

Finance Costs: Finance costs include interest on loans and other charges. Finance costs as a percentage of total revenue was 39.42%, 42.22% and 48.19% for Fiscals 2017, 2016 and 2015, respectively.

Depreciation and amortisation expenses: Depreciation and amortisation expenses include depreciation on tangible assets and intangible assets. Depreciation and amortisation expenses as a percentage of its total revenue was 22.47%, 21.31% and 21.37% for Fiscals 2017, 2016 and 2015, respectively.

Other expenses: Other expenses primarily comprise of advertisement expenses, auditor remuneration, general administrative and miscellaneous expenses, insurance expenses, hire charges, negative grant payable to NHAI, office expenses, power and fuel, professional and legal expenses, rates and taxes paid, cost of repairs to buildings and machinery, contract work expenses, provision for major maintenance expenses, route operations and maintenance costs, tolling agency fees and collection expenses and vehicle running and maintenance costs.

The scheduled project completion date of GIPL's project was extended pursuant to a supplementary agreement dated November 23, 2009 from March 21, 2009 to December 21, 2010 (i.e. 21 months). As a result of this the concession period was correspondingly increased from September 21, 2026 to September 22, 2028. The Company also requested NHAI for deferment of the second and subsequent instalments of negative grant payable to NHAI. NHAI approved the deferment of the negative grant instalments by 21 months subject to payment of interest on the deferred amount at bank rate plus two percent and signing a supplementary agreement for having no claim on account of deferment. GIPL has not accepted the conditional deferment proposal. The matter is under consideration by NHAI. In the absence of an agreement with NHAI, liability on account of negative grant has been booked, excluding interest thereon. Other expenses as a percentage of total revenue was 46.75%, 46.32% and 56.98% for Fiscals 2017, 2016 and Fiscal 2015, respectively.

Fiscal 2017 compared to Fiscal 2016.

Revenue from Operations: Revenue from operations decreased marginally by 0.29% to ₹ 1,153.70 million in Fiscal 2017 from ₹ 1,157.00 million for the Fiscal 2016. Due to suspension of toll collection by NHAI from November 9, 2016 to December 2, 2016 due to demonetisation of ₹ 500 and ₹ 1000 notes, toll collection in Fiscal 2017 was undertaken for 341.73 days compared to 366 days in Fiscal 2016. Against the suspension of tolling NHAI has approved reimbursement of ₹ 35.01 million towards interest on debt and O & M expenses incurred by GIPL during the period tolling operations were suspended. However, since this amount was approved by NHAI post finalisation of Fiscal 2017 accounts, no provision for the same has been made.

Other Income: Other income increased by 148.74% to ₹ 39.50 million in Fiscal 2017 from ₹ 15.88 million for the Fiscal 2016. This was due to profit earned on redemption of mutual funds and revenue received from contract work undertaken.

Total Revenue: For the reasons mentioned above, total revenue increased marginally by 1.73% to ₹ 1,193.20 million in Fiscal 2017 from ₹ 1,172.88 million in Fiscal 2016.

Employee Benefit Expenses: Employee benefit expenses increased by 18.44% to ₹ 5.79 million in Fiscal 2017 from ₹ 4.89 million in Fiscal 2016, predominantly due to an increase in salary and allowances, appointment of new employees and increase in staff welfare expenses.

Finance Costs: Finance costs decreased by 5.02% to ₹ 470.32 million in Fiscal 2017 from ₹ 495.18 million in Fiscal 2016, primarily due to reduction in interest rates of borrowings from 10.81% to 10.60%.

Depreciation & Amortisation of Fixed Assets: Depreciation and amortisation expenses increased by 7.24% to ₹ 268.07 million in Fiscal 2017 from ₹ 249.96 million in Fiscal 2016 primarily on account of depreciation on additional capitalisation of ₹ 91.46 million being charged during the Fiscal 2017 due to GIPL having received COD on April 18, 2016.

Other Expenses: Other expenses increased marginally by 2.68% to ₹ 557.83 million in Fiscal 2017 from ₹ 543.30 million in Fiscal 2016, primarily due to an increase in general administrative and miscellaneous expenses by ₹ 2.62 million, contract work for an amount of ₹ 5.00 million, professional and legal fees increased by ₹ 3.20 million and increase in tolling agency fees and collection expenses by ₹ 3.68 million.

Profit/(Loss) before exceptional and extraordinary items and tax: Due to above reasons, GIPL's loss for the period decreased by 9.66% to a loss of ₹ 108.81 million in Fiscal 2017 from a loss of ₹ 120.44 million in Fiscal 2016.

Fiscal 2016 compared to Fiscal 2015.

Revenue from Operations: Revenue from operations increased by 10.08% to ₹ 1,157.00 million for the Fiscal 2016 from ₹ 1,051.07 million for the Fiscal 2015 primarily due to an increase in traffic volumes.

Other Income: Other income increased by 52.59% to ₹ 15.88 million for the Fiscal 2016 from ₹ 10.41 million for the Fiscal 2015. This was due to profit earned on redemption of mutual funds.

Total Revenue: Total revenue increased by 10.50% to ₹ 1,172.88 million for the Fiscal 2016 from ₹ 1,061.47 million for the Fiscal 2015 for the reasons mentioned above.

Employee Benefit Expenses: Employee benefit expenses marginally increased due to an increase in salary and allowances, gratuity and staff welfare.

Finance Costs: Finance costs decreased by 3.20% to ₹ 495.17 million for the Fiscal 2016 from ₹ 511.55 million for the Fiscal 2015 primarily due to reduction in interest rates of borrowings.

Depreciation & Amortisation of Fixed Assets: Depreciation and amortisation expenses increased by 10.19% to ₹ 249.96 million for the Fiscal 2016 from ₹ 226.84 million for the Fiscal 2015. Intangible assets, representing toll rights of GIPL are amortised in proportion to the revenue for the year to the projected revenue (i.e.) based on the toll revenue for the year to the projected revenue that is expected to be collected over the balance concession period in the manner prescribed under Schedule II of the Companies Act. As a result, there was an increase in amortisation due to an increase in the total revenues of GIPL.

Other Expenses: Other expenses decreased by 10.18% to ₹ 543.30 million for the Fiscal 2016 from ₹ 604.86 million for the Fiscal 2015. This decrease was primarily on account of decrease in provision for major maintenance expenses and general administrative and miscellaneous expenses and route operations and maintenance costs which was partially offset by increase in tolling agency fees and collection expenses.

Profit/(Loss) before exceptional and extraordinary items and tax: Due to above reasons GIPL's loss before exceptional and extraordinary items and tax decreased by 57.89% to ₹ 120.44 million for the Fiscal 2016 from its loss of ₹ 286.00 million for the Fiscal 2015.

Significant Developments after March 31, 2017.

NHAI has on May 5, 2017, approved a reimbursement of ₹ 35.01 million towards interest on debt and operations and maintenance expenses incurred by GIPL during the period tolling was suspended due to demonetization. GIPL has received an amount of ₹ 14.83 million in the month of June, 2017 towards part payment of the above approved amount.

MTPL

The following table sets out the selected financial data from the MTPL audited financial information for Fiscals 2017, 2016 and 2015, the components of which are also expressed as a percentage of total revenue for such fiscals:

(₹ in million)

	Fiscal 2017		Fiscal 2016		Fiscal 2015	
	₹ in million	**% of total revenue**	**₹ in million**	**% of total revenue**	**₹ in million**	**% of total revenue**
INCOME						
Revenue from Operations	178.41	95.89	224.68	99.83	217.91	99.61
Other Income	7.64	4.11	0.38	0.17	0.86	0.39
Total Revenue	**186.05**	**100.00**	**225.06**	**100.00**	**218.77**	**100.00**
EXPENSES						
Employee Benefit Expenses	9.41	5.06	18.93	8.41	17.52	8.00
Finance Costs	228.55	122.84	289.67	128.71	329.12	150.44
Depreciation & Amortisation of Fixed Assets	48.39	26.01	59.94	26.63	58.04	26.53
Other Expenses	47.27	25.41	25.21	11.20	19.82	9.06
Total Expenses	**333.62**	**179.32**	**393.76**	**174.96**	**424.50**	**194.04**
Tax expenses	-	-	-	-	-	-
Profit/(loss) for the fiscal	**(147.57)**	**(79.32)**	**(168.69)**	**(74.95)**	**(205.74)**	**(94.04)**

Key components of MTPL's statement of profits and losses

Total Revenue:

MTPL's total revenue consists of revenue from operations and other income.

Revenue from Operations: Revenue from operations includes income derived from toll collection. MTPL's revenue from operations as a percentage of its total revenue was 95.89%, 99.83% and 99.61% for Fiscals 2017, 2016 and 2015, respectively.

Other Income: Other income primarily consists of interest accrued on fixed deposits and other income. Other income as a percentage of total revenue was 4.11%, 0.17% and 0.39% for Fiscals 2017, 2016 and 2015, respectively.

Expenses

Employee Benefit Expenses: Employee benefit expenses comprises of expenses towards salaries and allowances, compensated absences cost, payment towards gratuity, contribution made to provident fund and staff welfare expenses. Employee benefit expenses as a percentage of total revenue were 5.06%, 8.41% and 8.00% for Fiscals 2017, 2016 and 2015, respectively.

Finance Costs: Finance costs includes interest expenses and other finance charges. Finance costs as a percentage of total revenue was 122.84%, 128.71% and 150.44% for Fiscals 2017, 2016 and 2015, respectively.

Depreciation and amortisation expenses: Depreciation and amortisation expenses include depreciation on tangible assets and intangible assets. Depreciation and amortisation expenses as a percentage of its total revenue was 26.01%, 26.63% and 26.53% for the Fiscals 2017, 2016 and 2015, respectively.

Other expenses: Other expenses comprise of toll operation expenses, security expenses, audit fees, rent, power and fuel, legal and professional fees, bank charges, vehicle hire and maintenance expenses, toll administration expenses, maintenance expenses, travelling and conveyance expenses, communication costs, printing and stationery cost, insurance cost and miscellaneous expenses. Other expenses as a percentage of total revenue was 25.41%, 11.20% and 9.06% for Fiscals 2017, 2016 and 2015, respectively.

Fiscal 2017 compared to Fiscal 2016

Revenue from Operations: Revenue from operations decreased by 20.59% to ₹ 178.41 million in Fiscal 2017 from ₹ 224.68 million for the Fiscal 2016, due to:

(a) As per the Directives of MPRDC, toll collection was suspended for 61 days i.e. from April 1, 2016 to May 31, 2016 due to the “Simhastha” event. MTPL has made a claim of ₹ 101.42 million to MPRDC for loss of revenue during this period. However, the claim amount is yet to be received from MPRDC.

(b) Due to suspension of toll collection by MPRDC from November 9, 2016 to December 2, 2016 due to demonetisation of ₹ 500 and ₹ 1,000 notes, toll collection in Fiscal 2017 was undertaken for 280.73 days compared to 366 days in Fiscal 2016. MTPL has made a claim of ₹ 26.00 million for loss of revenue during this period however the claim is yet to be received from MPRDC.

Other Income: Other income increased to ₹ 7.64 million in Fiscal 2017 from ₹ 0.38 million in Fiscal 2016, primarily due to interest of ₹ 7.44 million accrued on fixed deposits.

Total Revenue: For the reasons mentioned above, total revenue decreased by 17.34% to ₹ 186.05 million in Fiscal 2017 from ₹ 225.06 million in Fiscal 2016.

Employee Benefit Expenses: Employee benefit expenses decreased by 50.29% to ₹ 9.41 million in Fiscal 2017 from ₹ 18.93 million in Fiscal 2016, primarily due to outsourcing of our operations from June 2016 to March 2017.

Finance Costs: Finance costs decreased by 21.10% to ₹ 228.55 million in Fiscal 2017 from ₹ 289.67 million in Fiscal 2016, primarily due to reduction in interest expenses. Such reduction was due to refinancing of our loans. Pursuant to the one-time settlement entered into with its lenders which reduced the outstanding debt to ₹ 1,650 million from ₹ 2,016.40 million and the rate of interest to 11.75% from 13.80%. For further details please refer to “*Risk Factors - One of our Project SPVs, MTPL has in the past entered into one-time settlement with its lenders. We cannot assure you that similar situations may not arise in the future or that we will be able to make a settlement or refinance the loan facilities on terms that are acceptable to us*” on page 25.

Depreciation & Amortisation of Fixed Assets: Depreciation and amortisation expenses decreased by 19.27% to ₹ 48.39 million in Fiscal 2017 from ₹ 59.94 million in Fiscal 2016, due to decrease in total revenues in the Fiscal

2017. MTPL follows revenue based amortization schedule as prescribed under Schedule II of the Companies Act.

Other Expenses: Other expenses increased by 87.50% to ₹ 47.27 million in Fiscal 2017 from ₹ 25.21 million in Fiscal 2016. This increase was primarily due to an increase of toll operating expenses on account of outsourcing of our tolling operations from June 2016 onwards.

Profit/(Loss) for the period: Due to above reasons, MTPL's loss for the period decreased by 12.52% to a loss of ₹ 147.57 million in Fiscal 2017 from a loss of ₹ 168.69 million in Fiscal 2016.

Fiscal 2016 compared to Fiscal 2015

Revenue from Operations: Revenue from operations increased by 3.11% to ₹ 224.68 million for the Fiscal 2016 from ₹ 217.91 million for the Fiscal 2015 primarily due to an increase in toll rates and a marginal increase in traffic volumes.

Other Income: Other income marginally decreased primarily due to lower volume of scrap sale in Fiscal 2016 vis-à-vis Fiscal 2015.

Total Revenue: Total revenue increased by 2.88% to ₹ 225.06 million for the Fiscal 2016 from ₹ 218.77 million for the Fiscal 2015 for the reasons mentioned above.

Employee Benefit Expenses: Employee benefit expenses increased to ₹ 18.93 million for the Fiscal 2016 from ₹ 17.52 million for the Fiscal 2015 primarily due to an increase in salary and allowances.

Finance Costs: Finance costs decrease by 11.99% to ₹ 289.67 million for the Fiscal 2016 from ₹ 329.12 million for the Fiscal 2015 primarily due to reduction in secured term loans from banks on account of scheduled repayment of secured loan instalments and reduction in interest rates.

Depreciation & Amortisation of Fixed Assets: Depreciation and amortisation expenses increased by 3.28% to ₹ 59.94 million for the Fiscal 2016 from ₹ 58.04 million for the Fiscal 2015. Intangible assets, representing toll rights of MTPL are amortised in proportion to the revenue for the year to the projected revenue based on the toll revenue for the year to the projected revenue that is expected to be collected over the balance concession period in the manner prescribed under Schedule II of the Companies Act. As a result, there was an increase in amortisation due to an increase in the total revenues of MTPL.

Other Expenses: Other expenses increased by 27.17% to ₹ 25.21 million for the Fiscal 2016 from ₹ 19.82 million for the Fiscal 2015. This increase was primarily on account of increase in legal and professional fees and maintenance expenses which was partially offset by a reduction in the toll operation expenses.

Profit/(Loss) for the fiscal: Due to above reasons MTPL's loss for the fiscal decreased by 18.01% to ₹ 168.69 million for the Fiscal 2016 from its loss of ₹ 205.74 million for the Fiscal 2015.

Notes covered in the emphasis of matter by the Statutory Auditor of MTPL

The statutory auditor of MTPL, has included an emphasis of matter without qualifying their opinion about non-recognition of the premium amount payable by MTPL to MPRDC for the Fiscal 2017, 2016 and 2015.

As per the MTPL Concession Agreement the available balance in the escrow account needs to be withdrawn every month as per the order specified in the escrow agreement dated February 23, 2010 ("***MTPL Escrow Agreement***"). As provided for in the MTPL Escrow Agreement, the priority of premium to MPRDC is after payments of all taxes due and payable, operation and maintenance expenses, debt servicing etc.

During all these three (3) years, revenue generated by MTPL was insufficient for payment of premium to MPRDC as per the above specified order of withdrawal under MTPL Escrow Agreement. The MTPL Concession Agreement does not provide for accrual of premium if the project revenue is insufficient for its payment. Hence, no provisions has been made in the books of accounts regarding the same.

Our Company has restated its consolidated accounts to give effect to the impact of emphasis of matter included in auditor's report to the audited financial statements of MTPL for the Fiscal 2017, 2016 and 2015 by making provision for premium (negative grant) payable to the MPRDC in the respective year. Consequently, the amount of share of loss of MTPL is revised as a result of restatement of profits/(losses) of Associates for the respective period after the acquisition date. The amount of share of loss of Associates pertaining to period prior to the acquisition of Associates is adjusted against the goodwill/capital reserve arising on the acquisition of the Associates (wherever applicable). For further details please refer to the paragraph 1 of Annexure V of the Restated Consolidated Financial Statements disclosed on page 255.

Significant Developments after March 31, 2017

Nil

GAEPL

The following table sets out the selected financial data from the GAEPL audited financial information for Fiscals 2017 and 2016, the components of which are also expressed as a percentage of total revenue for such fiscals:

(₹ in million)

	Fiscal 2017		Fiscal 2016	
	₹ in million	**% of total revenue**	**₹ in million**	**% of total revenue**
INCOME				
Revenue from Operations	1,480.28	99.99	1,009.94	99.99
Other Income	0.18	0.01	0.13	0.01
Total Revenue	**1,480.46**	**100.00**	**1,010.07**	**100.00**
EXPENSES				
Employee Benefit Expenses	41.46	2.80	29.27	2.90
Finance Costs	1,739.54	117.50	1,165.53	115.39
Depreciation & Amortisation of Fixed Assets	123.93	8.37	116.88	11.57
Other Expenses	89.42	6.04	71.86	7.11
Total Expenses	**1,994.36**	**134.71**	**1,383.54**	**136.97**
Tax expenses	**-**	**-**	**-**	**-**
Profit/(loss) for the period	**(513.90)**	**(34.71)**	**(373.46)**	**(36.97)**

Key components of GAEPL's statement of profits and losses

Total Revenue:

GAEPL's total revenue consists of revenue from operations and other income.

Revenue from Operations: Revenue from operations includes income derived from toll collection and claim received from NHAI for toll suspension due to demonetisation. GAEPL's revenue from operations as a percentage of its total revenue was 99.99% and 99.99% for Fiscals 2017 and 2016, respectively.

Other Income: Other income primarily consists of interest on income tax refund and other income. Other income as a percentage of total revenue was 0.01% and 0.01% for Fiscals 2017 and 2016, respectively.

Expenses

Employee Benefit Expenses: Employee benefit expenses comprises of expenses towards salaries and allowances, contribution made to provident fund and staff welfare expenses. Employee benefit expenses as a percentage of total revenue were 2.80% and 2.90% for Fiscals 2017 and 2016, respectively.

Finance Costs: Finance costs include interest expenses. Finance costs as a percentage of total revenue was 117.50% and 115.39% for Fiscals 2017 and 2016, respectively.

Depreciation and amortisation expenses: Depreciation and amortisation expenses include depreciation on tangible assets and intangible assets. Depreciation and amortisation expenses as a percentage of its total revenue was 8.37% and 11.57% for the Fiscals 2017 and 2016, respectively.

Other expenses: Other expenses comprise of toll operation expenses, toll administration expenses, power and fuel, security expenses, highway maintenance expenses, insurance cost, vehicle and diesel generator hire and maintenance expenses, legal and professional fees, bank charges, travelling and conveyance expenses, rent, advertising expenses, communication costs, printing and stationery cost, and miscellaneous expenses. Other expenses as a percentage of total revenue was 6.04% and 7.11% for Fiscals 2017 and 2016, respectively.

Fiscal 2017 compared to Fiscal 2016

Revenue from Operations: Revenue from operations increased by 46.57% to ₹ 1,480.28 million in Fiscal 2017 from ₹ 1,009.94 million for the Fiscal 2016. GAEPL started collecting toll pursuant to receipt of 1st Provisional COD received on June 23, 2015 for 103.89 km in Fiscal 2016. Pursuant to receipt of 2nd Provisional COD on November 25, 2016, GAEPL started collecting toll on an additional 19.41 km i.e. for 123.30 km. Also, the toll rates increased with effect from December 22, 2016. Further, due to suspension of toll collection by NHAI from November 9, 2016 to December 2, 2016 due to demonetisation, toll collection in Fiscal 2017 was undertaken for 341.73 days compared to 283 days in Fiscal 2016, GAEPL has made a claim of ₹ 94.74 million for loss of revenue during this period. As on March 31, 2017, GAEPL had received and recognised an amount of ₹ 85.27 million as partial claim/ immediate relief from NHAI against toll suspension due to demonetisation under revenue from operation in Fiscal 2017.

Other Income: Other income increased to ₹ 0.18 million in Fiscal 2017 from ₹ 0.13 million in Fiscal 2016, primarily due to interest on income tax refund of ₹ 0.08 million which was partly offset with decrease in other income.

Total Revenue: For the reasons mentioned above, total revenue increased by 46.57% to ₹ 1,480.46 million in Fiscal 2017 from ₹ 1,010.07 million in Fiscal 2016.

Employee Benefit Expenses: Employee benefit expenses increased by 41.68% to ₹ 41.46 million in Fiscal 2017 from ₹ 29.27 million in Fiscal 2016, primarily due to hiring of additional staff and increase of statutory wage in Fiscal 2017.

Finance Costs: Finance costs increased by 49.25% to ₹ 1,739.54 million in Fiscal 2017 from ₹ 1,165.53 million in Fiscal 2016, primarily due to increased borrowing in the Fiscal 2017. Further on achieving 2nd Provisional COD, the tollable length increased by 19.41 kms due to which the corresponding interest after December 22, 2016 was charged to profit and loss instead of capitalisation as compared to Fiscal 2016 wherein interest was capitalised from June 23, 2015, i.e. date of receipt of 1st Provisional COD.

Depreciation & Amortisation of Fixed Assets: Depreciation and amortisation expenses increased by 6.03% to ₹ 123.93 million in Fiscal 2017 from ₹ 116.88 million in Fiscal 2016 due to increase in toll revenue from increased toll road length in Fiscal 2017 as compared to Fiscal 2016. Intangible assets of GAEPL are amortised in proportion to the revenue for the year versus the projected revenue expected to be collected over the concession period in the manner prescribed under Schedule II of the Companies Act. As a result, there was an increase in amortisation due to an increase in the total revenues of GAEPL and also due to increase in the Value of Intangible Assets on 2nd Provisional COD.

Other Expenses: Other expenses increased by 24.44% to ₹ 89.42 million in Fiscal 2017 from ₹ 71.86 million in Fiscal 2016. This increase was primarily due increase in power and fuel expenses, highway maintenance expense etc. due to increased length of project road in Fiscal 2017 compared with the road length in Fiscal 2016, which was partially offset due to reduction in toll administration expenses. Further part of above expenses which were being capitalised till June 23, 2015 were, on achieving 2nd Provisional COD, together with the additional expenses for the additional 19.41 kms, was charged to profit and loss instead of being capitalised post December 22, 2016.

***Profit/(Loss) for the period*:** Due to above reasons, GAEPL's loss after tax increased by 37.60% to a loss of ₹ 513.90 million in Fiscal 2017 from a loss of ₹ 373.46 million in Fiscal 2016.

Significant Developments after March 31, 2017

Nil

SUMMARY OF SIGNIFICANT DIFFERENCES BETWEEN INDIAN GAAP AND IND AS

Our financial statements are currently prepared in accordance with Indian GAAP, which differs in certain material respects from Ind AS. The following table summarizes certain areas in which differences between Indian GAAP and Ind AS could be significant to our financial position and results of operations. This summary should not be taken as an exhaustive list of all the differences between Indian GAAP and Ind AS. No attempt has been made to identify all recognition and measurement, disclosures, presentation or classification differences that would affect the manner in which transactions or events are presented in our financial statements or notes thereto (standalone and consolidated). Certain principal differences between Indian GAAP and Ind AS that may have a material effect on our financial statements are summarized below. Our management has not quantified all of the effects of the differences discussed below. Accordingly, no assurance can be provided to investors that our financial statements would not be materially different if prepared in accordance with Ind AS. Potential investors should consult their own professional advisors for an understanding of the differences between Indian GAAP and Ind AS and how those differences might affect the financial information disclosed in this Prospectus.

Ind AS No.	Particulars	Treatment as per Indian GAAP	Treatment as per Ind AS
Ind AS 1	**Presentation of Financial Statements**	**Other Comprehensive Income:** **Statement of Other Comprehensive Income is not applicable under Indian GAAP.** **Some items, such as revaluation surplus, that are treated as 'other comprehensive income' under Ind AS are recognised directly under Reserves and Surplus under Indian GAAP. There is no concept of other comprehensive income under Indian GAAP.**	**Other Comprehensive Income:** **The statement of profit and loss and other comprehensive income includes all items of income and expense (i.e. all non-owner' changes in equity) including (a) components of profit or loss and (b) other comprehensive income (i.e. items of income and expense that are not recognised in profit and loss as required or permitted by other accounting standards under Ind AS). An entity is required to present all items of income and expenses including components of other comprehensive income in a period in a single statement of profit and loss.**
	Statement of Changes in Equity	**A statement of changes in equity is currently not presented.** **Movements in share capital, retained earnings and other reserves are to be presented in the notes to accounts.**	**The statement of changes in equity includes the following information:** **total comprehensive income for the period;** **the effects on each component of equity of retrospective application or retrospective restatement in accordance with Ind AS 8; and** **for each component of equity, a reconciliation between the opening and closing balances, separately disclosing each change.**
	Extraordinary items	**Extraordinary items are disclosed separately in the statement of profit and loss and are included in the determination of net profit or loss for the period. Items of income or expense to be disclosed as extraordinary should be distinct from the ordinary activities and are determined by the nature of the event or transaction in relation to the business ordinarily carried out by an entity.**	**Presentation of any items of income or expense as extraordinary is prohibited.**
	Change in Accounting Policies	**Under Indian GAAP, Changes in accounting policies should be made only if they are required by statute, for compliance with an Accounting Standard or for a more appropriate presentation of the financial statements on a retrospective basis together with a**	**Ind AS-1 requires retrospective application of changes in accounting policies by adjusting the opening balance of each affected component of equity for the earliest prior period presented and the other comparative amounts for each period presented as if the new accounting policy had always**

Ind AS No.	Particulars	Treatment as per Indian GAAP	Treatment as per Ind AS
		disclosure of the impact of the same in the current year. If a change in the accounting policy is expected to have a material effect in the later periods, the same should be appropriately disclosed.	been applied, unless transitional provisions of an accounting standard require otherwise.
	Dividends	Schedule III requires disclosure of proposed dividends in the notes to accounts. However, as per the requirements of AS 4, which override the provisions of Schedule III, dividends stated to be in respect of the period covered by the financial statements, which are proposed or declared after the balance sheet date but before approval of the financial statements will have to be recorded as a provision. Further, as per recent amendment in Accounting Standard 4, dividends declared subsequent to the balance sheet are to be considered as a non-adjusting event, which is similar to the Ind AS requirement.	Liability for dividends declared to holders of equity instruments are recognised in the period when declared. It is a non-adjusting event, which is an event after the reporting period that is indicative of a condition that arose after the end of the reporting period.
	Errors	Prior period items are included in determination of net profit or loss of the period in which the error pertaining to a prior period is discovered and are separately disclosed in the statement of profit and loss in a manner that the impact on current profit or loss can be perceived.	Material prior period errors are corrected retrospectively by restating the comparative amounts for prior periods presented in which the error occurred or if the error occurred before the earliest period presented, by restating the opening balance sheet.
	Presentation of profit or loss attributable to non-controlling interests (minority interests)	Profit or loss attributable to minority interests is disclosed as deduction from the profit or loss for the period as an item of income or expense	Profit or loss attributable to non-controlling interests and equity holders of the parent is disclosed in the statement of profit or loss and Other comprehensive income as allocation of profit or loss and total comprehensive income for the period.
	Reclassification	Under Indian GAAP, a disclosure is made in financial statements that comparative amounts have been reclassified to conform to the presentation in the current period without additional disclosures for the nature, amount and reason for reclassification.	Ind AS requires, when comparative amounts are reclassified, the nature, amount and reason for reclassification to be disclosed.
Ind AS 7	Statement of cash flow	Interest and dividends received are required to be classified as investing activity. Interest and dividends paid are required to be classified as financing activity.	May be classified as operating, investing or financing activity in a manner consistent from period to period.
Ind AS 12	Income taxes	Deferred taxes are computed for timing differences in respect of recognition of items of profit or loss.	Deferred taxes are computed for all temporary differences between the accounting base and the tax base of assets and liabilities.
Ind AS 16	Depreciation	Property, plant and equipment are not required to be componentised as per AS-10. However, the Companies Act, 2013 requires the company to adopt component accounting. The Companies Act sets out the estimated useful lives	Property, plant and equipment are componentised and are depreciated separately. There is no concept of minimum statutory depreciation under Ind AS.

Ind AS No.	Particulars	Treatment as per Indian GAAP	Treatment as per Ind AS
		of assets based on the nature of the asset and the useful life used for depreciation ordinarily should not differ these. However, a different useful life may be used based on technical analysis and requires disclosure in financial statements. Further, as per recent amendment in Accounting Standard 10, the standard is made in line with the requirements of Ind AS.	
Ind AS 17	Leases: Interest in leasehold land	Interests in leasehold land are recorded and classified as a fixed asset.	Interests in leasehold land are recorded and classified as operating leases or finance leases as per set definition and classification criteria. An important consideration is that the land has an indefinite economic life.
Ind AS 19	Employee Benefits	All actuarial gains and losses are recognised immediately in the statement of profit and loss.	Actuarial gains and losses representing changes in the present value of the defined benefit obligation resulting from experience adjustment and effects of changes in actuarial assumptions are recognised in other comprehensive income and not reclassified to profit or loss in a subsequent period.
Ind AS 32	Classification of Equity and Financial Liabilities	Under Indian GAAP, financial instruments are classified as a liability or equity based on legal form.	Under Ind AS, financial instruments are classified as a liability or equity according to the substance of the contractual arrangement (and not its legal form) and the definitions of financial liabilities and equity instruments. This is determined by analysing whether the issuer has a contractual obligation to deliver cash or another financial asset to the holder of the instrument. The existence of such an obligation would result in an instrument being classified as a financial liability. Only instruments that allow the issuer to unconditionally avoid making any payment are considered to be equity instruments. Dividends on financial instruments classified as financial liability are recognised as an interest expense in the statement of profit or loss and other comprehensive income.
Ind AS 37	Provisions, Contingent Liabilities and Contingent Assets	Discounting of liabilities is not permitted and provisions are carried at their full values.	When the effect of time value of money is material, the amount of provision is the present value of the expenditure expected to be required to settle the obligation. The discount rate is a pre-tax rate that reflects the current market assessment of the time value of money and risks specific to the liability.
Ind AS 108	Determination of Segments	Under Indian GAAP, companies are to identify two sets of segments (business and geographical), using a risks and rewards approach, with the company's system of internal financial reporting to key management personnel serving only as the starting point for the identification of such segments.	Under Ind AS, operating segments are identified based on the financial information that is regularly reviewed by the chief operating decision-maker (CODM) in deciding how to allocate resources and in assessing performance.

Ind AS No.	Particulars	Treatment as per Indian GAAP	Treatment as per Ind AS
Ind AS 109	**Financial Assets**	**Financial assets are not defined in Indian GAAP and no specific guidance is provided.**	**All financial assets are classified as measured at amortised cost or measured at fair value through profit and loss or fair value through other comprehensive income.**
	Financial Liabilities	**Financial liabilities are not defined in Indian GAAP and no specific guidance is provided.**	**Financial liabilities held for trading are subsequently measured at fair value through profit and loss and all other financial liabilities are measured at amortised cost using the effective interest method.**
Ind AS 110	**Control**	**Control is:** a) **The ownership, directly or indirectly through subsidiaries of more than one-half of the voting power of an enterprise; or** b) **Control of the composition of the board of directors in the case of a company or of the composition of the corresponding governing body in case of any other enterprise so as to obtain economic benefits from its activities.** **Therefore, a mere ownership of more than 50% of equity shares is sufficient to constitute control under Indian GAAP.**	**Control is based on whether an investor has all the following elements:** a) **Power over the investee** b) **Exposure, or right, to variable return from its involvement with the investee; and** c) **The ability to use its power over the investee to affect the amount of the investor's returns.**
	Intra-Group Elimination	**Deferred Tax impact is not factored on intra-group elimination**	**Deferred Tax should be calculated on temporary differences that arises from the elimination of profits and losses resulting from intra-group transactions.**
Ind AS 111	**Equity Investment Accounting for JV**	**Joint Ventures in the form of Jointly Controlled Operations, Jointly Controlled Assets and Jointly Controlled Entities were proportionately consolidated for CFS (Consolidated Financial Statements).**	**Under Ind AS, equity method of accounting has to be followed for Joint Ventures and proportionate consolidation for Joint Operations.**

FINANCIAL INDEBTEDNESS

Our Company avails loans and bank facilities in the ordinary course of its business. As on date such loans are primarily for working capital requirements. Our Company has obtained necessary consents required under relevant loan documentations for undertaking the Issue including for change in its capital structure, shareholding pattern, amendment to its constitutional documents and conversion into a public limited company.

Pursuant to a resolution dated September 30, 2015 passed by our shareholders at the AGM, our Board has been authorised to borrow any sum or sums of monies for and on behalf of our Company, from time to time provided that the sum or sums of monies so borrowed together with monies, if any, already borrowed by our Company (apart from the temporary loans obtained from our Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid up capital of the Company and its free reserves provided further that the total amount up to which the monies may be borrowed shall not exceed ₹ 10,000.00 million at any point of time.

Set forth below is a brief summary of our aggregate borrowings on a standalone basis as of March 31, 2017:

Facilities obtained by our Company

Category of borrowing	Sanctioned / Loaned amount	Outstanding amount (in ₹ million) as on March 31, 2017
Term Loan Facilities *(Secured)*		
SREI	1,450.00	269.53
IL & FS Financial Services Limited	700.00	700.00
Others *(Unsecured and Inter-Corporate Deposits)*		
Prasandi Infotech Park Private Limited	30.00	30.00
Religare Finvest Limited	500.00	500.00
Sub-total	**530.00**	**530.00**
Total	**2,050.00**	**1,499.53**

For details of the outstanding loan obligations of our Company for the last five Fiscal Years, please refer to the chapter "*Financial Statements*" on page 218.

Principal terms of the secured borrowings availed by our Company from SREI:

1. ***Interest:*** The interest rate for our facilities is typically the base rate of a specified lender and plus a specified spread per annum, subject to a minimum interest rate.

2. ***Tenor:*** The tenor of the facilities availed by us typically ranges from 6 years to 8 years.

3. ***Security:*** In terms of our borrowings where security needs to be created, we are typically required to:

   i. Pledge of shares held by IPDC and IPDF in our Company;

   ii. First charge on all cash flows and entire movable assets of our Company (present and future); and

   iii. Execute a demand promissory note for a specified amount in the form approved by the relevant lender.

4. ***Re-payment:*** The term loans are repayable in three equal instalments at the end of 6^{th}, 7^{th} and 8^{th} year from the date of the first disbursement.

5. ***Prepayment:*** The loans availed by our Company typically have prepayment provisions which allows for prepayment of the outstanding loan amount at any given point in time after giving prior written notice to the lender.

6. ***Penalty:*** The loans availed by our Company contain provisions prescribing penalties for prepayment as well as delayed payment or (i) non-compliance with any terms, conditions and/or covenants of the financing documents; (ii) non-compliance by way of deviation of any stipulated condition at any point of time during the currency of the loan to the borrower; (iii) non-compliance by way of not providing the environmental clearance within the stipulated time, which typically range from 2.00% per month to 5.00% per annum over the lending rate.

7. *Events of Default:* Borrowing arrangements entered into by our Company contain standard events of default, including:

   i. Non-payment or default of any amounts due on the facility or loan obligation;

   ii. Breach of any representation, warranty or undertaking by our Company;

   iii. Initiation of enforcement and distress proceedings, proceedings relating to winding up/ liquidation/ bankruptcy being initiated against our Company;

   iv. Appointment of a receiver over any of our Company's properties;

   v. Occurrence of any circumstances that would, in the opinion of the lender, imperil repayment of the loan or constitute a material adverse effect on our Company's ability to repay the facility amount;

   vi. Any substantial change in the constitution or management of our Company effected without the prior written consent of the lender;

   vii. Non-performance or non-compliance of terms of the borrowing arrangements;

   viii. In case our Company suspends, ceases or threatens to cease to carry on its business; and

   ix. Cross default by our Company on amounts due to/ facilities extended by any other lender.

8. *Negative Covenants:* Borrowing arrangements entered into by our Company contain negative covenants, which includes:

   i. The total borrowings of our Company shall not exceed ₹ 5,450 million from the lender (including this loan) and ₹ 6,000 million from the lender or any other banks, financial institution including this loan;
   ii. Our Company shall not make any investments (including any loans, deposits or investments in shares), give guarantees or any credit to any person, other than in the normal course of business without prior written consent of the lender;
   iii. Our Company shall not create any subsidiary/ permit any company to become its subsidiary or enter into/ permit any arrangement for merger/ de-merger, reorganization, or enter into any scheme of arrangement or compromise with its creditors/ shareholders without prior written consent of the lender;
   iv. Our Company shall not change its capital structure in any manner, whether by reduction, buy back, cancellation or by issue of fresh capital without prior written consent of the lender; and
   v. Our Company shall not carry out any amendments or alterations to the Memorandum of Association, without the prior written approval of the lender which may adversely affect the rights of the lender under the transaction documents.

Additionally, our Company is required to ensure that the aforementioned events of default and other events of default, as specified under the various binding documents and agreements entered into by our Company for the purpose of availing of loans are not triggered.

Principal terms of the secured borrowings availed by our Company from IL & FS Financial Services Limited ("IL&FS Facility"):

1. ***Interest:*** The interest rate for the IL&FS Facility is 12.75% (fixed) per annum.

2. ***Tenor:*** The tenor of the IL& FS Facility is for 5 years from the date of the first disbursement.

3. ***Security:*** The IL&FS Facility is secured by:

   i. First pari passu charge by way of hypothecation of the entire: (a) current assets; (b) moveable fixed assets; and (c) long term loans and advances and non-current investments of our Company;

ii. Letter of awareness from SREI backed by suitable board resolution, to the satisfaction of IL & FS Financial Services Limited; and

iii. Demand promissory note.

4. ***Re-payment:*** The term loan is repayable in three equal instalments at the end of 58th, 59th and 60th month from the date of the first disbursement.

5. ***Prepayment:*** The prepayment of the IL&FS Facility is subject to payment of a premium of 1% of the amount pre-paid (other than when such pre-payment is pursuant to exercise of the put / call option).

6. ***Put / Call Option****:* At the end of every three months from the date of first disbursement, the lender has to right to recall and our Company has the right to repay the entire principal outstanding and other dues subject to a 15 days' prior notice.

7. ***Penalty:*** Our Company shall be liable to pay IL & FS Financial Services Limited a penal interest at the rate of 2.00% per annum (excluding all taxes) over and above the prevailing applicable interest rate for any delay in payment of principal and/or interest and/or any other monies accruing due under the transaction/financing documents of the IL&FS Facility due to IL & FS Financial Services Limited, computed from the respective due date until the date of actual payment on the defaulted amounts.

9. ***Events of Default:*** Borrowing arrangements entered into by our Company contain, *inter alia*, events of default, including:

i. Non-payment or default of any amounts due on the IL&FS Facility;

ii. Initiation bankruptcy / insolvency proceedings being initiated against our Company, our Promoters (voluntary or involuntary);

iii. Inability by our Company to pay debts as they mature;

iv. Appointment of a liquidator over our Company's / Promoters' undertaking (whether in whole or in part);

v. Non-compliance by our Company of any stipulated terms and conditions of the IL&FS Facility;

vi. If our Company, SREI or any other entity promoted by SREI has defaulted in honouring its financing obligations under any other facility granted by IL&FS or by any other financing institutions; and

vii. Any other act or omission which gives the lender reasonable grounds to believe that its interests may be in jeopardy.

8. ***Negative Covenants:*** Our Company shall not without the prior written permission of IL & FS Financial Services Limited:

i. conclude any fresh borrowing arrangement either secured or unsecured with any other third party during the tenor of the IL&FS Facility;
ii. create any further charge over the moveable/immoveable assets;
iii. change in shareholding by existing shareholders / capital structure / further issue of shares, including for any conversion of existing unsecured loans / preference shares / share warrants to paid up equity shares in our Company;
iv. amendment to the Memorandum and Articles of association of our Company;
v. formulate any scheme of merger, acquisition, amalgamation, de-merger, consolidation, re-construction, wind-up or reorganisation of our Company;
vi. undertake any expansion or fresh project or acquire fixed assets, while normal (regular and major maintenance) capital expenditure;
vii. undertake guarantee obligations on behalf of any other company or person;

viii. invest by way of share capital in or lend or advance to or place deposit with any other concern (normal trade credit or security deposit in the routine course of business or advances to employees, can however be extended; and
ix. declare dividend for any year.

Additionally, our Company is also subject to certain information covenants pursuant to the IL&FS Facility which require our Company to, from time to time, submit periodical financials, details of loans and advances to the lender.

Further, for details of financial and other covenants required to be complied with, by our Company, in relation to our loan obligations, please refer to the section "*Risk Factors – Inability to meet our obligations, including financial and other covenants under our debt financing arrangements could adversely affect our business and results of operations*" on page 26.

Facilities obtained by our Subsidiaries

Set forth below is a brief summary of aggregate borrowings of our Subsidiaries as of March 31, 2017:

Category of borrowing	Sanctioned / Loaned amount (in ₹ million)	Outstanding amount (in ₹ million) as on March 31, 2017
Working Capital Facility	NA	NA
Term Loans	7,384.2	3,526.08
Demand Loan/ Bank Guarantee	NA	NA
Total	**7,384.2**	**3,526.08**

SECTION VII: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*Except as stated in this section there are no outstanding: (i) criminal proceedings; (ii) actions by statutory / regulatory authorities; (iii) indirect and direct tax cases; and (iv) other material litigations, involving our Company, Directors, Promoters, Subsidiaries, Associates and Group Companies. Our Board, in its meeting held on December 22, 2016, has adopted a policy on material litigations ("**Materiality Policy**").*

As per the Materiality Policy, for the purposes of (iv) above, all the outstanding litigation involving the Company, its Directors, Group Companies, Subsidiaries, Associates and Make in India: (a) where the amounts involved in such litigation exceed three per cent (3.00%) of the net worth of the our Company (as per the audited consolidated financial statements of our Company) are to be considered as material pending litigation; (b) where the decision in one case is likely to affect the decision in similar cases, even though the amount involved in an individual litigation does not exceed three per cent (3.00%) of the net worth of our Company (as per the audited consolidated financial statements of our Company); and (c) and other litigation which does not meet the criteria set out in (a) and (b) above and whose adverse outcome would materially and adversely affect the operations or financial position of our Company. Additionally, the details of any inquiry, inspections or investigations initiated or conducted under the Companies Act or any previous companies law in the last five (5) years immediately preceding the year of issue of this Prospectus in the case of Subsidiaries of the Company; and if there were any prosecutions filed (whether pending or not); fines imposed or compounding of offences done in the last five (5) years immediately preceding the year of this Prospectus, for the Subsidiaries of the Company.

Additionally, as per the Materiality Policy, other than litigations specified as (i) to (iii) above, all outstanding litigations involving our Directors, an adverse outcome of which would materially and adversely affect the reputation, operations or financial position of our Company has been considered as a material litigation for our Company.

As per the Materiality Policy, for the purposes of litigation involving SREI, other than litigation specified as (i) to (iii) above, all the outstanding litigation involving SREI disclosed as 'material' by SREI in its Shelf Prospectus dated August 31, 2016 read with Tranche 2 Prospectus dated January 24, 2017 including: (a) any legal proceeding which may have any impact on the current or future revenues of the Company, where individually or in aggregate the amount involved in such litigation exceeds ₹ 300.00 million, are to be considered as material pending litigation; (b) where the decision in one case is likely to affect the decision in similar cases, even though the amount involved in an individual litigation does not exceeds ₹300.00 million; (c) details of any such litigation or legal action pending or taken by any Ministry or Department of the Government or statutory authority against SREI during the last five (5) years immediately preceding the year of the issue of this Prospectus and any direction issued by such Ministry or Department or statutory authority on conclusion of such litigation or legal action; and (d) other litigation which does not meet the criteria set out in (a), (b) and (c) above and where such legal proceedings individually or in aggregate is likely to disrupt and/or adversely impact the operations and/or profitability SREI.

*Accordingly, the materiality threshold for (iv) above: (i) for our Company is 3.00% of the net worth of our Company as at March 31, 2017, on a consolidated basis, which is ₹128.93 million, as per the audited consolidated financial statements of our Company); and (ii) for SREI Finance Infrastructure Limited ("**SREI**") is ₹ 300.00 million.*

Further, except as stated in this section, there are no:(i) pending proceedings initiated against our Company for economic offences; (ii) default and non - payment of statutory dues by our Company; (iii) inquiries, inspections or investigations initiated or conducted under the Companies Act or any previous companies law in the last five (5) years, against our Company; (iv) material frauds committed against our Company in the last five (5) years; (v) overdue to banks or financial institutions by our Company and action taken by the Company; (vi) prosecutions filed (whether pending or completed) in the last five (5) years preceding this Prospectus; and (vii) fines imposed or compounding of offences done in last five (5) years immediately preceding the year of this Prospectus.

As per the Materiality Policy, outstanding dues to creditors in excess of five per cent (5.00%) of the consolidated net worth as at the financial period ended March 31, 2017 as per the latest audited consolidated financial statements of our Company are to be considered as material outstanding dues. Accordingly, the threshold for material dues would be ₹214.88 million. Our Board has determined the outstanding dues in excess of ₹214.88 million to be material dues and the same has been accordingly disclosed in this chapter. Further, all outstanding *dues have been disclosed in a consolidated manner in this chapter. Details of material outstanding dues to creditors and details of outstanding dues to small scale undertakings and other creditors are disclosed on our website at www.brnl.in.*

I. Litigation involving our Company

Litigations against our Company

(a) Criminal Proceedings: Nil

(b) Actions by Statutory and Regulatory Authorities: Nil

(c) Tax Cases:

Provided below is a summary of direct and indirect taxation proceedings pending against our Company:

(in ₹ million)

Nature of tax involved	Number of cases outstanding	Amount involved in such proceedings
Direct tax		
Sub-total (A)	2	2.31
Indirect tax		
Sub-total (B)	Nil	Nil
Total (A+B)	**2**	**2.31**

(d) Other material pending litigations:

A writ petition dated September 1, 2017 ("**Writ Petition**") was filed against SEBI and our Company by People's Voice ("**Petitioner**") before the High Court of Delhi under Article 226 of the Constitution of India seeking a writ of mandamus directing SEBI to institute an investigation into the Issue on the grounds as stated in the writ petition, inter alia, our Company not having disclosed effect of recent high court judgements against third party concessionaires where in courts have held respective toll arrangements to be unconstitutional and void. The Petitioner has also filed an application under Section 151 of Code of Civil Procedure, 1908 for grant of ad interim stay with effect of staying the Issue. The matter is currently pending before the High Court of Delhi.

Litigations by our Company

(a) Criminal Proceedings: Nil

(b) Civil and other material pending litigations: Nil

II. Outstanding dues to small scale undertakings and other creditors by our Company

In terms of the Materiality Policy, our Company considers creditors to whom the amount due exceeds five per cent (5.00%) of our consolidated net worth as per our audited consolidated financial statements for the financial year ended March 31, 2017, as 'material' for the purpose of disclosures in this Prospectus.

As of March 31, 2017, as per our audited consolidated financial statements, we had no creditors, to whom any amount exceeding five per cent (5.00%) of our consolidated net worth as per our audited consolidated financial statements for the financial year ended March 31, 2017 was outstanding. Complete details of outstanding dues to our creditors as on March 31, 2017 are available on our website at www.brnl.in.

Further, our Company has not received any intimation from any of our creditors regarding their status as micro or small enterprises under the Micro, Small and Medium Enterprises Development Act, 2006.

Information provided on the website of our Company is not a part of this Prospectus and should not be deemed to be incorporated by reference. Anyone placing reliance on any other source of information, including our Company's website, www.brnl.com, would be doing so at their own risk.

III. Details of default and non - payment of statutory dues by our Company

Nil

IV. **Details of pending litigation involving any other person whose outcome could have material adverse effect on the position of our Company**

Nil

V. **Material fraud committed against our Company in the last five (5) years and actions taken by our Company in this regard**

Nil

VI. **Pending proceedings initiated against our Company for economic offences**

Nil

VII. **Inquiries, investigations etc. instituted under the Companies Act in the last five (5) years against our Company**

Nil

VIII. Litigations involving our Subsidiaries and Associates

I. Litigations involving our Subsidiaries

Litigations involving STPL

There are no criminal complaints, actions by statutory and regulatory authorities or material pending litigations by/against STPL.

Tax Cases

Provided below is a summary of direct and indirect taxation proceedings pending against STPL:

(in ₹ million)

Nature of tax involved	Number of cases outstanding	Amount involved in such proceedings
Direct tax		
Sub-total (A)	1	0.25
Indirect tax		
Sub-total (B)	Nil	NIL
Total (A+B)	**1**	**0.25**

Litigations involving OSEPL

There are no criminal complaints, actions by statutory and regulatory authorities, tax cases or material pending litigations by/against OSEPL.

Tax Cases

Provided below is a summary of direct and indirect taxation proceedings pending against OSEPL:

(in ₹ million)

Nature of tax involved	Number of cases outstanding	Amount involved in such proceedings
Direct tax		
Sub-total (A)	1	0.41
Indirect tax		
Sub-total (B)	NIL	NIL
Total (A+B)	**1**	**0.41**

II. Litigations involving our Associates

Litigations against GIPL

(a) Criminal Complaints: Nil

(b) Actions by Statutory and Regulatory Authorities:

1. Regional Office, Employees' State Insurance Corporation, Thrissur issued a notice against GIPL for payment of interest in the amount of ₹ 0.16 million for delay in payment of employee state insurance contributions and to maintain the statutory registers in a proper manner.

2. Regional Office, Employees' State Insurance Corporation, Thrissur issued a notice against GIPL for payment of damages in the amount of ₹ 0.33 million for delay in payment of employee state insurance contributions.

(c) Tax Cases:

Provided below is a summary of direct and indirect taxation proceedings pending against GIPL:

(in ₹ million)

Nature of tax involved	Number of cases outstanding	Amount involved in such proceedings
Direct tax		
Sub-total (A)	3	0.63
Indirect tax		
Sub-total (B)	1	0.99
Total (A+B)	**4**	**1.62**

(d) Other material pending litigations:

1. Girish Babu G and Krishnan K P (collectively, "**Petitioners**") filed a writ petition against GIPL, NHAI and others (collectively, "**Respondents**") before the High Court of Kerala ("**Court**") ("**Petition**"). The Petitioners have *inter alia* claimed that (a) GIPL has started levying toll from the public before completing the construction of the NH 47 Mannuthy Edappally stretch ("**Highway**") and the service road; (b) GIPL has been arbitrarily charging the toll rates from the public; (c) GIPL has not provided basic facilities, *inter alia* an ambulance, pick-up van, emergency call system at the Highway as stipulated under the Concession Agreement dated March 27, 2006 executed between NHAI and GIPL ("**Concession Agreement**"); and (d) GIPL while operating the Highway, is in violation of the Concession Agreement without completing the list of pending items as stipulated in the Provisional Certificate dated December 5, 2011 issued by an independent consultant ("**Provisional Certificate**"). Through the Petition, the Petitioners has sought a writ of mandamus directing the Respondents not to levy toll before completing the facilities agreed to be provided under (a) the Concession Agreement; and (b) the Provisional Certificate. The matter is currently pending.

2. P.D Jose ("**Petitioner**") filed a writ petition against GIPL, NHAI ("**Respondent 1**"), Joji ("**Respondent 2**"), Joy ("**Respondent 3**") and others before the High Court of Kerala ("**Court**") ("**Petition**"). The Petitioner owns a shopping complex situated at National Highway 47, where GIPL operates as the concessionaire. The Petitioner has *inter alia* claimed that (a) the shops of Respondent 2 and Respondent 3, along with a portion of the shops owned by the Petitioner, were acquired for the construction of a bell mouth at the Koratty Junction of the highway, and a majority of the shops of Respondent 2 and Respondent 3 were demolished and the rest was marked for demolition; (b) despite this, Respondent 2 and Respondent 3 have trespassed into the acquired land and opened their shops again; (c) Respondent 2 and Respondent 3 have also filed a petition before the Munsif Court, Calakuddy requesting a permanent prohibitory injunction to restrain GIPL and NHAI from demolishing the building and a mandatory injunction to restore the portions of the building which were already demolished. However, this petition was dismissed. Despite this order and several requests made by the Petitioner, nothing had been done to remove Respondent 2 and Respondent 3 from the premises and demolish the building; and (d) this affects the Petitioner's right of way, which is required to be provided as per the Concession Agreement dated March 27, 2006 executed between GIPL and NHAI. Through the Petition, the Petitioner has sought a writ of mandamus, against GIPL and NHAI, directing them to take immediate steps to demolish the portion of the building put up by Respondent 2 and Respondent 3. The matter is currently pending.

3. Joy Kaitharath Monody and Suresh V R (collectively, "**Petitioners**") filed a writ petition against GIPL, Union of India ("**Respondent 1**"), NHAI ("**Respondent 2**"), Project Director, NHAI ("**Respondent 3**"), State of Kerala ("**Respondent 4**"), M C Mohan, Project Director, GIPL ("**Respondent 6**"), Central Bureau of Investigation ("**Respondent 7**") and others before the High Court of Kerala **("Court**") ("**Petition**"). The Petitioners have *inter alia* claimed that (a) at the time of the issue of tender notice for

the National Highway from Mannuthy to Edappally ("**Highway**"), GIPL was not incorporated as a corporate entity and hence, GIPL was not an applicant for the bids of the Highway; (b) GIPL has been awarded the contract of the Highway illegally and unconstitutional as it did not have the requisite eligibility criteria to be awarded the Concession Agreement dated March 27, 2006 executed between NHAI and GIPL ("**Concession Agreement**") for the expansion/modification of the Highway; (c) GIPL has been collecting toll from the public even before completion of the work in relation to the Highway and prior to the receipt of a provisional certificate from an independent consultant; and (d) the method for calculating the toll rate is also erroneous. Through the Petition, the Petitioners have sought (a) to issue a writ of mandamus, directing Respondent 7 to conduct an investigation of (i) the manner in which GIPL was constituted and was permitted to enter into the Concession Agreement; (ii) the method by which GIPL has been given authority to collect the toll pertaining to Angamaly-Edapally Road; and (iii) the manner in which GIPL has executed the work relating to the Highway; (b) to declare that (i) the allotment of work relating the Highway is illegal, ultra vires and unconstitutional; and (ii) the collection of toll is unjust, illegal and unconstitutional; and (c) to issue a writ of mandamus directing (i) Respondent 1 to constitute an independent body/committee to assess the actual expenditure incurred on the Highway, and to reassess the method of calculating toll rates; (ii) Respondent 1 to Respondent 4 to ensure that toll collection in relation to the Highway to be stopped or reassessed; and (iii) Respondent 1 to Respondent 3 to review the agreements entered into between NHAI and GIPL and to reassess the amount incurred as expenditure for the work done and the rate of toll levied. The matter is currently pending.

4. Shakeel Mohammed ("**Petitioner**") filed a writ petition against GIPL, State of Kerala ("**Respondent 1**"), Union of India ("**Respondent 2**") and NHAI ("**Respondent 3**") before the High Court of Kerala ("**Court**") ("**Petition**"). The Petitioner has *inter alia* claimed that (a) GIPL has not executed any work in a portion of the National Highway 47 from Thrissur to Edapali ("**Highway**"), except for constructing a flyover, which in the opinion of Petitioner was unnecessary and exorbitantly expensive; (b) GIPL has not completed the construction of the service roads and basic facilities at the Highway; (c) the collection of toll vide the notification dated June 20, 2011 issued by Respondent 2 in relation to the collection of the toll ("**Notification**") is illegal and unsustainable and at exorbitant amount; (d) the period of collection of toll fees in not determined in the Notification and hence, such collection of toll fees in unconstitutional; and (e) the Notification has been issued in exercise of powers conferred by Section 8A of the National Highways Act, 1956 read with certain rules. Certain factors need to be taken into consideration while determining the rate of toll, which have been ignored by Respondent 2 and hence Notification 2 is illegal and unsustainable. Through the Petition, the Petitioner has sought (a) to issue a writ of certiorari to call for records leading to the Notification; (b) to declare that Respondent 2, Respondent 3 and GIPL are not entitled to collect fees for the Highway; and (c) to issue a writ of mandamus directing Respondent 2, Respondent 3 and GIPL to not to collect toll fee for the use of portion of Highway. The matter is currently pending.

5. M. Muthu ("**Petitioner**") filed a writ petition against GIPL and others ("**Respondents**") before the High Court of Kerala ("**Court**") ("**Petition**"). The Petitioner owns a hotel to the side of NH 47 at Kurumali. The Petitioner has *inter alia* claimed that (a) the petition was filed as a result of the Petitioner withdrawing consent to the Respondents refilling water from the river Kurumali from the hotel premises; (b) as a result of the withdrawal of this consent, a notice was issued by the chief operating officer, NHAI, alleging that they had encroached upon the land where GIPL was operating; (c) the notice contains no details of the alleged encroachment or details of any measurements carried out, and that apart from the notice, no other communication has been made in this regard; and (d) this is a violation of principles of natural justice. On May 28, 2015, an interim order was passed by this Court stating that status quo ought to be maintained in this matter. Through the Petition, the Petitioner has sought a writ of certiorari against a notice passed by the chief operating officer, NHAI, which stated that the Petitioner was encroaching upon the land where GIPL is operating. The matter is currently pending.

6. Joseph Tajet and others ("**Petitioners**") filed a writ petition against State of Kerala ("**Respondent 1**"), GIPL ("**Respondent 2**"), and others ("**Respondents**") before the High Court of Kerala ("**Court**") ("**Petition**"). The Petitioners have *inter alia* claimed (a) collection of the exorbitant toll fee in Pudukkad-Amballur toll plaza by Respondent 2; (b) closure of existing Thalore – Paliajkkara road maintained by the public works department and; (c) non-disposal of Petitioner's complaint by the Respondent. Through the Petition, the Petitioners have sought a writ of mandamus directing Respondent 1 to pass a speaking order with respect to the complaint and have also sought interim order against the alleged illegal closure of the Thalore- Paliajkkara PWD road until the final disposal of the case. The matter is currently pending.

7. Sujith E.C. and others ("**Petitioners**") filed a writ petition against State of Kerala ("**Respondent 1**"), National Highway Authority of India ("**Respondent 2**"), GIPL ("**Respondent 3**"), and others ("**Respondents**") before the High Court of Kerala ("**Court**") ("**Petition**"). The Petitioner has *inter alia* claimed (a) illegal collection of tolls from the vehicles before the completion of the agreed works by Respondent 3; (b) barricading the entry from Thrissur -Thalore road to NH-47 by Respondent 2 due to misinterpretation of the judgment of the Court. Through the Petition, the Petitioners have *inter alia* sought a writ of mandamus commanding the District Collector to remove the remove barricade preventing entry of vehicles from Thrissur – Thalore road to NH-47 and to pass order to stop Respondent 3 from collecting toll until the completion of the outstanding work. The matter is currently pending.

8. M.A Joy and three other advocates ("**Plaintiffs**") filed a permanent prohibitory injunction plaint **("Plaint")** against GIPL **("Defendant")** before the sub-court at Irinjalakuda **("Court")**. The Plaintiffs have *inter alia* claimed (a) illegal collection of tolls by the Defendant at the Thrikoor village toll plaza from vehicles, without obtaining the requisite completion certificate and (b) non-conformity to the measures and standards prescribed by the Indian Road Congress and the Government of India with respect to the construction of national highways. Through the Plaint, the Plaintiffs have *inter alia* sought a permanent prohibitory injunction against the Defendant to stop the collection of alleged illegal toll until it has obtained the completion certificate. The matter is currently pending.

Litigations by GIPL

(a) Criminal Complaints: Nil

(b) Other material pending litigations:

1. GIPL filed a writ petition to mandate KSRTC to pay the requisite toll fees for the KSRTC buses which had been plying through the toll plaza without payment of any toll fees. The Court *vide* an order dated February 12, 2014 ("**Judgement**") directed the KSRTC to enter into an appropriate agreement with GIPL in terms of the notification dated June 20, 2011 issued by the GoI for collection of toll fees payable by the user of the project highway within one (1) month of the receipt of the Judgment. Despite repeated requests, KSRTC failed to make any payments. Despite the receipt of the Judgment and several other requests made by GIPL to pay the toll fees, KSRTC did not comply with the Judgment. Subsequently, GIPL filed contempt of court case before the high court of Kerala ("**Court**") against Anthony Chacko, managing director of Kerala State Road Transport Corporation ("**KSRTC**").

Litigations against SJEPL

(a) Criminal Complaints: Nil

(b) Actions by Statutory and Regulatory Authorities: Nil

(c) Tax Cases:

Provided below is a summary of direct and indirect taxation proceedings pending against SJEPL:

(in ₹ million)

Nature of tax involved	Number of cases outstanding	Amount involved in such proceedings
Direct tax		
Sub-total (A)	1	1.23
Indirect tax		
Sub-total (B)	NIL	NIL
Total (A+B)	**1**	**1.23**

(d) Other material pending litigations: Nil

Litigations by SJEPL

(a) Criminal Complaints: Nil

(b) Other material pending litigations:

1. SJEPL filed an arbitration proceeding, against NHAI ("**Respondent**"), over claims of violation of the

terms of the Concession Agreement dated August 6, 2010 executed between SJEPL and NHAI ("**Concession Agreement**"), before an arbitral tribunal instituted according to the Concession Agreement. The dispute concerns the collection of tolls for the bridge at the Mahanadi river. The Respondent had forwarded a draft fee notification ("**Draft Fee Notification**") to SJEPL, and sought their comments on the same. SJEPL pointed out that the Draft Fee Notification did not provide for collection of toll at the Mahanadi river, which as per the concession period could be collected if the cost of the bridge exceeded ₹ 500.00 million. After internal discussions by the Respondent, the Respondent made a decision that toll could be collected for the Mahanadi bridge post the completion of the bridge and the six lane project, despite SJEPL's request that the toll be collected prior to the completion of the bridge and six lane project. Pursuant to this, SJEPL was asked to give an unconditional consent to the Draft Fee Notification, to which it consented after protests. After completing the construction of the Mahanadi bridge, SJEPL *vide* a letter dated April 24, 2014, requested the Respondent to revise the fee notification, as had been previously agreed by the parties. This request was rejected by the Respondents by a letter dated May 28, 2014. Post this, an attempt to amicably settle the dispute, as required by the Concession Agreement, was made, by approaching a committee consisting of three CGMs. However, pursuant to the view taken by the committee that SJEPL was not entitled to any additional toll, a claim for arbitration was sought. SJEPL has sought damages aggregating to an amount of ₹ 1,041.00 million as damage till June 2016, for losses caused to them due to the denial of tolling, as well as interest towards the amount. The matter is currently pending**.**

Litigations against KEPL

(a) Criminal Complaints: Nil

(b) Actions by Statutory and Regulatory Authorities: Nil

(c) Tax Cases:

Provided below is a summary of direct and indirect taxation proceedings pending against KEPL:

(in ₹ million)

Nature of tax involved	Number of cases outstanding	Amount involved in such proceedings
Direct tax		
Sub-total (A)	3	0.60
Indirect tax		
Sub-total (B)	Nil	Nil
Total (A+B)	**3**	**0.60**

(d) Other material pending litigations: Nil

Litigations by KEPL

(a) Criminal Complaints: Nil

(b) Other material pending litigations:

1. KEPL had issued a notice dated December 31, 2015 to NHAI for a claim for an amount of ₹ 1,582.56 million on account of, *inter alia*, change of scope of work, land acquisition issues and losses suffered due to delay in toll collection and extra premium paid beyond the contractual requirement. Subsequently, KEPL received a letter dated March 17, 2017 for counterclaims amounting to ₹ 197.93 million. The claim was disputed by NHAI and is currently under arbitration in accordance with the Concession Agreement dated July 13, 2010 entered into between KEPL and NHAI ("**Concession Agreement**"). KEPL in accordance with the Concession Agreement has appointed Justice A. K. Dutta as its nominee arbitrator for the ad-hoc arbitration for resolution of the above-mentioned dispute whereas NHAI has requested Justice Dr. Satish Chandra to be appointed as its nominee arbitrator.

Litigations against MTPL

(a) Criminal Complaints

1. Sandip Mehta ("**Complainant**"), a journalist, has filed an FIR at the Banganga police station, Indore, Madhya Pradesh, against employees of MTPL located at the Baroli Toll Naka, under Sections 307, 294,

147 and 149 of the Indian Penal Code, 1860 for unlawful assembly, rioting, obscenity and attempt to murder. The Complainant has *inter alia* claimed that the Accused hurled abuses at the Complainant, assaulted him with sticks and belt and attempted to murder him. The matter is currently pending.

(b) Actions by Statutory and Regulatory Authorities: Nil

(c) Tax Cases:

Provided below is a summary of direct and indirect taxation proceedings pending against MTPL:

(in ₹ million)

Nature of tax involved	Number of cases outstanding	Amount involved in such proceedings
Direct tax		
Sub-total (A)	4	0.03
Indirect tax		
Sub-total (B)	Nil	Nil
Total (A+B)	**4**	**0.03**

(d) Other material pending litigations: Nil

Litigations by MTPL

(a) Criminal Complaints

1. Sonu Koushal ("**Complainant**"), an employee of MTPL, has filed an FIR at the Banganga police station, Indore, Madhya Pradesh, against Sandip Mehta ("**Accused**"), a journalist under Sections 323, 294, 506 and 427 of the Indian Penal Code, 1860 for assault, criminal intimidation, causing damage to property and hurling of obscenities. The Complainant has *inter alia* claimed that (a) the Accused attempted to enter the VIP line of the toll booths, to which he does not have an authorised access to; and (b) when denied access due to this lack of authorisation, the Accused hurled abuses at the toll booth staff, assaulted some staff members and damaged the windows of some of the booths. The matter is currently pending.

2. Vikramjit Dasgupta ("**Complainant**"), an employee of MTPL has filed an FIR at the Neel Ganga police station, Ujjain against certain individuals ("**Accused**") for vandalism and assault. The Complainant has *inter alia* claimed that (a) the Accused hurled abuses at the Complainant; (b) assaulted the Complainant and some other staff member; and (c) damaged the workplace of the Complainant at the booth. The matter is currently pending.

3. Brajgopal Yadav ("**Complainant**"), an employee of Kosher Infrastructure private ltd, has filed an FIR at the Nanakheda police station, Ujjain, Madhya Pradesh, against Chandra Vijay Singh alias Chotu alongwith 10 – 15 accomplices ("**Accused**"), under Sections 147, 148, 294, 506 and 427 of the Indian Penal Code, 1860 for assault, criminal intimidation, causing damage to property and hurling of obscenities. The Complainant has *inter alia* claimed that the Accused were misusing the pass issued to the member of legislative assembly and when objected to by the toll operator, the Accused hurled abuses at the toll booth staff, assaulted some staff members and damaged the Boom Barriers, light, bar code reader and printers. The matter is currently pending.

(b) Other material pending litigations: Nil

Litigations against GAEPL

(a) Criminal Complaints: Nil

(b) Actions by Statutory and Regulatory Authorities:

1. Judicial Magistrate of Aligarh ("**Magistrate**") has issued a show cause notice to GAEPL over non-payment of adequate stamp duty in relation to the concession agreement dated May 20, 2010 ("**Concession Agreement**") entered into between GAEPL and NHAI ("**Show Cause Notice**"). Under the Concession Agreement, GAEPL is under an obligation to pay ₹ 1.00 every year as concession fee alongwith ₹ 575.00 million as additional amount of premium payable for 24 years to NHAI. Thus, the stamp duty to be paid by GAEPL is on the entire amount i.e. 5.00% of ₹ 11410.00 million which is in the amount of ₹ 456.40 million. The Magistrate has issued the Show Cause Notice to GAEPL to show

cause the reason as to why (a) the corrected payable stamp duty i.e. ₹ 456.40 million should not be collected from GAEPL; and (b) the corrected payable stamp duty alongwith a fine of up to 4 times the corrected payable stamp duty and interest should not be collected from GAEPL. Pursuant to this, GAEPL had written a letter to the Collectorate, Aligarh requesting for an extension in time to respond to the Show Cause Notice. The matter is currently pending.

(c) Tax Cases:

Provided below is a summary of direct and indirect taxation proceedings pending against GAEPL:

(in ₹ million)

Nature of tax involved	Number of cases outstanding	Amount involved in such proceedings
Direct tax		
Sub-total (A)	1	1.76
Indirect tax		
Sub-total (B)	3	23.05
Total (A+B)	4	**24.81**

(d) Other material pending litigations: Nil

Litigations by GAEPL

(a) Criminal Complaints: Nil

(b) Other material pending litigations: Nil

IX. Litigations involving our Directors

Other than a material pending litigation against Mr. Bajrang Kumar Choudhary below, there are no criminal complaints, actions by statutory and regulatory authorities, tax cases or material pending litigations by/against our Directors.

Mr. Naveen Bansal has filed an application being CP No. 99 of 2014 u/S(s) 397, 398, 399, 402, 403, 406 and 409 of the Companies Act, 1956 before the Hon'ble Company Law Board, Kolkata Bench ("**CLB Kolkata**") against I Log Ports Private Limited ("**IPPL**"), SREI and others (including Mr. Hemant Kanoria and Mr. Bajrang Kumar Chaudhary) alleging acts of oppression and mismanagement by IPPL. For more details on the material pending litigation filed against Mr. Bajrang Kumar Choudhary**,** please refer to '*– Litigations involving our Promoters - (b) Other material pending litigations*' on page 349 below.

X. Litigations involving our Promoters

Srei Infrastructure Finance Limited ("SREI")

(a) Criminal Proceedings: Nil

(b) Other material pending litigations:

1. Atlanta Limited and Mr. Rikiin Rajhoo Bbarot (director of Atlanta Limited) has filed Contempt Petition No. 57 of 2012 in Suit No. 1758 of 2011 before the Honourable High Court of Bombay against Srei Equipment Finance Limited, and others, alleging violation of consent terms in Suit No. 1195 of 2011. The said suit No. 1195 of 2011 was filed by Atlanta Limited against Srei Equipment Finance Limited and SREI, before the Honourable High Court at Bombay for release of certain number of shares which were pledged in favour of Srei Equipment Finance Limited by the said Mr. Rikiin Rajhoo Bbarot for loans taken by Atlanta Limited. Atlanta Limited has further alleged that as part of the consent terms in which it was agreed inter alia that the respondents in Suit No. 1195 of 2011 shall not institute any fresh complaint/ proceedings against Atlanta Limited and it is further alleged that Srei Equipment Finance Limited, regardless of the terms of the consent terms had informed Credit Information Bureau (India) Limited ("**CIBIL**") of the repayment defaults of Atlanta Limited. As such Atlanta Limited and Mr. Rikiin Rajhoo Bbarot (director of Atlanta Limited) has filed Contempt Petition No. 57 of 2012 against Srei Equipment Finance Limited and other directors of Srei Equipment Finance Limited. In addition to the above. Atlanta Limited has also filed Suit No. 2560 of 2012 against Srei Equipment Finance Limited and others claiming damages to the extent of ₹ 500.00 million alleging wrongful lodging of incorrect and false compliant with CIBIL and the damages caused because of that. The Notice of Motion No. 493 of

2013 filed with the above referred civil suit has been dismissed by Honourable High Court of Bombay. Both the Contempt Petition No. 57 of 2012 and Civil Suit No. 2560 of 2012 are pending as on date.

2. SREI has filed a Short Causes Suit No. 558 of 2014 with Notice of Motion No 1063 against Hope Hall Co-operative Housing Society Limited and others, where SREI has approached the Hon'ble Bombay City Civil court at Bombay seeking relief from unauthorised use of pathway leading to its premises at Avantika Building, 46, Dr. Gopal Rao Deshmukh Marg, (Pedder Road), Mumbai – 400026 by Hope Hall Co-operative Housing Society Limited. The matter is pending as on date.

3. The Enforcement Directorate, Kolkata had conducted proceedings vide show cause notice(s) dated April 12, 2001 bearing reference No. T-3/FE/85/CAL/2000/DNP/1247 against SREI for certain alleged irregularities in foreign exchange transactions during the year 2000 and held SREI and its officials guilty of contravening the relevant provisions of FERA and imposed a personal penalty of ₹ 2.00 million on SREI, ₹ 1.00 million on Mr. Hemant Kanoria and ₹ 500,000 each on two of SREI's employees vide Order No. CIT(A)-11 (SM)/Kol/Adj. Off. (FERA)/2004 dated March 3, 2004/March 5, 2004. SREI thereafter filed an appeal being Appeal No. 447, 445 and 449 of 2004 before the Appellate Tribunal for Foreign Exchange at New Delhi. The Learned Tribunal has imposed the precondition of paying penalty as pre-deposit before deciding the appeal on merits vide order dated March 26, 2008. In the interim, the Hon'ble High Court at Calcutta in Writ Petition No. 10091 of 2008 vide order dated June 23, 2008 has modified the order of the Learned Tribunal to the effect of reducing the pre-deposit to ₹ 1.00 million in aggregate and which was to be furnished by way of a Bank Guarantee of equivalent amount, which was further confirmed by order dated May 6, 2009 of the Learned Tribunal. The hearings in the said matter before the Hon'ble Tribunal have recommenced from November 2015. The matter is pending before the Hon'ble Tribunal as on date.

4. Based on an inspection of the books of accounts and other records of the Company pursuant to Section 209A of the Companies Act, 1956, the Regional Director (Eastern Region) (RD), Ministry of Corporate Affairs, GoI, Kolkata had sent a Preliminary Finding Report to SREI dated August 30, 2008 observing violation of various provisions of the Companies Act, 1956. SREI had thereafter submitted its explanations to the aforesaid observations. However, the Registrar of Companies, West Bengal issued a notice dated October 21, 2008 to launch prosecution proceedings against SREI and/or its directors and officers in default alleging violation of certain provisions of the Companies Act, 1956 like Sections 125, 153, 205, 209, 211, 212, 217, 269 and 292 and advised them to file application seeking to compound the alleged offences, if they desire to do so. The Directors and Company Secretary of SREI thereafter filed a petition before the Hon'ble High Court at Calcutta seeking relief under Section 633 of the Companies Act, 1956. An Ad-interim order of injunction in C.A No. 654 of 2008/C.P. No. 385 of 2008 restraining the Regional Director and the Registrar of Companies, West Bengal (jointly referred to as Respondents) from instituting or causing to be instituted any criminal proceeding against the Directors and Company Secretary of SREI pursuant to said notices dated August 30, 2008 and October 21, 2008 was passed by the Hon'ble High Court at Calcutta on November 28, 2008. The injunction is operative till further orders of the Hon'ble High Court at Calcutta. The last order dated July 28, 2014 in C.P. No. 385 of 2008 adjourned the matter for 4 (four) weeks. The matter is pending before the Hon'ble High Court at Calcutta.

5. Mr. Naveen Bansal has filed an application being CP No. 99 of 2014 u/S(s) 397, 398, 399, 402, 403, 406 and 409 of the Companies Act, 1956 before the Hon'ble Company Law Board, Kolkata Bench ("**CLB Kolkata**") against I Log Ports Private Limited ("**IPPL**"), SREI and others (including Mr. Hemant Kanoria and Mr. Bajrang Kumar Chaudhary) alleging acts of oppression and mismanagement by IPPL. The petitioner i.e. Mr Naveen Bansal has approached CLB Kolkata seeking several interim reliefs including injunctions on IPPL from operating bank accounts, holding any board meetings, etc. No amount has been claimed. The CLB Kolkata had passed an order which inter alia, provided that, to protect the interest of the fixed assets of IPPL, the respondents in CP No. 99 of 2014 shall not sell or alienate such assets without the leave of the CLB Kolkata till the next date of the hearing. Thereafter, Mr. Naveen Bansal has also filed a Contempt Petition being CC No. 173 of 2015 before the Hon'ble High Court at Calcutta against the Directors of I Log Ports Private Limited for alleged violation of the said order passed by the CLB Kolkata. SREI, Mr Bajrang Kumar Choudhary and Mr. Hemant Kanoria have been made parties to the said contempt petition. The said matter has been referred to mediation by the Hon'ble High Court at Calcutta by order dated December 15, 2015 which has failed. Keeping the maintainability point open, directions have been given to file Affidavits. The proceedings are pending as on date.

6. Mr. Vijay Gopal Jindal, an ex-employee of Srei Alternative Investment Managers Limited (Formerly

Srei Venture Capital Limited ("**SVCL**")), has filed a suit for recovery and an application for mandatory and permanent injunction being C.S. (OS) No. 1575 of 2008 along with I.A. No. 9448 of 2008 before the Hon'ble High Court of Delhi, at New Delhi against SREI and SVCL alleging that he was promised 500,000 equity shares at the rate of ₹ 100.00 per share of SREI. An objection to the said injunction and the written statement has been filed by SREI and SVCL and the matter has been slated for filing the list of witnesses and evidences by Mr. Vijay Gopal Jindal. The matter is pending as on date. The amount involved is not ascertainable.

7. Mr Vijay Gopal Jindal ("**Plaintiff**") has also filed a suit bearing No. C.S. (O.S) 2478 of 2011 before the Hon'ble High Court at Delhi ("**Delhi High Court**") against SREI and Srei Alternative Investment Managers Limited (Formerly Srei Venture Capital Limited or SVCL) (collectively referred to as "**Defendants**") alleging that he was appointed as the managing director of SVCL and the terms of such appointment comprised of payment of ₹ 24.00 million per annum, entitlement to 10.00% of the net profit of SVCL, entitlement to 25.00% equity stake in proposed media/entertainment funds, payment of ₹ 500.00 million as an advance against security of properties/shares/other assets and 500,000 equity shares at ₹ 100.00 each of SREI and further alleging that the Defendants did not honour their commitments. In the said suit, the Plaintiff, has inter alia, prayed for decree directing the Defendants to make payment of ₹ 18.00 million to the Plaintiff (along with 18.00% interest per annum), allegedly being the Plaintiff's salary in lieu of compensation for the period July 2008 to July 2009 and for the period August 2009 to August 2011. The Defendants have filed their respective written statements with the Court Registry. The amount involved in the matter is ₹ 18.00 million and interest thereon at 18.00% per annum. The matter has been transferred to Court of Learned District Court (South), Saket and new case number is CS 6219 of 2016. In the meantime, the matter was referred to mediation. The matter is pending.

8. Dr. Syed Sabahat Azim, ex-chief executive officer of Sahaj e-village Limited (erstwhile Srei Sahaj E-village Limited), has filed a company petition being No. 259 of 2011 under Sections 397, 398, 399, 402, 403 and 406 of the Companies Act,1956 read with Sections 235 and 239 and Sections 539-545 of the Companies Act, 1956 before the Company Law Board, Eastern Region Bench, Kolkata against SREI, Mr. Hemant Kanoria and erstwhile Srei Sahaj e-village Limited and others alleging oppression and mismanagement. The said petition is currently pending. The amount involved in the matter is not ascertainable. The matter was transferred to newly formed National Company Law Tribunal at Kolkata. The proceedings are pending as on date.

9. K.S. Oils Limited is a Defaulter of loan extended to it by SREI and as such proceedings for recovery of Loan was initiated by SREI by filing a suit. The Civil Suit filed by SREI was dismissed by an order dated June 17, 2015 (CS 259 of 2014 G.A. No. 2498 of 2014) against which SREI filed an Appeal No. APDT 23/15 and GA 2070/15 before the High Court at Calcutta. Appeal from Decree was filed in June, 2015 which has been admitted however no stay was granted on appropriation of sale proceeds by State Bank of India. In terms of order dated June 17, 2015 the Respondents filed an Undertaking to indemnify SREI in case it files appropriate proceedings and succeeds therein. Matter is pending as on date. On June 22, 2016, SREI has filed an Original Application being OA 458/2016 in Debt Recovery Tribunal ("**DRT**"), Kol-1 against K.S. Oils Limited for a claim of ₹ 5,854.8 million. The Matter is pending as on date. Further, State Bank of India and others have filed OA No. 306/2016 in DRT II, Delhi for recovery of ₹ 45,335.40 million from the Borrower KS Oils. SREI is made Respondent No. 11. SREI has also filed an insolvency application in its capacity as financial creditor against K.S. Oils Limited before the National Company Law Tribunal, Ahmedabad Bench under Section 7 of the Insolvency and Bankruptcy Code, 2016 read with Rule 4 of the Insolvency and Bankruptcy (Application to Adjudicating Authority) Rules, 2016 being for *inter alia* initiating the Corporate Insolvency Resolution Process, appointment of an Interim Resolution professional, etc. The matter is pending as on date.

10. SREI has filed O.A. No. 393 of 2012 before the Hon'ble Debts Recovery Tribunal-I ("**DRT**") against Deccan Chronicle Holdings Limited ("**DCHL**") and others for recovery of outstanding dues (along with interest thereon) to the extent of ₹ 3,017.00 million. Various interim applications have also been filed from time to time connected with the OA. The matter is pending as of date. SREI has also filed C.A. No.(s) 347 and 346 of 2013 before the Honourable High Court at Hyderabad objecting the demerger application of DCHL. SREI has also filed I.A. No. 76 of 2012, I.A. No. 261 of 2013, I.A. No. 262 of 2013 and I.A. No. 505 of 2013 before the said DRT for attachment before judgment, perjury, judgment upon admission and for completion survey of one property at Alwal in O.A. No. 393 of 2012. An application was also filed for conversion of part of loan to equity in terms of the loan agreement and Ld. DRT, Kolkata passed orders recording the same. Pursuant to orders of Ld. DRT, Kolkata, DCHL issued

and allotted the shares. The said applications are pending as on date. SREI has also filed CA 1776 of 2015 before the Hon'ble High Court at Hyderabad for scheme of compromise and arrangement between DCHL and its creditors and members for revival and rehabilitation of DCHL. The number of applications have been filed in the proceedings by other Lenders and matters are pending as on date. SREI has also filed criminal compliant being Case No. C-15890 under Section 156 of CrPC before the 16th M.M Court, Calcutta (Bankshall Court) and in relation to the same, Hare Street PS Case No. 381/13 has been lodged against DCHL and others. Pursuant to FRT by police, SREI has filed Na Raji Petition. All the matters are pending as on date.

11. SREI had initiated arbitration proceedings against Tuff Drilling Private Limited and others, claiming its outstanding dues along with interest thereon, aggregating to approximately ₹ 292.50 million . SREI filed a revised claim in June, 2014 claiming ₹ 656.31 million. Arbitration Award dated May 16, 2016 has been published in favour inter Alia with an Award of ₹ 656.31 million alongwith interest. Counter claim of Tuff for ₹ 870.00 million has been rejected. An appeal being AP 687 of 2016 has been filed by one of the aggrieved parties being Sachanand Ladhani and another appeal being AP 699 of 2016 has been filed by one of the aggrieved parties being Tuff Drilling Private Limited before the Hon'ble High Court at Calcutta challenging the aforesaid award. In relation to another arbitration initiated by Tuff Drilling Private Limited, the Learned Arbitrator terminated the reference with an order and thereafter, Tuff Drilling Private Limited filed a recalling application, which was also rejected. Thereafter, an appeal was filed by Tuff Drilling Private Limited before the Honourable High Court at Calcutta and an order was passed on February 13, 2015 by the Hon'ble High Court at Calcutta in C.O. No. 3190 of 2012 pursuant to which the order of termination of arbitration mandate passed by the learned arbitrator was set aside and the Honourable High Court at Calcutta had made an observation that Tuff Drilling Private Limited should file an application before the learned Arbitrator on the self-same ground for reopening of the arbitration proceedings. SREI has also filed SLP (Civil) No.16636 of 2015 before the Hon'ble Supreme Court of India against Tuff Drilling Private Limited in relation to the said order dated February, 13, 2015. The Registrar of the Hon'ble Supreme Court directed SREI to take appropriate steps for effecting service on Tuff Drilling Private Limited. All the matters are pending as on date.

12. SREI has filed a recovery O.A. No. 477 for 2012 along with Interim Applications before the Hon'ble Debts Recovery Tribunal-I, Kolkata against (1) Gujarat Hydro Carbons and Power SEZ Limited ("**Defendant No.1**"), (2) Mr Aditya Kumar Jajodia ("**Defendant No.2**"), (3) Assam Company Limited ("**Defendant No.3**") and (4) Link Holdings Private Limited ("**Defendant No.4**") for recovery of principal amount of loan of ₹ 1,000.00 million provided to Defendant No 1 by SREI under loan agreement dated 5 January 2011 along with applicable interests aggregating to ₹ 1214.00 million. Settlement has been arrived between the parties which are recorded in a Debt Repayment and Settlement Agreement ("**DRSA**") and SREI has filed IA No. 1162/2015 and IA No. 1163/2015 before the Hon'ble Tribunal praying that its O.A. No. 477 of 2012 be adjourned sine die till all the defendants have performed their obligations under DRSA further reserving its right to resume present proceeding in case the defendants fail to discharge their obligations under the DRSA. The matter is pending as on date.

13. SREI has filed C.S. No. 76 of 2014 and G.A. No. 655 of 2014 before the Honourable High Court at Calcutta against Violet Arch Capital Advisors Private Limited and others for recovery of loan amount of ₹ 297.00 million (approximately) to implicate its assets on which SREI has a security interest. Other respondents include Bajpai Capital Advisors and Mr. Varun Bajpai. Srei Alternative Investment Managers Limited has been added as Performa Respondent. The Honourable High Court at Calcutta vide ad interim order dated June 2, 2014 granted injunction on the receivables in Violet Arch Capital Advisors Private Limited from BSE Limited and the National Stock Exchange of India Limited (being deposits maintained) and refund of Income Tax, which were to be received by Violet Arch Capital Advisors Private Limited till disposal of the said suit. A demurral application has been filed by Mr. Varun Bajpai. The amount involved is ₹ 297.00 million (approximately). SREI has initiated an application being G.A. No. 2699 of 2014 in C.S. No. 76 of 2014 wherein SREI has asked the Hon'ble High Court at Calcutta for appointing a Receiver and Auditor for auditing the books of accounts of Violet Arch Capital Advisors Private Limited and its subsidiary. The matter is pending as on date.

14. SREI has filed OA No. 237/2015 in Debt Recovery Tribunal-I, Kolkata against Unitech Limited for recovery of approximately ₹ 44.00 million after adjusting its loan to Unitech Limited of ₹ 1500.00 million and other amounts involving three (3) inter corporate deposits of ₹ 400.00 million , ₹ 600.00 million and ₹ 500.00 million aggregating to ₹ 1500.00 million given by Unitech Developers and Projects Limited to SREI. Unitech Developers and Projects Limited filed three (3) arbitration petitions u/s 9 of the

Arbitration and Conciliation Act, 1996 before the Honourable High Court at Calcutta being AP No. 955 of 2015, AP No. 956 of 2015 and AP No. 957 of 2015 which have been disposed off by an order dated July 21, 2016. Further, Unitech Developers and Projects Limited filed AP No. 126 of 2016, AP No. 127 of 2016 and AP No. 129 of 2016 all under Section 11 of the Arbitration and Conciliation Act, 1996 against SREI before the Hon'ble High Court at Calcutta for appointment of arbitrator and by an order dated June 29, 2016 a sole arbitrator has been appointed. The Arbitration proceedings have commenced in August 2016 and SREI has raised the point of maintainability of Arbitration proceedings by filing an application u/s 16 of the Arbitration and Conciliation Act, 1996 objecting to the jurisdiction of the Arbitral Tribunal that subject matter is not arbitrable and for impleading other necessary parties for proper adjudication of the matter. Matters are pending as on date.

15. SREI has filed one matter being OA No. 469 of 2014 in Debt Recovery Tribunal-I, Kolkata against ARSS Infrastructure Projects Limited and its shareholders/obligors namely Subhas Agarwal, Anil Agarwal, Sunil Agarwal, Mohanlal Agarwal and Rajesh Agarwal for recovery of loan amount of ₹ 552.34 million plus interest at the rate of 16.00% per annum. The matter is pending as on date. Further, SREI has filed a petition before the Honourable High Court at Odisha being COPET No. 104/2014 for winding up of ARSS Infrastructure Projects Limited. The matter is pending since date.

16. SREI has filed one Declaratory Suit being C.S. No. 86/2015 and GA No. 1087/2015 against Transtel Infrastructure Limited and others before the Hon'ble High Court of Calcutta for *inter alia*, seeking injunction on the defendant not to dilute or alter the nature and character of the pledged securities, appointment of auditors for investigating the books of account, etc. in relation to repayment by the defendant and other entities forming part of the defendant's group of an amount of approximately ₹ 923. 00 million. By an order dated June 15, 2015 an order was passed by the Hon'ble High Court of Calcutta disposing off SREI's application and confirming the interim order passed on April 8, 2015 restraining the respondents from diluting the percentage of the shares pledged in favour of SREI under the loan agreement without the leave of the Hon'ble High Court of Calcutta. An application has been filed for dematerialisation of shares. The matter is pending.

17. SREI filed one Declaratory Suit being CS No. 104 of 2015 and GA No. 1504 of 2015 against Supreme Infrastructure BOT Private Limited, Supreme Infrastructure India Limited and others before the Hon'ble High Court of Calcutta seeking, *inter alia*, injunction on the defendant and others to dilute their shareholding in the shares of the companies which are pledged with SREI. An order was passed by the Hon'ble High Court of Calcutta on May 6, 2015 restraining only defendant no. 1 i.e. Supreme Infrastructure BOT Private Limited from diluting the percentage of shares pledged in the favour of SREI under several loan agreements. SREI has preferred an appeal being APOT No. 202/2015 and GA No. 1589/2015 with CS No. 104/2015. An order was passed in APOT No. 202/2015 in SREI's favour, *inter alia* restraining the respondent nos. 1 to 5 from dealing with the pledged shares in any manner, till disposal of SREI's suit pending before Hon'ble High Court at Calcutta. In the interim, in CP. No. 558 of 2014, C.P No. 605 of 2014, C.P. No. 780 of 2014 and related matters filed by certain creditors against Supreme Infrastructure India Limited before the Hon'ble High Court of Bombay, the Hon'ble Court directed winding up of Supreme Infrastructure India Limited vide order dated December 22, 2015. The Joint Lenders Forum moved an application being G.A. 3651 of 2015 before the Hon'ble High Court at Calcutta for intervention and for stay of the proceeding till disposal of the said application. On January 25, 2016, the Hon'ble Court observed the aforesaid order passed by the Hon'ble High Court at Bombay. As per order of the Hon'ble High Court at Calcutta dated January 25, 2016 SREI has filed its application before the Hon'ble High Court at Bombay being CA/515/2016 to seek leave to continue with its Suit. SREI has a total exposure of approximately ₹ 1,900.00 million in Supreme Infrastructure BOT Private Limited and its group companies. SREI has also filed GA No. 2400 of 2016 for staying the suit until settlement and GA No. 2401 of 2016 to stay the suit until disposal of 446 application (CA No. 515 of 2016) filed before the Hon'ble High Court at Bombay. By an Order dated November 29, 2016, Hon'ble Court was pleased to dispose of GA No. 2400 of 2016 and 2401 of 2016 and confirmed the appeal Court order dated 13.05.2015 i.e. the Defendant No. 1 to 5 are restrained from dealing with the shares as well as assets in terms of Loan Agreement and disposed off the application. Court observed that JLF cannot have right to interfere with the SIFL's right against the Defendant no. 1 securities and the other securities. Court allowed amendment of plaint and to bring on record the JLF banks as defendants to the extent that the Banks, have a second charge over the property at Powai Mumbai and pari passu change on the 26,00,000 shares of promoters in Defendant No. 2 (SIIL). Matter now for amendment by Department and filing of Written Statement by Defendants by February, 2017. The matters are pending.

18. SREI has filed WP No. 11116 (W) of 2015 against Union of India and National Institute of Electronics and Information Technology praying that no coercive steps should be taken by National Institute of Electronics and Information Technology (viz. invocation of bank guarantees given by SREI with respect to the services) and payments amounting to approximately ₹ 112.00 million in relation to services provided by SREI in relation to "Providing Managed Data Digitization Services for the Creation of National Population Register ("**NPR**") for Usual Residents of Rural Areas in India" in Uttar Pradesh, Bihar, Assam and others, are paid. SREI also filed WP No. 22016 (W) of 2016 on a fresh cause of action for non-invocation of Bank Guarantee and the Hon'ble Calcutta High Court passed interim order granting injunction on invoking of Bank Guarantee till January 31, 2017. The matters are pending.

19. SREI has filed C.S No. 238 of 2014 before the Honourable High Court at Calcutta against Microsoft Corporation and Others for *inter alia*, a decree of ₹ 28,514.00 million along with interest at the rate of 18.00% per annum, being damages because of the losses suffered by SREI due to alleged harassing and surreptitious actions of Microsoft Corporation and Others. A complaint case u/s 200 CrPC (C/22663/14) has also been filed in CMM Kolkata at Bank shall Court. Proceedings are pending as on date.

20. SREI has instituted one recovery proceeding being OA No. 559 of 2015 against Amrit Jal Ventures Limited ("**AJVL**") before Debts Recovery Tribunal – I, Kolkata for inter alia defaults in repayment of ₹ 335.20 million under Rupee Loan Agreement dated April 19, 2011. By an order dated November 30, 2015, the said Tribunal was pleased to pass an interim order which required AJVL to set aside an amount of ₹ 300.00 million out of the receivables from foreign investors. Pursuant to the said order dated November 30, 2015, AJVL preferred an appeal being T.A No. 170 of 2015 before the Debts Recovery Appellate Tribunal challenging the same. The appeal has not been admitted. The DRAT had referred back the matter to DRT for adjudication wherein after hearing the interim order was set aside and the main DRT application was allowed to go on. An appeal had been filed by SREI. Thereafter AJVL has filed several arbitration petitions including A.P No. 1708 of 2015, A.P. No. 1557 of 2015, A.P No. 1364 of 2015, A.P No. 1377 of 2015, A.P No. 1599 of 2015, A.P. No. 6 of 2016, A.P. No. 214 of 2016 and A.P No. 113 of 2016 against SREI before the Hon'ble High Court at Calcutta seeking various reliefs u/S 9 of the Arbitration and Conciliation Act, 1996 from time to time like extension of time to make payments, appointment of arbitrator, etc. All the said arbitration petitions been disposed of or dismissed, save and except A.P No. 113 of 2016, A.P. No. 6 of 2016 and A.P. No. 214 of 2016. In A.P No. 1599 of 2015, an order was passed on December 23, 2015 by the Hon'ble High Court at Calcutta disposing off the said matter with further directions on AJVL to inter alia pay ₹ 10.00 million by December 31, 2015 and the remaining balance ₹ 28.00 million to be paid by February 15, 2016. An appeal has been filed by AJVL being APOT No. 88 of 2016 filed along with GA No. 880 of 2016 before the Hon'ble Court seeking stay against the said order dated December 23, 2015. In A.P No. 113 of 2016, an order was passed on February 25, 2016, pursuant to which SREI would be entitled to take steps against AJVL in terms of the default clause in the said loan agreement if there is any further default by AJVL in making over payment to SREI in the manner as indicated in the said order dated December 23, 2015. The said AP No. 113 has since been dismissed by an order dated August 2, 2016. AJVL has filed an application under Section 9 of the Indian Arbitration and Conciliation Act, 1996 being A.P. No. 214 of 2016 inter alia seeking extension of time to pay amount as per orders dated December 23, 2015 and February 25, 2016. AJVL has also filed APOT No. 87 of 2016 inter alia for stay against order dated February 25, 2016 which has not yet been taken up for hearing. The total receivables from AJVL was approximately ₹ 335.00 million out of which approximately ₹ 70.00 million has been realised till date. AJVL has also filed a petition under Section 11 of the Arbitration and Conciliation Act, 1996 being A.P. No. 6 of 2016 before the Hon'ble High Court at Calcutta and an Arbitrator has been appointed. The Arbitrator has held first Arbitration meeting in August, 2016. A.P. 214 of 2016, APOT No. 88 of 2016 (with G.A. No. 880 of 2016), O.A. No. 559 of 2015, T.A No. 170 of 2015 and the said arbitration proceedings are pending as on date. The DRT *vide* its order dated May 5, 2017 stayed all proceedings in O.A. No. 559 of 2015 till further orders. SREI has filed SLP No. 30341 of 2016 in Supreme Court of India on the point that Arbitration cannot be preferred when DRT action has been taken by the Lender. The matter is pending as of date.

21. Nectrus Limited has filed a civil suit for injunction CS(OS) No. 2080/2015 with IA No. 14394/2015, IA No. 14395/2015 and IA No.14396/2015 before the Hon'ble High Court at Delhi against ATEN Capital Private Limited, (Def No. 1) and others. SREI, Unitech Developers and Projects Limited, Unitech Realty and Project Limited, Unitech Corporate Parks PLC and ATEN Portfolio Managers Private Limited are Defendant Nos. (2), (3), (4), (5), (6) and (7), respectively. Injunction has been sought on inter alia release of ₹ 2430.00 million by Defendant No. 1. SREI has filed an application in December 2015 under Section151 of CPC seeking legible copies of annexures. The present suit has been transferred to Saket

District Courts under the jurisdiction of District Judge, South. The matter is pending as of date.

22. SREI filed an application before Debt Recovery Tribunal, Kolkata being OA No. 408 of 2016 and Dy. No. 504 of 2016 against Sterling SEZ and Infrastructure Limited and others, inter alia, claiming a sum of ₹ 3378.00 million. Matter is pending as on date.

23. SREI filed an application before Debt Recovery Tribunal, Kolkata being OA No. 421 of 2016 and Dy. No. 520 of 2016 against Sterling Port Limited and others, inter alia, claiming a sum of ₹ 783.60 million. Srei has filed an application for amending OA making Gujarat Maritime Board (GMB) party which has been allowed by Hon'ble DRT. Matter is pending as on date.

24. SREI has filed recovery proceedings being OA No. 794 of 2016 in DRT Kolkata against Multiwall Pulp and Board Mills Private Limited and others. The Borrower Multiwall Pulp and Board Mills Private Limited and others defaulted in making repayment to the Loan extended to it by SREI, hence DRT proceedings initiated against the defaulter, guarantors and other parties for recovery of Loan of ₹ 571.20 million (outstanding dues as on September 30, 2016) plus interest thereon from October 1, 2016. Vide order dated November 22, 2016, inter alia, show cause has been given to parties and Receiver has been appointed on the properties of the Guarantors. There are other matters connected to the Borrower and Guarantor being SA No. 415 of 2014 pending before DRT-1, Lucknow where sale by SREI under the SARFEASI Act, 2002 has been challenged by the Borrower. Two collusive suits are pending being CS OS No. 776 of 2014 before Hon'ble Civil Judge Sr. Division Fast Track Court, District Court, Moradabad and CS OS No. 309 of 2014 before Moradabad District Court which have been filed by Borrower and Sher Singh respectively. All matters are pending as on date.

25. Nirmal Kumar Pandey has filed a suit against SREI and its Directors namely Mr. Hemant Kanoria, Mr. Sunil Kanoria and other directors of SREI as party. By filing the Civil Suit being OS No. 14 of 2016 before XII Additional Chief Judge, City Civil Court at Secunderabad, the plaintiff has claimed ₹ 2.00 million as compensation / damages on the alleged ground of issuing him Section 138 notices in 2012. Matter is pending as on date.

26. SREI had disbursed an aggregate loan amount of ₹ 4,265.00 million to Orissa Slurry Pipeline Infrastructure Limited ("**OSPIL**"), a subsidiary of Essar Steel India Limited ("**ESIL**") under loan agreements dated March 28, 2015 and June 20, 2015 for purchase of slurry pipeline business from ESIL, in accordance with one business transfer agreement entered between ESIL and OSPIL dated February 27, 2015 ("**BTA**"). A Right to Usage Agreement was entered between OSPIL and ESIL pursuant to which OSPIL was entitled to receive lease rentals from ESIL. Thereafter, OSPIL and ESIL executed an impugned deed of cancellation dated June 24, 2016, unwinding the transaction consummated under the said BTA ("**Cancellation Deed**"). SREI has thereafter filed one Declaratory Suit being Title Suit No. 177 of 2016 against OSPIL and ESIL before the Learned Civil Judge Senior Division at Sealdah for inter alia, restraining the OSPIL and ESIL from giving any effect or further effect to any instrument of unwinding of the sale of the pipeline contained in the BTA including the Cancellation Deed and further seeking a declaration to the effect that the Cancellation Deed is null and void and be delivered up and cancelled. The said suit is valued at approximately ₹ 4,265.00 million. Interim order granting injunction was not passed by Sealdah Court and hence Appeal filed in Calcutta High Court (FMAT 130 of 2016) against Order No. 1 dated 21st November, 2016. By an order dated December 22 ,2016 there is an order of status quo with regard to the alienation, transfer in respect of 253 km pipeline. Thereafter SREI has filed an appeal being A.P.O. No 8 of 2017, G.A. No. 133 of 2017 in A.P. No 950 of 2016 before the Hon'ble High Court at Calcutta (Div. Bench).

(c) Tax Cases:

Provided below is a summary of direct and indirect taxation proceedings pending against SREI:

(in ₹ million)

Nature of tax involved	Number of cases outstanding	Amount involved in such proceedings
Direct tax		
Sub-total (A)	12	625.10
Indirect tax		
Sub-total (B)	8	219.64
Total (A+B)	**20**	**844.74**

(d) Regulatory proceedings against SREI:

SREI in the normal course of business receives or has received from various statutory authorities including the Ministry of Corporate Affairs calling for various information and explanations from time to time and the same has been duly replied to.

(e) Other proceedings involving SREI in the ordinary course of business:

SREI has initiated numerous cases under Section 138 of the Negotiable Instruments Act, 1881, against our customers to recover money due under dishonoured cheques which were presented to SREI. These cases are pending across different courts in India. SREI has also initiated several arbitration proceedings against defaulting customers. These proceedings are pending before various arbitrators. In cases where the arbitral award was passed in favour of SREI. SREI has filed execution petitions to execute the awards and have several execution petitions pending for attachment of certain property or for issuance of warrants before several courts in India. SREI has also filed petitions under Section 9 of the Arbitration and Conciliation Act, 1996 for restraining customers from disposing of certain property during the pendency of the arbitration proceedings.

Manufacturing Value Addition Fund - Make in India Fund ("Make in India")

There are no criminal complaints, actions by statutory and regulatory authorities, tax cases or material pending litigations by/against Make in India.

XI. Litigations involving our Group Companies

There are no criminal complaints, actions by statutory and regulatory authorities, tax cases or material pending litigations by/against our Group Companies.

XII. Material Developments after March 31, 2017

For details of material developments, please refer to the chapter "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on page 304.

GOVERNMENT AND OTHER APPROVALS

We have received the necessary consents, licenses, permissions, registrations, certificates, permissions and approvals from the Government and various governmental agencies and other statutory and regulatory authorities required for our present business and, except as mentioned below, no further approvals are required for carrying on our present business.

The main objects clause and the other objects clause of the Memorandum of Association of our Company enables our Company to undertake its existing business activities.

In view of the approvals listed below, we can undertake the Issue and our current business activities and no further material approvals from any governmental or regulatory authority or any other entity are required to undertake the Issue or continue our business activities. Unless otherwise stated, these approvals are all valid as of the date of this Prospectus. For further details in connection with the regulatory and legal frame work applicable to us, see "Regulations and Policies" beginning on page 167.

A. Approvals in relation to the Issue

1. The Board, pursuant to its resolution dated November 10, 2016, authorised the Issue subject to the approval of the Shareholders under Section 62(1)(c) of the Companies Act, 2013 and approvals by such other authorities as may be necessary.

2. The Shareholders have, pursuant to their resolution dated November 14, 2016 under Section 62(1)(c) of the Companies Act, 2013, approved the Issue.

3. In-principle approval from NSE pursuant to letter no. NSE/LIST/2349 dated April 7, 2017.

4. In-principle approval from BSE pursuant to letter no. DCS/IPO/RB/IP/863/2016-17 dated March 8, 2017.

B. Approvals for our business and operations

We are required to obtain consents, licenses, registrations, permissions and approvals for carrying out our present business activities which include, approvals for operating as a contractor for road construction or civil works, approvals for carrying out mining related activities, registration under the Shops and Establishments Act, 1948, approval for the design of the projects undertaken by us, registration of contract labour employed at our project sites, registration of employees, factories, establishments under the Employees State Insurance Act, 1948, registration under the Building and Other Construction Workers (Regulation of Employment and Condition of Service) Act, 1996, environmental approvals including consent to operate under the Air (Prevention and Control of Pollution) Act, 1981, consent to operate under the Water (Prevention and Control of Pollution) Act, 1974 and other environmental clearances and tax related approvals. There are certain additional consents, licenses, registrations, permissions and approvals that we obtain for carrying out our business, which include, approval for setting up a batching plant or ready mix plant, approvals for our diesel generator sets, which we obtain from time to time, etc. The requirement for such approvals for a particular project undertaken by us may vary based on factors such as the legal requirement in the state in which the project is being undertaken, the size of the projects undertaken and the type of the project. Further, as the obligation to obtain such approvals arises at various stages in our projects and related assets, applications for approvals are filed and the necessary approvals are obtained at the appropriate stage.

We have obtained necessary consents, licenses, registrations, permissions and approvals from the governmental and other statutory and regulatory authorities that are required for carrying on our present business activities. In the event, that any of the approvals and licenses that are required for our business operations expire in the ordinary course of business, we apply for their renewal from time to time. Additionally, some of these consents, licenses, registrations, certificates, permissions and approvals from the governmental and other statutory and regulatory authorities that are required for carrying on our present business are obtained from them, the terms and conditions of which, we are required to comply with. Our Company has received all the crucial clearances, licenses, permissions and approvals from required competent authority which are necessary for commencement of the activity for which the Net Proceeds are proposed to be utilised.

C. Corporate Approvals for our Company

1. Certificate of incorporation dated December 22, 2006 issued by Registrar of Companies, West Bengal.

2. Certificate of commencement of business dated August 2, 2007 issued by Registrar of Companies, West Bengal.

3. Permanent Account Number (PAN) 'AADCB0921B' dated December 22, 2006 issued by Income Tax Department, Government of India.

4. Tax Deduction and Collection Account Number (TAN) 'CALB10646G'.

5. Provisional GST Registration Number 19AADCB0921B1ZB dated June 28, 2017 issued by Central Excise and Service Officer, West Bengal.

6. Provisional GST Registration Number 06AADCB0921B1ZI dated June 27, 2017 issued by Central Excise and Service Officer, Haryana.

7. Allotment of code WB/CAL/60551 under Employees' Provident Fund & Miscellaneous Provisions Act, 1952 dated August 9, 2012 issued by Regional Provident Fund Commissioner, West Bengal.

8. Allotment of code 41000647570000999 under Employees State Insurance Act, 1948 dated January 30, 2017 issued by the Assistant Director, Regional Office, Employee State Insurance Corporation.

9. Certificate of registration of establishment under the West Bengal Shops & Establishments Act, 1963 dated January 16, 2014 issued by Registering Authority, Shops and Establishments, Government of West Bengal.

D. Pending approvals

STPL

1. Our contractor for STPL Project has applied for renewal of consent from the Maharashtra Pollution Control Board to operate the crusher on December 29, 2015. The renewed licence is awaited.

2. Our contractor for STPL Project has applied for renewal of permission to extract boulders from quarry from Sub-Divisional Magistrate (mineral division), Osamanabad on May 5, 2017. The renewed licence is awaited.

3. Our contractor for STPL Project has applied for renewal of consent to operate ready mix plant and wet mix macadam granted by Maharashtra Pollution Control Board on August 1, 2017. The renewed licence is awaited.

E. Intellectual Property related approvals

Pursuant to a trademark license agreement dated November 12, 2016 entered into between our Corporate Promoter, SREI, and our Company, SREI has granted our Company and Subsidiaries non-exclusive and perpetual license to use 10 trade marks in relation to our corporate logo 'BRNL'. The consideration for such grant of license is a royalty of (i) ₹ 10,000.00 per annum payable by our Company as long as SREI is a promoter of our Company or (ii) at the rate of 0.25% of the consolidated revenue of our Company for the last completed financial year, otherwise. This agreement is valid for a term up to November 11, 2026, post which period it may be renewed with the mutual consent of the parties thereto.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

The Issue has been authorised by our Board pursuant to a resolution passed at its meeting held on November 10, 2016 and the Shareholders have approved the Issue by a special resolution passed in accordance with Section 62 of the Companies Act, 2013, at the EGM held on November 14, 2016.

Our Company received in-principle approvals from the BSE and the NSE for the listing of the Equity Shares pursuant to letters dated March 8, 2017 and April 7, 2017, respectively.

Our Board has approved the Red Herring Prospectus pursuant to a circular resolution dated August 22, 2017. This Prospectus has been approved by the Board to a circular resolution dated on September 11, 2017.

Prohibition by SEBI or other Governmental authorities

Our Company, our Promoters, our Directors, the members of the Promoter Group, our Group Companies or the persons in control of our Promoters have not been debarred from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

The companies, with which our Promoters, our Directors or persons in control of our Company are or were associated as promoters, directors or persons in control have not been debarred from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

Except Mr. Atanu Sen, who is a director of Punjab & Sind Bank (registered with SEBI under the SEBI (Bankers to an Issue) Regulations, 1994) and Mr. Brahm Dutt who is a director of YES Bank Limited (registered with SEBI under the SEBI (Bankers to an Issue) Regulations, 1994, SEBI (Merchant Bankers) Regulations, 1992, SEBI (Depositories and Participants) Regulations, 1996, a Trading and Clearing Member and a Professional Clearing Member (F&O segment)), none of our Directors or any of the entities that our Directors are associated with are engaged in securities market related business or are registered with SEBI.

There has been no action taken by the SEBI against our Directors or any entity in which our Directors are involved in as promoters or directors.

The listing of any securities of our Company or any of our Subsidiaries or Associates has never been refused at any time by any of the stock exchanges in India or abroad.

Prohibition by RBI

Neither our Company, nor our Promoters, Directors, Group Companies, have been categorized as wilful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India. There are no violations of securities laws committed by them in the past or are currently pending against any of them.

Eligibility for the Issue

We are an unlisted company not complying with the conditions specified in Regulation 26(1) of the SEBI ICDR Regulations and are therefore required to meet the conditions detailed in Regulation 26(2) of the SEBI ICDR Regulations, which states as follows:

"*An issuer not satisfying the condition stipulated in sub-regulation (1) may make an initial public offer if the issue is made through the book-building process and the issuer undertakes to allot, at least seventy-five percent of the net offer to public, to qualified institutional buyers and to refund full subscription money if it fails to make the said minimum allotment to qualified institutional buyers*."

Accordingly, we undertake to comply with Regulation 26(2) of the SEBI ICDR Regulations, wherein at least 75.00% of the Issue is proposed to be Allotted to QIBs and in the event we fail to do so, the full application monies shall be refunded to the Bidders, in accordance with the SEBI ICDR Regulations.

Further, in accordance with Regulation 26(4) of the SEBI ICDR Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will be Allotted will be not less than 1,000 failing which the entire application money shall be refunded. In case of delay, if any, in refund within such timeline as prescribed under applicable laws, our Company shall be liable to pay interest on the application money in accordance with applicable laws.

Our Company is in compliance with the conditions specified in Regulation 4(2) of the SEBI ICDR Regulations, to the extent applicable.

DISCLAIMER CLAUSE OF SEBI

AS REQUIRED, A COPY OF THE DRAFT RED HERRING PROSPECTUS HAS BEEN SUBMITTED TO SEBI. IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE DRAFT RED HERRING PROSPECTUS TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGERS, INGA CAPITAL PRIVATE LIMITED, INVESTEC CAPITAL SERVICES (INDIA) PRIVATE LIMITED AND SREI CAPITAL MARKETS LIMITED HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT RED HERRING PROSPECTUS, THE BOOK RUNNING LEAD MANAGERS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGERS HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED FEBRUARY 16, 2017 WHICH READS AS FOLLOWS:

WE, THE BOOK RUNNING LEAD MANAGERS TO THE ABOVE MENTIONED FORTHCOMING ISSUE, STATE AND CONFIRM AS FOLLOWS:

1. **WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATIONS LIKE ACTIONS BY STATUTORY/REGULATORY AUTHORITIES, INDIRECT AND DIRECT TAX LITIGATIONS, OTHER MATERIAL LITIGATIONS, ETC. AND OTHER MATERIAL IN CONNECTION WITH THE FINALISATION OF THE DRAFT RED HERRING PROSPECTUS DATED FEBRUARY 16, 2017 PERTAINING TO THE SAID ISSUE.**

2. **ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE COMPANY, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE ISSUE, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE COMPANY, WE CONFIRM THAT:**

   a. **THE DRAFT RED HERRING PROSPECTUS FILED WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI") IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE ISSUE;**

   b. **ALL THE LEGAL REQUIREMENTS RELATING TO THE ISSUE AS ALSO THE REGULATIONS, GUIDELINES, INSTRUCTIONS, ETC. FRAMED/ISSUED BY THE SECURITIES AND EXCHANGE BOARD OF INDIA, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY**

COMPLIED WITH; AND

c. **THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 1956, AS AMENDED AND REPLACED BY THE COMPANIES ACT, 2013, TO THE EXTENT IN FORCE, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 AS AMENDED AND OTHER APPLICABLE LEGAL REQUIREMENTS.**

3. **WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE DRAFT RED HERRING PROSPECTUS ARE REGISTERED WITH SEBI AND THAT TILL DATE SUCH REGISTRATIONS ARE VALID.**

4. **WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFIL THEIR UNDERWRITING COMMITMENTS. - <u>NOTED FOR COMPLIANCE</u>;**

5. **WE CERTIFY THAT WRITTEN CONSENT FROM THE PROMOTERS HAVE BEEN OBTAINED FOR INCLUSION OF THEIR EQUITY SHARES AS PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN AND THE EQUITY SHARES PROPOSED TO FORM PART OF THE PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED/ SOLD/ TRANSFERRED BY THE PROMOTERS DURING THE PERIOD STARTING FROM THE DATE OF FILING THE DRAFT RED HERRING PROSPECTUS WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE DRAFT RED HERRING PROSPECTUS.**

6. **WE CERTIFY THAT REGULATION 33 OF THE SEBI ICDR REGULATIONS, WHICH RELATES TO EQUITY SHARES INELIGIBLE FOR COMPUTATION OF PROMOTERS' CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS - <u>COMPLIED WITH AND NOTED FOR COMPLIANCE</u>**

7. **WE UNDERTAKE THAT SUB-REGULATION (4) OF REGULATION 32 AND CLAUSE (C) AND (D) OF SUB-REGULATION (2) OF REGULATION 8 OF THE SEBI ICDR REGULATIONS SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE. WE UNDERTAKE THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO SEBI. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE COMPANY ALONG WITH THE PROCEEDS OF THE PUBLIC ISSUE. – <u>NOTED FOR COMPLIANCE</u>**

8. **WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE COMPANY FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT ISSUE FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE COMPANY AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION.**

9. **WE CONFIRM THAT NECESSARY ARRANGEMENTS WILL BE MADE TO ENSURE THAT THE MONIES RECEIVED PURSUANT TO THE ISSUE ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES MENTIONED IN THE PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT TO BE ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE AND THE COMPANY SPECIFICALLY CONTAINS THIS CONDITION. – <u>NOTED FOR COMPLIANCE - ALL</u>**

<u>MONIES RECEIVED OUT OF THE ISSUE SHALL BE CREDITED/TRANSFERRED TO A SEPARATE BANK ACCOUNT AS REFERRED TO IN SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013.</u>

10. **WE CERTIFY THAT A DISCLOSURE HAS BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS THAT THE INVESTORS SHALL BE GIVEN AN OPTION TO GET THE SHARES IN DEMAT OR PHYSICAL MODE – <u>NOT APPLICABLE. UNDER SECTION 29 OF THE COMPANIES ACT, 2013, EQUITY SHARES IN THE ISSUE HAVE TO BE ISSUED IN DEMATERIALISED FORM ONLY</u>.**

11. **WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE SEBI ICDR REGULATIONS HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL INFORMED DECISION.**

12. **WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS:**

    a. **AN UNDERTAKING FROM THE COMPANY THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION OF THE EQUITY SHARES OF THE COMPANY; AND**

    b. **AN UNDERTAKING FROM THE COMPANY THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY SEBI FROM TIME TO TIME.**

13. **WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENTS IN TERMS OF THE SEBI ICDR REGULATIONS WHILE MAKING THE ISSUE. - <u>NOTED FOR COMPLIANCE</u>**

14. **WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE HAS BEEN EXERCISED BY US IN VIEW OF THE NATURE OF CURRENT BUSINESS BACKGROUND OF THE COMPANY, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, PROMOTERS' EXPERIENCE, ETC.**

15. **WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SEBI ICDR REGULATIONS, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE DRAFT RED HERRING PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY.**

16. **WE ENCLOSE STATEMENT ON 'PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKERS (WHO ARE RESPONSIBLE FOR PRICING THE ISSUE)', AS PER FORMAT SPECIFIED BY THE SECURITIES AND EXCHANGE BOARD OF INDIA THROUGH CIRCULAR.**

17. **WE CERTIFY THAT PROFITS FROM RELATED PARTY TRANSACTIONS HAVE ARISEN FROM LEGITIMATE BUSINESS TRANSACTIONS. – <u>COMPLIED WITH TO THE EXTENT OF THE RELATED PARTY TRANSACTIONS OF THE COMPANY, REPORTED IN ACCORDANCE WITH ACCOUNTING STANDARD 18, IN THE RESTATED FINANCIAL STATEMENTS OF THE COMPANY INCLUDED IN THE DRAFT RED HERRING PROSPECTUS, AS CERTIFIED BY M/S G.P. AGRAWAL & CO., CHARTERED ACCOUNTANTS, PURSUANT TO ITS CERTIFICATE DATED FEBRUARY 16, 2017</u>.**

18. **WE CERTIFY THAT THE ENTITY IS ELIGIBLE UNDER 106Y (1) (A) OR (B) (AS THE CASE MAY BE) TO LIST ON THE INSTITUTIONAL TRADING PLATFORM, UNDER CHAPTER XC OF THESE REGULATIONS. (IF APPLICABLE). – <u>NOT APPLICABLE</u>**

In compliance with the proviso to Regulation 21A(1) and explanation (iii) to Regulation 21A(1) of the SEBI (Merchant Bankers) Regulations, 1992, read with proviso to Regulation 5(3) of the SEBI ICDR Regulations, and confirmation provided to SEBI *vide* letter dated March 31, 2017, SCML will be involved only in marketing of the

Issue.

The filing of this Prospectus does not, however, absolve any person who has authorised the issue of this Prospectus from any liabilities under Section 34 or Section 36 of the Companies Act, 2013 or from the requirement of obtaining such statutory and/or other clearances as may be required for the purpose of the Issue. SEBI further reserves the right to take up at any point of time, with the BRLMs, any irregularities or lapses in the Draft Red Herring Prospectus, the Red Herring Prospectus and this Prospectus.

All legal requirements pertaining to the Issue have been complied with by the respective parties at the time of filing of the Red Herring Prospectus with the RoC in terms of Section 32 of the Companies Act, 2013. All legal requirements pertaining to the Issue have been complied with by the respective parties at the time of registration of this Prospectus with the RoC in terms of Sections 26, 30, 31, 32 and 33 of the Companies Act, 2013.

Disclaimer from our Company, our Directors and the BRLMs

Our Company, our Directors and the BRLMs accept no responsibility for statements made otherwise than in this Prospectus or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website www.brnl.in or the respective websites of any of our Promoters, Promoter Group, Subsidiaries, Associates, Group Companies or of any affiliates, would be doing so at his or her own risk.

Caution

The BRLMs accept no responsibility, save to the limited extent as provided in the Issue Agreement and the Underwriting Agreement.

All information shall be made available by our Company and the BRLMs to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at bidding centres or elsewhere.

None among our Company or any member of the Syndicate shall be liable for any failure in uploading the Bids due to faults in any software/hardware system or otherwise.

Bidders will be required to confirm and will be deemed to have represented to our Company, Underwriters and their respective directors, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, Underwriters and their respective directors, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

The BRLMs and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, Subsidiaries, Associates, the Promoters and Promoter Group and their respective directors and officers, group companies, affiliates or associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in underwriting, commercial banking and investment banking transactions with our Company, Subsidiaries, Associates, the Promoters and Promoter Group and their respective group companies, affiliates or associates or third parties, for which they have received, and may in the future receive, compensation.

Disclaimer Clause of the BSE

As required, a copy of the Draft Red Herring Prospectus has been submitted to BSE. The disclaimer clause as intimated by BSE to our Company, post scrutiny of the Draft Red Herring Prospectus, is as follows.

BSE has given vide its letter dated March 8, 2017 permission to this Company to use the BSE's name in this offer document as one of the stock exchanges on which this company's securities are proposed to be listed. BSE has scrutinised this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. BSE does not in any manner (a) warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or (b) warrant that this Company's securities will be listed or will continue to be listed on BSE; or (c) take any responsibility for the financial soundness of this

Company, its promoters, its management or any scheme or project of this Company; and it should not for any reason be deemed or construed that this offer document has been cleared or approved by BSE. Every person who desires to apply for or otherwise acquires any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against BSE whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/ acquisition whether by reason of anything stated or committed to be stated herein or for any other reason whatsoever.*

Disclaimer Clause of the NSE

As required, a copy of the Draft Red Herring Prospectus has been submitted to NSE. The disclaimer clause as intimated by NSE to our Company, post scrutiny of the Draft Red Herring Prospectus, is as follows.

NSE has given vide its letter number NSE/LIST/2349 dated April 07, 2017 permission to the Issuer to use the Exchange's name in this Offer Document as one of the stock exchanges on which this Issuer's securities are proposed to be listed. The Exchange has scrutinized this draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer. Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

Price information of past issues handled by the BRLMs

A. Inga Capital Private Limited

1. Price information of past public issues (during current financial year and two financial years preceding the current financial year) handled by Inga Capital Private Limited:

Sr. No.	Issue name	Issue size (₹ million)	Issue price (₹)	Listing date	Opening price on listing date	+/- % change in closing price, [+/- % change in closing benchmark] – 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] – 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] – 180th calendar days from listing
1.	Avenue Supermarts Limited	18,700.00	299.00	March 21, 2017	600.00	+145.08 [-0.20%]	+166.35 [+5.88]	Not Applicable
2.	Sadbhav Infrastructure Project Limited	4,916.57	103.00	September 16, 2015	111.00	-2.28 [+3.55]	-5.63 [-3.15]	-14.56 [-4.56]
3.	MEP Infrastructure Developers Limited	3,240.00	63.00	May 6, 2015	65.00	-15.71 [+0.42]	-8.57 [+5.51]	-13.49 [-0.57]

Source: www.nseindia.com for price information and prospectus for issue details

1. *In Avenue Supermarts Limited, the anchor investor issue price was ₹299 per equity shares*
2. *In Sadbhav Infrastructure Project Limited, the anchor investor issue price was ₹103 per equity shares*
3. *In MEP Infrastructure Developers Limited, the anchor investor issue price was ₹65 per equity shares*
4. *In the event, any day falls on a holiday, the price/ index of the immediately succeeding working day has been considered.*
5. *All prices are according to trades on NSE and the benchmark index is NIFTY 50.*
6. *% of change in closing price on 30th / 90th / 180th calendar day from listing day is calculated vs Issue price. % change in closing benchmark index is calculated based on closing index on listing day vs closing index on 30th/ 90th / 180th calendar day from listing day*
7. *Not Applicable. – Period not completed*

2. Summary statement of price information of past public issues (during current financial year and two financial

years preceding the current financial year) handled by Inga Capital Private Limited:

Fiscal	Total no. of IPOs	Total amount of funds raised (₹ million)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	Between 25-50 %	Less than 25%	Over 50%	Between 25-50 %	Less than 25%	Over 50%	Between 25-50 %	Less than 50%	Over 50%	Between 25-50 %	Less than 50%
2018*	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2017	1	18,700.00	-	-	-	1	-	-	-	-	-	-	-	-
2016	2	8,156.57	-	-	2	-	-	-	-	-	2	-	-	-

** The information is as on the date of this Prospectus*
One issue was completed in the financial year 2016-2017. However, this issue has not completed 180 days.

B. Investec Capital Services (India) Private Limited

This Issue is Investec Capital Services (India) Private Limited's 1st public issue and accordingly there is no track record disclosed herein.

Disclaimer in respect of Jurisdiction

The Issue is being made in India to persons resident in India (including Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, Indian Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts registered under applicable trust law and who are authorised under their constitution to hold and invest in shares, permitted insurance companies and pension funds, permitted provident fund, insurance funds set up and managed by the army and navy of the Union of India and insurance funds set up and managed by the Department of Posts, India), Systematically Important Non-Banking Financial Company and to eligible non-residents including Eligible NRIs and FPIs. This Prospectus did not, however, constitute an invitation to purchase Equity Shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession the Red Herring Prospectus and this Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of the Issue will be subject to the jurisdiction of appropriate court(s) in Kolkata only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that the Draft Red Herring Prospectus has been filed with SEBI for its observations. Accordingly, the Equity Shares represented thereby may not be offered or sold, directly or indirectly, and this Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company, its Subsidiaries or its Associates since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

The Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold outside the United States to eligible investors in offshore transactions in reliance on Regulation S under the U.S. Securities Act and pursuant to the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Filing

A copy of the Draft Red Herring Prospectus has been filed with SEBI at SEBI Bhavan, Plot No. C4-A, 'G' Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051, Maharashtra.

A copy of the Red Herring Prospectus, along with the documents required to be filed under Section 32 of the

Companies Act, 2013 was delivered for registration to the RoC and a copy of this Prospectus would be filed under Section 26 of the Companies Act, 2013 for registration with RoC at the Office of the Registrar of Companies, West Bengal located at Nizam Palace, 2nd MSO Building, 2nd Floor, 234/4, A.J.C.B. Road, Kolkata – 700 020, West Bengal, India.

Listing

The Equity Shares issued under the Issue are proposed to be listed on the BSE and the NSE. Applications shall be made to the Stock Exchanges for permission to deal in and for an official quotation of the Equity Shares. Our Company received in-principle approvals from the BSE and the NSE for the listing of the Equity Shares pursuant to letters dated March 8, 2017 and April 7, 2017, respectively. BSE will be the Designated Stock Exchange with which the Basis of Allotment will be finalised.

If the permissions to deal in, and for an official quotation of, the Equity Shares are not granted by any of the Stock Exchanges mentioned above, our Company may forthwith repay (in proportion to the Equity Shares offered by each of them respectively, in the Issue), all monies received from the Bidders in pursuance of the Red Herring Prospectus as required by applicable law. If such money is not repaid within the prescribed time after our Company becomes liable to repay it, then our Company and every Director of our Company who is an officer in default shall, on and from the expiry of such period, be liable to repay the money, with interest as prescribed under the applicable laws.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all Stock Exchanges mentioned above are taken within six Working Days of the Bid/Issue Closing Date.

Impersonation

Attention of the Bidders is specifically drawn to the provisions of Section 38(1) of the Companies Act, 2013 which is reproduced below:

"*Any person who:*

(a) *makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*

(b) *makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*

(c) *otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under section 447.*"

The liability prescribed under Section 447 of the Companies Act, 2013 includes imprisonment for a term of not less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

Consents

Consents in writing of our Directors, our Company Secretary and Compliance Officer, our Chief Financial Officer, legal advisors, lenders to our Company, the BRLMs, the Registrar to the Issue to act in their respective capacities, the Syndicate Members, the Public Issue Bank(s), the Escrow Collection Bank(s), Refund Banker have been obtained prior to filing of the Red Herring Prospectus with the RoC as required under the Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of this Prospectus for registration with RoC.

Our Company has received written consent dated August 3, 2017 from our Statutory Auditor, namely, G.P. Agrawal & Co., Chartered Accountants for inclusion of their reports, on the Restated Standalone Financial Statements dated April 26, 2017, the Restated Consolidated Financial Statements dated April 26, 2017, in this Prospectus and to include their name as required under Section 26 of the Companies Act, 2013 in this Prospectus and as an 'expert' as defined under Section 2(38) of the Companies Act, 2013 in relation to the Statement of Tax

Benefits dated August 3, 2017 in the form and context in which it appears in this Prospectus. Such consent has not been withdrawn up to the time of delivery of this Prospectus for filing with SEBI.

Experts

Our Company has received:

1. Our Company has received written consent from the Statutory Auditor to include its name as required under Section 26(1)(a)(v) of the Companies Act, 2013 in this Prospectus and as an "expert" defined under Section 2(38) of the Companies Act, 2013 in respect of the reports of the Statutory Auditor's on the Restated Financial Statements and the statement of tax benefits dated August 3, 2017 included in this Prospectus; and such consent has not been withdrawn as on the date of this Prospectus

2. Consent letter dated July 28, 2017 from MKPS & Associates, Chartered Accountants, the statutory auditors to STPL to include their name as an "expert" defined under Section 2(38) of the Companies Act, 2013 in respect of the certificates issued by them regarding means of finance for STPL for the purpose of the Objects of the Issue.

3. Consent letter dated July 27, 2017 from MKPS & Associates, Chartered Accountants, the statutory auditors to KEPL to include their name as an "expert" defined under Section 2(38) of the Companies Act, 2013 in respect of the certificates issued by them regarding means of finance for KEPL for the purpose of the Objects of the Issue.

4. Consent letter dated July 26, 2017 from Sunil Saraf & Associates, the statutory auditors to MTPL to include their name as an "expert" defined under Section 2(38) of the Companies Act, 2013 in respect of the certificates issued by them regarding means of finance for MTPL for the purpose of the Objects of the Issue.

5. Our Company has received written consent from Kamal H Agarwal & Associates to include their name as an "expert" defined under Section 2(38) of the Companies Act, 2013 in respect of traffic data and claims and counter-claims from regulatory authorities.

Issue Expenses

The expenses of the Issue include, among others, underwriting and management fees, selling commissions, bidding charges, printing and distribution expenses, legal fees, statutory advertisement expenses, registrar and depository fees, filing, auditor's fees and listing fees. For further details of Issue related expenses, please refer to the chapter "*Objects of the Issue*" on page 88.

Fees Payable to Syndicate

The total fees payable to Syndicate (including underwriting commission and selling commission and reimbursement of their out-of-pocket expense) will be as per the Syndicate Agreement, a copy of which will be available for inspection at the Registered Office. For details, please refer to the chapter "*Objects of the Issue*" on page 88.

Commission payable to SCSBs, Registered Brokers, RTAs and CDPs

For details of the commission payable to SCSBs, Registered Brokers, RTAs and CDPs, please refer to the chapter "*Objects of the Issue*" on page 88.

Fees Payable to the Registrar to the Issue

The fees payable by our Company to the Registrar to the Issue for processing of application, data entry, printing of Allotment Advice/CAN/refund order, preparation of refund data on magnetic tape, printing of bulk mailing register will be as per the agreement dated February 15, 2017 entered into amongst our Company and the Registrar to the Issue ("**Registrar Agreement**"), a copy of which was made available for inspection at the Registered Office.

The Registrar to the Issue will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, stamp duty and communication expenses. Adequate funds will be provided to Registrar to the Issue to enable it to send refund in any of the modes described in this Prospectus or Allotment advice by registered post/speed post. For details, please refer to the chapter "*Objects of the Issue*" on page 88.

Underwriting commission, brokerage and selling commission on Previous Issues

Since this is an initial public offering of our Company, no sum has been paid or is payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any Equity Shares since inception of our Company.

Particulars regarding public or rights issues by our Company during the last five years

Our Company has not made any public or rights issues during the five years preceding the date of this Prospectus.

Commission and Brokerage paid on previous issues of the Equity Shares

Since this is an initial public offering of the Equity Shares of our Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares since our Company's inception.

Previous issues of the Equity Shares otherwise than for cash

Except as disclosed in the chapter "*Capital Structure*" on page 79, our Company has not issued any Equity Shares for consideration otherwise than for cash.

Previous capital issue during the previous three years by listed group companies, subsidiaries and associates of our Company

None of our Subsidiaries, Associates or Group Companies are listed on any stock exchange nor have they undertaken a capital issue in the last three years preceding the date of this Prospectus.

Performance vis-à-vis objects – Public/rights issue of our Company and/or listed group companies and subsidiaries/ associates of our Company

None of our Company, Subsidiaries, Associates and Group Companies have not undertaken any previous public or rights issue of Equity Shares. Our Group Companies/ Subsidiaries/Associates have not undertaken any public or rights issue in the last ten years preceding the date of the Draft Red Herring Prospectus.

Partly Paid-up Shares

Our Company does not have any partly paid-up Equity Shares as on the date of this Prospectus.

Outstanding Debentures or Bonds

Our Company does not have any outstanding debentures or bonds as of the date of this Prospectus.

Outstanding Preference Shares

Our Company does not have any outstanding preference shares as on date of this Prospectus.

Stock Market Data of the Equity Shares

This being an initial public offering of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange.

Redressal of Investor Grievances

The agreement amongst the Registrar to the Issue and our Company provides for the retention of records with Registrar to the Issue for a period of at least three years from the last date of despatch of the letters of Allotment, demat credit and refund orders to enable the investors to approach Registrar to the Issue for redressal of their grievances.

All grievances other than of Anchor Investors may be addressed to the Registrar to the Issue with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted. The Bidder should give full details such as name of the sole or first Bidder, ASBA Form number, Bidder DP ID, Client ID, PAN, date of the ASBA Form, address of the Bidder, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the ASBA Form was submitted by the Bidder.

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the relevant SCSBs or the member of the Syndicate if the Bid was submitted to a member of the Syndicate at any of the Specified Locations or the relevant Registered Broker if the Bid was submitted through Registered Brokers, as the case may be, giving full details such as name and address of the sole or the First Bidder, the Bid cum Application Form number, Bidders' DP ID, Client ID, PAN, number of the Equity Shares applied for, date of Bid cum Application Form, name and address of the member of the Syndicate or the Registered Broker or the Designated Branch, as the case may be, where the ASBA Bid was submitted and ASBA Account number in which the amount equivalent to the Bid Amount was blocked. Further, the investor shall also enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents/information mentioned hereinabove.

The Registrar to the Issue shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders. Our Company, the BRLMs and the Registrar to the Issue accept no responsibility for errors, omissions, commission or any acts of SCSBs, Syndicate Members, RTA, CDPs including any defaults in complying with its obligations under applicable SEBI ICDR Regulations.

All grievances of the Anchor Investors may be addressed to the Registrar to the Issue, giving full details such as name of the sole or first Bidder, Anchor Investor Application Form number, Bidders DP ID, Client ID, PAN, date of the Anchor Investor Application Form, address of the Anchor Investor, number of the Equity Shares applied for, Bid Amount paid on submission of the Anchor Investor Application Form and the name and address of the Book Running Lead Manager/ relevant Syndicate Member (with prior written permission of SCML) where the Anchor Investor Application Form was submitted by the Anchor Investor.

Our Company estimates that the average time required by our Company or Registrar to the Issue or SCSB, for the redressal of routine investor grievances shall be 10 Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

For details of the Stakeholders' Relationship Committee, please refer to the chapter "*Our Management*" on page 192.

Our Company has also appointed Mr Sanjay Banka, Chief Financial Officer and the Company Secretary of our Company, as the Compliance Officer for the Issue and he may be contacted in case of any pre-Issue or post-Issue related problems at the following address:

Bharat Road Network Limited

5th Floor (north east block),
Vishwakarma Building,
86C Topsia Road (South),
Kolkata – 700 046,
West Bengal, India
Tel: +91 33 4409 9140
Fax: +91 33 6602 3243

Our Company has not received any investor complaint during the three years preceding the date of this Prospectus.

Changes in auditors

There have been no changes in the auditors of our Company during the three years preceding the date of this Prospectus.

Capitalisation of Reserves or Profits

Our Company has not capitalised its reserves or profits at any time during the five years preceding the date of this Prospectus.

Revaluation of Assets

Our Company has not re-valued its assets at any time during the five years preceding the date of this Prospectus.

SECTION VIII: ISSUE INFORMATION

TERMS OF THE ISSUE

The Equity Shares being offered pursuant to this Issue are subject to the provisions of the Companies Act, the SCRA, SCRR, SEBI ICDR Regulations, our Memorandum and Articles, the terms of the Red Herring Prospectus, this Prospectus, the Abridged Prospectus, the Bid cum Application Form, the Revision Form, CAN, the Allotment Advice, the SEBI Listing Regulations and other terms and conditions as may be incorporated in the Allotment Advice and other documents or certificates that may be executed in respect of this Issue. The Equity Shares shall also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities offered from time to time by the SEBI, the GoI, the Stock Exchanges, the RoC, the RBI, the FIPB and/or other authorities, as in force on the date of this Issue and to the extent applicable or such other conditions as may be prescribed by such governmental, regulatory or statutory authority while granting its approval for the Issue.

Ranking of the Equity Shares

The Equity Shares being offered and allotted in the Issue shall be subject to the provisions of the Companies Act, our Memorandum and Articles and shall rank *pari passu* in all respects with the existing Equity Shares including rights in respect of dividend.

Mode of Payment of Dividend

Our Company shall pay dividends, if declared, to shareholders of our Company as per the provisions of the Companies Act, 2013, our Memorandum and Articles, the SEBI Listing Regulations and other applicable laws. All dividends, if any, declared by our Company after the date of Allotment, will be payable to the Bidders who have been Allotted Equity Shares in the Issue. For further details in relation to dividends, please refer to the chapters *"Dividend Policy"* and *"Main Provisions of the Articles of Association"* on pages 217 and 424, respectively.

Face Value and Issue Price

The face value of the Equity Shares is ₹ 10.00 each and the Issue Price is ₹ 205 per Equity Share. The Floor Price of Equity Shares is ₹ 195 per Equity Share and the Cap Price is ₹ 205 per Equity Share. The Price Band and minimum Bid lot size for the Issue was decided by our Company, in consultation with the BRLMs (other than SCML), and advertised in all editions of English national newspaper Financial Express, all edition of the Hindi national newspaper Jansatta and Kolkata edition of the Bengali newspaper Kalantar Patrika (Bengali being the regional language in West Bengal, where our Company's Registered Office is located), each with wide circulation, respectively, at least five Working Days prior to the Bid/Issue Opening Date and was made available to the Stock Exchanges for the purpose of uploading on their website. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, was pre-filled in the Bid cum Application Forms available at the websites of the Stock Exchanges. The Issue Price is determined by our Company, in consultation with the BRLMs (other than SCML), after the Bid/Issue Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of Book Building Process.

At any given point of time there shall be only one denomination for the Equity Shares.

Compliance with disclosure and accounting norms

Our Company shall comply with all applicable disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the provisions of our Articles, the equity shareholders of our Company shall have the following rights:

- The right to receive dividends, if declared;
- The right to attend general meetings and exercise voting powers, unless prohibited by law;
- The right to vote on a poll either in person or by proxy or 'e-voting', in accordance with the provisions of the

Companies Act;
- The right to receive offers for rights shares and be allotted bonus shares, if announced;
- The right to receive any surplus on liquidation subject to any statutory and other preferential claims being satisfied;
- The right to freely transfer their Equity Shares, subject to applicable laws; and
- Such other rights, as may be available to a shareholder of a listed public company under applicable law, including the Companies Act, 2013, the terms of the SEBI Listing Regulations, and our Memorandum and Articles.

For a detailed description of the main provisions of our Articles relating to voting rights, dividend, forfeiture and lien, transfer and transmission, and/ or consolidation/ splitting, please refer to the chapter "*Main Provisions of the Articles of Association*" on page 424.

Option to receive Equity Shares in dematerialised form

Pursuant to Section 29 of the Companies Act, 2013, the Equity Shares shall be Allotted only in dematerialised form. Hence, the Equity Shares offered through this Prospectus can be applied for in the dematerialised form only.

Market Lot and Trading Lot

Further, the trading of our Equity Shares on the Stock Exchanges shall only be in dematerialised form, consequent to which, the tradable lot is one Equity Share. Allotment of Equity Shares will be only in electronic form in multiples of one Equity Share, subject to a minimum Allotment of 73 Equity Shares. See *"Issue Procedure – Part B – General Information Document for Investing in Public Issues"* on page 391.

Joint Holders

Subject to provisions contained in our Articles, where two or more persons are registered as the holders of any Equity Share, they shall be deemed to hold the same as joint tenants with benefits of survivorship.

Jurisdiction

The courts of Kolkata will have exclusive jurisdiction in relation to this Issue.

Period of operation of subscription list

See "*Issue Structure – Bid/Issue Programme*" on page 376.

Nomination facility to investors

In accordance with Section 72 of the Companies Act, 2013 read with the Companies (Share Capital and Debenture) Rules, 2014, as amended, the sole or First Bidder, along with other joint Bidders, may nominate any one person in whom, in the event of the death of the sole Bidder or in case of joint Bidders, the death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner. A person, being a nominee, entitled to the Equity Shares by reason of death of the original holder(s), shall be entitled to the same advantages to which such person would be entitled if such person were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to the Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale or transfer of Equity Share(s) by the person nominating. A nomination may be cancelled or varied by nominating any other person in place of the present nominee by the holder of the Equity Shares who has made the nomination by giving a notice of such cancellation. A buyer will be entitled to make a fresh nomination in the manner prescribed. A fresh nomination can be made only on the prescribed form, which is available on request at our Registered Office or with the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013 as mentioned above, shall, upon the production of such evidence as may be required by our Board, elect either:

- to register himself or herself as the holder of the Equity Shares; or
- to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, our Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, our Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment will be made only in dematerialised form, there shall be no requirement for a separate nomination with our Company. Nominations registered with the respective Depository Participant of the applicant will prevail. If investors wish to change their nomination, they are requested to inform their respective Depository Participant.

Minimum Subscription

If our Company (i) does not receive minimum subscription of 90.00% of the Issue; and (ii) does not receive the subscription in the Issue equivalent to minimum number of securities as specified under Rule 19(2)(b) (i) or Rule 19(2)(b) (ii) of the SCRR, as the case may be, including through devolvement to the Underwriters, if any, within 60 days from the Bid/Issue Closing Date, our Company shall forthwith refund the entire subscription amount received. In case of delay, if any, in refund within such timeline as prescribed under applicable laws, then our Company shall be liable to pay interest on the application money as prescribed under the Companies Act, 2013, the SEBI ICDR Regulations and other applicable law.

Further, in accordance with Regulation 26(4) of the SEBI ICDR Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will be Allotted will be not less than 1,000.

If at least 75.00% of the Issue is not Allotted to QIBs, the entire application money shall be refunded forthwith.

Arrangements for disposal of odd lots

Since our Equity Shares will be traded in dematerialised form only and the market lot for our Equity Shares will be one Equity Share, no arrangements for disposal of odd lots are required.

Restriction on transfer and transmission of shares

Except for the lock-in of the pre-Issue Equity Shares, other than the minimum Promoter's contribution and Allotments made to Anchor Investors pursuant to the Issue, as detailed in "*Capital Structure*" on page 79 and except as provided in our Articles and under applicable laws, there are no restrictions on transfers and transmission of Equity Shares or on their consolidation or splitting. See "*Main Provisions of the Articles of Association*" at page 424.

New Financial Instruments

As on the date of this Prospectus, there are no outstanding warrants, new financial instruments or any rights, which would entitle the shareholders of our Company, including our Promoters, to acquire or receive any Equity Shares after the Issue.

ISSUE STRUCTURE

Initial public offering of 29,300,000 Equity Shares for cash at a price of ₹ 205 per Equity Share, aggregating up to ₹ 6,006.50 million by our Company. The Issue would constitute up to 34.90% of the post- Issue paid-up capital of our Company.

The Issue is being made through the Book Building Process.

Particulars	QIBs[(1)]	Non-Institutional Bidders	Retail Individual Bidders
Number of Equity Shares available for Allotment / allocation [(2)]	At least 21,975,000 Equity Shares.	Not more than 4,395,000 Equity Shares.	Not more than 2,930,000 Equity Shares.
Percentage of Issue available for Allotment/ allocation	At least 75.00% of the Issue was made available for allocation to QIB Bidders. However, 5.00% of the Net QIB Portion was made available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the 5.00% reservation in the Net QIB Portion was also made eligible for allocation in the remaining QIB Portion. The unsubscribed portion in the Mutual Fund reservation was available for allocation to QIBs.	Not more than 15.00% of the Issue.	Not more than 10.00% of the Issue.
Basis of Allotment if respective category is oversubscribed[(3)]	Proportionate as follows: (a) 1,098,750 Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds; and (b) 20,876,250 Equity Shares was made available for allocation on a proportionate basis to all QIBs including Mutual Funds receiving allocation as per (a) above.	Proportionate.	Not more than the minimum Bid Lot (subject to availability of Equity Shares in the Retail Portion), and the remaining Equity Shares, if any, shall be allotted on a proportionate basis
Minimum Bid	Such number of Equity Shares so that the Bid Amount exceeds ₹ 200,000.00.	Such number of Equity Shares so that the Bid Amount exceeds ₹ 200,000.00.	73 Equity Shares.
Maximum Bid	Such number of Equity Shares not exceeding the size of the Issue, subject to applicable limits.	Such number of Equity Shares not exceeding the size of the Issue, subject to applicable limits.	Such number of Equity Shares whereby the Bid Amount does not exceed ₹ 200,000.00.
Mode of Allotment	Compulsorily in dematerialised form.		
Bid Lot	73 Equity Shares and in multiples of 73 Equity Shares thereafter.		
Allotment Lot	A minimum of 73 Equity Shares and thereafter in multiples of one Equity Share.	A minimum of 73 Equity Shares and thereafter in multiples of one Equity Share.	A minimum of 73 Equity Shares and thereafter in multiples of one Equity Share, subject to availability in the Retail Portion.
Trading Lot	One Equity Share.	One Equity Share.	One Equity Share.
Who can Apply [(3) (5)]	Mutual Funds, Venture Capital Funds, AIFs, FPIs (other than Category III FPIs), Deemed	Eligible NRIs, Resident Indian individuals, HUFs (in the name of the Karta), companies, corporate	Resident Indian individuals, HUFs (in the name of the Karta) and Eligible NRIs.

Particulars	QIBs[(1)]	Non-Institutional Bidders	Retail Individual Bidders
	FPIs, FVCIs, multilateral and bilateral development financial institutions, public financial institution as defined in Section 2(72) of the Companies Act, 2013, a scheduled commercial bank, state industrial development corporation, insurance company registered with the Insurance Regulatory and Development Authority, provident fund with minimum corpus of ₹ 250.00 million, pension fund with minimum corpus of ₹ 250.00 million, National Investment Fund, insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and Systematically Important Non-Banking Financial Company.	bodies, scientific institutions, societies and trusts, or Category III FPIs/sub-accounts of FIIs which are foreign corporates or foreign individuals.	
Terms of Payment	The entire Bid Amount shall be payable at the time of submission of Anchor Investor Application Form by Anchor Investors. [(4)] In case of ASBA Bidders, the SCSB shall be authorised to block the Bid Amount mentioned in the ASBA Form.		
Mode of Bidding	Only through the ASBA process (except for Anchor Investors).	Only through the ASBA process.	Only through the ASBA process.

[(1)] *deleted .*

[(2)] *Subject to valid Bids being received at or above the Issue Price. The Issue is being made through the Book Building Process in accordance with Regulation 26(2) of the SEBI ICDR Regulations, wherein at least 75.00% of the Issue was made available for allocation on a proportionate basis to QIBs. Such number of Equity Shares representing 5.00% of the Net QIB Portion was made available for allocation on a proportionate basis to Mutual Funds only. The remainder of the Net QIB Portion was made available for allocation on a proportionate basis to QIBs, including Mutual Funds, subject to valid Bids being received from them at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5.00% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion was added to the remaining Net QIB Portion for proportionate allocation to all QIBs. Further, not more than 15.00% of the Issue was made available for allocation on a proportionate basis to Non-Institutional Bidders and not more than 10.00% of the Issue was made available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Issue Price.*

Subject to valid Bids being received at or above the Issue Price, under-subscription, if any, in the Non-Institutional Portion or the Retail Portion was allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company, in consultation with the BRLMs (other than SCML), and the Designated Stock Exchange, on a proportionate basis. However, under-subscription, if any, in the QIB Portion wasnot be allowed to be met with spill-over from other categories or a combination of categories.

[(3)] *The Bid cum Application Form contained only the name of the First Bidder whose name also appeared as the first holder of the beneficiary account held in joint names. The signature of only such First Bidder was required in the Bid cum Application Form and such First Bidder would be deemed to have signed on behalf of the joint holders.*

[(4)] *Anchor Investors shall pay the entire Bid Amount at the time of submission of the Anchor Investor Bid, provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Issue Price, shall be payable by the Anchor Investor Pay-in Date as mentioned in the CAN.*

[(5)] *With respect to restrictions on participation in the Issue, please refer to "Issue Procedure" and "Restrictions on Foreign Ownership of Indian Securities" on page 423.*

Bid/Issue Programme*

BID/ ISSUE OPENED ON	BID/ ISSUE CLOSED ON
Wednesday, September 6, 2017	Friday, September 8, 2017

An indicative timetable in respect of the Issue is set out below:

Event	Indicative Date
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or around Wednesday, September 13, 2017
Initiation of refunds (if any, for Anchor Investors)/ unblocking of funds from ASBA Account	On or around Thursday, September 14, 2017
Credit of the Equity Shares to depository accounts of Allottees	On or around Thursday, September 14, 2017
Commencement of trading of the Equity Shares on the Stock Exchanges	On or around Monday, September 18, 2017

The above timetable is indicative and does not constitute any obligation on our Company or the BRLMs. While our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within six Working Days of the Bid/Issue Closing Date or such period as may be prescribed, the timetable may change due to various factors, such as extension of the Bid/Issue Period by our Company, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchanges. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws.

Except in relation to the Bids received from the Anchor Investors, Bids and any revision in Bids were accepted **only between 10.00 a.m. and 5.00 p.m.** (Indian Standard Time ("**IST**")) during the Bid/Issue Period (except on the Bid/Issue Closing Date) at the Bidding Centres as mentioned on the Bid cum Application Form except that:

(i) on the QIB Bid/Issue Closing Date, in case of Bids by QIBs under the Net QIB Portion, the Bids and the revisions in Bids were accepted only between 10.00 a.m. and 3.00 p.m. (Indian Standard Time) and uploaded until 4.00 p.m. (IST);

(ii) on the Bid/Issue Closing Date:

a. in case of Bids by Non-Institutional Bidders, the Bids and the revisions in Bids were accepted only between 10.00 a.m. and 3.00 p.m. (IST) and uploaded until 4.00 p.m. (IST); and

b. in case of Bids by Retail Individual Bidders, the Bids and the revisions in Bids were accepted only between 10.00 a.m. and 3.00 p.m. (IST) and uploaded until 5.00 p.m. (IST), which may be extended up to such time as deemed fit by the Stock Exchanges after taking into account the total number of applications received up to the closure of timings and reported by BRLMs to the Stock Exchanges.

For the avoidance of doubt, it is clarified that Bids not uploaded on the electronic bidding system will be rejected.

Due to limitation of the time available for uploading the Bids on the Bid/Issue Closing Date, the Bidders were advised to submit their Bids one day prior to the Bid/Issue Closing Date and, in any case, no later than 1.00 p.m. (Indian Standard Time) on the Bid/Issue Closing Date. Bidders were cautioned that, in the event a large number of Bids are received on the Bid/Issue Closing Date, as is typically experienced in public offerings in India, it may lead to some Bids not being uploaded due to lack of sufficient time to upload. Such Bids that cannot be uploaded on the electronic bidding system are considered for allocation under this Issue. Bids were accepted on Working Days. Investors may please note that as per letter no. List/smd/sm/2006 dated July 3, 2006 and letter no. NSE/IPO/25101- 6 dated July 6, 2006 issued by BSE and NSE respectively, Bids and any revision in Bids were not accepted on Saturdays and public holidays as declared by the Stock Exchanges. Bids by ASBA Bidders were not uploaded by the SCSBs in the electronic system to be provided by the Stock Exchanges. Neither our Company, nor any member of the Syndicate is liable for any failure in uploading or downloading the Bids due to faults in any software / hardware system or otherwise.

In case of discrepancy in the data entered in the electronic book *vis-à-vis* the data contained in the physical Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges may be taken as the final data for the purpose of Allotment.

ISSUE PROCEDURE

*All Bidders should review the 'General Information Document for investing in public issues' prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013 notified by SEBI ("**General Information Document**") included below under sub-section "– Part B – General Information Document", which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations. The General Information Document has been updated to reflect various enactments and regulations as well as amendments to existing regulations, to the extent applicable to the Issue. The General Information Document is also available on the websites of the Stock Exchanges and the BRLMs. Please refer to the relevant portions of the General Information Document which are applicable to this Issue.*

Please refer to the relevant provisions of the General Information Document which are applicable to the Issue. All Designated Intermediaries in relation to the Issue should ensure compliance with the SEBI circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, as amended and modified by the SEBI circular (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016, in relation to clarifications on streamlining the process of public issue of equity shares and convertibles.

Our Company and the Syndicate do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document for any amendment, modification or change in the applicable law which may occur after the date of this Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus and this Prospectus.

PART A

Book Building Procedure

The Issue is being made through the Book Building Process in accordance with Regulation 26(2) of the SEBI ICDR Regulations, wherein not less than 75.00% of the Issue shall be available for allocation on a proportionate basis to QIBs. If at least 75.00% of the Issue cannot be allotted to QIBs, then the entire application money shall be refunded forthwith. Our Company may, in consultation with the BRLMs (other than SCML), allocate up to 60.00% of the QIB Portion to Anchor Investors at the Anchor Investor Allocation Price, on a discretionary basis, out of which at least one-third will be available for allocation to domestic Mutual Funds only, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Such number of Equity Shares representing 5.00% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only. The remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to QIBs, including Mutual Funds, subject to valid Bids being received from them at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5.00% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs.

Further, not more than 15.00% of the Issue shall be available for allocation on a proportionate basis to Non Institutional Bidders and not more than 10.00% of the Issue shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Issue Price. Subject to availability of Equity Shares, each Retail Individual Bidder shall be Allotted not less than the minimum Bid Lot, and the remaining Equity Shares, if available, shall be allotted to all Retail Individual Bidders on a proportionate basis.

Subject to valid Bids being received at or above the Issue Price, under-subscription, if any, in the Non-Institutional Portion or the Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company in consultation with the BRLMs (other than SCML), and the Designated Stock Exchange, on a proportionate basis, subject to applicable law. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialised segment of the Stock Exchanges.

Investors should note that the Equity Shares will be allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID and PAN, shall be treated as incomplete and will be rejected. Bidders will not have the option of being allotted Equity Shares in physical form.

Bid cum Application Form

All Bidders (other than Anchor Investors) were required to mandatorily participate in the Issue only through the ASBA process. Anchor Investors are not permitted to participate in the Issue through the ASBA process.

Copies of the ASBA Forms and the Abridged Prospectus were made available with the Designated Intermediaries at the Bidding Centres and at our Registered Office and Corporate Office. Electronic copies of the ASBA Forms were made available for download on the websites of the Stock Exchanges, namely, NSE (www.nseindia.com) and BSE (www.bseindia.com), at least one day prior to the Bid/Issue Opening Date. Anchor Investor Application Forms were made available at least one day prior to the Anchor Investor Bid/Issue Period.

All Bidders (other than Anchor Investors) were required to ensure that their Bids are made on ASBA Forms bearing the stamp of a Designated Intermediary and submitted at the Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp were liable to be rejected. Additionally, ASBA Bidders must provide bank account details and authorisation to block funds in the relevant space provided in the ASBA Form and ASBA Forms that do not contain such details are liable to be rejected. ASBA Bidders were also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount can be blocked by the SCSB at the time of submitting the Bid.

The prescribed colour of the Bid cum Application Form for various categories of Bidders is as follows:

Category	Colour of Bid cum Application Form*
Resident Indians including resident QIBs, Non-Institutional Bidders, Retail Individual Bidders and Eligible NRIs applying on a non-repatriation basis **	White
NRIs, FVCIs, FIIs and their Sub-Accounts (other than Sub- Accounts which are foreign corporate(s) or foreign individuals bidding under the QIB) and FPIs applying on a repatriation basis. ** For restrictions on participation in the Issue, please refer to "— *Restrictions on Foreign Ownership of Indian Securities*" on page 423	Blue
Anchor Investors***	White

* *Excluding electronic Bid cum Application Forms.*

** *Electronic Bid cum Application forms were made available for download on the website of the NSE (www.nseindia.com) and the BSE (www.bseindia.com).*

*** *Bid cum Application Forms for Anchor Investors were made available with the Book Running Lead Manager/ relevant Syndicate Member (with prior written permission of SCML).*

Designated Intermediaries (other than SCSBs) are required to submit/ deliver ASBA Forms to the respective SCSB, where the Bidder has a bank account and shall not submit it to any non-SCSB bank or the Escrow Collection Bank.

Who can Bid?

In addition to the category of Bidders set forth in the sub-section "– *Part B – General Information Document for Investing in Public Issues – Category of Investors Eligible to Participate in an Issue*" on page 394, the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines:

- Scientific and/or industrial research organizations in India, which are authorised to invest in equity shares;
- Systematically Important Non-Banking Financial Company; and
- Any other person eligible to Bid in this Issue, under the laws, rules, regulations, guidelines and polices applicable to them.

The Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws in the United States. Accordingly, the Equity Shares are only

being offered and sold outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and pursuant to the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Participation by Promoters, Promoter Group, associates and affiliates of the BRLMs and the Syndicate Members

The BRLMs and the Syndicate Members shall not be allowed to subscribe to the Equity Shares in this Issue in any manner, except towards fulfilling their underwriting obligations. However, associates and affiliates of the BRLMs and the Syndicate Members may subscribe to or purchase Equity Shares in the Issue, in the QIB Portion or in Non-Institutional Portion as may be applicable to such Bidders. Such Bidding and subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of the BRLMs and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Other than mutual funds sponsored by entities related to the BRLMs, the BRLMs, the Syndicate Members, the Promoters, members of the Promoter Group and any persons related to them cannot apply in the Issue under the Anchor Investor Portion.

Bids by Mutual Funds

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made. In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which the Bid has been made.

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid in whole or in part, in either case, without assigning any reason thereof.

No Mutual Fund scheme shall invest more than 10.00% of its net asset value in the equity shares or equity related instruments of any single company provided that the limit of 10.00% shall not be applicable for investments in index funds or sector or industry specific funds. No Mutual Fund under all its schemes should own more than 10.00% of any company's paid-up share capital carrying voting rights.

Bids by Eligible NRIs

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Eligible NRI Bidders bidding on a repatriation basis by using the Non-Resident Forms should authorize their SCSB to block their Non-Resident External ("**NRE**") accounts, or Foreign Currency Non-Resident ("**FCNR**") ASBA Accounts, and eligible NRI Bidders bidding on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non-Resident Ordinary ("**NRO**") accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form.

Eligible NRIs Bidding on a repatriation basis were advised to use the Bid cum Application Form meant for Non-Residents (blue in colour).

Eligible NRIs Bidding on non-repatriation basis were advised to use the Bid cum Application Form for residents. (white in colour).

Pursuant to the provisions of the FEMA regulations, investments by NRIs under the Portfolio Investment Scheme ("**PIS**") is subject to certain limits, i.e., 10.00% of the paid-up equity share capital of the company. Such limit for NRI investment under the PIS route can be increased by passing a board resolution, followed by a special resolution by the shareholders, subject to prior intimation to the RBI. Our Company has not passed any resolution to increase this limit.

Bids by FPIs

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) is not permitted to exceed 10.00% of our post- Issue Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10.00% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24.00% of the paid-up Equity Share capital of our Company. The aggregate limit of 24.00% may be increased up to the sectoral cap by way of a resolution passed by our Board, followed by a special resolution passed by the shareholders of our Company and subject to prior intimation to RBI. For calculating the aggregate holding of FPIs in our Company, holding of all registered FPIs as well as holding of FIIs and sub-accounts of FIIs (being deemed FPIs) shall be included.

In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included. FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time. Our Company through its Board resolution dated November 14, 2016 and as approved by our shareholders in their meeting on November 14, 2016, has fixed the limit of FPI shareholding in our Company up to 49.00% of the issued Equity Share capital of our Company.

In accordance with the FDI Policy, participation by non-residents in the Issue is restricted to participation by (i) FPIs through the portfolio investment scheme under Schedule 2A of the FEMA Regulations, in the Issue subject to limit of the individual holding of an FPI below 10% of the post-Issue paid-up capital of the Company and the aggregate limit for FPI investment to is as provided under applicable law; and (ii) Eligible NRIs only on non-repatriation basis under Schedule 4 of the FEMA Regulations subject to limit of the individual holding of an NRI below 5% of the post-Issue paid-up capital of the Company and the aggregate limit for NRI investment to 10% of the post-Issue paid-up capital of our Company. Further, other non-residents such as FVCIs and multilateral and bilateral development financial institutions are not permitted to participate in the Issue. As per the existing policy of the Government, OCBs cannot participate in this Issue.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III Foreign Portfolio Investors and unregulated broad based funds, which are classified as Category II Foreign Portfolio Investors by virtue of their investment manager being appropriately regulated, may issue or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it that are listed or proposed to be listed on any recognised stock exchange in India, as its underlying) directly or indirectly, only if (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with 'know your client' norms. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by, or on behalf of, it to any persons that are not regulated by an appropriate foreign regulatory authority.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by or on its behalf, is carried out subject to the following conditions:

a. such offshore derivative instruments are transferred only to persons in accordance with Regulation 22(1) of the SEBI FPI Regulations; and
b. prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre-approved by the FPI.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Bids by SEBI registered Venture Capital Funds, Alternative Investment Funds and Foreign Venture Capital Investors

The SEBI FVCI Regulations and the SEBI AIF Regulations *inter-alia* prescribe the investment restrictions on the VCFs, FVCIs and AIFs registered with SEBI.

The holding in any company by any individual VCF registered with SEBI should not exceed 25.00% of the corpus of the VCF. Further, FVCIs and VCFs can invest only up to 33.33% of the investible funds in various prescribed instruments, by way of subscription to an initial public offering.

Category I and II AIFs cannot invest more than 25.00% of the investible funds in one investee company. A category III AIF cannot invest more than 10.00% of the investible funds in one investee company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than one-third of its investible funds by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up.

Further, according to the SEBI ICDR Regulations, the shareholding of VCFs and category I AIFs or FVCI held in a company prior to making an initial public offering would be exempt from lock-in requirements provided that such equity shares held are locked in for a period of at least one year from the date of purchase by such VCF or category I AIFs or FVCI.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Bids by limited liability partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid without assigning any reason therefor.

Bids by insurance companies

In case of Bids made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid without assigning any reason thereof.

Insurer companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by the IRDA from time to time to time including the Insurance Regulatory and Development Authority (Investment) Regulations, 2016 ("**IRDA Investment Regulations**").

Bids by provident funds/ pension funds

In case of Bids made by provident funds/ pension funds, subject to applicable laws, with minimum corpus of ₹ 250.00 million, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund / pension fund must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid, without assigning any reason thereof.

Bids by Systematically Important Non-Banking Financial Companies

In case of Bids made by systematically important non- banking financial companies registered with RBI, certified copy of its last audited financial statements on standalone basis, networth certificate from its auditors based on the last audited financial statements and certificate of registration issued by RBI is required to be attached to the Bid cum Application Form, failing which our Company reserve the right to reject any Bid without assigning any reason.

Bids by Anchor Investors

In accordance with the SEBI ICDR Regulations, the key terms for participation by Anchor Investors are provided below.

(i) Anchor Investor Application Forms will be made available for the Anchor Investor Portion at the offices of the BRLMs or relevant syndicate members (who have specific written approval SCML) to provide Bids from Anchor Investors.

(ii) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹ 100.00

million. A Bid cannot be submitted for over 60.00% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹ 100.00 million.

(iii) One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price.

(iv) Bidding for Anchor Investors will open one Working Day before the Bid/Issue Opening Date, *i.e.,* the Anchor Investor Bid/Issue Period, and will be completed on the same day.

(v) Our Company, in consultation with the BRLMs (other than SCML), will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum number of Allottees in the Anchor Investor Portion will not be less than:

(a) maximum of two Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹ 100.00 million;

(b) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹ 100.00 million but up to ₹ 2,500.00 million, subject to a minimum Allotment of ₹ 50.00 million per Anchor Investor; and

(c) in case of allocation above ₹ 2,500.00 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹ 2,500.00 million, and an additional 10 Anchor Investors for every additional ₹ 2,500.00 million, subject to minimum allotment of ₹ 50.00 million per Anchor Investor.

(vi) Allocation to Anchor Investors will be completed within the Anchor Investor Bid/Issue Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made will be made available in the public domain by the BRLMs before the Bid/Issue Opening Date, through intimation to the Stock Exchange.

(vii) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.

(viii) If the Issue Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Issue Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors on the Anchor Investor Pay-in Date specified in the CAN. If the Issue Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Issue Price.

(ix) Equity Shares Allotted in the Anchor Investor Portion will be locked in for a period of 30 days from the date of Allotment.

(x) The BRLMs, our Promoters, members of the Promoter Group or any person related to them (except for Mutual Funds sponsored by entities related to the BRLMs) will not participate in the Anchor Investor Portion. The parameters for selection of Anchor Investors will be clearly identified by the BRLMs (other than SCML), and made available as part of the records of the BRLMs for inspection by SEBI.

(xi) Bids made by QIBs under both the Anchor Investor Portion and the Net QIB Portion will not be considered multiple Bids.

(xii) For more information, please refer "*Issue Procedure - Part B: General Information Document for Investing in Public Issues - Section 7: Allotment Procedure and Basis of Allotment – Allotment to Anchor Investor*" on page 413.

Payment by Anchor Investors into the Escrow Account

Anchor Investors are not permitted to Bid in the Issue through the ASBA process. Instead, Anchor Investors should transfer the Bid Amount (through direct credit, RTGS or NEFT) for payment of their Bid Amounts in the Escrow Account in favour of:

(a) In case of resident Anchor Investors: **BRNL IPO - Escrow Account - Anchor Investor - R**

(b) In case of non-resident Anchor Investors: **BRNL IPO - Escrow Account - Anchor Investor - NR**

Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Syndicate, the Escrow Collection Bank and the Registrar to the Issue to facilitate collections of Bid amounts from Anchor Investors.

Bids by banking companies

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended ("**Banking Regulation Act**"), and the Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10.00% of the paid-up share capital of the investee company or 10.00% of the banks' own paid-up share capital and reserves, whichever is less. Further, the aggregate investment by a banking company in subsidiaries and other entities engaged in financial and non-financial services company cannot exceed 20.00% of the bank's paid-up share capital and reserves. A banking company may hold up to 30.00% of the paid-up share capital of the investee company with the prior approval of the RBI provided that the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act.

Bids by SCSBs

SCSBs participating in the Issue are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for ASBA Bids.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, FPIs, Deemed FPIs, AIFs, Mutual Funds, insurance companies, insurance funds set up by the army, navy or air force of the Union of India, insurance funds set up by the Department of Posts, India or the National Investment Fund, and Systemically Important Non-Banking Financial Company, provident funds with minimum corpus of ₹ 250.00 million and pension funds with a minimum corpus of ₹ 250.00 million (in each case, subject to applicable law and in accordance with their respective constitutional documents), a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, with a certified copy of the memorandum of association and articles of association and/or bye laws, as applicable, must be lodged with the Bid cum Application Form. Failing this, our Company and reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason.

Our Company in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney with the Bid cum Application Form, subject to such terms and conditions that our Company and the BRLMs deem fit, without assigning any reasons therefore.

In accordance with existing regulations, OCBs cannot participate in the Issue.

The above information is given for the benefit of Bidders. Our Company, our Directors, the officers of our Company and the members of the Syndicate are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the number of Equity Shares that can be held by them under applicable limits under laws or regulations.

Pre- Issue Advertisement

Subject to Section 30 of the Companies Act, 2013, our Company, after registering the Red Herring Prospectus with the RoC, published a pre-Issue advertisement in all edition of English national newspaper Financial Express, all edition of the Hindi national newspaper Jansatta and Kolkata edition of the Bengali newspaper Kalantar Patrika (Bengali being the regional language in West Bengal, where our Company's registered office is located), each with wide circulation, respectively. In the pre- Issue advertisement, we stated the Bid/Issue Opening Date and the Bid/Issue Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, was in the format prescribed in Part A of Schedule XIII of the SEBI ICDR Regulations.

Information for Bidders

In addition to the instructions provided to Bidders set forth in the sub-section "*– Part B – General Information Document for Investing in Public Issues*" on page 391, Bidders are requested to note the following additional information in relation to the Issue.

1. The relevant Designated Intermediary will enter each Bid option into the electronic Bidding system as a separate Bid and generate an acknowledgement slip ("**Acknowledgement Slip**"), for each price and demand option and give the same to the Bidder. Therefore, a Bidder can receive up to three Acknowledgement Slips for each Bid cum Application Form. It is the Bidder's responsibility to obtain the Acknowledgment Slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated/Allotted. Such Acknowledgement will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he /she shall surrender the earlier Acknowledgement Slip and may request for a revised Acknowledgment Slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid.

2. In relation to electronic registration of Bids, the permission given by the Stock Exchanges to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the BRLMs are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

3. In the event of an upward revision in the Price Band, Retail Individual Bidders who had Bid at Cut-off Price could either (i) revise their Bid or (ii) shall make additional payment based on the cap of the revised Price Band (such that the total amount i.e., original Bid Amount plus additional payment does not exceed ₹ 200,000 if the Bidder wants to continue to Bid at Cut-off Price). The revised Bids must be submitted to the same Designated Intermediary to whom the original Bid was submitted. If the total amount (i.e., the original Bid Amount plus additional payment) exceeds ₹ 200,000.00, the Bid will be considered for allocation under the Non-Institutional Portion. If, however, the Retail Individual Bidder does not either revise the Bid or make additional payment and the Issue Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for shall be adjusted downwards for the purpose of allocation, such that no additional payment would be required from the Retail Individual Bidder and the Retail Individual Bidder is deemed to have approved such revised Bid at Cut-off Price.

4. In the event of a downward revision in the Price Band, Retail Individual Bidders who have bid at Cut-off Price may revise their Bid; otherwise, the excess amount paid at the time of Bidding would be unblocked after Allotment is finalised.

5. Any revision of the Bid shall be accompanied by instructions to block the incremental amount, if any, to be paid on account of the upward revision of the Bid.

Signing of the Underwriting Agreement and the RoC Filing

Our Company has entered into an Underwriting Agreement with the Underwriters immediately after the finalisation of the Issue Price. Our Company will file this Prospectus with the RoC. This Prospectus includes details of the Issue Price, Anchor Investor Issue Price, Issue size and underwriting arrangements and would be complete in all material respects.

GENERAL INSTRUCTIONS

In addition to the general instructions provided in the sub-section "*Part B – General Information Document for Investing in Public Issues*" on page 391, Bidders are requested to note the additional instructions provided below.

***Do's*:**

1. Check if you are eligible to apply as per the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;
2. Ensure that you have Bid within the Price Band;
3. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
4. Ensure that the details about the PAN, DP ID and Client ID are correct and the Bidders depository account is active, as Allotment of the Equity Shares will be in the dematerialised form only;
5. Ensure that your Bid cum Application Form, bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre within the prescribed time, except in case of electronic forms.
6. With respect to the ASBA Bids, ensure that the ASBA Form is signed by the account holder in case the applicant is not the ASBA Account holder. In case there are joint holders in ASBA Account, the ASBA Form should be signed by all joint holders in the same sequence as per the bank records. Ensure that you have mentioned the correct ASBA Account number in the ASBA Form;
7. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;
8. With respect to Bids by SCSBs, ensure that you have a separate account in your own name with any other SCSB having clear demarcated funds for applying under the ASBA process and that such separate account (with any other SCSB) is used as the ASBA Account with respect to your Bid;
9. Ensure that you request for and receive a stamped Acknowledgement Slip of the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary as proof of registration of the Bid cum Application Form;
10. Ensure that you have funds equal to the Bid Amount in the ASBA Account with the SCSB before submitting the ASBA Form to any of the Designated Intermediaries;
11. Instruct your respective banks to release the funds blocked in accordance with the ASBA process;
12. Submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised Acknowledgement Slip;
13. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) Bids by persons resident in the State of Sikkim, who, in terms of the SEBI circular dated July 20, 2006, are exempted from specifying their PAN for transacting in the securities market, and (iii) any other category of Bidders, including without limitation, institutions, which are exempted from specifying, may be exempted from specifying their PAN for transacting in the securities market, for Bids of all values, ensure that you have mentioned your PAN allotted under the Income Tax Act in the Bid cum Application Form. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the demographic details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the demographic details evidencing the same;
14. Ensure that the Demographic Details are updated, true and correct in all respects;
15. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
16. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. Ensure that the signature of the First Bidder is included in the Bid cum Application Forms;
17. Ensure that you tick the correct investor category and the investor status, as applicable, in the Bid cum Application Form to ensure proper upload of your Bid in the electronic Bidding system of the Stock Exchanges;
18. Ensure that for Bids under power of attorney or by limited companies, corporate, trust etc., relevant

documents are submitted;

19. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
20. Ensure that the DP ID, the Client ID and the PAN mentioned in the Bid cum Application Form and entered into the electronic system of the Stock Exchanges by the relevant Designated Intermediary match with the DP ID, Client ID and PAN available in the Depository database;
21. Bidders should note that in case the DP ID, Client ID and the PAN mentioned in their Bid cum Application Form and entered into the online system of the Stock Exchanges by the relevant Designated Intermediary, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Bids are liable to be rejected. Where the Bid cum Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Bid cum Application Form
22. Ensure that the Bid cum Application Forms are delivered by the Bidders within the time prescribed as per the Bid cum Application Form and this Prospectus;
23. Ensure that while Bidding through a Designated Intermediary, the ASBA Form is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at http://www.sebi.gov.in).
24. Ensure that you have mentioned the correct ASBA Account number in the ASBA Form; and
25. In relation to the ASBA Bids, ensure that you have correctly signed the authorization/undertaking box in the ASBA Form, or have otherwise provided an authorisation to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the ASBA Form.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid or revise the Bid to less than the Floor Price or higher than the Cap Price;
3. Do not Bid on another Bid cum Application Form after you have submitted a Bid to a Designated Intermediary;
4. Do not pay the Bid Amount by cheques and demand drafts or in cash, by money order or by postal order or by stockinvest or any mode other than blocked amounts in the bank account maintained with SCSB;
5. Do not send ASBA Forms by post. Instead submit the same to only a Designated Intermediary;
6. Do not Bid on a physical ASBA Form that does not have the stamp of a Designated Intermediary and not submit the Bid cum Application Forms to the Escrow Collection Bank(s) (assuming that such bank is not an SCSB), the BRLMs or the Registrar to the Issue (assuming that the Registrar to the Offer is not one of the RTAs);
7. Anchor Investors should not Bid through the ASBA process;
8. Bidders bidding in QIB and Non- Institutional Bidders category cannot Bid at the Cut-off Price.;
9. Do not Bid for a Bid Amount exceeding ₹ 200,000.00 (for Bids by Retail Individual Bidders);
10. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for exceeds the Issue size and/ or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
11. Do not submit the General Index Register number instead of the PAN;
12. Do not instruct your respective banks to release the funds blocked in your ASBA Account;
13. Do not submit the Bids without instructions to block funds equivalent to the Bid Amount in the ASBA Account;
14. Do not submit incorrect details of the DP ID, Client ID and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
15. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Bidder;
16. If you are a QIB, do not submit your Bid after 3.00 p.m. on the QIB Bid/Issue Closing Date;
17. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise
18. If you are a Non-Institutional Bidder or Retail Individual Bidder, do not submit your Bid after 3.00 p.m. on the Bid/Issue Closing Date;
19. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872;

20. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Bidders;
21. Do not submit more than five ASBA Forms per ASBA Account;
22. Do not submit ASBA Bids to a Designated Intermediary at a Bidding Centre unless the SCSB where the ASBA Account is maintained, as specified in the ASBA Form, has named at least one branch in the relevant Bidding Centre, for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at http://www.sebi.gov.in); and
23. The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

INSTRUCTIONS FOR COMPLETING THE BID CUM APPLICATION FORM

In addition to the instructions for completing the Bid cum Application Form provided in the sub-section "*Part B – General Information Document for Investing in Public Issues – Applying in the Issue – Instructions for filing the Bid cum Application Form/ Application Form*" on page 407, Bidders are requested to note the additional instructions provided below.

1. Thumb impressions and signatures other than in the languages specified in the Eighth Schedule in the Constitution of India must be attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal. Bids must be in single name or in joint names (not more than three, and in the same order as their Depository Participant details).

2. ASBA Bids must be made in a single name or in joint names (not more than three, and in the same order as their details appear with the Depository Participant), and completed in full, in BLOCK LETTERS in ENGLISH and in accordance with the instructions contained in this Prospectus and in the ASBA Form.

3. Bids on a repatriation basis shall be in the names of FPIs or Deemed FPIs but not in the names of minors, OCBs, firms or partnerships and foreign nationals.

Designated Date and Allotment

(a) Our Company will ensure that the Allotment and credit to the successful Bidder's depositary account will be completed within six Working Days, or such period as may be prescribed by SEBI, of the Bid/Issue Closing Date or such other period as may be prescribed.

(b) Equity Shares will be issued and Allotment shall be made only in the dematerialised form to the Allottees.

(c) Allottees will have the option to re-materialise the Equity Shares so Allotted as per the provisions of the Companies Act, 2013 and the Depositories Act.

Grounds for Technical Rejections

In addition to the grounds for rejection of Bids on technical grounds as provided in the sub-section "*Part B – General Information Document for Investing in Public Issues – Issue Procedure in Book Built Issue – Rejection and Responsibility for Upload of Bids – Grounds for Technical Rejections*" on page 410, Bidders are requested to note that Bids may be rejected on the following additional technical grounds.

1. Bid submitted without payment of the entire Bid Amount;
2. Bids submitted by Bidders which do not contain details of the Bid Amount and the bank account details in the ASBA Form;
3. Bids submitted on a plain paper;
4. Bids by HUFs not mentioned correctly as given in the sub-section " – Who can Bid?" on page 379;
5. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;
6. Bids submitted without the signature of the First Bidder or sole Bidder;
7. With respect to ASBA Bids, the ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;
8. Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are 'suspended for credit' in terms of SEBI circular (reference number: CIR/MRD/DP/ 22 /2010) dated July 29, 2010;

9. GIR number furnished instead of PAN;
10. Bids by Retail Individual Bidders with Bid Amount for a value of more than ₹ 200,000.00;
11. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;
12. Bids by Bidders (who are not Anchor Investors) accompanied by cheques or demand drafts;
13. Bids accompanied by stockinvest, money order, postal order or cash;
14. Bids uploaded by QIBs after 4.00 pm on the QIB Bid/Issue Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid/Issue Closing Date, and Bids by Retail Individual Bidders uploaded after 5.00 p.m. on the Bid/Issue Closing Date, unless extended by the Stock Exchanges.

Depository Arrangements

The Allotment of the Equity Shares in the Issue shall be only in a de-materialised form, (i.e., not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode). In this context, two agreements had been signed among our Company, the respective Depositories and the Registrar to the Issue:

1. Agreement dated April 23, 2015 among NSDL, our Company and the Registrar to the Issue.
2. Agreement dated April 23, 2015 among CDSL, our Company and Registrar to the Issue.

UNDERTAKINGS BY OUR COMPANY

Our Company undertakes the following:

1. That if our Company does not proceed with the Issue after the Bid/Issue Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within two days of the Bid/Issue Closing Date. The public notice shall be issued in the same newspapers where the pre- Issue advertisements were published. The stock exchanges on which the Equity Shares are proposed to be listed shall also be informed promptly;

2. That the complaints received in respect of the Issue shall be attended to by the Company expeditiously and satisfactorily;

3. That all steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed are taken within six Working Days of the Bid/Issue Closing Date or such other period as may be prescribed;

4. If Allotment is not made, application monies will be refunded/unblocked in the ASBA Accounts within 15 days from the Bid/Issue Closing Date or such lesser time as specified by SEBI, failing which interest will be due to be paid to the Bidders at the rate of 15.00% per annum for the delayed period;

5. That where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the Bidder within 15 days from the Bid/Issue Closing Date or such lesser time as specified by SEBI, giving details of the bank where refunds shall be credited along with the amount and expected date of electronic credit for the refund;

6. That the Promoters' contribution in full, if required, shall be brought in advance before the Issue opens for subscription

7. That funds required for making refunds to unsuccessful applicants as per mode(s) disclosed shall be made available to the Registrar to the Issue by the Company;

8. No further offer of Equity Shares shall be made until the Equity Shares offered through this Prospectus are listed or until the Bid monies are unblocked in the ASBA Accounts on account of non-listing, under-subscription etc.;

9. That if our Company withdraws the Issue after the Bid/Issue Closing Date, our Company shall be required to file a fresh offer document with the SEBI, in the event our Company subsequently decides to proceed with the Issue;

10. That our Company shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time;

11. That the allotment of securities/refund confirmation to Eligible NRIs shall be dispatched within specified time;

12. That adequate arrangements shall be made to collect all Bid cum Application Forms; and

13. That our Company shall not have recourse to the Issue Proceeds until the final approval for listing and trading of the Equity Shares from all the Stock Exchanges.

Utilisation of Net proceeds

Our Company specifically confirms and declares:

(i) all monies received out of issue of specified securities to public shall be transferred to separate bank account other than the bank account referred to in sub-section (3) of section 40 of the Companies Act, 2013;

(ii) details of all monies utilised out of the issue referred to in sub-item(i) shall be disclosed and continue to be disclosed till the time any part of the issue proceeds remains unutilised under an appropriate separate head in the balance-sheet of the issuer indicating the purpose for which such monies had been utilised; and

(iii) details of all unutilised monies out of the issue of specified securities referred to in sub-item (i) shall be disclosed under an appropriate separate head in the balance sheet of the issuer indicating the form in which such unutilised monies have been invested.

(iv) the utilisation of monies received under the Promoters' contribution, if any, shall be disclosed, and continue to be disclosed till the time any part of the Offer proceeds remains unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised; and

(v) the details of all unutilised monies out of the funds received under the Promoters' contribution, if any, shall be disclosed under a separate head in the balance sheet of our Company indicating the form in which such unutilised monies have been invested.

Withdrawal of the Issue

Our Company, in consultation with the BRLMs (other than SCML), reserves the right not to proceed with the entire or portion of the Issue for any reason at any time after the Bid/Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the same newspapers, in which the pre- Issue advertisements were published, within two days of the Bid/Issue Closing Date, providing reasons for not proceeding with the Issue. Further, the Stock Exchanges shall be informed promptly in this regard by our Company. The BRLMs, through the Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification. In the event of withdrawal of the Issue and subsequently, plans of a fresh offer by our Company, a fresh draft red herring prospectus will be submitted again to SEBI.

Notwithstanding the foregoing, this Issue is also subject to obtaining the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment and within six Working Days or such other period as may be prescribed, and the final RoC approval of this Prospectus after it is filed with the RoC and the Stock Exchanges.

PART B - GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES

This General Information Document highlights the key rules, processes and procedures applicable to public issues in accordance with the provisions of the Companies Act, 1956, as amended or replaced by the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. Bidders/Applicants should not construe the contents of this General Information Document as legal advice and should consult their own legal counsel and other advisors in relation to the legal matters concerning the Issue. For taking an investment decision, the Bidders/Applicants should rely on their own examination of the Issuer and the Issue, and should carefully read the Red Herring Prospectus/Prospectus before investing in the Issue. In case of inconsistency between this General Information Document and other sections of the Red Herring Prospectus, the details mentioned in the other sections of the Red Herring Prospectus shall prevail.

SECTION 1: PURPOSE OF THE GENERAL INFORMATION DOCUMENT (GID)

This document is applicable to the public issues undertaken through the Book-Building process as well as to the Fixed Price Issues. The purpose of the "General Information Document for Investing in Public Issues" is to provide general guidance to potential Bidders/Applicants in IPOs and FPOs, on the processes and procedures governing IPOs and FPOs, undertaken in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("**SEBI ICDR Regulations, 2009**").

Bidders/Applicants should note that investment in equity and equity related securities involves risk and Bidder/Applicant should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. The specific terms relating to securities and/or for subscribing to securities in an Issue and the relevant information about the Issuer undertaking the Issue are set out in the Red Herring Prospectus ("**RHP**")/Prospectus filed by the Issuer with the Registrar of Companies ("**RoC**"). Bidders/Applicants should carefully read the entire RHP/Prospectus and the Bid cum Application Form/Application Form and the Abridged Prospectus of the Issuer in which they are proposing to invest through the Issue. In case of any difference in interpretation or conflict and/or overlap between the disclosure included in this document and the RHP/Prospectus, the disclosures in the RHP/Prospectus shall prevail. The RHP/Prospectus of the Issue is available on the websites of stock exchanges, on the website(s) of the BRLMs to the Issue and on the website of Securities and Exchange Board of India ("**SEBI**") at www.sebi.gov.in.

For the definitions of capitalised terms and abbreviations used herein Bidders/Applicants may refer to the chapter "*Glossary and Abbreviations*".

SECTION 2: BRIEF INTRODUCTION TO IPOs/FPOs

2.1 INITIAL PUBLIC OFFER (IPO)

An IPO means an offer of specified securities by an unlisted Issuer to the public for subscription and may include an Offer for Sale of specified securities to the public by any existing holder of such securities in an unlisted Issuer.

For undertaking an IPO, an Issuer is *inter-alia* required to comply with the eligibility requirements of in terms of either Regulation 26(1) or Regulation 26(2) of the SEBI ICDR Regulations, 2009. For details of compliance with the eligibility requirements by the Issuer, Bidders/Applicants may refer to the RHP/Prospectus.

2.2 FURTHER PUBLIC OFFER (FPO)

An FPO means an offer of specified securities by a listed Issuer to the public for subscription and may include Offer for Sale of specified securities to the public by any existing holder of such securities in a listed Issuer.

For undertaking an FPO, the Issuer is *inter-alia* required to comply with the eligibility requirements in terms of Regulation 26/27 of SEBI ICDR Regulations, 2009. For details of compliance with the eligibility requirements by the Issuer Bidders/Applicants may refer to the RHP/Prospectus.

2.3 OTHER ELIGIBILITY REQUIREMENTS

In addition to the eligibility requirements specified in paragraphs 2.1 and 2.2, an Issuer proposing to undertake an IPO or an FPO is required to comply with various other requirements as specified in the SEBI ICDR Regulations, 2009, the Companies Act, 1956 as amended or replaced by the Companies Act, 2013 ("**Companies Act**"), the Securities Contracts (Regulation) Rules, 1957 ("**SCRR**"), industry-specific regulations, if any, and other applicable laws for the time being in force.

For details in relation to the above Bidders/Applicants may refer to the RHP/Prospectus.

2.4 TYPES OF PUBLIC ISSUES - FIXED PRICE ISSUES AND BOOK BUILT ISSUES

In accordance with the provisions of the SEBI ICDR Regulations, 2009, an Issuer can either determine the Issue Price through the Book Building Process ("**Book Built Issue**") or undertake a Fixed Price Issue ("**Fixed Price Issue**"). An Issuer may mention Floor Price or Price Band in the RHP (in case of a Book Built Issue) and a Price or Price Band in the Draft Prospectus (in case of a Fixed Price Issue) and determine the price at a later date before registering the Prospectus with the Registrar of Companies.

The cap on the Price Band should be less than or equal to 120.00% of the Floor Price. The Issuer shall announce the Price or the Floor Price or the Price Band through advertisement in all newspapers in which the pre- Issue advertisement was given at least five Working Days before the Bid/Issue Opening Date, in case of an IPO and at least one Working Day before the Bid/Issue Opening Date, in case of an FPO.

The Floor Price or the Issue Price cannot be lesser than the face value of the securities.

Bidders/Applicants should refer to the RHP/Prospectus or Issue advertisements to check whether the Issue is a Book Built Issue or a Fixed Price Issue.

2.5 ISSUE PERIOD

The Issue may be kept open for a minimum of three Working Days (for all category of Bidders/Applicants) and not more than ten Working Days. Bidders/Applicants are advised to refer to the Bid cum Application Form and Abridged Prospectus or RHP/Prospectus for details of the Bid/Issue Period. Details of Bid/Issue Period are also available on the website of Stock Exchange(s).

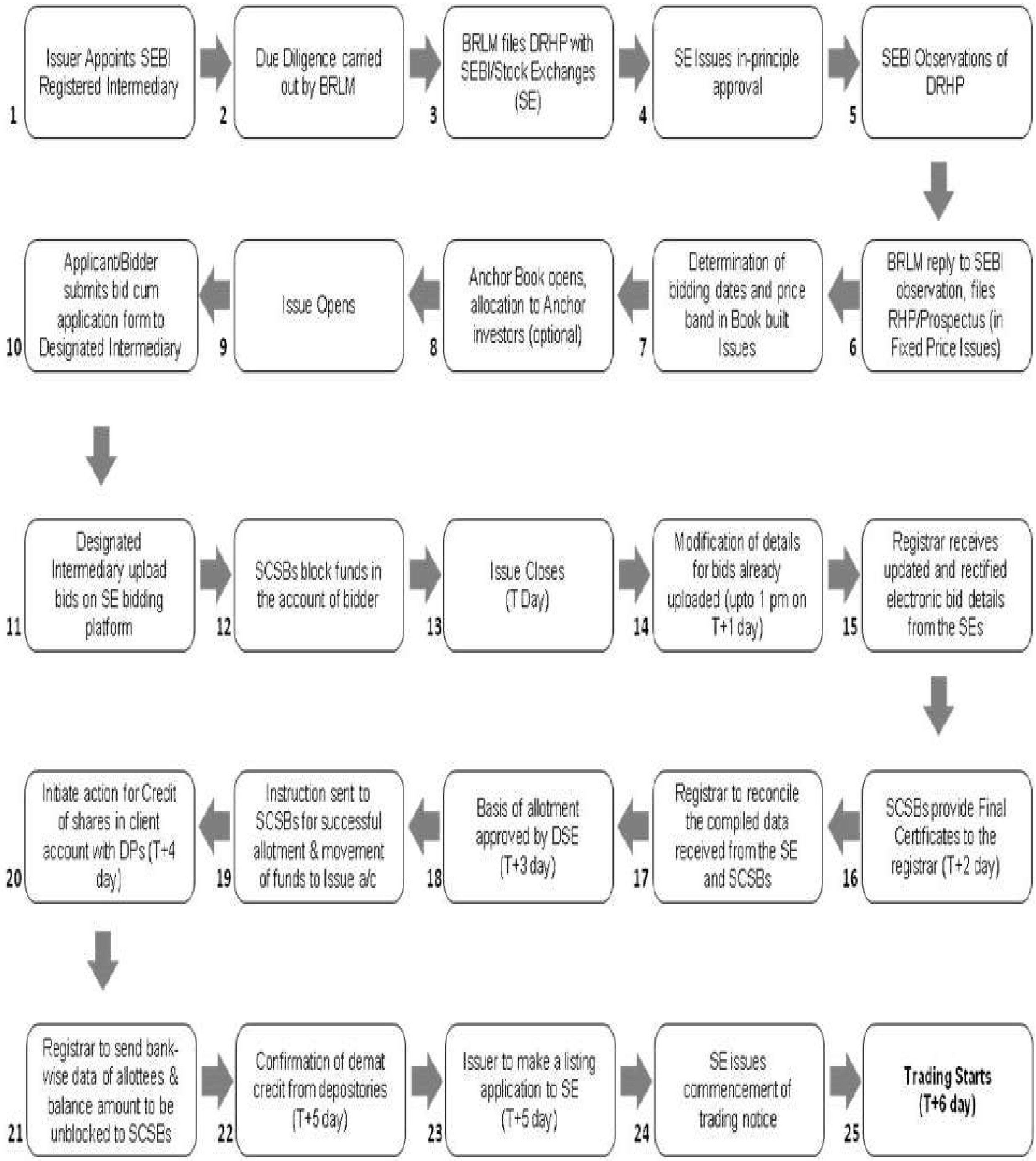
In case of revision of the Floor Price or Price Band in Book Built Issues the Bid/Issue Period may be extended by at least three Working Days, subject to the total Bid/Issue Period not exceeding 10 Working Days. For details of any revision of the Floor Price or Price Band, Bidders/Applicants may check the announcements made by the Issuer on the websites of the Stock Exchanges and the BRLMs, and the advertisement in the newspaper(s) issued in this regard.

2.6 FLOWCHART OF TIMELINES

A flow chart of process flow in Fixed Price and Book Built Issues is as follows Bidders/Applicants may note that this is not applicable for Fast Track FPOs.:

- In case of Issue other than Book Build Issue (Fixed Price Issue) the process at the following of the below mentioned steps shall be read as:

    (i) Step 7 : Determination of Issue Date and Issue Price
    (ii) Step 10: Applicant submits ASBA Form with any of the Designated Intermediaries


1 Issuer Appoints SEBI Registered Intermediary
2 Due Diligence carried out by BRLM
3 BRLM files DRHP with SEBI/Stock Exchanges (SE)
4 SE Issues in-principle approval
5 SEBI Observations of DRHP
6 BRLM reply to SEBI observation, files RHP/Prospectus (in Fixed Price Issues)
7 Determination of bidding dates and price band in Book built Issues
8 Anchor Book opens, allocation to Anchor investors (optional)
9 Issue Opens
10 Applicant/Bidder submits bid cum application form to Designated Intermediary
11 Designated Intermediary upload bids on SE bidding platform
12 SCSBs block funds in the account of bidder
13 Issue Closes (T Day)
14 Modification of details for bids already uploaded (upto 1 pm on T+1 day)
15 Registrar receives updated and rectified electronic bid details from the SEs
16 SCSBs provide Final Certificates to the registrar (T+2 day)
17 Registrar to reconcile the compiled data received from the SE and SCSBs
18 Basis of allotment approved by DSE (T+3 day)
19 Instruction sent to SCSBs for successful allotment & movement of funds to Issue a/c
20 Initiate action for Credit of shares in client account with DPs (T+4 day)
21 Registrar to send bank-wise data of allottees & balance amount to be unblocked to SCSBs
22 Confirmation of demat credit from depositories (T+5 day)
23 Issuer to make a listing application to SE (T+5 day)
24 SE issues commencement of trading notice
25 Trading Starts (T+6 day)

SECTION 3: CATEGORY OF INVESTORS ELIGIBLE TO PARTICIPATE IN AN ISSUE

Each Bidder/Applicant should check whether it is eligible to apply under applicable law.

Furthermore, certain categories of Bidders/Applicants, such as NRIs, FIIs, FPIs, QFIs and FVCIs may not be allowed to Bid/Apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Bidders/Applicants are requested to refer to the RHP/Prospectus for more details.

Subject to the above, an illustrative list of Bidders/Applicants is as follows:

- Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, in single or joint names (not more than three);
- Bids/Applications belonging to an account for the benefit of a minor (under guardianship);
- Hindu Undivided Families or HUFs, in the individual name of the *Karta*. The Bidder/Applicant should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: "Name of sole or first Bidder/Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the *Karta"*. Bids/Applications by HUFs may be considered at par with Bids/Applications from individuals;
- Companies, corporate bodies and societies registered under applicable law in India and authorised to invest in equity shares;
- QIBs;
- NRIs on a repatriation basis or on a non-repatriation basis subject to applicable law;
- Indian Financial Institutions, regional rural banks, co-operative banks (subject to RBI regulations and the SEBI ICDR Regulations, 2009 and other laws, as applicable);
- FIIs and sub-accounts registered with SEBI, other than a sub-account which is a foreign corporate or foreign individual, bidding under the QIBs category;
- FPIs (other than Category III FPIs) bidding in the QIBs category;
- Category III FPIs bidding in the Non Institutional Bidders category;
- Sub-accounts of FIIs registered with SEBI, which are foreign corporates or foreign individuals only under the Non Institutional Investors (NIIs) category;
- Trusts/societies registered under the Societies Registration Act, 1860, or under any other law relating to trusts/societies and who are authorised under their respective constitutions to hold and invest in equity shares;
- Limited liability partnerships registered under the Limited Liability Partnership Act, 2008; and
- Any other person eligible to Bid/Apply in the Issue, under the laws, rules, regulations, guidelines and policies applicable to them and under Indian laws.
- As per the existing regulations, OCBs are not allowed to participate in the Issue.
- Scientific and/or industrial research organisations authorised in India to invest in the Equity Shares;

SECTION 4: APPLYING IN THE ISSUE

Book Built Issue: Bidders should only use the specified Bid cum Application Form (*i.e.,* in case of Anchor Investors, the Anchor Investor Application Form, and in case of Bidders other than Anchor Investors, the ASBA Forms) either bearing the stamp of a Designated Intermediary or downloaded from the websites of the Stock Exchanges.

Bid cum Application Forms are available with the Designated Intermediaries at the Bidding Centres and at the registered office of the Issuer. Electronic Bid cum Application Forms will be available on the websites of the Stock Exchanges at least one day prior to the Bid/Issue Opening Date. For further details regarding availability of Bid cum Application Forms, Bidders may refer to the RHP/Prospectus.

Fixed Price Issue: Applicants should only use the specified cum Bid cum Application Form, bearing the stamp of the Designated Intermediary or downloaded from the websites of the Stock Exchanges. Application Forms are available with Designated Branches of the SCSBs and at the registered office of the Issuer. For further details regarding availability of Application Forms, Applicants may refer to the Prospectus.

Bidders/Applicants should ensure that they apply in the appropriate category. The prescribed colour of the Bid cum Application Form for various categories of Bidders/Applicants is as follows:

Category	Colour of the Bid cum Application Form
Resident Indian, Eligible NRIs applying on a non repatriation basis	White
NRIs, FVCIs, FIIs and their Sub-Accounts (other than Sub- Accounts which are foreign corporate(s) or foreign individuals bidding under the QIB) and FPIs	Blue
Anchor Investors (where applicable)	As specified by the Issuer

Securities issued in an IPO can only be in dematerialised form in compliance with Section 29 of the Companies Act, 2013. Bidders/Applicants will not have the option of getting the allotment of specified securities in physical form. However, they may get the specified securities rematerialised subsequent to allotment.

4.1 **INSTRUCTIONS FOR FILLING THE BID CUM APPLICATION FORM / APPLICATION FORM**

Bidders/Applicants may note that forms not filled completely or correctly as per instructions provided in this GID, the RHP and the Bid cum Application Form/Application Form are liable to be rejected.

Instructions to fill each field of the Bid cum Application Form can be found on the reverse side of the Bid cum Application Form. Specific instructions for filling various fields of the Resident Bid cum Application Form and Non-Resident Bid cum Application Form and samples are provided below.

The samples of the Bid cum Application Form for resident Bidders and the Bid cum Application Form for non-resident Bidders are reproduced below:

BRNL
Bharat Road Network Ltd.

TEAR HERE

COMMON BID CUM APPLICATION FORM	XYZ LIMITED - INITIAL PUBLIC ISSUE - R Address : .... Contact Details: .... CIN No	FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS

LOGO

TO,
THE BOARD OF DIRECTORS
XYZ LIMITED

BOOK BUILT ISSUE
ISIN : ....

Bid cum Application Form No.

SYNDICATE MEMBER'S STAMP & CODE	BROKER/SCSB/DP/RTA STAMP & CODE
SUB-BROKER'S / SUB-AGENT'S STAMP & CODE	ESCROW BANK/SCSB BRANCH STAMP & CODE
BANK BRANCH SERIAL NO.	SCSB SERIAL NO.

1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER

Mr. / Ms.

Address

Email

Tel. No (with STD code) / Mobile

2. PAN OF SOLE / FIRST BIDDER

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS NSDL CDSL

For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

4. BID OPTIONS (ONLY RETAIL INDIVIDUAL BIDDERS CAN BID AT "CUT-OFF")

Bid Options	No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)	Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)			
	8 7 6 5 4 3 2 1	Bid Price 3 2 1	Retail Discount 3 2 1	Net Price 3 2 1	"Cut-off" (Please ✔ tick)
Option 1					☐
(OR) Option 2					☐
(OR) Option 3					☐

5. CATEGORY

- ☐ Retail Individual Bidder
- ☐ Non-Institutional Bidder
- ☐ QIB

6. INVESTOR STATUS

- ☐ Individual(s) - IND
- ☐ Hindu Undivided Family* - HUF
- ☐ Bodies Corporate - CO
- ☐ Banks & Financial Institutions - FI
- ☐ Mutual Funds - MF
- ☐ Non-Resident Indians - NRI (Non-Repatriation basis)
- ☐ National Investment Fund - NIF
- ☐ Insurance Funds - IF
- ☐ Insurance Companies - IC
- ☐ Venture Capital Funds - VCF
- ☐ Alternative Investment Funds - AIF
- ☐ Others (Please specify) - OTH

** HUF should apply only through Karta (Application by HUF would be treated on par with individual)*

7. PAYMENT DETAILS PAYMENT OPTION : FULL PAYMENT ☐ PART PAYMENT ☐

Amount paid (₹ in figures) (₹ in words)

ASBA Bank A/c No.

Bank Name & Branch

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE 'BIDDERS UNDERTAKING' AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID CUM APPLICATION FORM GIVEN OVERLEAF.

8A. SIGNATURE OF SOLE/ FIRST BIDDER	8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)	BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)
	I/We authorize the SCSB to do all acts as are necessary to make the Application in the Issue	
	1)	
	2)	
Date :	3)	

PLEASE FILL IN BLOCK LETTERS

TEAR HERE

LOGO

XYZ LIMITED INITIAL PUBLIC ISSUE - R	Acknowledgement Slip for Broker/SCSB/ DP/RTA	Bid cum Application Form No.

DPID / CLID

PAN of Sole / First Bidder

Amount paid (₹ in figures)	Bank & Branch	Stamp & Signature of SCSB Branch
ASBA Bank A/c No.		
Received from Mr./Ms.		
Telephone / Mobile	Email	

TEAR HERE

XYZ LIMITED - INITIAL PUBLIC ISSUE - R

	Option 1	Option 2	Option 3
No. of Equity Shares			
Bid Price			
Amount Paid (₹)			

ASBA Bank A/c No.
Bank & Branch

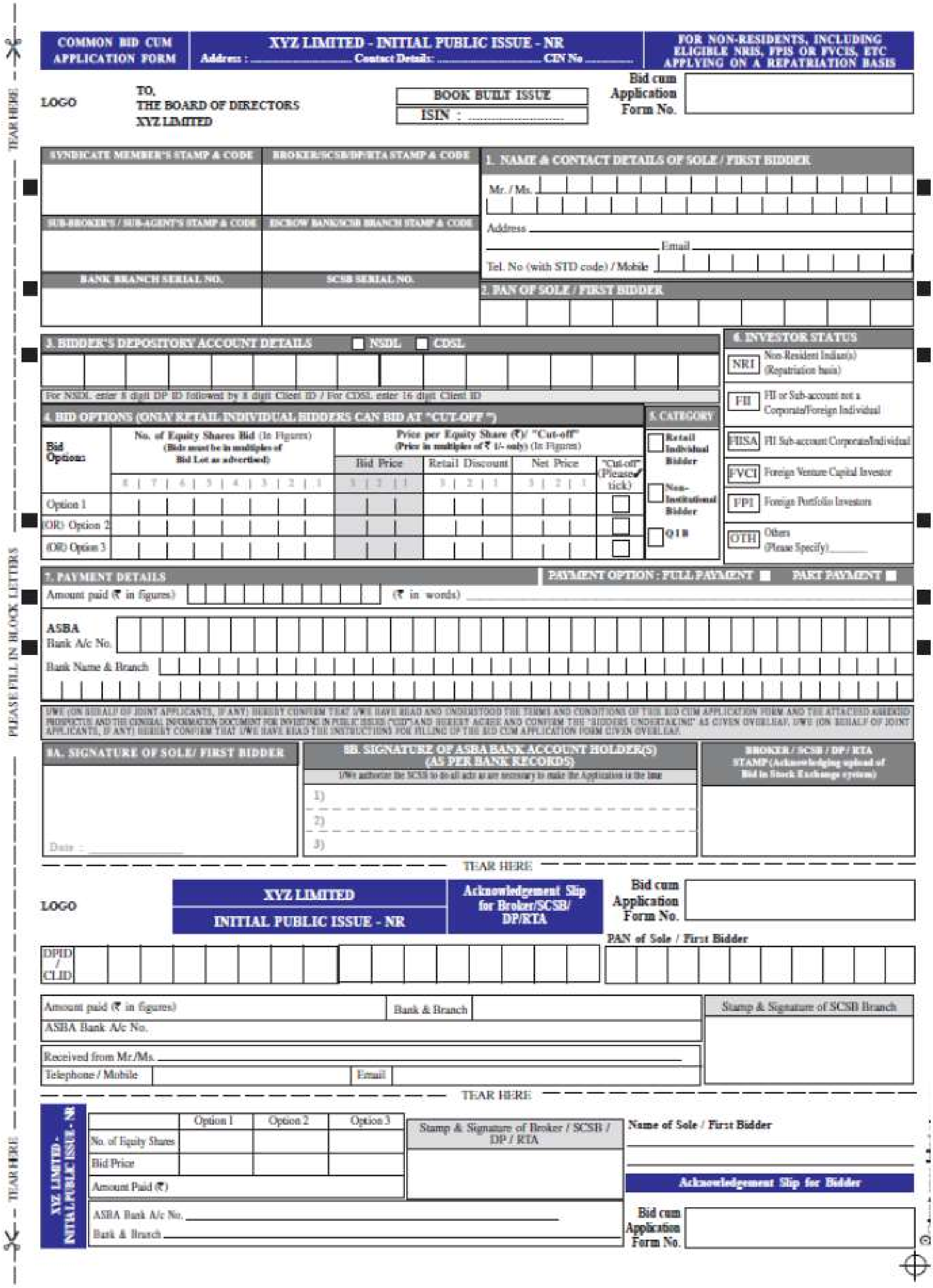
Stamp & Signature of Broker / SCSB / DP / RTA

Name of Sole / First Bidder

Acknowledgement Slip for Bidder

Bid cum Application Form No.

TEAR HERE


COMMON BID CUM APPLICATION FORM

XYZ LIMITED - INITIAL PUBLIC ISSUE - NR

Address : .... Contact Details: .... CIN No ....

FOR NON-RESIDENTS, INCLUDING ELIGIBLE NRIS, FPIS OR FVCIS, ETC APPLYING ON A REPATRIATION BASIS

LOGO

TO,
THE BOARD OF DIRECTORS
XYZ LIMITED

BOOK BUILT ISSUE
ISIN : ....

Bid cum Application Form No.

SYNDICATE MEMBER'S STAMP & CODE | BROKER/SCSB/DP/RTA STAMP & CODE

SUB-BROKER'S / SUB-AGENT'S STAMP & CODE | ESCROW BANK/SCSB BRANCH STAMP & CODE

BANK BRANCH SERIAL NO. | SCSB SERIAL NO.

1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER

Mr. / Ms.

Address

Email

Tel. No (with STD code) / Mobile

2. PAN OF SOLE / FIRST BIDDER

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS NSDL CDSL

For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

4. BID OPTIONS (ONLY RETAIL INDIVIDUAL BIDDERS CAN BID AT "CUT-OFF")

Bid Options	No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)	Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures) Bid Price	Retail Discount	Net Price	"Cut-off" (Please ✓ tick)
	8 7 6 5 4 3 2 1	3 2 1	3 2 1	3 2 1	
Option 1					
(OR) Option 2					
(OR) Option 3					

5. CATEGORY

Retail Individual Bidder

Non-Institutional Bidder

QIB

6. INVESTOR STATUS

NRI Non-Resident Indian(s) (Repatriation basis)

FII FII or Sub-account not a Corporate/Foreign Individual

FIISA FII Sub-account Corporate/Individual

FVCI Foreign Venture Capital Investor

FPI Foreign Portfolio Investors

OTH Others (Please Specify)

7. PAYMENT DETAILS

PAYMENT OPTION : FULL PAYMENT PART PAYMENT

Amount paid (₹ in figures) (₹ in words)

ASBA Bank A/c No.

Bank Name & Branch

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE "BIDDERS UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID CUM APPLICATION FORM GIVEN OVERLEAF.

8A. SIGNATURE OF SOLE/ FIRST BIDDER

Date :

8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)

I/We authorize the SCSB to do all acts as are necessary to make the Application in the Issue

1)
2)
3)

BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)

TEAR HERE

LOGO

XYZ LIMITED
INITIAL PUBLIC ISSUE - NR

Acknowledgement Slip for Broker/SCSB/ DP/RTA

Bid cum Application Form No.

PAN of Sole / First Bidder

DPID / CLID

Amount paid (₹ in figures) | Bank & Branch | Stamp & Signature of SCSB Branch

ASBA Bank A/c No.

Received from Mr./Ms.

Telephone / Mobile | Email

TEAR HERE

XYZ LIMITED - INITIAL PUBLIC ISSUE - NR

	Option 1	Option 2	Option 3
No. of Equity Shares			
Bid Price			
Amount Paid (₹)			

ASBA Bank A/c No.

Bank & Branch

Stamp & Signature of Broker / SCSB / DP / RTA

Name of Sole / First Bidder

Acknowledgement Slip for Bidder

Bid cum Application Form No.

TEAR HERE

PLEASE FILL IN BLOCK LETTERS

4.1.1 **FIELD NUMBER 1: NAME AND CONTACT DETAILS OF THE SOLE/FIRST BIDDER/ APPLICANT**

(a) Bidders/Applicants should ensure that the name provided in this field is exactly the same as the name in which the Depository Account is held.

(b) **Mandatory Fields:** Bidders/Applicants should note that the name and address fields are compulsory and e-mail and/or telephone number/mobile number fields are optional. Bidders/Applicants should note that the contact details mentioned in the Bid-cum Application Form/Application Form may be used to dispatch communications in case the communication sent to the address available with the Depositories are returned undelivered or are not available. The contact details provided in the Bid cum Application Form may be used by the Issuer and the Designated Intermediaries only for correspondence(s) related to the Issue and for no other purposes.

(c) **Joint Bids/Applications:** In the case of Joint Bids/Applications, the Bids /Applications should be made in the name of the Bidder/Applicant whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Bidder/Applicant would be required in the Bid cum Application Form/Application Form and such first Bidder/Applicant would be deemed to have signed on behalf of the joint holders

(d) **Impersonation:** Attention of the Bidders/Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

"Any person who –

(a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities, or

(b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

(c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under section 447."

The liability prescribed under Section 447 of the Companies Act, 2013 includes imprisonment for a term of not less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

(e) **Nomination Facility to Bidder/Applicant:** Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of allotment of the Equity Shares in dematerialised form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Bidders/Applicants should inform their respective DP.

4.1.2 FIELD NUMBER 2: PAN NUMBER OF SOLE/FIRST BIDDER/APPLICANT

(a) PAN (of the sole/ first Bidder/Applicant) provided in the Bid cum Application Form/Application Form should be exactly the same as the PAN of the person(s) in whose sole or first name the relevant beneficiary account is held as per the Depositories' records.

(b) PAN is the sole identification number for participants transacting in the securities market irrespective of the amount of transaction except for Bids/Applications on behalf of the Central or State Government, Bids/Applications by officials appointed by the courts and Bids/Applications by Bidders/Applicants residing in Sikkim ("**PAN Exempted Bidders/Applicants**"). Consequently, all Bidders/Applicants, other than the PAN Exempted Bidders/Applicants, are required to disclose their PAN in the Bid cum Application Form/Application Form, irrespective of the Bid/Application Amount. A Bid cum Application Form/Application Form without PAN, except in case of Exempted Bidders/Applicants, is liable to be rejected. Bids/Applications by the Bidders/Applicants whose PAN is not available as per the Demographic Details available in their Depository records, are liable to be rejected.

(c) The exemption for the PAN Exempted Bidders/Applicants is subject to (a) the Demographic Details received from the respective Depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same.

(d) Bid cum Application Forms which provide the General Index Register Number instead of PAN may be rejected.

(e) Bids/Applications by Bidders/Applicants whose demat accounts have been 'suspended for credit' are liable to be rejected pursuant to the circular issued by SEBI on July 29, 2010, bearing number CIR/MRD/DP/22/2010. Such accounts are classified as "Inactive demat accounts" and demographic details are not provided by depositories.

4.1.3 **FIELD NUMBER 3: BIDDERS/APPLICANTS DEPOSITORY ACCOUNT DETAILS**

(a) Bidders/Applicants should ensure that DP ID and the Client ID are correctly filled in the Bid cum Application Form/Application Form. The DP ID and Client ID provided in the Bid cum Application Form/Application Form should match with the DP ID and Client ID available in the Depository database, **otherwise, the Bid cum Application Form is liable to be rejected.**

(b) Bidders/Applicants should ensure that the beneficiary account provided in the Bid cum Application Form/Application Form is active.

(c) Bidders/Applicants should note that on the basis of DP ID and Client ID as provided in the Bid cum Application Form/Application Form, the Bidder/Applicant may be deemed to have authorised the Depositories to provide to the Registrar to the Issue, any requested Demographic Details of the Bidder/Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for unblocking of ASBA Account or for other correspondence(s) related to the Issue.

(d) Bidders/Applicants are, advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Bidders/Applicants' sole risk.

4.1.4 **FIELD NUMBER 4: BID OPTIONS**

(a) Price or Floor Price or Price Band, minimum Bid Lot and Discount (if applicable) may be disclosed in the Prospectus/RHP by the Issuer. The Issuer is required to announce the Floor Price or Price Band, minimum Bid Lot and Discount (if applicable) by way of an advertisement in at least one English, one Hindi and one regional newspaper, with wide circulation, at least five Working Days before Bid/Issue Opening Date in case of an IPO, and at least one Working Day before Bid/Issue Opening Date in case of an FPO.

(b) The Bidders may Bid at or above Floor Price or within the Price Band for IPOs / FPOs undertaken through the Book Building Process. In the case of Alternate Book Building Process for an FPO, the Bidders may Bid at Floor Price or any price above the Floor Price (For further details bidders may refer to (Section 5.6 (e))

(c) **Cut-Off Price:** Retail Individual Investors or Employees or Retail Individual Shareholders can Bid at the Cut-off Price indicating their agreement to Bid for and purchase the Equity Shares at the Issue Price as determined at the end of the Book Building Process. Bidding at the Cut-off Price is prohibited for QIBs and NIIs and such Bids from QIBs and NIIs may be rejected.

(d) **Minimum Application Value and Bid Lot:** The Issuer, in consultation with the BRLMs (other than SCML) may decide the minimum number of Equity Shares for each Bid to ensure that the minimum application value is within the range of ₹ 10,000.00 to ₹ 15,000.00. The minimum Bid Lot is accordingly determined by an Issuer on basis of such minimum application value.

(e) **Allotment:** The allotment of specified securities to each RII shall not be less than the minimum Bid Lot, subject to availability of shares in the RII category, and the remaining available shares, if any, shall be allotted on a proportionate basis. For details of the Bid Lot, bidders may to the RHP/Prospectus or the advertisement regarding the Price Band published by the Issuer.

4.1.4.1 **Maximum and Minimum Bid Size**

(a) The Bidder may Bid for the desired number of Equity Shares at a specific price. Bids by Retail Individual Investors, Employees and Retail Individual Shareholders must be for such number of shares so as to ensure that the Bid Amount less Discount (as applicable), payable by the Bidder does not exceed ₹ 200,000.00.

In case the Bid Amount exceeds ₹ 200,000.00 due to revision of the Bid or any other reason, the Bid may be considered for allocation under the Non-Institutional Category, with it not being eligible for Discount then such Bid may be rejected if it is at the Cut-off Price.

(b) For NRIs, a Bid Amount of up to ₹ 200,000.00 may be considered under the Retail Category for the purposes of allocation and a Bid Amount exceeding ₹ 200,000.00 may be considered under the Non-Institutional Category for the purposes of allocation.

(c) Bids by QIBs and NIIs must be for such minimum number of shares such that the Bid Amount exceeds ₹ 200,000.00 and in multiples of such number of Equity Shares thereafter, as may be disclosed in the Bid cum Application Form and the RHP/Prospectus, or as advertised by the Issuer, as the case may be. Non-Institutional Bidders and QIBs are not allowed to Bid at 'Cut-off Price'.

(d) RII may revise or withdraw their bids till closure of the bidding period. QIBs and NII's cannot withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after bidding and are required to pay the Bid Amount upon submission of the Bid.

(e) In case the Bid Amount reduces to ₹ 200,000.00 or less due to a revision of the Price Band, Bids by the Non-Institutional Bidders who are eligible for allocation in the Retail Category would be considered for allocation under the Retail Category.

(f) For Anchor Investors, if applicable, the Bid Amount shall be least ₹ 100.00 million. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors. Bids by various schemes of a Mutual Fund shall be aggregated to determine the Bid Amount. A Bid cannot be submitted for more than 60.00% of the QIB Portion under the Anchor Investor Portion. Anchor Investors cannot withdraw their Bids or lower the size of their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after the Anchor Investor Bid/Issue Period and are required to pay the Bid Amount at the time of submission of the Bid. In case the Anchor Investor Issue Price is lower than the Issue Price, the balance amount shall be payable as per the pay-in-date mentioned in the revised CAN. In case the Issue Price is lower than the Anchor Investor Issue Price, the amount in excess of the Issue Price paid by the Anchor Investors shall not be refunded to them.

(g) A Bid cannot be submitted for more than the Issue size.

(h) The maximum Bid by any Bidder including QIB Bidder should not exceed the investment limits prescribed for them under the applicable laws.

(i) The price and quantity options submitted by the Bidder in the Bid cum Application Form may be treated as optional bids from the Bidder and may not be cumulated. After determination of the Issue Price, the highest number of Equity Shares Bid for by a Bidder at or above the Issue Price may be considered for allotment and the rest of the Bid(s), irrespective of the Bid Amount may automatically become invalid. This is not applicable in case of FPOs undertaken through Alternate Book Building Process (For details of bidders may refer to (Section 5.6 (e) of this GID)

4.1.4.2 **Multiple Bids**

(a) Bidder should submit only one Bid cum Application Form. Bidder shall have the option to make a maximum of Bids at three different price levels in the Bid cum Application Form and such options are not considered as multiple Bids.

Submission of a second Bid cum Application Form to either the same or to another Designated Intermediary and duplicate copies of Bid cum Application Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected.

(b) Bidders are requested to note the following procedures may be followed by the Registrar to the Issue to detect multiple Bids:

(i) All Bids may be checked for common PAN as per the records of the Depository. For Bidders other than Mutual Funds and FII sub-accounts, Bids bearing the same PAN may be treated as multiple Bids by a Bidder and may be rejected.

(ii) For Bids from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Bids on behalf of the PAN Exempted Bidders, the Bid cum Application Forms may be checked for common DP ID and Client ID. Such Bids which have the same DP ID and Client ID may be treated as multiple Bids and are liable to be rejected.

(c) The following Bids may not be treated as multiple Bids:

(i) Separate Bids by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Bids clearly indicate the scheme for which the Bid has been made.

(ii) Bids by Mutual Funds, and sub-accounts of FIIs (or FIIs and its sub-accounts) submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.

(iii) Bids by Anchor Investors under the Anchor Investor Portion and the QIB Category.

4.1.5 **FIELD NUMBER 5: CATEGORY OF BIDDERS**

(a) The categories of Bidders identified as per the SEBI ICDR Regulations, 2009 for the purpose of Bidding, allocation and allotment in the Issue are RIIs, NIIs and QIBs.

(b) Up to 60.00% of the QIB Category can be allocated by the Issuer, on a discretionary basis subject to the criteria of minimum and maximum number of anchor investors based on allocation size, to the Anchor Investors, in accordance with SEBI ICDR Regulations, 2009, with one-third of the Anchor Investor Portion reserved for domestic Mutual Funds subject to valid Bids being received at or above the Issue Price. For details regarding allocation to Anchor Investors, bidders may refer to the RHP/Prospectus.

(c) An Issuer can make reservation for certain categories of Bidders/Applicants as permitted under the SEBI ICDR Regulations, 2009. For details of any reservations made in the Issue, Bidders/Applicants may refer to the RHP/Prospectus.

(d) The SEBI ICDR Regulations, 2009, specify the allocation or allotment that may be made to various categories of Bidders in the Issue depending upon compliance with the eligibility conditions. Details pertaining to allocation are disclosed on reverse side of the Revision Form. For Issue specific details in relation to allocation Bidder/Applicant may refer to the RHP/Prospectus.

4.1.6 **FIELD NUMBER 6: INVESTOR STATUS**

(a) Each Bidder/Applicant should check whether it is eligible to apply under applicable law and ensure that any prospective allotment to it in the Issue is in compliance with the investment restrictions under applicable law.

(b) Certain categories of Bidders/Applicants, such as NRIs, FIIs, FPIs and FVCIs may not be allowed to Bid/Apply in the Issue or hold Equity Shares exceeding certain limits specified under applicable law. Bidders/Applicants are requested to refer to the RHP/Prospectus for more details.

(c) Bidders/Applicants should check whether they are eligible to apply on non-repatriation basis or repatriation basis and should accordingly provide the investor status. Details regarding investor status are different in the Resident Bid cum Application Form and Non-Resident Bid cum Application Form.

(d) Bidders/Applicants should ensure that their investor status is updated in the Depository records.

4.1.7 **FIELD NUMBER 7: PAYMENT DETAILS**

(a) The full Bid Amount (net of any Discount, as applicable) shall be blocked in the Bidder's ASBA Account based on the authorisation provided by the Bidder in the ASBA Form. If the Discount is applicable in the Issue, the RIIs should indicate the full Bid Amount in the Bid cum Application Form and the funds shall be blocked in respect of the Bid Amount net of Discount. Only in cases where the RHP/Prospectus indicates that part payment may be made, such an option can be exercised by the Bidder. In case of Bidders specifying more than one Bid Option in the Bid cum Application Form, the total Bid Amount may be calculated for the highest of three options at net price, i.e. Bid price less Discount offered, if any.

(b) Bidders who Bid at Cut-off price shall arrange to block the Bid Amount based on the Cap Price.

(d) All Bidders (except Anchor Investors) are required to Bid through the ASBA process.

(e) Bid Amount cannot be paid through cheques and demand drafts or in cash, through money order or through postal order.

4.1.7.1 **Instructions for Anchor Investors:**

(a) Anchor Investors may submit their Bids with a BRLM or relevant Syndicate Member (with prior written permission of SCML).

(b) Payments by Anchor Investors are required to be made through direct credit, RTGS or NEFT.

(c) The Escrow Collection Bank shall maintain the monies in the Escrow Account for and on behalf of the Anchor Investors until the Designated Date.

4.1.7.2 **Payment instructions for ASBA Bidders**

(a) Bidders may submit the ASBA Form either

(i) in electronic mode through the internet banking facility offered by an SCSB authorizing blocking of funds that are available in the ASBA account specified in the Bid cum Application Form, or

(ii) in physical mode to a Designated Intermediary at a Bidding Centre.

(b) ASBA Bidders must specify the Bank Account number in the Bid cum Application Form. The Bid cum Application Form submitted by an ASBA Bidder and which is accompanied by cash, demand draft, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account maintained with an SCSB, will not be accepted.

(c) Bidders should ensure that the Bid cum Application Form is also signed by the ASBA Account holder(s) if the Bidder is not the ASBA Account holder;

(d) Bidders shall note that that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the account.

(e) From one ASBA Account, a maximum of five Bid cum Application Forms can be submitted.

(f) Bidders should submit the Bid cum Application Form only at a Bidding Centre i.e. to the respective member of the Syndicate at the Specified Locations, the SCSBs, the Registered Broker at the Broker Centres, the RTA at the Designated RTA Locations or CDP at the Designated CDP Locations.

(g) ASBA Bidders bidding through a Designated Intermediary other than an SCSB should note that the ASBA Forms submitted to the Designated Intermediary may not be accepted by the Designated Intermediary, if the SCSB where the ASBA Account, as specified in the Bid cum Application Form, is maintained has not named at least one branch at that location for such Designated Intermediary to deposit Bid cum Application Forms.

(h) ASBA Bidders bidding directly through the SCSBs should ensure that the ASBA Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.

(i) Upon receipt of the ASBA Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form.

(j) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Bid Amount mentioned in the ASBA Form and for application directly submitted to SCSB by investor, may enter each Bid option into the electronic bidding system as a separate Bid.

(k) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not accept such Bids on the Stock Exchange platform and such bids are liable to be rejected.

(l) Upon submission of a completed Bid cum Application Form each ASBA Bidder may be deemed to have agreed to block the entire Bid Amount and authorised the Designated Branch of the SCSB to block the Bid Amount specified in the Bid cum Application Form in the ASBA Account maintained with the SCSBs.

(m) The Bid Amount may remain blocked in the aforesaid ASBA Account until finalisation of the Basis of allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal or failure of the Issue, or until withdrawal or rejection of the Bid, as the case may be.

(n) SCSBs bidding in the Issue must apply through an Account maintained with any other SCSB; else their Bids are liable to be rejected.

4.1.7.3 **Unblocking of ASBA Account**

(a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Issue may provide the following details to the controlling branches of each SCSB, along with instructions to unblock the relevant bank accounts and for successful applications transfer the requisite money to the Public Issue Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each Bid, (ii) the amount to be transferred from the relevant bank account to the Public Issue Account, for each Bid, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Issue Account, and (iv) details of rejected Bids, if any, to enable the SCSBs to unblock the respective bank accounts.

(b) On the basis of instructions from the Registrar to the Issue, the SCSBs may transfer the requisite amount against each successful ASBA Bidder to the Public Issue Account and may unblock the excess amount, if any, in the ASBA Account.

(c) In the event of withdrawal or rejection of the Bid cum Application Form and for unsuccessful Bids, the Registrar to the Issue may give instructions to the SCSB to unblock the Bid Amount in the relevant ASBA Account within six Working Days of the Bid/Issue Closing Date.

4.1.7.4 **Discount** (if applicable)

(a) The Discount is stated in absolute rupee terms.

(b) Bidders applying under RII category, Retail Individual Shareholder and employees are only eligible for discount. For Discounts offered in the Issue, Bidders may refer to the RHP/Prospectus.

(c) The Bidders entitled to the applicable Discount in the Issue may make payment for an amount i.e. the Bid Amount less Discount (if applicable).

Bidder may note that in case the net amount blocked (post Discount) is more than two lakh Rupees, the bidding system automatically considers such applications for allocation under Non-Institutional Category. These applications are neither eligible for Discount nor fall under RII category.

4.1.8 **FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS**

(a) Only the First Bidder/Applicant is required to sign the Bid cum Application Form/Application Form. Bidders/Applicants should ensure that signatures are in one of the languages specified in the Eighth Schedule to the Constitution of India.

(b) If the ASBA Account is held by a person or persons other than the ASBA Bidder/Applicant., then the Signature of the ASBA Account holder(s) is also required.

(c) In relation to the ASBA Bids/Applications, signature has to be correctly affixed in the authorization/undertaking box in the Bid cum Application Form/Application Form, or an authorisation has to be provided to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form/Application Form.

(d) Bidders/Applicants must note that Bid cum Application Form/Application Form without signature of Bidder/Applicant and /or ASBA Account holder is liable to be rejected.

4.1.9 **ACKNOWLEDGEMENT AND FUTURE COMMUNICATION**

(a) Bidders should ensure that they receive the Acknowledgment Slip duly signed and stamped by the relevant Designated Intermediary for submission of the ASBA Form.

(b) All communications in connection with Bids/Applications made in the Issue should be addressed as under:

(i) In case of queries related to Allotment, non-receipt of Allotment Advice, credit of allotted equity shares, refund orders, the Bidders/Applicants should contact the Registrar to the Issue.

(ii) In case of ASBA Bids submitted to the Designated Branches of the SCSBs, the Bidders/Applicants should contact the relevant Designated Branch of the SCSB.

(iii) In case of queries relating to uploading of Bids by a Designated Intermediary other than an SCSB, the Bidders/Applicants should contact the relevant Designated Intermediary.

(iv) Bidder/Applicant may contact the Company Secretary and Compliance Officer or BRLMs in case of any other complaints in relation to the Issue.

(d) The following details (as applicable) should be quoted while making any queries –

(i) full name of the sole or First Bidder/Applicant, Bid cum Application Form number, Applicants'/Bidders' DP ID, Client ID, PAN, number of Equity Shares applied for, amount blocked on application.

(ii) name and address of the Designated Intermediary where the Bid was submitted; and

(iv) The ASBA Account number in which the amount equivalent to the Bid Amount was blocked.

For further details, Bidder/Applicant may refer to the RHP/ Prospectus and the Bid cum Application Form.

4.2 **INSTRUCTIONS FOR FILING THE REVISION FORM**

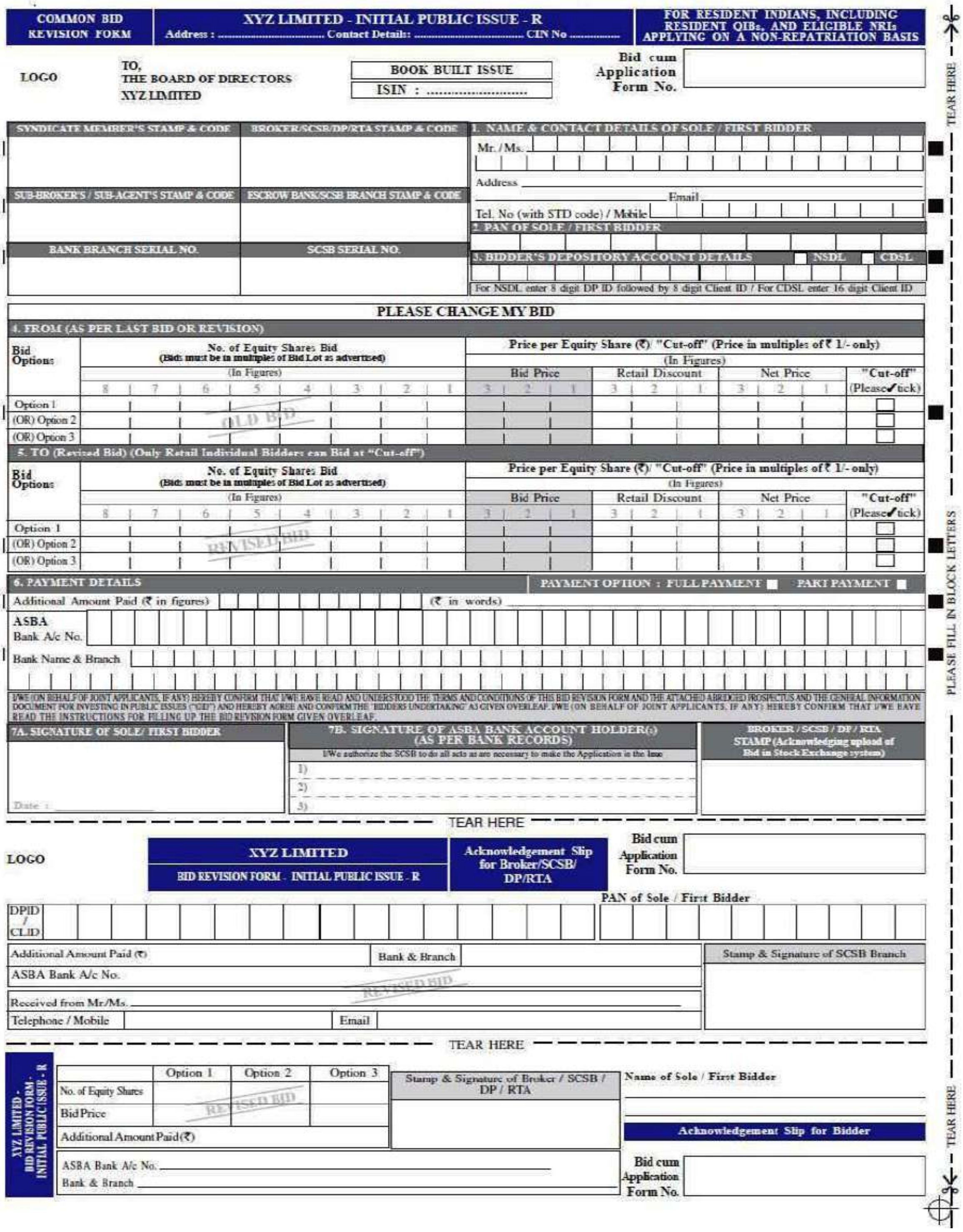
(a) During the Bid/Issue Period, any Bidder/Applicant (other than QIBs and NIIs, who can only revise their bid upwards) who has registered his or her interest in the Equity Shares at a particular price level is free to revise his or her Bid within the Price Band using the Revision Form, which is a part of the Bid cum Application Form.

(b) RII may revise or withdraw their bids till closure of the bidding period.

(c) Revisions can be made in both the desired number of Equity Shares and the Bid Amount by using the Revision Form.

(d) The Bidder/Applicant can make this revision any number of times during the Bid/Issue Period. However, for any revision(s) in the Bid, the Bidders/Applicants will have to use the services of the same Designated Intermediary through which such Bidder/Applicant had placed the original Bid. Bidders/Applicants are advised to retain copies of the blank Revision Form and the Bid(s) must be made only in such Revision Form or copies thereof.

A sample Revision form is reproduced below:


COMMON BID REVISION FORM

XYZ LIMITED - INITIAL PUBLIC ISSUE - R

Address : .... Contact Details: .... CIN No ....

FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs, AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS

LOGO

TO,
THE BOARD OF DIRECTORS
XYZ LIMITED

BOOK BUILT ISSUE
ISIN : ....

Bid cum Application Form No.

SYNDICATE MEMBER'S STAMP & CODE | BROKER/SCSB/DP/RTA STAMP & CODE

SUB-BROKER'S / SUB-AGENT'S STAMP & CODE | ESCROW BANK/SCSB BRANCH STAMP & CODE

BANK BRANCH SERIAL NO. | SCSB SERIAL NO.

1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER
Mr. / Ms.
Address
Email
Tel. No (with STD code) / Mobile

2. PAN OF SOLE / FIRST BIDDER

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS NSDL CDSL

For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

PLEASE CHANGE MY BID

4. FROM (AS PER LAST BID OR REVISION)

Bid Options	No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised) (In Figures) 8 7 6 5 4 3 2 1	Price per Equity Share (₹) "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures): Bid Price 3 2 1	Retail Discount 3 2 1	Net Price 3 2 1	"Cut-off" (Please ✔ tick)
Option 1	OLD BID				
(OR) Option 2					
(OR) Option 3					

5. TO (Revised Bid) (Only Retail Individual Bidders can Bid at "Cut-off")

Bid Options	No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised) (In Figures) 8 7 6 5 4 3 2 1	Price per Equity Share (₹) / "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures): Bid Price 3 2 1	Retail Discount 3 2 1	Net Price 3 2 1	"Cut-off" (Please ✔ tick)
Option 1	REVISED BID				
(OR) Option 2					
(OR) Option 3					

6. PAYMENT DETAILS — PAYMENT OPTION : FULL PAYMENT PART PAYMENT
Additional Amount Paid (₹ in figures) (₹ in words)
ASBA Bank A/c No.
Bank Name & Branch

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID REVISION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE "BIDDERS UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID REVISION FORM GIVEN OVERLEAF.

7A. SIGNATURE OF SOLE/ FIRST BIDDER
Date :

7B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(s) (AS PER BANK RECORDS)
I/We authorize the SCSB to do all acts as are necessary to make the Application in the Issue
1)
2)
3)

BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)

TEAR HERE

LOGO

XYZ LIMITED
BID REVISION FORM - INITIAL PUBLIC ISSUE - R

Acknowledgement Slip for Broker/SCSB/ DP/RTA

Bid cum Application Form No.

PAN of Sole / First Bidder

DPID / CLID

Additional Amount Paid (₹) | Bank & Branch | Stamp & Signature of SCSB Branch
ASBA Bank A/c No.
REVISED BID
Received from Mr./Ms.
Telephone / Mobile | Email

TEAR HERE

XYZ LIMITED - BID REVISION FORM - INITIAL PUBLIC ISSUE - R

	Option 1	Option 2	Option 3
No. of Equity Shares			
Bid Price		REVISED BID	
Additional Amount Paid (₹)			

Stamp & Signature of Broker / SCSB / DP / RTA

Name of Sole / First Bidder

Acknowledgement Slip for Bidder

ASBA Bank A/c No.
Bank & Branch

Bid cum Application Form No.

TEAR HERE
PLEASE FILL IN BLOCK LETTERS

Instructions to fill each field of the Revision Form can be found on the reverse side of the Revision Form. Other than instructions already highlighted at paragraph 4.1 above, point wise instructions regarding filling up various fields of the Revision Form are provided below:

4.2.1 **FIELDS 1, 2 AND 3: NAME AND CONTACT DETAILS OF SOLE/FIRST BIDDER/APPLICANT, PAN OF SOLE/FIRST BIDDER/APPLICANT AND DEPOSITORY ACCOUNT DETAILS OF THE BIDDER/APPLICANT**

Bidders/Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

4.2.2 **FIELD 4 AND 5: BID OPTIONS REVISION 'FROM' AND 'TO'**

(a) Apart from mentioning the revised options in the Revision Form, the Bidder/Applicant must also mention the details of all the bid options given in his or her Bid cum Application Form or earlier Revision Form. For example, if a Bidder/Applicant has Bid for three options in the Bid cum Application Form and such Bidder/Applicant is changing only one of the options in the Revision Form, the Bidder/Applicant must still fill the details of the other two options that are not being revised, in the Revision Form. The Designated Intermediaries may not accept incomplete or inaccurate Revision Forms.

(b) In case of revision, Bid options should be provided by Bidders/Applicants in the same order as provided in the Bid cum Application Form.

(c) In case of revision of Bids by RIIs, Employees and Retail Individual Shareholders, such Bidders/Applicants should ensure that the Bid Amount, subsequent to revision, does not exceed ₹ 200,000.00. In case the Bid Amount exceeds ₹ 200,000.00 due to revision of the Bid or for any other reason, the Bid may be considered, subject to eligibility, for allocation under the Non-Institutional Category, not being eligible for Discount (if applicable) and such Bid may be rejected if it is at the Cut-off Price. The Cut-off Price option is given only to the RIIs, Employees and Retail Individual Shareholders indicating their agreement to Bid for and purchase the Equity Shares at the Issue Price as determined at the end of the Book Building Process.

(d) In case the total amount (i.e., original Bid Amount plus additional payment) exceeds ₹ 200,000.00, the Bid will be considered for allocation under the Non-Institutional Portion in terms of the RHP/Prospectus. If, however, the RII does not either revise the Bid or make additional payment and the Issue Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for shall be adjusted downwards for the purpose of allocation, such that no additional payment would be required from the RII and the RII is deemed to have approved such revised Bid at Cut-off Price.

(e) In case of a downward revision in the Price Band, RIIs who have bid at the Cut-off Price could either revise their Bid or the excess amount paid at the time of bidding may be unblocked after finalisation of the basis of allotment.

4.2.3 **FIELD 6: PAYMENT DETAILS**

(a) All Bidders/Applicants are required to authorise that the full Bid Amount (less Discount (if applicable) is blocked in the ASBA Accounts. In case of Bidders/Applicants specifying more than one Bid Option in the Bid cum Application Form, the total Bid Amount may be calculated for the highest of three options at net price, i.e. Bid price less discount offered, if any.

(b) Bidder/Applicant may issue instructions to block the revised amount based on cap of the revised Price Band (adjusted for the Discount (if applicable) in the ASBA Account, to the same Designated Intermediary through whom such Bidder/Applicant had placed the original Bid to enable the relevant SCSB to block the additional Bid Amount, if any.

(c) In case the total amount (i.e., original Bid Amount less discount (if applicable) plus additional payment) exceeds ₹ 200,000.00, the Bid may be considered for allocation under the Non-Institutional Category in terms of the RHP/Prospectus. If, however, the Bidder/Applicant does not either revise the Bid or make additional payment and the Issue Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for may be adjusted downwards for the purpose of allotment, such that no additional payment is required from the Bidder/Applicant and the Bidder/Applicant is deemed to have approved such revised Bid at the Cut-off Price.

(d) In case of a downward revision in the Price Band, RIIs, Employees and Retail Individual Shareholders, who have bid at the Cut-off Price, could either revise their Bid or the excess amount blocked at the time of bidding may be unblocked after finalisation of the basis of allotment.

4.2.4 **FIELDS 7: SIGNATURES AND ACKNOWLEDGEMENTS**

Bidders/Applicants may refer to instructions contained at paragraphs 4.1.8 and 4.1.9 for this purpose.

4.3 **INSTRUCTIONS FOR FILING APPLICATION FORM IN ISSUES MADE OTHER THAN THROUGH THE BOOK BUILDING PROCESS (FIXED PRICE ISSUE)**

4.3.1 **FIELDS 1, 2, 3 NAME AND CONTACT DETAILS OF SOLE/FIRST BIDDER/APPLICANT, PAN OF SOLE/FIRST BIDDER/APPLICANT AND DEPOSITORY ACCOUNT DETAILS OF THE BIDDER/APPLICANT**

Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

4.3.2 **FIELD 4: PRICE, APPLICATION QUANTITY AND AMOUNT**

(a) The Issuer may mention Issue Price or Price band in the draft Prospectus. However a prospectus registered with RoC contains one price or coupon rate (as applicable).

(b) **Minimum Application Value and Bid Lot:** The Issuer, in consultation with the Lead Manager to the Issue (LM) may decide the minimum number of Equity Shares for each Bid to ensure that the minimum application value is within the range of ₹ 10,000.00 to ₹ 15,000.00. The minimum Lot size is accordingly determined by an Issuer on basis of such minimum application value.

(c) Applications by RIIs, Employees and Retail Individual Shareholders, must be for such number of shares so as to ensure that the application amount payable does not exceed ₹ 200,000.00.

(d) Applications by other investors must be for such minimum number of shares such that the application amount exceeds ₹ 200,000.00 and in multiples of such number of Equity Shares thereafter, as may be disclosed in the application form and the Prospectus, or as advertised by the Issuer, as the case may be.

(e) An application cannot be submitted for more than the Issue size.

(f) The maximum application by any Applicant should not exceed the investment limits prescribed for them under the applicable laws.

(g) **Multiple Applications:** An Applicant should submit only one Application Form. Submission of a second Application Form to either the same or other SCSB and duplicate copies of Application Forms bearing the same application number shall be treated as multiple applications and are liable to be rejected.

(h) Applicants are requested to note the following procedures may be followed by the Registrar to the Issue to detect multiple applications:

(i) All applications may be checked for common PAN as per the records of the Depository. For Applicants other than Mutual Funds and FII sub-accounts, Bids bearing the same PAN may be treated as multiple applications by a Bidder/Applicant and may be rejected.

(ii) For applications from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Bids on behalf of the PAN Exempted Applicants, the Application Forms may be checked for common DP ID and Client ID. In any such applications which have the same DP ID and Client ID, these may be treated as multiple applications and may be rejected.

(i) The following applications may not be treated as multiple Bids:

(i) Separate applications by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Applications clearly indicate the scheme for which the Bid has been made.

(ii) Applications by Mutual Funds, and sub-accounts of FIIs (or FIIs and its sub-accounts) submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.

4.3.3 **FIELD NUMBER 5: CATEGORY OF APPLICANTS**

(a) The categories of applicants identified as per the SEBI ICDR Regulations, 2009 for the purpose of Bidding, allocation and allotment in the Issue are RIIs, individual applicants other than RII's and other investors (including corporate bodies or institutions, irrespective of the number of specified securities applied for).

(b) An Issuer can make reservation for certain categories of Applicants permitted under the SEBI ICDR Regulations, 2009. For details of any reservations made in the Issue, applicants may refer to the Prospectus.

(c) The SEBI ICDR Regulations, 2009 specify the allocation or allotment that may be made to various categories of applicants in the Issue depending upon compliance with the eligibility conditions. Details pertaining to allocation are disclosed on reverse side of the Revision Form. For Issue specific details in relation to allocation applicant may refer to the Prospectus.

4.3.4 **FIELD NUMBER 6: INVESTOR STATUS**

Applicants should refer to instructions contained in paragraphs 4.1.6.

4.3.5 **FIELD 7: PAYMENT DETAILS**

(a) All Applicants (other than Anchor Investors) are required to make use of ASBA for applying in the Issue.

(b) Application Amount cannot be paid through cheques and demand drafts or in cash, through money order or through postal order or through stock invest.

4.3.5.1 **Payment instructions for ASBA Applicants**

Applicants should refer to instructions contained in paragraphs 4.1.7.2.

4.3.5.2.1 **Unblocking of ASBA Account**

Applicants should refer to instructions contained in paragraphs 4.1.7.2.1.

4.3.5.2 **Discount** (if applicable)

(a) The Discount is stated in absolute rupee terms.

(b) RIIs, Employees and Retail Individual Shareholders are only eligible for discount. For Discounts offered in the Issue, applicants may refer to the Prospectus.

(c) The Applicants entitled to the applicable Discount in the Issue may authorise blocking of an amount i.e. the Application Amount less Discount (if applicable).

4.3.6 **FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS AND ACKNOWLEDGEMENT AND FUTURE COMMUNICATION**

Applicants should refer to instructions contained in paragraphs 4.1.8 and 4.1.9.

4.4 **SUBMISSION OF BID CUM APPLICATION FORM/ REVISION FORM/APPLICATION FORM**

4.4.1 **Bidders/Applicants may submit completed Bid-cum-application form / Revision Form in the following manner:-**

Mode of Application	Submission of Bid cum Application Form
Application by Anchor Investors	To the Book Running Lead Manager/ relevant Syndicate Member (with prior written permission of SCML) at the locations specified in the Anchor Investor Application Form
Applications by other Bidders	(a) To members of the Syndicate in the Specified Locations or Registered Brokers at the Broker Centres, or the RTA at the Designated RTA Location or the DP at the Designated CDP Locations. (b) To the Designated branches of the SCSBs

(a) Bidders/Applicants should submit the Revision Form to the same Designated Intermediary through which such Bidder/Applicant had placed the original Bid.

(b) Upon submission of the Bid-cum-Application Form, the Bidder/Applicant will be deemed to have authorised the Issuer to make the necessary changes in the RHP and the Bid cum Application Form as would be required for filing Prospectus with the Registrar of Companies ("**RoC**") and as would be required by the RoC after such filing, without prior or subsequent notice of such changes to the relevant Bidder/Applicant.

(c) Upon determination of the Issue Price and filing of the Prospectus with the RoC, the Bid-cum Application Form will be considered as the application form.

SECTION 5: ISSUE PROCEDURE IN BOOK BUILT ISSUE

Book Building, in the context of the Issue, refers to the process of collection of Bids within the Price Band or above the Floor Price and determining the Issue Price based on the Bids received as detailed in Schedule XI of SEBI ICDR Regulations, 2009. The Issue Price is finalised after the Bid/Issue Closing Date. Valid Bids received at or above the Issue Price are considered for allocation in the Issue, subject to applicable regulations and other terms and conditions.

5.1 **SUBMISSION OF BIDS**

(a) During the Bid/Issue Period, Bidders/Applicants may approach the Designated Intermediaries to submit and register their Bids. Anchor Investors who are interested in subscribing for the Equity Shares should approach the Book Running Lead Manager/ relevant Syndicate Member (with prior written permission of SCML) as to register their Bids.

(b) In case of Bidders/Applicants (excluding NIIs and QIBs) bidding at Cut-off Price, the Bidders/Applicants may instruct the SCSBs to block Bid Amount based on the Cap Price less discount (if applicable).

(d) For Details of the timing on acceptance and upload of Bids in the Stock Exchanges Platform Bidders/Applicants are requested to refer to the RHP.

5.2 **ELECTRONIC REGISTRATION OF BIDS**

(a) The Designated Intermediaries may register the Bids using the on-line facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the online facilities for Book Building on a regular basis before the closure of the Issue.

(b) On the Bid/Issue Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges and as disclosed in the Red Herring Prospectus.

(c) Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/ Allotment. The Designated Intermediaries are given up to one day after the Bid/Issue Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid/Issue Period after which the Stock Exchange(s) send the bid information to the Registrar for validation of the electronic bid details with the Depository's records.

5.3 **BUILD UP OF THE BOOK**

(a) Bids received from various Bidders/Applicants through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchanges' on a regular basis. The book gets built up at various price levels. This information may be available with the BRLMs at the end of the Bid/Issue Period.

(b) Based on the aggregate demand and price for Bids registered on the Stock Exchanges Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchanges may be made available at the bidding centres during the Bid/Issue Period.

5.4 **WITHDRAWAL OF BIDS**

(a) RIIs can withdraw their Bids until the Bid/Issue Closing Date. In case a RII wishes to withdraw the Bid during the Bid/Issue Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.

(b) The Registrar to the Issue shall give instruction to the SCSB for unblocking the ASBA Account upon or after finalisation of the basis of allotment. QIBs and NIIs can neither withdraw nor lower the size of their Bids after the closure of the Issue.

5.5 **REJECTION AND RESPONSIBILITY FOR UPLOAD OF BIDS**

(a) The Designated Intermediaries are individually responsible for the acts, mistakes or errors or omission in relation to

(i) the Bids accepted by the Designated Intermediaries,
(ii) the Bids uploaded by the Designated Intermediaries, or
(iii) the Bid cum application forms accepted but not uploaded by the Designated Intermediaries.

(b) The BRLMs and their affiliate Syndicate Members, as the case may be, may reject Bids if all the information required is not provided and the Bid cum Application Form is incomplete in any respect.

(c) The SCSBs shall have no right to reject Bids, except in case of unavailability of adequate funds in the ASBA account or on technical grounds.

(d) In case of QIB Bidders, only the (i) SCSBs (for Bids other than the Bids by Anchor Investors); and (ii) the BRLMs and their affiliate Syndicate Members (only in the specified locations) have the right to reject bids. However, such rejection shall be made at the time of receiving the Bid and only after assigning a reason for such rejection in writing.

(e) All bids by QIBs, NIIs and RIIs Bids can be rejected on technical grounds listed herein.

5.5.1 **GROUNDS FOR TECHNICAL REJECTIONS**

Bid cum Application Forms/Application Form can be rejected on the below mentioned technical grounds either at the time of their submission to the Designated Intermediaries or at the time of finalisation of the Basis of Allotment. Bidders/Applicants are advised to note that the Bids/Applications are liable to be rejected, inter-alia, on the following grounds, which have been detailed at various placed in this GID:-

(a) Bid/Applications accompanied by cash, demand draft, cheque, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account maintained with an SCSB;

(b)Bid/Application by persons not competent to contract under the Indian Contract Act, 1872, as amended, (other than minors having valid Depository Account as per Demographic Details provided by Depositories);

(c) Bids/Applications by OCBs;

(d) In case of partnership firms, Bid/Application for Equity Shares made in the name of the firm. However, a limited liability partnership can apply in its own name;

(e) In case of Bids/Applications under power of attorney or by limited companies, corporate, trust etc., relevant documents are not being submitted along with the Bid cum application form;

(f) Bids/Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;

(g) Bids/Applications by any person outside India if not in compliance with applicable foreign and Indian laws;

(h) DP ID and Client ID not mentioned in the Bid cum Application Form/Application Form;

(i) PAN not mentioned in the Bid cum Application Form/Application Form except for Bids/Applications by or on behalf of the Central or State Government and officials appointed by the court and by the investors residing in the State of Sikkim, provided such claims have been verified by the Depository Participant;

(j) In case no corresponding record is available with the Depositories that matches the DP ID, the Client ID and the PAN;

(k) Bids/Applications for lower number of Equity Shares than the minimum specified for that category of investors;

(l) Bids/Applications at a price less than the Floor Price and Bids/Applications at a price more than the Cap Price;

(m) Bids/Applications at Cut-off Price by NIIs and QIBs;

(n) The amounts mentioned in the Bid cum Application Form/Application Form do not tally with the amount payable for the value of the Equity Shares Bid/Applied for;

(o) Bids/Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;

(p) Submission of more than five Bid cum Application Forms/Application Form as per ASBA Account;

(q) Bids not uploaded in the Stock Exchanges bidding system

(r) Bids/Applications for number of Equity Shares which are not in multiples Equity Shares which are not in multiples as specified in the RHP;

(s) Multiple Bids/Applications as defined in this GID and the RHP/Prospectus;

(t) Bid cum Application Forms/Application Forms are not delivered by the Bidders/Applicants within the time prescribed as per the Bid cum Application Forms/Application Form, Bid/Issue Opening Date advertisement and as per the instructions in the RHP and the Bid cum Application Forms;

(u) Inadequate funds in the bank account to block the Bid/Application Amount specified in the ASBA Form at the time of blocking such Bid/Application Amount in the bank account;

(v) Where no confirmation is received from SCSB for blocking of funds;

(w) Bids/Applications by Bidders (other than Anchor Investors) that are not submitted through ASBA process;

(x) ASBA Bids/Applications submitted to a Designated Intermediary at locations other than the Bidding Centres, submitted to the Escrow Collecting Banks (assuming that such bank is not a SCSB where the ASBA Account is maintained), to the issuer or the Registrar to the Issue;

(y) Bids/Applications not uploaded on the terminals of the Stock Exchanges;

(z) Bids/Applications by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Bid cum Application Form/Application Form.

5.6 **BASIS OF ALLOCATION**

(a) The SEBI ICDR Regulations, 2009 specify the allocation or Allotment that may be made to various categories of Bidders/Applicants in the Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP / Prospectus. For details in relation to allocation, the Bidder/Applicant may refer to the RHP / Prospectus.

(b) Under-subscription in any category (except for the QIB Portion) is allowed to be met with spill-over from any other category or combination of categories at the discretion of the Issuer in consultation with the BRLMs (other than SCML) and the Designated Stock Exchange and in accordance with the SEBI ICDR Regulations, 2009. Unsubscribed portion in QIB category is not available for subscription to other categories.

(c) For allocation in the event of an under-subscription applicable to the Issuer, Bidders/Applicants may refer to the RHP.

(d) **Illustration of the Book Building and Price Discovery Process**

Bidders should *note that this example is solely for illustrative purposes and is not specific to the Issue; it also excludes bidding by Anchor Investors.*

Bidders can bid at any price within the Price Band. For instance, assume a Price Band of ₹ 20.00 to ₹ 24.00 per share, Issue size of 3,000 Equity Shares and receipt of five Bids from Bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the Equity Shares of the Issuer at various prices and is collated from Bids received from various investors.

Bid Quantity	Bid Amount (in ₹)	Cumulative Quantity	Subscription
500	24.00	500	16.67%
1,000	23.00	1,500	50.00%
1,500	22.00	3,000	100.00%
2,000	21.00	5,000	166.67%
2,500	20.00	7,500	250.00%

The price discovery is a function of demand at various prices. The highest price at which the Issuer is able to Issue the desired number of Equity Shares is the price at which the book cuts off, i.e., ₹ 22.00 in the above example. The Issuer, in consultation with the BRLMs (other than SCML) may finalise the Issue Price at or below such Cut-Off Price, i.e., at or below ₹ 22.00. All Bids at or above this Issue Price and cut-off Bids are valid Bids and are considered for allocation in the respective categories.

(e) **Alternate Method of Book Building**

In case of FPOs, Issuer may opt for an alternate method of Book Building in which only the Floor Price is specified for the purposes of bidding ("**Alternate Book Building Process**").

QIBs may Bid at a price higher than the Floor Price and the Allotment to the QIBs is made on a price priority basis. The Bidder with the highest Bid Amount is allotted the number of Equity Shares Bid for and then the second highest Bidder is Allotted Equity Shares and this process continues until all the Equity Shares have been allotted. RIIs, NIIs and Employees are Allotted Equity Shares at the Floor Price and allotment to these categories of Bidders is made proportionately. If the number of Equity Shares Bid for at a price is more than available quantity then the allotment may be done on a proportionate basis. Further, the Issuer may place a cap either in terms of number of specified securities or percentage of issued capital of the Issuer that may be allotted to a single Bidder, decide whether a Bidder be allowed to revise the bid upwards or downwards in terms of price and/or quantity and also decide whether a Bidder be allowed single or multiple bids.

SECTION 6: ISSUE PROCEDURE IN FIXED PRICE ISSUE

Applicants may note that there is no Bid cum Application Form in a Fixed Price Issue. As the Issue Price is mentioned in the Fixed Price Issue therefore on filing of the Prospectus with the RoC, the Application so submitted is considered as the application form.

Applicants may only use the specified Application Form for the purpose of making an Application in terms of the Prospectus which may be submitted through a Designated Intermediary.

ASBA Applicants may submit an Application Form either in physical form to the Syndicate Members or Registered Brokers or the Designated Branches of the SCSBs or in the electronic form to the SCSB or the Designated Branches of the SCSBs authorising blocking of funds that are available in the bank account specified in the Application Form only ("**ASBA Account**"). The Application Form is also made available on the websites of the Stock Exchanges at least one day prior to the Bid/Issue Opening Date.

In a fixed price Issue, allocation in the Issue to the public category is made as follows: minimum fifty per cent to Retail Individual Investors; and remaining to (i) individual investors other than Retail Individual Investors; and (ii) other Applicants including corporate bodies or institutions, irrespective of the number of specified securities applied for. The unsubscribed portion in either of the categories specified above may be allocated to the Applicants in the other category.

For details of instructions in relation to the Application Form, Bidders/Applicants may refer to the relevant section the GID.

SECTION 7: ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

The allotment of Equity Shares to Bidders/Applicants other than Retail Individual Investors and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to RHP/Prospectus. No Retail Individual Investor is will be allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90.00% of the Issue (excluding any Offer for Sale of specified securities). However, in case the Issue is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

7.1ALLOTMENT TO RIIs

Bids received from the RIIs at or above the Issue Price may be grouped together to determine the total demand under this category. If the aggregate demand in this category is less than or equal to the Retail Category at or above the Issue Price, full Allotment may be made to the RIIs to the extent of the valid Bids. If the aggregate demand in this category is greater than the allocation to in the Retail Category at or above the Issue Price, then the maximum number of RIIs who can be Allotted the minimum Bid Lot will be computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Bid Lot ("**Maximum RII Allottees**"). The Allotment to the RIIs will then be made in the following manner:

(a)In the event the number of RIIs who have submitted valid Bids in the Issue is equal to or less than Maximum RII Allottees, (i) all such RIIs shall be Allotted the minimum Bid Lot; and (ii) the balance available Equity Shares, if any, remaining in the Retail Category shall be Allotted on a proportionate basis to the RIIs who have received Allotment as per (i) above for the balance demand of the Equity Shares Bid by them (i.e. who have Bid for more than the minimum Bid Lot).

(b)In the event the number of RIIs who have submitted valid Bids in the Issue is more than Maximum RII Allottees, the RIIs (in that category) who will then be allotted minimum Bid Lot shall be determined on the basis of draw of lots.

7.2 **ALLOTMENT TO NIIs**

Bids received from NIIs at or above the Issue Price may be grouped together to determine the total demand under this category. The allotment to all successful NIIs may be made at or above the Issue Price. If the aggregate demand in this category is less than or equal to the Non-Institutional Category at or above the Issue Price, full allotment may be made to NIIs to the extent of their demand. In case the aggregate demand in this category is greater than the Non-Institutional Category at or above the Issue Price, allotment may be made on a proportionate basis up to a minimum of the Non-Institutional Category.

7.3 **ALLOTMENT TO QIBs**

For the Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to the SEBI ICDR Regulations, 2009 or RHP / Prospectus. Bids received from QIBs bidding in the QIB Category (net of Anchor Portion) at or above the Issue Price may be grouped together to determine the total demand under this category. The QIB Category may be available for allotment to QIBs who have Bid at a price that is equal to or greater than the Issue Price. Allotment may be undertaken in the following manner:

(a)In the first instance allocation to Mutual Funds for up to 5.00% of the QIB Category may be determined as follows: (i) In the event that Bids by Mutual Fund exceeds 5.00% of the QIB Category, allocation to Mutual Funds may be done on a proportionate basis for up to 5.00% of the QIB Category; (ii) In the event that the aggregate demand from Mutual Funds is less than 5.00% of the QIB Category then all Mutual Funds may get full allotment to the extent of valid Bids received above the Issue Price; and (iii) Equity Shares remaining unsubscribed, if any and not allocated to Mutual Funds may be available for allotment to all QIBs as set out at paragraph 7.3(b) below;

(b)In the second instance, allotment to all QIBs may be determined as follows: (i) In the event of oversubscription in the QIB Category, all QIBs who have submitted Bids above the Issue Price may be Allotted Equity Shares on a proportionate basis for up to 95.00% of the QIB Category; (ii) Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis along with other QIBs; and (iii) Under-subscription below 5.00% of the QIB Category, if any, from Mutual Funds, may be included for allocation to the remaining QIBs on a proportionate basis.

7.4 **ALLOTMENT TO ANCHOR INVESTOR (IF APPLICABLE)**

(a)Allocation of Equity Shares to Anchor Investors at the Anchor Investor Issue Price will be at the discretion of the Issuer, in consultation with the BRLMs (other than SCML), subject to compliance with the following requirements:

(i) not more than 60.00% of the QIB Portion will be allocated to Anchor Investors;
(ii) one-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors; and
(iii)allocation to Anchor Investors shall be on a discretionary basis and subject to:

- a maximum number of two Anchor Investors for allocation up to ₹ 100.00 million;
- a minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹ 100.00 million and up to ₹ 2,500.00 million subject to minimum allotment of ₹ 50.00 million per such Anchor Investor; and
- in case of allocation above ₹ 2,500.00 million; a minimum of five (5) such investors and a maximum of 15 such investors for allocation up to ₹ 2,500.00 million and an additional 10 such investors for every additional ₹ 2,500.00 million or part thereof, shall be permitted, subject to a minimum allotment of ₹ 50.00 million per such investor

(b)A physical book is prepared by the Registrar on the basis of the Anchor Investor Application Forms received from Anchor Investors. Based on the physical book and at the discretion of the Issuer, in consultation with the BRLMs, selected Anchor Investors will be sent a CAN and if required, a revised CAN.

(c) **In the event that the Issue Price is higher than the Anchor Investor Issue Price:** Anchor Investors will be sent a revised CAN within one day of the Pricing Date indicating the number of Equity Shares allocated to such Anchor Investor and the pay-in date for payment of the balance amount. Anchor Investors are then required to pay any additional amounts, being the difference between the Issue Price and the Anchor Investor Issue Price, as indicated in the revised CAN within the pay-in date referred to in the revised CAN. Thereafter, the Allotment Advice will be issued to such Anchor Investors.

(d)**In the event the Issue Price is lower than the Anchor Investor Issue Price:** Anchor Investors who have been Allotted Equity Shares will directly receive Allotment Advice.

7.5 **BASIS OF ALLOTMENT FOR QIBs (OTHER THAN ANCHOR INVESTORS) AND NIIs IN CASE OF OVER-SUBSCRIBED ISSUE**

In the event of the Issue being over-subscribed, the Issuer may finalise the Basis of Allotment in consultation with the Designated Stock Exchange in accordance with the SEBI ICDR Regulations, 2009.

The allocation may be made in marketable lots, on a proportionate basis as explained below:

(a) Bidders may be categorized according to the number of Equity Shares applied for;

(b) The total number of Equity Shares to be Allotted to each category as a whole may be arrived at on a proportionate basis, which is the total number of Equity Shares applied for in that category (number of Bidders in the category multiplied by the number of Equity Shares applied for) multiplied by the inverse of the over-subscription ratio;

(c) The number of Equity Shares to be Allotted to the successful Bidders may be arrived at on a proportionate basis, which is total number of Equity Shares applied for by each Bidder in that category multiplied by the inverse of the over-subscription ratio;

(d) In all Bids where the proportionate allotment is less than the minimum bid lot decided per Bidder, the allotment may be made as follows: the successful Bidders out of the total Bidders for a category may be determined by a draw of lots in a manner such that the total number of Equity Shares Allotted in that category is equal to the number of Equity Shares calculated in accordance with (b) above; and each successful Bidder may be Allotted a minimum of such Equity Shares equal to the minimum Bid Lot finalised by the Issuer;

(e) If the proportionate allotment to a Bidder is a number that is more than the minimum Bid lot but is not a multiple of one (which is the marketable lot), the decimal may be rounded off to the higher whole number if that decimal is 0.5 or higher. If that number is lower than 0.5 it may be rounded off to the lower whole number. Allotment to all bidders in such categories may be arrived at after such rounding off; and

(f) If the Equity Shares allocated on a proportionate basis to any category are more than the Equity Shares Allotted to the Bidders in that category, the remaining Equity Shares available for allotment may be first adjusted against any other category, where the Allotted Equity Shares are not sufficient for proportionate allotment to the successful Bidders in that category. The balance Equity Shares, if any, remaining after such adjustment may be added to the category comprising Bidders applying for minimum number of Equity Shares.

7.6 **DESIGNATED DATE AND ALLOTMENT OF EQUITY SHARES**

(a) **Designated Date:** On the Designated Date, the Escrow Collection Bank shall transfer the funds represented by allocation of Equity Shares to Anchor Investors from the Escrow Account, as per the terms of the Cash Escrow Agreement, into the Public Issue Account with the Bankers to the Issue. The balance amount after transfer to the Public Issue Account shall be transferred to the Refund Account. Payments of refund to the Bidders applying in the Anchor Investor Portion shall also be made from the Refund Account as per the terms of the Cash Escrow Agreement and the RHP. On the Designated Date, the Registrar to the Issue shall instruct the SCSBs to unblock funds represented by allocation of Equity Shares from ASBA Accounts into the Public Issue Account.

(b) **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall upload the same on its website. On the basis of the approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the Allotment and credit of Equity Shares. Bidders/Applicants are advised to instruct their Depository Participant to accept the Equity Shares that may be allotted to them pursuant to the Issue.

Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Bidders/Applicants who have been Allotted Equity Shares in the Issue.

(c) The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.

(d) Issuer will ensure that: (i) the Allotment of Equity Shares; and (ii) credit of shares to the successful Bidders/Applicants Depository Account will be completed within six Working Days of the Bid/Issue Closing Date.

SECTION 8: INTEREST AND REFUNDS

8.1 **COMPLETION OF FORMALITIES FOR LISTING AND COMMENCEMENT OF TRADING**

The Issuer shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within six Working Days of the Bid/Issue Closing Date. The Registrar to the Issue may initiate corporate action for credit to Equity Shares the beneficiary account with the Depositories, and dispatch the Allotment Advice within six Working Days of the Bid/Issue Closing Date.

If there is a delay beyond the prescribed time after the Issuer becomes liable to pay the amount received from Bidders, then the Issuer and every director of the Issuer who is an officer in default may on and from expiry of 15 Working Days, be jointly and severally liable to repay the money, with interest at rates prescribed under applicable law.

8.2 **GROUNDS FOR REFUND**

8.2.1 **NON RECEIPT OF LISTING PERMISSION**

An Issuer makes an application to the Stock Exchange(s) for permission to deal in/list and for an official quotation of the Equity Shares. All the Stock Exchanges from where such permission is sought are disclosed in RHP/Prospectus. The Designated Stock Exchange may be as disclosed in the RHP/Prospectus with which the Basis of Allotment may be finalised.

If the Issuer fails to make application to the Stock Exchange(s) and obtain permission for listing of the Equity Shares, in accordance with the provisions of Section 40 of the Companies Act, 2013, the Issuer may be punishable with a fine which shall not be less than five lakh rupees but which may extend to fifty lakh rupees and every officer of the Issuer who is in default shall be punishable with imprisonment for a term which may extend to one year or with fine which shall not be less than fifty thousand rupees but which may extend to three lakh rupees, or with both.

If the permissions to deal in and for an official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Issuer may forthwith take steps to refund, without interest, all moneys received from the Bidders/Applicants in pursuance of the RHP/Prospectus.

If such money is not refunded to the Bidders/Applicants within the prescribed time after the Issuer becomes liable to repay it, then the Issuer and every director of the Issuer who is an officer in default may, on and from such expiry of such period, be liable to repay the money, with interest at such rate, as disclosed in the RHP/Prospectus.

8.2.2 **NON RECEIPT OF MINIMUM SUBSCIPTION**

If the Issuer does not receive a minimum subscription of 90.00% of the Issue (excluding any offer for sale of specified securities), including devolvement to the Underwriters, the Issuer may forthwith, without interest take steps to unblock the entire subscription amount received within six Working Days of the Bid/Issue Closing Date and repay, without interest, all subscription amounts received from Anchor Investors. In case the Issue is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

If such money is not refunded to the Bidders/Applicants within the prescribed time after the Issuer becomes liable to repay it, then the Issuer and every director of the Issuer who is an officer in default may, on and from such expiry of such period, be liable to repay the money, with interest at such rate, as disclosed in the RHP/Prospectus.

Please note that refunds on account of our Company not receiving the minimum subscription of 90.00% of the Issue, shall be credited only to the bank account from which the Bid Amount was remitted to the Escrow Bank. Please note that refunds shall be credited only to the bank account from which the Bid Amount was remitted to the Escrow Collection Bank.

8.2.3 **MINIMUM NUMBER OF ALLOTTEES**

The Issuer may ensure that the number of prospective Allottees to whom Equity Shares may be allotted may not be less than 1,000 failing which the entire application monies may be refunded forthwith.

8.2.4 **IN CASE OF ISSUES MADE UNDER COMPULSORY BOOK BUILDING**

In case an Issuer not eligible under Regulation 26(1) of the SEBI ICDR Regulations, 2009 comes for an Issue under Regulation 26(2) of SEBI (ICDR) Regulations, 2009 but fails to allot at least 75.00% of the Issue to QIBs, in such case full subscription money is to be refunded.

8.3 **MODE OF REFUND**

(a) **In case of ASBA Bids:** Within six Working Days of the Bid/Issue Closing Date, the Registrar to the Issue may give instructions to SCSBs for unblocking the amount in ASBA Accounts of unsuccessful Bidders and also for any excess amount blocked on Bidding/Application.

(b) **In case of Anchor Investors:** Within six Working Days of the Bid/Issue Closing Date may dispatch refunds for all amounts payable to unsuccessful Anchor Investors.

(c) In case of Anchor Investors, the Registrar to the Issue may obtain from the Depositories the Bidders/Applicants' bank account details, including the MICR code, on the basis of the DP ID, Client ID and PAN provided by the Anchor Investors in their Anchor Investor Application Forms for refunds. Accordingly, Anchor Investors are advised to immediately update their details as appearing on the records of their DPs. Failure to do so may result in delays in dispatch of refunds through electronic transfer of funds, as applicable, and any such delay may be at the Anchor Investors' sole risk and neither the Issuer, the Registrar to the Issue, the Escrow Collection Bank, or the Syndicate, may be liable to compensate the Anchor Investors for any losses caused to them due to any such delay, or liable to pay any interest for such delay.

(d) In the case of Bids from Eligible NRIs, FIIs, FPIs and QFIs, refunds, if any, may generally be payable in Indian Rupees only and net of bank charges and/or commission. If so desired, such payments in Indian Rupees may be converted into U.S. Dollars or any other freely convertible currency as may be permitted by the RBI at the rate of exchange prevailing at the time of remittance and may be dispatched by registered post. The Issuer may not be responsible for loss, if any, incurred by the Bidder/Applicant on account of conversion of foreign currency.

8.3.1 **Electronic modes of making refunds to Anchor Investors**

The payment of refund to Anchor Investors, if any, may be done through various modes as mentioned below:

a) **NACH**– National Automated Clearing House which is consolidate system of ECS. Payment of refund would be done through NACH for Applicants having an account at one of the centres specified by the RBI, where such facility has been made available. This would be subject to availability of complete bank account details including Magnetic Ink Character Recognition (MICR) code wherever applicable from the depository. The payment of refund through NACH is mandatory for Applicants having a bank account at any of the centres where NACH facility has been made available by the RBI (subject to availability of all information for crediting the refund through NACH including the MICR code as appearing on a cheque leaf, from the depositories), except where applicant is otherwise disclosed as eligible to get refunds through NEFT or Direct Credit or RTGS.

(b) **NEFT—** Payment of refund may be undertaken through NEFT wherever the branch of the Anchor Investor's bank is NEFT enabled and has been assigned the Indian Financial System Code **("IFSC"),** which can be linked to the MICR of that particular branch. The IFSC Code may be obtained from the website of RBI as at a date prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Anchor Investors have registered their nine-digit MICR number and their bank account number while opening and operating the demat account, the same may be duly mapped with the IFSC Code of that particular bank branch and the payment of refund may be made to the Anchor Investors through this method. In the event NEFT is not operationally feasible, the payment of refunds may be made through any one of the other modes as discussed in this section;

(c) **Direct Credit—** Anchor Investors having their bank account with the Refund Banker may be eligible to receive refunds, if any, through direct credit to such bank account; and

(d) **RTGS—** Anchor Investors having a bank account at any of the centres notified by SEBI where clearing houses are managed by the RBI, may have the option to receive refunds, if any, through RTGS; and

For details of levy of charges, if any, for any of the above methods, Bank charges, if any, for cashing such cheques, pay orders or demand drafts at other centres etc., Anchor Investors may refer to RHP/Prospectus.

Please note that refunds through the abovementioned modes shall be credited only to the bank account from which the Bid Amount was remitted by the Anchor Investor to the Escrow Collection Bank.

8.4 **INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND**

The Issuer may pay interest at rates prescribed under applicable laws if refund orders are not dispatched or if, in a case where the refund or portion thereof is made in electronic manner, the refund instructions have not been given to the clearing system in the disclosed manner and/or demat credits are not made to Bidders/Applicants or instructions for unblocking of funds in the ASBA Account are not dispatched within the six Working days of the Bid/Issue Closing Date.

SECTION 9: GLOSSARY AND ABBREVIATIONS

Unless the context otherwise indicates or implies, certain definitions and abbreviations used in this document may have the meaning as provided below. References to any legislation, act or regulation may be to such legislation, *act or regulation as amended from time to time. In case of inconsistency in the description of a term mentioned herein below and the description ascribed to such term in the Red Herring Prospectus, the description as ascribed to such term in the Red Herring Prospectus shall prevail.*

Term	Description
Allotment/ Allot/ Allotted	The allotment of Equity Shares pursuant to the Issue to successful Bidders/Applicants
Allottee	An Bidder/Applicant to whom the Equity Shares are Allotted
Allotment Advice	Note or advice or intimation of Allotment sent to the Bidders/Applicants who have been allotted Equity Shares after the Basis of Allotment has been approved by the designated Stock Exchanges
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in SEBI ICDR Regulations, 2009.
Anchor Investor Application Form	The form used by an Anchor Investor to make a Bid in the Anchor Allotment in terms of the Red Herring Prospectus and Prospectus.
Escrow Account	An account opened with the Escrow Collection Bank and in whose favour the Anchor Investors may transfer money through NEFT/RTGS/direct credit in respect of the Bid Amount when submitting a Bid
Anchor Investor Portion	Up to 60.00% of the QIB Portion which may be allocated by the Issuer, in consultation with the BRLMs, to Anchor Investors on a discretionary basis. One-third of the Anchor Investor Portion is reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to Anchor Investors
Application Supported by Blocked Amount/ (ASBA)/ASBA	An application, whether physical or electronic, used by ASBA Bidders/Applicants to make a Bid and authorising an SCSB to block the Bid Amount in the specified bank account maintained with such SCSB.
Application Supported by Blocked Amount Form/ASBA Form	An application from, whether physical or electronic, used by ASBA Bidders/Applicants, which will be considered as the application for Allotment in terms of the Red Herring Prospectus and this Prospectus
ASBA Account	Account maintained with an SCSB which may be blocked by such SCSB to the extent of the Bid Amount of the ASBA Bidder/Applicant
ASBA Bidder/Applicant	Prospective Bidders/Applicants in the Issue who Bid/apply through ASBA
Banker(s) to the Issue/ Escrow Collection Bank(s)/ Collecting Banker	The banks which are clearing members and registered with SEBI as Banker to the Issue with whom the Escrow Account may be opened, and as disclosed in the RHP/Prospectus and Bid cum Application Form of the Issuer
Basis of Allotment	The basis on which the Equity Shares may be Allotted to successful Bidders/Applicants under the Issue
Bid	An indication to make an offer during the Bid/Issue Period by a prospective Bidder pursuant to submission of Bid cum Application Form or during the Anchor Investor Bid/Issue Period by the Anchor Investors, to subscribe for or purchase the Equity Shares of the Issuer at a price within the Price Band, including all revisions and modifications thereto. In case of issues undertaken through the fixed price process, all references to a Bid should be construed to mean an Application
Bid Amount	The highest value of the optional Bids indicated in the Bid cum Application Form and payable by the Bidder upon submission of the Bid (except for Anchor Investors), less discounts (if applicable). In case of issues undertaken through the fixed price process, all references to the Bid Amount should be construed to mean the Application Amount.
Bid cum Application Form	The Anchor Investor Application Form or the ASBA Form, as the context requires
Bid/Issue Closing Date	Except in the case of Anchor Investors (if applicable), the date after which the Designated Intermediaries may not accept any Bids for the Issue, which may be notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants/bidders may refer to the RHP/Prospectus for the Bid/Issue Closing Date
Bid/Issue Opening Date	The date on which the Designated Intermediaries may start accepting Bids for the Issue, which may be the date notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants/bidders may refer to the RHP/Prospectus for the Bid/Issue Opening Date
Bid/Issue Period	Except in the case of Anchor Investors (if applicable), the period between the Bid/Issue Opening Date and the Bid/Issue Closing Date inclusive of both days and during which prospective Bidders/Applicants (other than Anchor Investors) can submit their Bids, inclusive of any revisions thereof. Applicants/bidders may refer to the RHP/Prospectus for the Bid/Issue Period
Bidder/Applicant	Any prospective investor (including an ASBA Bidder/Applicant) who makes a Bid pursuant to the terms of the RHP/Prospectus and the Bid cum Application Form. In case of issues undertaken through the fixed price process, all references to a Bidder/Applicant should be construed to mean an Bidder/Applicant

Term	Description
Book Built Process/ Book Building Process/ Book Building Method	The book building process as provided under SEBI ICDR Regulations, 2009, in terms of which the Issue is being made
Broker Centres	Broker centres notified by the Stock Exchanges, where Bidders/Applicants can submit the Bid cum Application Forms/Application Form to a Registered Broker. The details of such broker centres, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchanges.
BRLMs/ Book Running Lead Managers/Lead Managers/ LMs	The Book Running Lead Managers to the Issue as disclosed in the RHP/Prospectus and the Bid cum Application Form of the Issuer. In case of issues undertaken through the fixed price process, all references to the Book Running Lead Managers should be construed to mean the Lead Managers or LMs
Business Day	Monday to Friday (except public holidays)
CAN/Confirmation of Allotment Note	Note or intimation of allocation of Equity Shares sent to each Anchor Investor who have been allocated Equity Shares after the Anchor Investor Bid/Issue Period.
Cap Price	The higher end of the Price Band, above which the Issue Price and the Anchor Investor Issue Price may not be finalised and above which no Bids may be accepted
Client ID	Client Identification Number maintained with one of the Depositories in relation to demat account
Category III FPI	FPIs who are registered as "Category III foreign portfolio investors" under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014.
Collecting Depository Participant(s) or CDP(s)	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.
Companies Act	The Companies Act, 1956 or the Companies Act, 2013, as the context requires.
Cut-off Price	Issue Price, finalised by the Issuer, in consultation with the Book Running Lead Manager, which can be any price within the Price Band. Only RIIs, Retail Individual Shareholders and employees are entitled to Bid at the Cut-off Price. No other category of Bidders/Applicants are entitled to Bid at the Cut-off Price
DP	Depository Participant
DP ID	Depository Participant's Identification Number
Depositories	National Securities Depository Limited and Central Depository Services (India) Limited
Demographic Details	Details of the Bidders/Applicants including the Bidder/Applicant's address, name of the Applicant's father/husband, investor status, occupation and bank account details
Designated Branches	Such branches of the SCSBs which may collect the Bid cum Application Forms used by Bidders/Applicants (other than Anchor Investors) and a list of which is available on http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html
Designated CDP Locations	Such locations where Bidders can submit the ASBA Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com) , as updated from time to time
Designated Date	The date on which the Escrow Collection Bank(s) transfer funds from the Escrow Account to the Public Issue Account in terms of the Red Herring Prospectus or the amounts blocked by the SCSBs are transferred from the ASBA Accounts of successful Allottees to the Public Issue Account, following which the board of directors may give delivery instructions for the transfer of the Equity Shares constituting the Offer for Sale.
Designated Intermediaries	The Syndicate, Sub-Syndicate members/agents, SCSBs, Registered Brokers, CDPs and RTAs, who are authorised to collect ASBA Forms from the ASBA Bidders, in relation to the Issue
Designated RTA Locations	Such locations where Bidders can submit the ASBA Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
Designated Stock Exchange	The designated stock exchange as disclosed in the RHP/Prospectus of the Issuer
Discount	Discount to the Issue Price that may be provided to Bidders/Applicants in accordance with the SEBI ICDR Regulations, 2009.
Draft Prospectus	The draft prospectus filed with SEBI in case of Fixed Price Issues and which may mention a price or a Price Band
Employees	Employees of an Issuer as defined under SEBI ICDR Regulations, 2009 and including, in case of a new company, persons in the permanent and full time employment of the promoting companies excluding the promoter and immediate relatives of the promoter. For further details Bidder/Applicant may refer to the RHP/Prospectus

Term	Description
Equity Shares	Equity shares of the Issuer
Escrow Agreement	Agreement to be entered into among the Issuer, the Registrar to the Issue, the Book Running Lead Manager, the Escrow Collection Bank(s) and the Refund Bank(s) for collection of the Bid Amounts from Anchor Investors and remitting refunds of the amounts collected to the Anchor Investors on the terms and conditions thereof
Escrow Collection Bank(s)	Refer to definition of Banker(s) to the Issue
FCNR Account	Foreign Currency Non-Resident Account
First Bidder/Applicant	The Bidder/Applicant whose name appears first in the Bid cum Application Form or Revision Form
FII(s)	Foreign Institutional Investors as defined under the SEBI (Foreign Institutional Investors) Regulations, 1995 and registered with SEBI under applicable laws in India
Fixed Price Issue/Fixed Price Process/Fixed Price Method	The Fixed Price process as provided under SEBI ICDR Regulations, 2009
Floor Price	The lower end of the Price Band, at or above which the Issue Price and the Anchor Investor Issue Price may be finalised and below which no Bids may be accepted, subject to any revision thereto
FPI	Foreign portfolio investor registered under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014.
FPO	Further public offering
Foreign Venture Capital Investors or FVCIs	Foreign Venture Capital Investors as defined and registered with SEBI under the SEBI (Foreign Venture Capital Investors) Regulations, 2000
IPO	Initial public offering
Issue Price	The final price, less discount (if applicable) at which the Equity Shares may be Allotted in terms of this Prospectus. The Issue Price may be decided by the Issuer in consultation with the Book Running Lead Manager.
Maximum RII Allottees	The maximum number of RIIs who can be allotted the minimum Bid Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Bid Lot.
MICR	Magnetic Ink Character Recognition - nine-digit code as appearing on a cheque leaf
Mutual Fund	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996
Mutual Funds Portion	5.00% of the QIB Portion (excluding the Anchor Investor Portion) available for allocation to Mutual Funds only, being such number of equity shares as disclosed in the RHP/Prospectus and Bid cum Application Form
NECS	National Electronic Clearing Service
NEFT	National Electronic Fund Transfer
NRE Account	Non-Resident External Account
NRI	NRIs from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the RHP/Prospectus constitutes an invitation to subscribe to or purchase the Equity Shares
NRO Account	Non-Resident Ordinary Account
Non-Institutional Investors or NIIs	All Bidders/Applicants, including Category III FPIs that are not QIBs or RIBs and who have Bid for Equity Shares for an amount of more than ₹ 200,000.00 (but not including NRIs other than Eligible NRIs)
Non-Institutional Category	The portion of the Issue being such number of Equity Shares available for allocation to NIIs on a proportionate basis and as disclosed in the RHP/Prospectus and the Bid cum Application Form
Non-Resident	A person resident outside India, as defined under FEMA and includes Eligible NRIs, FIIs registered with SEBI, FVCIs registered with SEBI, FPIs and QFIs
OCB/Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60.00% by NRIs including overseas trusts, in which not less than 60.00% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA
Issue	Public issue of Equity Shares of the Issuer including the Issue for Sale if applicable
Issue Price	The final price, less discount (if applicable) at which the Equity Shares may be Allotted to Bidders other than Anchor Investors, in terms of this Prospectus. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Issue Price. The Issue Price may be decided by the Issuer, in consultation with the Book Running Lead Manager(s)
Other Investors	Investors other than Retail Individual Investors in a Fixed Price Issue. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
PAN	Permanent Account Number allotted under the Income Tax Act, 1961
Price Band	Price Band with a minimum price, being the Floor Price and the maximum price, being the Cap Price and includes revisions thereof. The Price Band and the minimum Bid lot size for

Term	Description
	the Issue may be decided by the Issuer, in consultation with the Book Running Lead Manager and advertised, at least five working days in case of an IPO and one working day in case of FPO, prior to the Bid/Issue Opening Date, in English national daily, Hindi national daily and regional language at the place where the registered office of the Issuer is situated, newspaper each with wide circulation
Pricing Date	The date on which the Issuer, in consultation with the Book Running Lead Manager, finalise the Issue Price
Prospectus	This prospectus to be filed with the RoC in accordance with Section 26 of the Companies Act, 2013 after the Pricing Date, containing the Issue Price, the size of the Issue and certain other information
Public Issue Account	A bank account opened with the Banker to the Issue to receive monies from the Escrow Account and from the ASBA Accounts on the Designated Date
QIB Portion	The portion of the Issue being such number of Equity Shares to be Allotted to QIBs on a proportionate basis
Qualified Institutional Buyers or QIBs	As defined under SEBI ICDR Regulations, 2009
RTGS	Real Time Gross Settlement
Red Herring Prospectus/ RHP	The red herring prospectus issued in accordance with Section 32 of the Companies Act, 2013 which does not have complete particulars of the price at which the Equity Shares are offered and the size of the Issue. The RHP may be filed with the RoC at least three days before the Bid/Issue Opening Date and may become a Prospectus upon filing with the RoC after the Pricing Date. In case of issues undertaken through the fixed price process, all references to the RHP should be construed to mean the Prospectus
Refund Account(s)	The account opened with Refund Bank(s), from which refunds to Anchor Investors of the whole or part of the Bid Amount may be made
Refund Bank(s)	Refund bank(s) as disclosed in the RHP/Prospectus and Bid cum Application Form of the Issuer
Registrar and Share Transfer Agents or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.
Refunds through electronic transfer of funds	Refunds through NECS, Direct Credit, NEFT, RTGS or ASBA, as applicable
Registered Broker	Stock Brokers registered with the Stock Exchanges having nationwide terminals, other than the members of the Syndicate
Registrar to the Issue/RTI	The Registrar to the Issue as disclosed in the RHP/Prospectus and Bid cum Application Form
Retail Individual Investors / RIIs	Investors who applies or bids for a value of not more than ₹ 200,000.00.
Retail Individual Shareholders	Shareholders of a listed Issuer who applies or bids for a value of not more than ₹ 200,000.00.
Retail Category	The portion of the Issue being such number of Equity Shares available for allocation to RIIs which shall not be less than the minimum bid lot, subject to availability in RII category and the remaining shares to be allotted on proportionate basis.
Revision Form	The form used by the Bidders (other than QIBs and Non-Institutional Investors) in an issue through Book Building process to modify the quantity of Equity Shares and/or bid price indicates therein in any of their Bid cum Application Forms or any previous Revision Form(s)
RoC	The Registrar of Companies
SEBI	The Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992
SEBI ICDR Regulations, 2009	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
Self Certified Syndicate Bank(s) or SCSB(s)	A bank registered with SEBI, which offers the facility of ASBA and a list of which is available on http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html
Specified Locations	Refer to definition of Broker Centres
Stock Exchanges/ SE	The stock exchanges as disclosed in the RHP/Prospectus of the Issuer where the Equity Shares Allotted pursuant to the Issue are proposed to be listed
Syndicate	The Book Running Lead Manager and the Syndicate Member(s)
Syndicate Agreement	The agreement to be entered into among the Issuer, and the Syndicate in relation to collection of ASBA Forms by Syndicate Members
Syndicate Member(s)/SM	The Syndicate Member(s) as disclosed in the RHP/Prospectus
Systemically important Non-Banking Financial Company	Means a non-banking financial company registered with the Reserve Bank of India and having a net-worth of more than five hundred crore rupees as per last audited financial statements
Underwriters	The Book Running Lead Manager and the Syndicate Member(s)

Term	Description
Underwriting Agreement	The agreement amongst the Issuer, and the Underwriters to be entered into on or after the Pricing Date
Working Day	Working Day" means all days, other than the second and fourth Saturday of the month, Sunday or a public holiday, on which commercial banks in Mumbai are open for business; provided however, with reference to the time period between (a) announcement of Price Band; and (b) Bid/Issue Period, "Working Day" shall mean all days, excluding all Saturdays, Sundays or a public holiday, on which commercial banks in Mumbai are open for business; and with reference to the time period between the Bid/Issue Closing Date and the listing of the Equity Shares on the Stock Exchanges, "Working Day" shall mean all trading days of Stock Exchanges, excluding Sundays and bank holidays, as per the SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the GoI, the FDI Policy (as defined below) and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The government bodies responsible for granting foreign investment approvals are the FIPB and the RBI.

The Government has from time to time made policy pronouncements on foreign direct investment ("**FDI**") through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, GoI ("**DIPP**"), issued the Consolidated FDI Policy Circular of 2017 by way of circular number D/o IPP F. No. 5(1)/2017-FC-1 dated August 28, 2017 ("**FDI Policy**"), which with effect from August 28, 2017, consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DIPP that were in force and effect as on August 28, 2017. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy will be valid until an updated circular is issued by the DIPP.

FPIs and FIIs can invest under the PIS in compliance with the provisions of Schedule 2 and Schedule 2A of the Foreign Exchange Management (Transfer of Issue of Security by a Person Resident Outside India) Regulations, 2000 ("**FEMA Regulations**").

As per the existing policy of the GoI, OCBs cannot participate in this Issue. The transfer of shares between an Indian resident and a non-resident would be *per* the FDI Policy and amendments thereto.

The Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are only being offered and sold outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and pursuant to the applicable laws of the jurisdiction where those offers and sales occur.

The above information is given for the benefit of the Bidders. Our Company and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.

SECTION IX: MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

Capitalised terms used in this section have the meaning that has been given to such terms in the Articles of Association of our Company. Pursuant to Schedule I of the Companies Act, 2013 and the SEBI ICDR Regulations, the main provisions of the Articles of Association of our Company are detailed below:

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Share Capital	(a) The authorized Share Capital of the Company shall be as stated under clause V of the Memorandum from time to time. (b) The Paid up Share Capital shall be at all times be as required under the Act. (c) The Company has power, from time to time, to increase its authorized or issued and Paid up Share Capital. (d) The Share Capital of the Company may be classified into Equity shares with differential rights as to Dividend, voting or otherwise in accordance with applicable provisions of the Act, Rules, and Law, from time to time. (e) Subject to Article 4(d) all the Equity Shares shall be of the same class and shall be alike in all respects and the holders thereof shall be entitled to identical rights and privileges including without limitation to identical rights and privileges with respect to Dividends, voting rights and distribution of assets in the event of voluntary or involuntary liquidation, dissolution or winding up of the Company. (f) The Board may allot and issue shares of the Company as payment or part payment for any property purchased by the Company or in respect of goods sold or transferred or machinery or appliances supplied or for services rendered to the Company in or about the formation of the Company or the acquisition and/or in the conduct of its business or for any goodwill provided to the Company; and any shares which maybe so allotted maybe issued as fully/partly Paid up shares and if so issued shall be deemed as fully/partly Paid up shares. However, the aforesaid shall be subject to the approval of Shareholders under the relevant provisions of the Act and Rules. (g) The amount payable on application on each share shall not be less than 5% of the nominal value of the share or, as maybe specified by SEBI. (h) Nothing herein contained shall prevent the Directors from issuing fully Paid up shares either on payment of the entire nominal value thereof in cash or in satisfaction of any outstanding debt or obligation of the Company. (i) Except so far as otherwise provided by the conditions of issue or by these presents, any Capital raised by the creation of new Equity shares shall be considered as part of the existing Capital and shall be subject to the provisions herein contained with reference to the payment of calls and instalments, forfeiture, lien, surrender, Transfer and transmission, voting and otherwise. (j) All of the provisions of these Articles shall apply to the Shareholders. (k) Any application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any Equity Shares therein, shall be an acceptance of shares within the meaning of these Articles and every Person who thus or otherwise accepts any shares and whose name is on the Register of Members shall for the purposes of the Articles be a Shareholder. (l) The money, (if any) which the Board shall, on the allotment of, any shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any shares allotted by them, shall immediately on the insertion of the name of the allottee, in the Register of Members as the name of the holder of such Equity Shares, become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly.
Preference Shares	**(a) Redeemable Preference Shares** The Company, subject to the applicable provisions of the Act and the consent of the Board, shall have the power to issue on a cumulative or non-cumulative basis, preference shares liable to be redeemed in any manner permissible under the Act and the Directors may, subject to the applicable provisions of the Act, exercise such power in any manner as they deem fit and provide for

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	redemption of such shares on such terms including the right to redeem at a premium or otherwise as they deem fit. **(b) Convertible Redeemable Preference Shares** The Company, subject to the applicable provisions of the Act and the consent of the Board, shall have power to issue on a cumulative or non-cumulative basis convertible redeemable preference shares liable to be redeemed in any manner permissible under the Act and the Directors may, subject to the applicable provisions of the Act, exercise such power as they deem fit and provide for redemption at a premium or otherwise and/or conversion of such shares into such Securities on such terms as they may deem fit.
Provisions in case of Preference Shares	Upon the issue of preference shares pursuant to Article 6, above, the following provisions shall apply: (a) No such shares shall be redeemed except out of profits of the Company which would otherwise be available for Dividend or out of the proceeds of fresh issue of shares made for the purposes of the redemption; (b) No such shares shall be redeemed unless they are fully paid; (c) The premium, if any, payable on redemption shall have been provided for out of the profits of the Company or out of the Company's securities premium account, before the shares are redeemed; (d) Where any such shares are proposed to be redeemed out of the profits of the Company, there shall, out of such profits be Transferred, a sum equal to the nominal amount of the shares to be redeemed, to a reserve, to be called the "Capital Redemption Reserve Account" and the applicable provisions of the Act relating to the reduction of the Share Capital of the Company shall, except as provided by section 55 of the Act apply as if the Capital Redemption Reserve Account were the Paid up Share Capital of the Company. (e) The redemption of preference shares under this Article by the Company shall not be taken as reduction of Share Capital; (f) The Capital Redemption Reserve Account may, notwithstanding anything in this Article, be applied by the Company, in paying up un-issued shares of the Company to be issued to the Shareholders as fully paid bonus shares; and (g) Whenever the Company shall redeem any redeemable preference shares or cumulative convertible redeemable preference shares, the Company shall, within 30 (thirty) days thereafter, give notice thereof to the Registrar as required by section 64 of the Act.
Alteration of Share Capital	Subject to these Articles and the applicable provisions of the Act (including section 61 of the Act), the Company may, by Ordinary Resolution in General Meeting from time to time, alter the conditions of its Memorandum as follows that is to say it may: (a) increase its Share Capital by such amount as it thinks expedient; (b) consolidate and divide all or any of its Share Capital into shares of larger amount than its existing shares; Provided that, no consolidation and division which results in changes in the voting percentage of Shareholders shall take effect unless it is approved by the Tribunal on an application made in the prescribed manner. (c) convert all or any of its fully Paid-up shares into stock and reconvert that stock into fully Paid-up shares of any denomination. (d) sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Memorandum, so however, that in the sub-division the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived; and (e) cancel shares which, at the date of the passing of the resolution in that behalf, have not been taken or agreed to be taken by any Person, and diminish the amount of its Share Capital by the amount of the shares so cancelled. A cancellation of shares in pursuance of this Article shall not be deemed to be a reduction of Share Capital within the meaning of the Act.

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Share Equivalent	The Company shall, subject to the applicable provisions of the Act, compliance with Law and the consent of the Board, have all the power to issue Share Equivalents on such terms and in such manner as the Board deems fit including their conversion, repayment and redemption whether at a premium or otherwise.
Reduction of Share Capital	The Company may, subject to the applicable provisions of the Act, from time to time, reduce its Capital, any capital redemption reserve account and the securities premium account in any manner for the time being authorized by Law. This Article is not to derogate any power the Company would have under Law, if it were omitted.
Power of company to purchase its own securities	Notwithstanding anything contained in these Articles, pursuant to a resolution of the Board, the Company may purchase its own Equity Shares or other Securities as may be specified by the MCA, by way of a buy-back arrangement, in accordance with sections 68, 69 and 70 of the Act, the Rules and subject to compliance with Law.
Power to modify rights	Where, the Capital, is divided (unless otherwise provided by the terms of issue of the shares of that class) into different classes of shares, all or any of the rights and privileges attached to each class may, subject to the provisions of section 48 of the Companies Act, 2013 and Law, whether or not the Company is being wound up, be modified, commuted, affected or abrogated or dealt with by agreement between the Company and any Person purporting to contract on behalf of that class, provided the same is affected with consent in writing and by way of a Special Resolution passed at a separate meeting of the holders of the issued shares of the class. Subject to section 107(2) of the Companies Act, 1956 and Law, all provisions hereafter contain as to General Meetings (including the provisions relating to quorum, at such meetings) shall mutatis mutandis apply to every such meeting.
Shares and share certificates	(a) The Company shall issue, re-issue share certificates and issue duplicate share certificates in accordance with the provisions of the Act and in the form and manner prescribed under the Companies (Share Capital and Debenture) Rules, 2014. (b) A duplicate certificate of shares may be issued, if such certificate: (i) is proved to have been lost or destroyed; or (ii) has been defaced, mutilated or torn and is surrendered to the Company. (c) The Company shall be entitled to dematerialize its existing shares, rematerialize its shares held in the Depository and/or to offer its fresh shares in a dematerialized form pursuant to the Depositories Act, and the rules framed thereunder, if any. (d) A certificate, issued under the Seal, specifying the shares held by any Person shall be prima facie evidence of the title of the Person to such shares. Where the shares are held in depository form, the record of the Depository shall be prima facie evidence of the interest of the Beneficial Owner. (e) If any certificate be worn out, defaced, mutilated or torn or there be no further space on the back thereof for endorsement of Transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof and if any certificate is lost or destroyed then upon proof thereof, to the satisfaction of the Company and on execution of such indemnity as the Company deems accurate, being given, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate. Every certificate under the Articles shall be issued without payment of any fees. Also no fee shall be charged for issue of a new certificate in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of Transfer. Provided that notwithstanding that what is stated above, the Directors shall comply with the applicable provisions of the Act and Law. (f) The provisions of this Article shall mutatis mutandis apply to Debentures and other Securities of the Company. (g) When a new certificate has been issued in pursuance sub-article (e) of this Article, it shall be in the form and manner stated under the Companies (Share Capital and Debenture) Rules, 2014. (h) Where a new share certificate has been issued in pursuance of sub-articles (e) and (f) of this Article, particulars of every such share certificate shall be entered in a register of renewed and duplicate certificates maintained in the form and manner specified under the Companies (Share Capital and Debenture) Rules, 2014.

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	(i) All blank forms to be used for issue of share certificates shall be printed and the printing shall be done only on the authority of a resolution of the Board. The blank forms shall be consecutively machine-numbered and the forms and the blocks, engravings, facsimiles and hues relating to the printing of such forms shall be kept in the custody of the Secretary or of such other Person as the Board may authorize for the purpose and the Secretary or the other Person aforesaid shall be responsible for rendering an account of these forms to the Board. (j) The Secretary shall be responsible for the maintenance, preservation and safe custody of all books and documents relating to the issue of share certificates including the blank forms of the share certificate referred to in sub-article (i) of this Article. (k) All books referred to in sub-article (j) of this Article, shall be preserved in the manner specified in the Companies (Share Capital and Debenture) Rules, 2014. (l) The details in relation to any renewal or duplicate share certificate shall be entered in the register of renewed and duplicate share certificates, as prescribed under the Companies (Share Capital and Debenture) Rules, 2014. (m) If any Share stands in the name of 2 (two) or more Persons, the Person first named in the Register of Members shall as regards receipt of Dividends or bonus, or service of notices and all or any other matters connected with the Company except voting at meetings and the Transfer of shares, be deemed the sole holder thereof, but the joint holders of a share shall be severally as well as jointly liable for the payment of all instalments and calls due in respect of such shares, and for all incidents thereof according to these Articles. (n) Except as ordered by a Court of competent jurisdiction or as may be required by Law, the Company shall be entitled to treat the Shareholder whose name appears on the Register of Members as the holder of any share or whose name appears as a Beneficial Owner of shares in the records of the Depository, as the absolute owner thereof and accordingly shall not be bound to recognize any benami, trust or equity or equitable, contingent or other claim to or interest in such share on the part of any other Person whether or not he shall have express or implied notice thereof. The Board shall be entitled at their sole discretion to register any shares in the joint names of any 2 (two) or more Persons or the survivor or survivors of them.
Register to be maintained by the Company	(a) The Company shall, in terms of provisions of section 88 of the Act, cause to be kept the following registers in terms of the applicable provisions of the Act. (vi) A Register of Members indicating separately for each class of Equity Shares and preference shares held by each shareholder residing in or outside India; (ii) A register of Debenture holders; (iii) A register of any other security holders. (b) The Company shall also be entitled to keep in any country outside India, a part of the registers referred above, called "foreign register" containing names and particulars of the shareholders, debenture holders or holders of other securities or beneficial owners residing outside India. (c) The registers mentioned in this article shall be kept and maintained in the manner prescribed under the Companies (Management and Administration) Rules, 2014
Shares at the disposal of directors	(a) Subject to the provisions of section 62, other applicable provisions of the Act and these Articles, the shares in the Capital of the Company for the time being (including any shares forming part of any increased Capital of the Company) shall be under the control of the Board who may issue, allot or otherwise dispose of the same or any of them to such Persons, in such proportion and on such terms and conditions and either at a premium or at par at such time as they may, from time to time think fit. (b) If, by the conditions of allotment of any share, the whole or part of the amount thereof shall be payable by installments, every such installment shall, when due, be paid to the Company by the Person who, for the time being, shall be the registered holder of the shares or by his Executor or Administrator. (c) Every Shareholder, or his heirs, Executors or Administrators shall pay to the Company, the portion of the Capital represented by his share or shares which may for the time being

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		remain unpaid thereon in such amounts at such time or times and in such manner as the Board shall from time to time in accordance with the Articles require or fix for the payment thereof.
	(d)	In accordance with section 56 and other applicable provisions of the Act and the Rules: (i) Every Shareholder or allotee of shares shall be entitled without payment, to receive one or more certificates specifying the name of the Person in whose favor it is issued, the shares to which it relates and the amount Paid up thereon. Such certificates shall be issued only in pursuance of a resolution passed by the Board and on surrender to the Company of its letter of allotment or its fractional coupon of requisite value, save in cases of issue of share certificates against letters of acceptance or of renunciation, or in cases of issue of bonus shares. Such share certificates shall also be issued in the event of consolidation or sub-division of shares of the Company. Provided however, no Shareholder shall be entitled to sub-divide/consolidate share certificates without the prior permission from the Company. Every such certificate shall specify the shares to which it relates and the amount paid thereon be issued under the Seal which shall be affixed in the presence of 2 (two) Directors or Persons acting on behalf of the Board under a duly registered power of attorney and the Secretary or some other Person appointed by the Board for that purpose and the 2 (two) Directors and their attorneys the Secretary or some other Person shall sign the share certificate(s), provided if the composition of the Board permits at least 1 (one) of the aforesaid 2 (two) directors shall be a Person other than a Managing Director(s), or an executive Director(s). Particulars of every share certificate issued shall be entered in the Register of Members against the name of the Person, to whom it has been issued, indicating the date of issue. For any further certificate, the Board shall be entitled, but shall not be bound to prescribe a charge not exceeding rupees two; (ii) Every Shareholder shall be entitled without payment, to one or more certificates, in marketable slots, for all the shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fees as the Directors may from time to time determine) to several certificates, each for one or more of such shares and the Company shall complete and have ready for delivery such certificates within 2 (two) months from the date of allotment, or within 1 (one) month of the receipt of instrument of Transfer, transmission, sub-division, consolidation, or renewal of its shares as the case may be. Every certificate of shares shall be in the form and manner specified in Article 15 above and in respect of a share or shares held jointly by several Persons, the Company shall not be bound to issue more than one certificate and delivery of a certificate of shares to the first named joint holders shall be sufficient delivery to all such holders; (iii) the Board may, at their absolute discretion, refuse any applications for the sub-division of share certificates or Debenture certificates, into denominations less than marketable lots except where sub-division is required to be made to comply with any statutory provision or an order of a competent court of Law or at a request from a Shareholder or to convert holding of odd lot into transferrable/marketable lot; (iv) A Director may sign a share certificate by affixing his signature thereon by means of a machine, equipment or other mechanical or other mechanical means, such as engraving in metal or lithography, but not by means of a rubber stamp, provided that the Director shall be responsible for the safe custody of such machine, equipment or other material used for that purpose.
Underwriting and brokerage	(a)	Subject to the applicable provisions of the Act, the Company may at any time pay a commission to any Person in consideration of his subscribing or agreeing to subscribe or procuring or agreeing to procure subscription, (whether absolutely or conditionally), for any shares or Debentures in the Company in accordance with the provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014.
	(b)	The Company may also, on any issue of shares or Debentures, pay such brokerage as may be lawful.
Calls	(a)	Subject to the provisions of section 49 of the Act, the Board may, from time to time, subject to the terms on which any shares may have been issued and subject to the conditions of

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		allotment, by a resolution passed at a meeting of the Board, (and not by circular resolution), make such call as it thinks fit upon the Shareholders in respect of all money unpaid on the shares held by them respectively and each Shareholder shall pay the amount of every call so made on him to the Person or Persons and Shareholders and at the times and places appointed by the Board. A call may be made payable by installments. Provided that the Board shall not give the option or right to call on shares to any Person except with the sanction of the Company in the General Meeting.
	(b)	A 30 (thirty) days' notice in writing at the least of every call (otherwise than on allotment) shall be given by the Company specifying the time and place of payment and if payable to any Person other than the Company, the name of the Person to whom the call shall be paid, provided that before the time for payment of such call, the Board may by notice in writing to the Shareholders revoke the same.
	(c)	The Board of Directors may, when making a call by resolution, determine the date on which such call shall be deemed to have been made, not being earlier than the date of resolution making such call and thereupon the call shall be deemed to have been made on the date so determined and if no date is determined, the call shall be deemed to have been made at the time when the resolution of the Board authorizing such call was passed and may be made payable by the Shareholders whose names appear on the Register of Members on such date or at the discretion of the Board on such subsequent date as shall be fixed by the Board. A call may be revoked or postponed at the discretion of the Board.
	(d)	The joint holder of a share shall be jointly and severally liable to pay all installments and calls due in respect thereof.
	(e)	The Board may, from time to time at its discretion, extend the time fixed for the payment of any call and may extend such time as to all or any of the Shareholders who, from residence at a distance or other cause the Board may deem fairly entitled to such extension; but no Shareholders shall be entitled to such extension save as a matter of grace and favour.
	(f)	If any Shareholder or allottee fails to pay the whole or any part of any call or installment, due from him on the day appointed for payment thereof, or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at such rate as shall from time to time be fixed by the Board but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such Shareholder.
	(g)	Any sum, which by the terms of issue of a share or otherwise, becomes payable on allotment or at any fixed date or by installments at a fixed time whether on account of the nominal value of the share or by way of premium shall for the purposes of these Articles be deemed to be a call duly made and payable on the date on which by the terms of issue or otherwise the same became payable, and in case of non-payment, all the relevant provisions of these Articles as to payment of call, interest, expenses, forfeiture or otherwise shall apply as if such sum became payable by virtue of a call duly made and notified.
	(h)	On the trial or hearing of any action or suit brought by the Company against any Shareholder or his legal representatives for the recovery of any money claimed to be due to the Company in respect of his shares, it shall be sufficient to prove that the name of the Shareholder in respect of whose shares the money is sought to be recovered appears entered on the Register of Members as the holder, or one of the holders at or subsequent to the date at which the money sought to be recovered is alleged to have become due on the shares; that the resolution making the call is duly recorded in the minute book, and that notice of such call was duly given to the Shareholder or his representatives so sued in pursuance of these Articles; and it shall not be necessary to prove the appointment of the Directors who made such call nor that a quorum of Directors was present at the Board at which any call was made, nor that the meeting at which any call was made was duly convened or constituted nor any other matters whatsoever; but the proof of the matters aforesaid shall be conclusive evidence of the debt.
	(i)	Neither a judgment nor a decree in favour of the Company for calls or other money due in respect of any share nor any part payment or satisfaction thereunder, nor the receipt by the Company of a portion of any money which shall from time to time be due from any Shareholder to the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money shall preclude the Company from thereafter proceeding to enforce a forfeiture of such

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	shares as hereinafter provided. (j) The Board may, if it thinks fit (subject to the provisions of section 50 of the Act) agree to and receive from any Shareholder willing to advance the same, the whole or any part of the money due upon the shares held by him beyond the sums actually called up, and upon the amount so paid or satisfied in advance or so much thereof as from time to time and at any time thereafter as exceeds the amount of the calls then made upon and due in respect of the shares in respect of which such advance has been made, the Company may pay interest, as the Shareholder paying such sum in advance and the Board agree upon, provided that the money paid in advance of calls on any share may carry interest but shall not confer a right to participate in profits or Dividend. The Directors may at any time repay the amount so advanced. (k) No Shareholder shall be entitled to voting rights in respect of the money (ies) so paid by him until the same would but for such payment, become presently payable. (l) The provisions of these Articles shall *mutatis mutandis* apply to the calls on Debentures of the Company.
Company's Lien	A. ON SHARES**:** (a) The Company shall have a first and paramount lien: (i) on every share (not being a fully paid share), for all money (whether presently payable or not) called, or payable at a fixed time, in respect of that share; (ii) on all shares (not being fully paid shares) standing registered in the name of a single Person, for all money presently payable by him or his estate to the Company. Provided that, the Board may at any time, declare any shares wholly or in part to be exempt from the provisions of this Article. (b) The Company's lien, if any, on the shares, shall extend to all the Dividends payable and bonuses declared from time to time in respect of such shares. (c) Unless otherwise agreed, the registration of the Transfer of shares shall operate as a waiver of the Company's lien, if any, on such shares. The fully Paid up shares shall be free from all lien and that in case of partly paid shares, the Company's lien shall be restricted to money called or payable at a fixed price in respect of such shares. (d) For the purpose of enforcing such lien, the Board may sell the shares, subject thereto in such manner as they shall think fit, and may authorize one of their Shareholders to execute and register the Transfer thereof on behalf of and in the name of any purchaser. The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale. Provided that no sale shall be made: (i) Unless a sum in respect of which the lien exists is presently payable; or (ii) Until the expiration of 14 days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the Person entitled thereto by reason of his death or insolvency. The net proceeds of any such sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable. The residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the Person entitled to the shares at the date of the sale. (e) No Shareholder shall exercise any voting right in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid, or in regard to which the Company has exercised any right of lien.

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	B. ON DEBENTURES: (a) The Company shall have a first and paramount lien: (i) on every Debenture (not being a fully paid Debenture), for all money (whether presently payable or not) called, or payable at a fixed time, in respect of that Debenture; (ii) on all Debentures (not being fully paid Debentures) standing registered in the name of a single Person, for all money presently payable by him or his estate to the Company. Provided that the Board may, at any time, declare any Debentures wholly or in part to be exempt from the provisions of this Article. (b) Company's lien, if any, on the Debentures, shall extend to all interest and premium payable in respect of such Debentures. (c) Unless otherwise agreed, the registration of a transfer of Debentures shall operate as a waiver of the Company's lien, if any, on such Debentures. The fully Paid up Debentures shall be free from all lien and that in case of partly paid Debentures, the Company's lien shall be restricted to money called or payable at a fixed price in respect of such Debentures. (d) For the purpose of enforcing such lien, the Board may sell the Debentures, subject thereto in such manner as they shall think fit, and for that purpose may cause to be issued a duplicate certificate in respect of such Debentures and may authorize the Debenture trustee acting as trustee for the holders of Debentures or one of the holder of Debentures to execute and register the transfer thereof on behalf of and in the name of any purchaser. The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the Debentures be affected by any irregularity or invalidity in the proceedings in reference to the sale. Provided that no sale shall be made: (i) unless a sum in respect of which the lien exists is presently payable; or (ii) until the expiration of 14(fourteen) days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the Debenture or the Person entitled thereto by reason of his death or insolvency. The net proceeds of any such sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable. The residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the Debentures before the sale) be paid to the Person entitled to the Debentures at the date of the sale. (e) No holder of Debentures shall exercise any voting right in respect of any Debentures registered in his name on which any calls or other sums presently payable by him have not been paid, or in regard to which the Company has exercised any right of lien.
Forfeiture of shares	(a) If any Shareholder fails to pay any call or instalment or any part thereof or any money due in respect of any shares either by way of principal or interest on or before the day appointed for the payment of the same or any such extension thereof as aforesaid, the Board may, at any time thereafter, during such time as the call or instalment or any part thereof or other money remain unpaid or a judgment or decree in respect thereof remain unsatisfied, give notice to him or his legal representatives requiring him to pay the same together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment. (b) The notice shall name a day, (not being less than 14 (fourteen) days from the date of the notice), and a place or places on or before which such call or instalment or such part or other money as aforesaid and interest thereon, (at such rate as the Board shall determine and payable from the date on which such call or instalment ought to have been paid), and expenses as aforesaid are to be paid. The notice shall also state that in the event of non-payment at or before the time and at the place appointed, the shares in respect of which the

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	call was made or installment is payable, will be liable to be forfeited. (c) If the requirements of any such notice as aforesaid are not be complied with, any share in respect of which such notice has been given, may at any time, thereafter before payment of all calls, installments, other money due in respect thereof, interest and expenses as required by the notice has been made, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all Dividends declared or any other money payable in respect of the forfeited share and not actually paid before the forfeiture subject to the applicable provisions of the Act. There shall be no forfeiture of unclaimed Dividends before the claim becomes barred by Law. (d) When any share shall have been so forfeited, notice of the forfeiture shall be given to the Shareholder on whose name it stood immediately prior to the forfeiture or if any of his legal representatives or to any of the Persons entitled to the shares by transmission, and an entry of the forfeiture with the date thereof, shall forth-with be made in the Register of Members, but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make any such entry as aforesaid. (e) Any share so forfeited shall be deemed to be the property of the Company and may be sold; re-allotted, or otherwise disposed of either to the original holder thereof or to any other Person upon such terms and in such manner as the Board shall think fit. (f) Any Shareholder whose shares have been forfeited shall, notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company on demand all calls, installments, interest and expenses and other money owing upon or in respect of such shares at the time of the forfeiture together with interest thereon from the time of the forfeiture until payment at such rate as the Board may determine and the Board may enforce, (if it thinks fit), payment thereof as if it were a new call made at the date of forfeiture. (g) The forfeiture of a share shall involve extinction at the time of the forfeiture of all interest in all claims and demands against the Company, in respect of the share and all other rights incidental to the share, except only such of these rights as by these Articles are expressly saved. (h) A duly verified declaration in writing that the declarant is a Director, the manager or Secretary of the Company and that a share in the Company has been duly forfeited in accordance with these Articles on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all Persons claiming to be entitled to the shares. (i) Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given, the Board may appoint some Person to execute an instrument of Transfer of the shares sold and cause the purchaser's name to be entered in the Register of Members in respect of the shares sold and the purchaser shall not be bound to see to the regularity of the proceedings, or to the application of the purchase money, and after his name has been entered in the Register of Members in respect of such shares, the validity of the sale shall not be impeached by any Person and the remedy of any Person aggrieved by the sale shall be in damages only and against the Company exclusively. (j) Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate or certificates originally issued in respect of the relevant shares shall, (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting Shareholder), stand cancelled and become null and void and of no effect and the Board shall be entitled to issue a new certificate or certificates in respect of the said shares to the Person or Persons entitled thereto. (k) The Board may, at any time, before any share so forfeited shall have been sold, re-allotted or otherwise disposed of, annul the forfeiture thereof upon such conditions as it thinks fit.
Further issue of capital	(a) Where at any time, the Company proposes to increase its subscribed capital by the issue of further shares, such shares shall be offered— (i) to Persons who, at the date of the offer, are holders of Equity Shares of the Company in proportion, as nearly as circumstances admit, to the Paid up Share Capital on those shares by sending a letter of offer subject to the following conditions, namely:

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	a. the offer shall be made by notice specifying the number of shares offered and limiting a time not being less than 15 (fifteen) days and not exceeding 30 (thirty) days from the date of the offer within which the offer, if not accepted, shall be deemed to have been declined; b. the offer aforesaid shall be deemed-to include a right exercisable by the Person concerned to renounce the shares offered to him or any of them in favour of any other Person; and the notice referred to in clause a. above shall contain a statement of this right; c. after the expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the Person to whom such notice is given that he declines to accept the shares offered, the Board may dispose of them in such manner which is not disadvantageous to the Shareholders and the Company; (ii) to employees under a scheme of employees' stock option, subject to Special Resolution passed by the Company and subject to the Rules and such other conditions, as may be prescribed under the Law; or (iii) to any Persons, if it is authorized by a Special Resolution, whether or not those Persons include the Persons referred to in clause (i) or clause (ii) above, either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to the Rules. (b) the notice referred to in sub-clause a. of clause (i) of sub-article (a) shall be dispatched through registered post or speed post or through electronic mode to all the existing Shareholders at least 3 (three) days before the opening of the issue. (c) Nothing in this Article shall apply to the increase of the subscribed capital of a Company caused by the exercise of an option as a term attached to the Debentures issued or loan raised by the Company to convert such Debentures or loans into shares in the Company: Provided that the terms of issue of such Debentures or loan containing such an option have been approved before the issue of such Debentures or the raising of loan by a Special Resolution passed by the Company in a General Meeting. (d) The provisions contained in this Article shall be subject to the provisions of the section 42 and section 62 of the Act, the Rules and the applicable provisions of the Companies Act, 2013.
Transfer and transmission of shares	(a) The Company shall maintain a register of Transfers and shall have recorded therein fairly and distinctly particulars of every Transfer or transmission of any Share, Debenture or other Security held in a material form. (b) In accordance with section 56 of the Act, the Rules and such other conditions as may be prescribed under Law, every instrument of Transfer of shares held in physical form shall be in writing. In case of Transfer of shares where the Company has not issued any certificates and where the shares are held in dematerialized form, the provisions of the Depositories Act shall apply. (c) An application for the registration of a Transfer of the shares in the Company may be made either by the transferor or the transferee within the time frame prescribed under the Act. (d) Where the application is made by the transferor and relates to partly paid shares, the Transfer shall not be registered unless the Company gives notice of the application to the transferee in a prescribed manner and the transferee communicates no objection to the Transfer within 2 (two) weeks from the receipt of the notice. (e) Every such instrument of Transfer shall be executed by both, the transferor and the transferee and attested and the transferor shall be deemed to remain the holder of such share until the name of the transferee shall have been entered in the Register of Members in respect thereof. (f) The Board shall have power on giving not less than 7 (seven) days previous notice by advertisement in a vernacular newspaper and in an English newspaper having wide circulation in the city, town or village in which the Office is situated, and publishing the

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	notice on the website as may be notified by the Central Government and on the website of the Company, to close the transfer books, the Register of Members and/or register of Debenture-holders at such time or times and for such period or periods, not exceeding 30 (thirty) days at a time and not exceeding in the aggregate 45 (forty-five) days in each year, as it may deem expedient.
	(g) Subject to the provisions of sections 58 and 59 of the Act, these Articles and other applicable provisions of the Act or any other Law for the time being in force, the Board may, refuse to register the Transfer of, or the transmission by operation of Law of the right to, any Securities or interest of a Shareholder in the Company. The Company shall, within 30 (thirty) days from the date on which the instrument of Transfer, or the intimation of such transmission, as the case may be, was delivered to the Company, send a notice of refusal to the transferee and transferor or to the Person giving notice of such transmission, as the case may be, giving reasons for such refusal. Provided that, registration of a Transfer shall not be refused on the ground of the transferor being either alone or jointly with any other Person or Persons indebted to the Company on any account whatsoever.
	(h) Subject to the applicable provisions of the Act and these Articles, the Directors shall have the absolute and uncontrolled discretion to refuse to register a Person entitled by transmission to any shares or his nominee as if he were the transferee named in any ordinary Transfer presented for registration, and shall not be bound to give any reason for such refusal and in particular may also decline in respect of shares upon which the Company has a lien.
	(i) Subject to the provisions of these Articles, any Transfer of shares in whatever lot should not be refused, though there would be no objection to the Company refusing to split a share certificate into several scripts of any small denominations or, to consider a proposal for Transfer of shares comprised in a share certificate to several Shareholders, involving such splitting, if on the face of it such splitting/transfer appears to be unreasonable or without a genuine need. The Company should not, therefore, refuse Transfer of shares in violation of the stock exchange listing requirements on the ground that the number of shares to be transferred is less than any specified number.
	(j) In case of the death of any one or more Shareholders named in the Register of Members as the joint-holders of any shares, the survivors shall be the only Shareholder or Shareholders recognized by the Company as having any title to or interest in such shares, but nothing therein contained shall be taken to release the estate of a deceased joint-holder from any liability on shares held by him jointly with any other Person.
	(k) The Executors or Administrators or holder of the succession certificate or the legal representatives of a deceased Shareholder, (not being one of two or more joint-holders), shall be the only Shareholders recognized by the Company as having any title to the shares registered in the name of such Shareholder, and the Company shall not be bound to recognize such Executors or Administrators or holders of succession certificate or the legal representatives unless such Executors or Administrators or legal representatives shall have first obtained probate or letters of administration or succession certificate, as the case may be, from a duly constituted court in India, provided that the Board may in its absolute discretion dispense with production of probate or letters of administration or succession certificate, upon such terms as to indemnity or otherwise as the Board may in its absolute discretion deem fit and may under Article 22(a) of these Articles register the name of any Person who claims to be absolutely entitled to the shares standing in the name of a deceased Shareholder, as a Shareholder.
	(l) The Board shall not knowingly issue or register a Transfer of any share to a minor or insolvent or Person of unsound mind, except fully paid shares through a legal guardian.
	(m) Subject to the provisions of the Articles, any Person becoming entitled to shares in consequence of the death, lunacy, bankruptcy of any Shareholder or Shareholders, or by any lawful means other than by a Transfer in accordance with these Articles, may with the consent of the Board, (which it shall not be under any obligation to give), upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article, or of his title, as the Board thinks sufficient, either be registered himself as the holder of the shares or elect to have some Person nominated by him and approved by the Board, registered as such holder; provided nevertheless, that if such Person shall elect to

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		have his nominee registered, he shall testify the election by executing in favour of his nominee an instrument of Transfer in accordance with the provisions herein contained and until he does so, he shall not be freed from any liability in respect of the shares.
	(n)	A Person becoming entitled to a share by reason of the death or insolvency of a Shareholder shall be entitled to the same Dividends and other advantages to which he would be entitled if he were the registered holder of the shares, except that he shall not, before being registered as a Shareholder in respect of the shares, be entitled to exercise any right conferred by membership in relation to the meetings of the Company. Provided that the Directors shall, at any time, give notice requiring any such Person to elect either to be registered himself or to Transfer the shares, and if such notice is not complied with within 90 (ninety) days, the Directors may thereafter withhold payment of all Dividends, bonuses or other monies payable in respect of the shares until the requirements of the notice have been complied with.
	(o)	Every instrument of Transfer shall be presented to the Company duly stamped for registration accompanied by such evidence as the Board may require to prove the title of the transferor, his right to Transfer the shares. Every registered instrument of Transfer shall remain in the custody of the Company until destroyed by order of the Board.
	(p)	Where any instrument of Transfer of shares has been received by the Company for registration and the Transfer of such shares has not been registered by the Company for any reason whatsoever, the Company shall transfer the Dividends in relation to such shares to a special account unless the Company is authorized by the registered holder of such shares, in writing, to pay such Dividends to the transferee and will keep in abeyance any offer of right shares and/or bonus shares in relation to such shares.
	(q)	In case of Transfer and transmission of shares or other marketable Securities where the Company has not issued any certificates and where such shares or Securities are being held in any electronic and fungible form in a Depository, the provisions of the Depositories Act shall apply.
	(r)	Before the registration of a Transfer, the certificate or certificates of the share or shares to be transferred must be delivered to the Company along with a properly stamped and executed instrument of Transfer in accordance with the provisions of section 56 of the Act.
	(s)	No fee shall be payable to the Company, in respect of the registration of Transfer or transmission of shares, or for registration of any power of attorney, probate, letters of administration and succession certificate, certificate of death or marriage or other similar documents, sub division and/or consolidation of shares and Debentures and sub-divisions of letters of allotment, renounceable letters of right and split, consolidation, renewal and genuine transfer receipts into denomination corresponding to the market unit of trading.
	(t)	The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any Transfer of shares made or purporting to be made by any apparent legal owner thereof, (as shown or appearing in the Register of Members), to the prejudice of a Person or Persons having or claiming any equitable right, title or interest to or in the said shares, notwithstanding that the Company may have had any notice of such equitable right, title or interest or notice prohibiting registration of such Transfer, and may have entered such notice or referred thereto, in any book of the Company and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to it of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting so to do, though it may have been entered or referred to in some book of the Company but the Company shall nevertheless be at liberty to regard and attend to any such notice, and give effect thereto if the Board shall so think-fit.
	(u)	There shall be a common form of Transfer in accordance with the Act and Rules.
	(v)	The provision of these Articles shall subject to the applicable provisions of the Act, the Rules and any requirements of Law. Such provisions shall mutatis mutandis apply to the Transfer or transmission by operation of Law to other Securities of the Company.
Dematerialization of Securities	(a)	<u>Dematerialization:</u> Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialize its existing Securities, rematerialize its Securities held in the Depositories

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	and/or to offer its fresh Securities in a dematerialized form pursuant to the Depositories Act, and the rules framed thereunder, if any. (b) Subject to the applicable provisions of the Act, either the Company or the investor may exercise an option to issue, dematerialize, hold the Securities (including shares) with a Depository in electronic form and the certificates in respect thereof shall be dematerialized, in which event the rights and obligations of the parties concerned and matters connected therewith or incidental thereto shall be governed by the provisions of the Depositories Act. (c) Notwithstanding anything contained in these Articles to the contrary, in the event the Securities of the Company are dematerialized, the Company shall issue appropriate instructions to the Depository not to Transfer the Securities of any Shareholder except in accordance with these Articles. The Company shall cause the Promoters to direct the respective Depository participants not to accept any instruction slip or delivery slip or other authorization for Transfer in contravention of these Articles. (d) If a Person opts to hold his Securities with a Depository, the Company shall intimate such Depository the details of allotment or the Securities and on receipt of the information, the Depository shall enter in its record the name of the allottee as the Beneficial Owner of the Securities. (e) <u>Securities in Depositories to be in fungible form:</u> All Securities held by a Depository shall be dematerialized and be held in fungible form. Nothing contained in sections 88, 89 and 186 of the Act shall apply to a Depository in respect of the Securities held by it on behalf of the Beneficial Owners. (f) <u>Rights of Depositories & Beneficial Owners:</u> (i) Notwithstanding anything to the contrary contained in the Act or these Articles, a Depository shall be deemed to be the Registered Owner for the purposes of effecting transfer of ownership of Securities on behalf of the Beneficial Owner; (ii) Save as otherwise provided in (i) above, the Depository as the Registered Owner of the Securities shall not have any voting rights or any other rights in respect of the Securities held by it; (iii) Every Person holding shares of the Company and whose name is entered as the Beneficial Owner in the records of the Depository shall be deemed to be a Shareholder; (iv) The Beneficial Owner of Securities shall, in accordance with the provisions of these Articles and the Act, be entitled to all the rights and subject to all the liabilities in respect of his Securities, which are held by a Depository. (g) Except as ordered by a court of competent jurisdiction or as may be required by Law and subject to the applicable provisions of the Act, the Company shall be entitled to treat the Person whose name appears in the register as the holder of any share or whose name appears as the Beneficial Owner of any share in the records of the Depository as the absolute owner thereof and accordingly shall not be bound to recognize any benami trust or equity, equitable contingent, future, partial interest, other claim to or interest in respect of such shares or (except only as by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto in accordance with these Articles, on the part of any other Person whether or not it has expressed or implied notice thereof but the Board shall at their sole discretion register any share in the joint names of any two or more Persons or the survivor or survivors of them. (h) <u>Register and Index of Beneficial Owners:</u> The Company shall cause to keep a register and index of members with details of shares and Debentures held in materialized and dematerialized forms in any media as may be permitted by Law including any form of electronic media. The register and index of Beneficial Owners maintained by a Depository under the Depositories Act shall be deemed to be a register and index of members for the purposes of the Act. The Company shall have the power to keep in any state or country outside India

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	a register resident in that state or country. (i) Cancellation of Certificates upon surrender by Person: Upon receipt of certificate of Securities on surrender by a Person who has entered into an agreement with the Depository through a participant, the Company shall cancel such certificates and shall substitute in its record, the name of the Depository as the registered owner in respect of the said Securities and shall also inform the Depository accordingly. (j) Service of Documents: Notwithstanding anything contained in the Act or these Articles to the contrary, where Securities are held in a Depository, the records of the beneficial ownership may be served by such Depository on the Company by electronic mode or by delivery of floppies or discs. (k) Transfer of Securities: (i) Nothing contained in section 56 of the Act or these Articles shall apply to a transfer of Securities effected by transferor and transferee both of whom are entered as Beneficial Owners in the records of a Depository; (ii) In the case of Transfer or transmission of shares or other marketable Securities where the Company has not issued any certificates and where such shares or Securities are being held in any electronic or fungible form in a Depository, the provisions of the Depositories Act shall apply. (l) Allotment of Securities dealt within a Depository: Notwithstanding anything in the Act or these Articles, where Securities are dealt with by a Depository, the Company shall intimate the details of allotment of relevant Securities thereof to the Depository immediately on allotment of such Securities. (m) Certificate Number and other details of Securities in Depository: Nothing contained in the Act or these Articles regarding the necessity of having certificate number/distinctive numbers for Securities issued by the Company shall apply to Securities held with a Depository. (n) Register and Index of Beneficial Owners: The register and index of beneficial owners maintained by a Depository under the Depositories Act, shall be deemed to be the register and index (if applicable) of Shareholders and Security-holders for the purposes of these Articles. (o) Provisions of Articles to apply to Shares held in Depository: Except as specifically provided in these Articles, the provisions relating to joint holders of shares, calls, lien on shares, forfeiture of shares and Transfer and transmission of shares shall be applicable to shares held in the Depository so far as they apply to shares held in physical form subject to the provisions of the Depositories Act. (p) Depository to furnish information: Every Depository shall furnish to the Company information about the transfer of Securities in the name of the Beneficial Owner at such intervals and in such manner as may be specified by Law and the Company in that behalf. (q) Option to opt out in respect of any such Security: If a Beneficial Owner seeks to opt out of a Depository in respect of any Security, he shall inform the Depository accordingly. The Depository shall on receipt of such information make appropriate entries in its records and shall inform the Company. The Company shall within 30 (thirty) days of the receipt of intimation from a Depository and on fulfillment of such conditions and on payment of such fees as may be specified by the regulations, issue the certificate of Securities to the Beneficial Owner or the transferee as the case may be.

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	(r) Overriding, effect of this Article: Provisions of this Article will have full effect and force not withstanding anything to the contrary or inconsistent contained in any other Article.
Nomination by securities holders	(a) Every holder of Securities of the Company may, at any time, nominate, in the manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014, a Person as his nominee in whom the Securities of the Company held by him shall vest in the event of his death. (b) Where the Securities of the Company are held by more than one Person jointly, the joint holders may together nominate, in the manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014, a Person as their nominee in whom all the rights in the Securities Company shall vest in the event of death of all the joint holders. (c) Notwithstanding anything contained in any other Law for the time being in force or in any disposition, whether testamentary or otherwise, in respect of the Securities of the Company, where a nomination made in the manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014, purports to confer on any Person the right to vest the Securities of the Company, the nominee shall, on the death of the holder of Securities of the Company or, as the case may be, on the death of the joint holders become entitled to all the rights in Securities of the holder or, as the case may be, of all the joint holders, in relation to such Securities of the Company to the exclusion of all other Persons, unless the nomination is varied or cancelled in the prescribed manner under the Companies (Share Capital and Debentures) Rules, 2014. (d) Where the nominee is a minor, the holder of the Securities concerned, can make the nomination to appoint in prescribed manner under the Companies (Share Capital and Debentures) Rules, 2014, any Person to become entitled to the Securities of the Company in the event of his death, during the minority. (e) The transmission of Securities of the Company by the holders of such Securities and Transfer in case of nomination shall be subject to and in accordance with the provisions of the Companies (Share Capital and Debentures) Rules, 2014.
Nomination in certain other cases	Subject to the applicable provisions of the Act and these Articles, any Person becoming entitled to the Securities in consequence of death, lunacy, bankruptcy or insolvency of any holder of the Securities, or by any lawful means other than by a Transfer in accordance with these Articles, may, with the consent of the Board (which it shall not be under any obligation to give), upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of such title as the Board thinks sufficient, either be registered himself as the holder of the Securities or elect to have some Person nominated by him and approved by the Board registered as such holder; provided nevertheless that, if such Person shall elect to have his nominee registered, he shall testify the election by executing in favour of his nominee an instrument of Transfer in accordance with the provisions herein contained and until he does so, he shall not be freed from any liability in respect of the Securities.
Copies of Memorandum And Articles to be sent to members	Copies of the Memorandum and Articles and other documents referred to in section 17 of the Act shall be sent by the Company to every Shareholder at his request within 7 (seven) days of the request on payment of such sum as prescribed under the Companies (Incorporation) Rules, 2014.
Borrowing Powers	(a) Subject to the provisions of sections 73, 179 and 180, and other applicable provisions of the Act and these Articles, the Board may, from time to time, at its discretion by resolution passed at the meeting of a Board: (i) accept or renew deposits from Shareholders; (ii) borrow money by way of issuance of Debentures; (iii) borrow money otherwise than on Debentures; (iv) accept deposits from Shareholders either in advance of calls or otherwise; and (v) generally raise or borrow or secure the payment of any sum or sums of money for the purposes of the Company. Provided, however, that where the money to be borrowed together with the money already borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the aggregate of the Paid-up capital of the Company

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	and its free reserves (not being reserves set apart for any specific purpose), the Board shall not borrow such money without the consent of the Company by way of a Special Resolution in a General Meeting. (b) Subject to the provisions of these Articles, the payment or repayment of money borrowed as aforesaid may be secured in such manner and upon such terms and conditions in all respects as the resolution of the Board shall prescribe including by the issue of bonds, perpetual or redeemable Debentures or debenture-stock, or any mortgage, charge, hypothecation, pledge, lien or other security on the undertaking of the whole or any part of the property of the Company, both present and future. Provided however that the Board shall not, except with the consent of the Company by way of a Special Resolution in the General Meeting, mortgage, charge or otherwise encumber, the Company's uncalled Capital for the time being or any part thereof and Debentures and other Securities may be assignable free from any equities between the Company and the Person to whom the same may be issued. (c) Any bonds, Debentures, debenture-stock or other Securities may if permissible in Law be issued at a discount, premium or otherwise by the Company and shall with the consent of the Board be issued upon such terms and conditions and in such manner and for such consideration as the Board shall consider to be for the benefit of the Company, and on the condition that they or any part of them may be convertible into Equity Shares of any denomination, and with any privileges and conditions as to the redemption, surrender, allotment of shares, appointment of Directors or otherwise. Provided that Debentures with rights to allotment of or conversion into Equity Shares shall not be issued except with, the sanction of the Company in a General Meeting accorded by a Special Resolution. (d) Subject to the applicable provisions of the Act and these Articles, if any uncalled Capital of the Company is included in or charged by any mortgage or other Security, the Board shall make calls on the Shareholders in respect of such uncalled Capital in trust for the Person in whose favour such mortgage or Security is executed, or if permitted by the Act, may by instrument under Seal authorize the Person in whose favour such mortgage or Security is executed or any other Person in trust for him to make calls on the Shareholders in respect of such uncalled Capital and the provisions hereinafter contained in regard to calls shall *mutatis mutandis* apply to calls made under such authority and such authority may be made exercisable either conditionally or unconditionally or either presently or contingently and either to the exclusion of the Board's power or otherwise and shall be assignable if expressed so to be. (e) The Board shall cause a proper Register to be kept in accordance with the provisions of section 85 of the Act of all mortgages, Debentures and charges specifically affecting the property of the Company; and shall cause the requirements of the relevant provisions of the Act in that behalf to be duly complied within the time prescribed under the Act or such extensions thereof as may be permitted under the Act, as the case may be, so far as they are required to be complied with by the Board. (f) Any capital required by the Company for its working capital and other capital funding requirements may be obtained in such form as decided by the Board from time to time. (g) The Company shall also comply with the provisions of the Companies (Registration of Charges) Rules, 2014 in relation to the creation and registration of aforesaid charges by the Company.
Share Warrants	(a) The Company may issue share warrants subject to, and in accordance with, the provisions of sections 114 and 115 of the Companies Act, 1956; and accordingly the Board may in its discretion, with respect to any Share which is fully Paid-up, on application in writing signed by the Persons registered as holder of the Share, and authenticated by such evidence (if any) as the Board may, from time to time, require as to the identity of the Person signing the application, and on receiving the certificate (if any) of the Share, and the amount of the stamp duty on the warrant and such fee as the Board may from time to time require, issue a share warrant. (b) The bearer of a share warrant may at any time deposit the warrant at the Office, and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for calling a meeting of the Company, and of attending, and voting and exercising the other privileges of a Shareholder at any meeting held after the expiry of 2

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	(two) clear days from the time of deposit, as if his name were inserted in the Register of Members as the holder of the Share included in the deposited warrant. (i) Not more than one Person shall be recognized as depositor of the share warrant; (ii) The Company shall, on 2 (two) day's written notice, return the deposited share warrant to the depositor. (c) Subject as herein otherwise expressly provided, no Person shall, as bearer of a share warrant, sign a requisition for calling a meeting of the Company, or attend, or vote or exercise any other privileges of a Shareholder at a meeting of the Company, or be entitled to receive any notices from the Company. (i) The bearer of a share warrant shall be entitled in all other respects to the same privileges and advantages as if he were named in the Register of Members as the Shareholder included in the warrant, and he shall be a Shareholder. (d) The Board may, from time to time, make rules as to the terms on which (if it shall think fit) a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction. (e) The provisions contained under this Article shall cease to have effect post the notification of section 465 of the Act which shall repeal the provisions of Companies Act, 1956.
Annual General Meeting	In accordance with the provisions of the Act, the Company shall in each year hold a General Meeting specified as its Annual General Meeting and shall specify the meeting as such in the notices convening such meetings. Further, not more than 15 (fifteen) months gap shall exist between the date of one Annual General Meeting and the date of the next. All General Meetings other than the Annual General Meetings shall be the Extraordinary General Meetings.
When Annual General Meeting to be held	Nothing contained in the foregoing provisions shall be taken as affecting the right conferred upon the Registrar under the provisions of section 96(1) of the Act to extend the time within which any Annual General Meeting may be held.
Venue, Day and Time for holding Annual General Meeting	(a) Every Annual General Meeting shall be called during business hours, that is, between 9 A.M. and 6 P.M. on a day that is not a national holiday, and shall be held at the Office or at some other place within the city, town or village in which the Office is situated, as the Board may determine and the notices calling the Meeting shall specify it as the Annual General Meeting. (b) Every Shareholder shall be entitled to attend the Annual General Meeting either in person or by proxy and the Auditor of the Company shall have the right to attend and to be heard at any General Meeting which he attends on any part of the business which concerns him as the Auditor. At every Annual General Meeting of the Company there shall be laid on the table, the directors' report and audited statement of accounts, auditors' report, (if not already incorporated in the audited statement of accounts), the proxy register with proxies and the register of directors' shareholdings which latter register shall remain open and accessible during the continuance of the Meeting. The Board shall cause to be prepared the Annual Return and forward the same to the concerned Registrar, in accordance with sections 92 and 137 of the Act. The Directors are also entitled to attend the Annual General Meeting.
Notice for General Meetings	(a) Number of day's notice of General Meeting to be given: A General Meeting of the Company may be called by giving not less than 21 (twenty one) days clear notice in writing or in electronic mode, excluding the day on which notice is served or deemed to be served (i.e., on expiry of 48 (forty eight) hours after the letter containing the same is posted). However, a General Meeting may be called after giving shorter notice if consent is given in writing or by electronic mode by not less than 95 (ninety five) percent of the Shareholders entitled to vote at that meeting. The notice of every meeting shall be given to: (i) Every Shareholder, legal representative of any deceased Shareholder or the assignee of an insolvent member of the Company; (ii) Auditor or Auditors of the Company; and (iii) All Directors.

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	(b) Notice of meeting to specify place, etc., and to contain statement of business: Notice of every meeting of the Company shall specify the place, date, day and hour of the meeting, and shall contain a statement of the business to be transacted thereat shall be given in the manner prescribed under section 102 of the Act. (c) Contents and manner of service of notice and Persons on whom it is to be served: Every notice may be served by the Company on any Shareholder thereof either personally or by sending it by post to their/its registered address in India and if there be no registered address in India, to the address supplied by the Shareholder to the Company for giving the notice to the Shareholder. (d) Special Business: Subject to the applicable provisions of the Act, where any items of business to be transacted at the meeting are deemed to be special, there shall be annexed to the notice of the meeting a statement setting out all material facts concerning each item of business including any particular nature of the concern or interest if any therein of every Director or manager (as defined under the provisions of the Act), if any or key managerial personnel (as defined under the provisions of the Act) or the relatives of any of the aforesaid and where any item of special business relates to or affects any other company, the extent of shareholding interest in that other company of every Director or manager (as defined under the provisions of the Act), if any or key managerial personnel (as defined under the provisions of the Act) or the relatives of any of the aforesaid of the first mentioned company shall also be set out in the statement if the extent of such interest is not less than 2 per cent of the Paid up share capital of that other company. All business transacted at any meeting of the Company shall be deemed to be special and all business transacted at the Annual General Meeting of the Company with the exception of the business specified in section 102 of the Act shall be deemed to be special. (e) Resolutions requiring Special Notice: With regard to resolutions in respect of which special notice is required to be given by the Act, a special notice shall be given as required by section 115 of the Act. (f) Notice of Adjourned Meeting when necessary: When a meeting is adjourned for 30 (thirty) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting in accordance with the applicable provisions of the Act. (g) Notice when not necessary: Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting. (h) The notice of the General Meeting shall comply with the provisions of Companies (Management and Administration) Rules, 2014.
Requisition for Extra Ordinary General Meeting	(a) The Board may, whenever it thinks fit, call an Extraordinary General Meeting and it shall do so upon a requisition received from such number of Shareholders who hold, on the date of receipt of the requisition, not less than one-tenth of such of the Paid up Share Capital of the Company as on that date carries the right of voting and such meeting shall be held at the Office or at such place and at such time as the Board thinks fit. (b) Any valid requisition so made by Shareholders must state the object or objects of the meeting proposed to be called, and must be signed by the requisitionists and be deposited at the Office; provided that such requisition may consist of several documents in like form each signed by one or more requisitionists. (c) Upon the receipt of any such valid requisition, the Board shall forthwith call an Extraordinary General Meeting and if they do not proceed within 21 (twenty-one) days from the date of the requisition being deposited at the Office to cause a meeting to be called on a day not later than 45 (forty-five) days from the date of deposit of the requisition, the requisitionists or such of their number as represent either a majority in value of the Paid up Share Capital held by all of them or not less than one-tenth of such of the Paid-up Share Capital of the Company as is referred to in section 100 of the Act, whichever is less, may themselves call the meeting, but in either case any meeting so called shall be held within three months from the date of the delivery of the requisition as aforesaid. (d) Any meeting called under the foregoing sub-articles by the requisitionists, shall be called in the same manner, as nearly as possible, as that in which a meeting is to be called by the Board.

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	(e) The accidental omission to give any such notice as aforesaid to any of the Shareholders, or the non-receipt thereof, shall not invalidate any resolution passed at any such meeting. (f) No General Meeting, Annual or Extraordinary, shall be competent to enter into, discuss or transact any business which has not been mentioned in the notice or notices by which it was convened. (g) The Extraordinary General Meeting called under this article shall be subject to and in accordance with the provisions contained under the Companies (Management and Administration) Rules, 2014.
No business to be transacted in general meeting if quorum is not present	The quorum for the Shareholder's Meeting shall be in accordance with section 103 of the Act. Subject to the provisions of section 103(2) of the Act, if such a quorum is not present within half an hour from the time set for the Shareholder's Meeting, the General Meeting shall be adjourned to the same time and place or to such other date and such other time and place as the Board may determine and the agenda for the adjourned Shareholder's Meeting shall remain the same. If at such an adjourned meeting also, a quorum is not present, at the expiration of half an hour from the time appointed for holding the meeting, the members present shall be a quorum, and may transact the business for which the meeting was called.
Chairman of the General Meeting	The Chairman of the Board shall be entitled to take the chair at every General Meeting, whether Annual or Extraordinary. If there is no such Chairman of the Board or if at any meeting he shall not be present within fifteen minutes of the time appointed for holding such meeting or if he is unable or unwilling to take the chair, then the Directors present shall elect one of them as Chairman. If no Director is present or if all the Directors present decline to take the chair, then the Shareholders present shall elect one of their member to be the Chairman of the meeting. No business shall be discussed at any General Meeting except the election of a Chairman while the chair is vacant.
Chairman can adjourn the general meeting	The Chairman may, with the consent given in the meeting at which a quorum is present (and if so directed by the meeting) adjourn the General Meeting from time to time and from place to place within the city, town or village in which the Office is situated but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
Questions at the General Meeting how decided	(a) At any General Meeting, a resolution put to the vote of the General Meeting shall, unless a poll is demanded, be decided by a show of hands. Before or on the declaration of the result of the voting on any resolution by a show of hands, a poll may be carried out in accordance with the applicable provisions of the Act or the voting is carried out electronically. Unless a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minute book of the Company shall be conclusive evidence of the fact, of passing of such resolution or otherwise. (b) In the case of equal votes, the Chairman shall both on a show of hands and at a poll, (if any), have a casting vote in addition to the vote or votes to which he may be entitled as a Shareholder. (c) If a poll is demanded as aforesaid, the same shall subject to anything stated in these Articles be taken at such time, (not later than forty-eight hours from the time when the demand was made), and place within the city, town or village in which the Office is situated and either by a show of hands or by ballot or by postal ballot, as the Chairman shall direct and either at once or after an interval or adjournment, or otherwise and the result of the poll shall be deemed to be the decision of the meeting at which the poll was demanded. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll. The demand for a poll may be withdrawn at any time by the Person or Persons who made the demand. (d) Where a poll is to be taken, the Chairman of the meeting shall appoint two scrutinizers to scrutinize the votes given on the poll and to report thereon to him. One of the scrutinizers so appointed shall always be a Shareholder, (not being an officer or employee of the Company), present at the meeting provided such a Shareholder is available and willing to be appointed. The Chairman shall have power at any time before the result of the poll is declared, to remove a scrutinizer from office and fill vacancies in the office of scrutinizer arising from such removal or from any other cause. (e) Any poll duly demanded on the election of a Chairman of a meeting or any question of adjournment, shall be taken at the meeting forthwith. A poll demanded on any other question shall be taken at such time not later than 48 hours from the time of demand, as the Chairman of the meeting directs.

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	(f) The demand for a poll except on the question of the election of the Chairman and of an adjournment shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded. (g) No report of the proceedings of any General Meeting of the Company shall be circulated or advertised at the expense of the Company unless it includes the matters required by these Articles or section 118 of the Act to be contained in the minutes of the proceedings of such meeting. (h) The Shareholders will do nothing to prevent the taking of any action by the Company or act contrary to or with the intent to evade or defeat the terms as contained in these Articles.
Passing resolutions by postal ballot	(a) Notwithstanding any of the provisions of these Articles, the Company may, and in the case of resolutions relating to such business as notified under the Companies (Management and Administration) Rules, 2014, as amended, or other Law required to be passed by postal ballot, shall get any resolution passed by means of a postal ballot, instead of transacting the business in the General Meeting of the Company. Also, the Company may, in respect of any item of business other than ordinary business and any business in respect of which Directors or Auditors have a right to be heard at any meeting, transact the same by way of postal ballot. (b) Where the Company decides to pass any resolution by resorting to postal ballot, it shall follow the procedures as prescribed under section 110 of the Act and the companies (Management and Administration) Rules, 2014, as amended from time.
Votes of members	(a) No Shareholder shall be entitled to vote either personally or by proxy at any General Meeting or meeting of a class of Shareholders either upon a show of hands or upon a poll in respect of any shares registered in his name on which calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised any right of lien. (b) No member shall be entitled to vote at a General Meeting unless all calls or other sums presently payable by him have been paid, or in regard to which the Company has lien and has exercised any right of lien. (c) Subject to the provisions of these Articles, without prejudice to any special privilege or restrictions as to voting for the time being attached to any class of shares for the time being forming a part of the Capital of the Company, every Shareholder not disqualified by the last preceding Article, shall be entitled to be present, and to speak and vote at such meeting, and on a show of hands, every Shareholder present in person shall have one vote and upon a poll, the voting right of such Shareholder present, either in person or by proxy, shall be in proportion to his share of the Paid up Share Capital of the Company held alone or jointly with any other Person or Persons. Provided however, if any Shareholder holding preference shares be present at any meeting of the Company, save as provided in section 47(2) of the Act, he shall have a right to vote only on resolutions placed before the Meeting, which directly affect the rights attached to his preference shares. (d) On a poll taken at a meeting of the Company, a Shareholder entitled to more than one vote, or his proxy, or any other Person entitled to vote for him (as the case may be), need not, if he votes, use or cast all his votes in the same way. (e) A Shareholder of unsound mind or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, through a committee or through his legal guardian; and any such committee or guardian may, on a poll vote by proxy. If any Shareholder be a minor his vote in respect of his share(s) shall be exercised by his guardian(s), who may be selected (in case of dispute), by the Chairman of the meeting. (f) If there be joint registered holders of any shares, any one of such Persons may vote at any meeting or may appoint another Person, (whether a Shareholder or not) as his proxy in respect of such shares, as if he were solely entitled thereto; but the proxy so appointed shall not have any right to speak at the meeting and if more than one of such joint-holders be present at any meeting, then one of the said Persons so present whose name stands higher in the Register of Members shall alone be entitled to speak and to vote in respect of such

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	shares, but the other joint- holders shall be entitled to be present at the meeting. Several Executors or Administrators of a deceased Shareholder in whose name shares stand shall for the purpose of these Articles be deemed joint-holders thereof.
	(g) Subject to the provision of these Articles, votes may be given personally or by an attorney or by proxy. A body corporate, whether or not a Company within the meaning of the Act, being a Shareholder may vote either by a proxy or by a representative duly authorized in accordance with section 113 of the Act and such representative shall be entitled to exercise the same rights and powers, (including the right to vote by proxy), on behalf of the body corporate which he represents as that body could have exercised if it were an individual Shareholder.
	(h) Any Person entitled to Transfer any shares of the Company may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that forty-eight hours at least before the time of holding the meeting or adjourned meeting, as the case may he, at which he proposes to vote, he shall satisfy the Board of his right to such shares and give such indemnity (if any) as the Board may require unless the Board shall have previously admitted his right to vote at such meeting in respect thereof.
	(i) Every proxy, (whether a Shareholder or not), shall be appointed in writing under the hand of the appointer or his attorney, or if such appointer is a corporation under the common seal of such corporation or be signed by an officer or an attorney duly authorized by it, and any committee or guardian may appoint proxy. The proxy so appointed shall not have any right to speak at a meeting.
	(j) An instrument of proxy may appoint a proxy either for (i) the purposes of a particular meeting (as specified in the instrument); or (ii) for any adjournment thereof; or (iii) it may appoint a proxy for the purposes of every meeting of the Company; or (iv) of every meeting to be held before a date specified in the instrument for every adjournment of any such meeting.
	(k) A Shareholder present by proxy shall be entitled to vote only on a poll.
	(l) An instrument appointing a proxy and a power of attorney or other authority (including by way of a Board Resolution, (if any), under which it is signed or a notarially certified copy of that power or authority or resolution as the case may be, shall be deposited at the Office not later than forty-eight hours before the time for holding the meeting at which the Person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution. An attorney shall not be entitled to vote unless the power of attorney or other instrument or resolution as the case may be appointing him or a notarially certified copy thereof has either been registered in the records of the Company at any time not less than forty-eight hours before the time for holding the meeting at which the attorney proposes to vote, or is deposited at the Office not less than forty-eight hours before the time fixed for such meeting as aforesaid. Notwithstanding that a power of attorney or other authority has been registered in the records of the Company, the Company may, by notice in writing addressed to the Shareholder or the attorney, given at least 48 (forty eight) hours before the meeting, require him to produce the original power of attorney or authority or resolution as the case may be and unless the same is deposited with the Company not less than forty-eight hours before the time fixed for the meeting, the attorney shall not be entitled to vote at such meeting unless the Board in their absolute discretion excuse such non-production and deposit.
	(m) Every instrument of proxy whether for a specified meeting or otherwise should, as far as circumstances admit, be in any of the forms set out in the Companies (Management and Administration) Rules, 2014.
	(n) If any such instrument of appointment be confined to the object of appointing an attorney or proxy for voting at meetings of the Company it shall remain permanently or for such time as the Directors may determine in the custody of the Company; if embracing other objects a copy thereof, examined with the original, shall be delivered to the Company to remain in the custody of the Company.
	(o) A vote given in accordance with the terms of an instrument of proxy shall be valid

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	notwithstanding the previous death or insanity of the principal, or the revocation of the proxy or of any power of attorney under which such proxy was signed, or the transfer of the share in respect of which the vote is given, provided that no intimation in writing of the death, revocation or Transfer shall have been received at the Office before the meeting. (p) No objection shall be made to the validity of any vote, except at the Meeting or poll at which such vote shall be tendered, and every vote whether given personally or by proxy, not disallowed at such meeting or poll shall be deemed valid for all purposes of such meeting or poll whatsoever. (q) The Chairman of any meeting shall be the sole judge of the validity of every vote tendered at such meeting. The Chairman present at the taking of a poll shall be in the sole judge of the validity of every vote tendered at such poll. (i) The Company shall cause minutes of all proceedings of every General Meeting to be kept by making within 30 (thirty) days of the conclusion of every such meeting concerned, entries thereof in books kept for that purpose with their pages consecutively numbered; (ii) Each page of every such book shall be initialed or signed and the last page of the record of proceedings of each meeting in such book shall be dated and signed by the Chairman of the same meeting within the aforesaid period of 30 (thirty) days or in the event of the death or inability of that Chairman within that period, by a Director duly authorized by the Board for that purpose; (iii) In no case the minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise; (iv) The Minutes of each meeting shall contain a fair and correct summary of the proceedings thereat; (v) All appointments of Directors of the Company made at any meeting aforesaid shall be included in the minutes of the meeting; (vi) Nothing herein contained shall require or be deemed to require the inclusion in any such Minutes of any matter which in the opinion of the Chairman of the Meeting (i) is or could reasonably be regarded as, defamatory of any Person; or (ii) is irrelevant or immaterial to the proceedings; or (iii) is detrimental to the interests of the Company. The Chairman of the meeting shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the aforesaid grounds; (vii) Any such minutes shall be evidence of the proceedings recorded therein; (viii) The book containing the minutes of proceedings of the General Meetings shall be kept at the Office and shall be open, during business hours, for such periods not being less in the aggregate than two hours in each day as the Board determines, for the inspection of any Shareholder without charge; (ix) The Company shall cause minutes to be duly entered in books provided for the purpose of: - a. the names of the Directors and alternate Directors present at each General Meeting; b. all resolutions and proceedings of the General Meeting. (r) The Shareholders shall vote (whether in person or by proxy) all of the shares owned or held on record by them at any Annual or Extraordinary General Meeting of the Company called for the purpose of filling positions to the Board, appointed as a Director of the Company under sections 152 and 164(l) of the Act in accordance with these Articles. (s) The Shareholders will do nothing to prevent the taking of any action by the Company or act contrary to or with the intent to evade or defeat the terms as contained in these Articles.

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	(t) All matters arising at a General Meeting of the Company, other than as specified in the Act or these Articles if any shall be decided by a majority vote. (u) The Shareholders shall exercise their voting rights to ensure that the Act or these Articles are implemented and acted upon by the Shareholders, and by the Company and to prevent the taking of any action by the Company or by any Shareholder, which is contrary to or with a view or intention to evade or defeat the terms as contained in these Articles. (v) Any corporation which is a Shareholder of the Company may, by resolution of the Board or other governing body, authorize such Person as it thinks fit to act as its representative at any meeting of the Company and the said Person so authorized shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could have exercised if it were an individual Shareholder in the Company (including the right to vote by proxy). (w) The Company shall also provide e-voting facility to the Shareholders in terms of the provisions of the Companies (Management and Administration) Rules, 2014, the SEBI Listing Regulations or any other Law, if applicable to the Company.
Directors	Subject to the applicable provisions of the Act, the number of Directors of the Company shall not be less than 3 (three) and not more than 15 (fifteen). The Company shall also comply with the provisions of the Companies (Appointment and Qualification of Directors) Rules, 2014 and the provisions of the SEBI Listing Regulations. The Board shall have an optimum combination of executive and Independent Directors with atleast 1 (one) woman Director, as may be prescribed by Law from time to time. The persons hereinafter named shall be the first Directors of the Company: (a) Sanjay Chaurasia (b) Ramawatar Sharma (c) Surinder Kalra
Chairman of the Board of Directors	(a) The members of the Board shall elect any one of them as the Chairman of the Board. The Chairman shall preside at all meetings of the Board and the General Meeting of the Company. The Chairman shall have a casting vote in the event of a tie. (b) If for any reason the Chairman is not present at the meeting or is unwilling to act as Chairman, the members of the Board shall appoint any one of the remaining Directors as the Chairman.
Appointment of Alternate Directors	Subject to section 161 of the Act, any Director (hereinafter called "**Original Director**") shall be entitled to nominate an alternate director (subject to such Person being acceptable to the Chairman) (the "**Alternate Director**") to act for him during his absence for a period of not less than 3 (three) months from India. The Board may appoint such a Person as an Alternate Director to act for a Director during the Original Director's absence for a period of not less than three months from India. An Alternate Director appointed under this Article shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate office if and when the Original Director returns to the State. If the term of the office of the Original Director is determined before he so returns to the state, any provisions in the Act or in these Articles for automatic re-appointment shall apply to the Original Director and not to the Alternate Director.
Casual Vacancy and Additional Directors	Subject to the applicable provisions of the Act and these Articles, the Board shall have the power at any time and from time to time to appoint any qualified Person to be a Director either as an addition to the Board or to fill a casual vacancy but so that the total number of Directors shall not at any time exceed the maximum number fixed under Article 42. Any Person so appointed as an addition shall hold office only up to the earlier of the date of the next Annual General Meeting or at the last date on which the Annual General Meeting should have been held but shall be eligible for appointment by the Company as a Director at that meeting subject to the applicable provisions of the Act.
Independent Directors	The Company shall have such number of Independent Directors on the Board of the Company, as may be required in terms of the provisions of section 149 of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 or any other Law, as may be applicable. Further, the appointment of such Independent Directors shall be in terms of the aforesaid provisions of Law and subject to the requirements prescribed under the SEBI Listing Regulations.
Equal Power to Director	Except as, otherwise provided in these Articles, all the Directors of the Company shall have in all matters, equal rights and privileges and shall be subject to equal obligations and duties in respect

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	of the affairs of the Company.
Nominee Directors	(a) Notwithstanding anything to the contrary contained in these articles so long as any monies remain owing by the company and also secured by the assets of the Company to the Industrial Development Bank of India (IDBI), Industrial Finance Corporation of India Limited (IFCI), The Industrial Credit and Investment Corporation of India Limited (ICICI), General Insurance Corporation of India, New India Assurance Co. Limited, the Oriental Insurance Co. Limited, the United India Insurance Co. Limited, and National Insurance Co. Limited, (GIC and its subsidiaries), Life Insurance Corporation of India (LIC), and Industrial Reconstruction Bank of India Limited (IRBI), Unite Trust of India (UTI) or to any other Finance Corporation or Credit Corporation or to any other Financing Company or Body out of any loans granted by them to the Company or so long as IDBI, IFCI, ICICI, GIC and its subsidiaries, LIC, IRBI and UTI or any other Finance Corporation or Credit Corporation or to any other Financing Company or Body, hereinafter in this Article referred to as 'the Corporation' continue to hold secured debentures or such other securities in the Company by direct subscription or private placement, the Corporation may be given, at the discretion of the Board, the right to appoint from time to time any person or persons as a Director or Directors, non wholetime Directors (which Director or Directors is/are hereinafter referred to as 'Nominee Directors') on the Board of the Company and to remove from such office any person or persons so appointed and to appoint any person or persons in his or their place/s. The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s. At the option of the Corporation such Nominee Director/s shall not be required any share qualification in the Company. Also at the option of the Corporations such Nominee Director/s shall not be liable to retirement by rotation of Directors. Subject as aforesaid the Nominee Director/s shall be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the Company. The Nominee Director/s so appointed shall hold the said office only so long as any monies remain owing by the Company to the Corporations or so long as the Corporations hold secured debentures or such other securities in the Company as the result of direct subscription or private placement and the Nominee Director/s so appointed in exercise of the said power shall ipso facto vacate such office immediately the monies owing by the Company to the Corporations is paid off and/or on the Corporations seizing to hold debentures or other securities in the Company. The Nominee Director/s appointed under the Article shall be entitled to receive all notices of and attend all General Meetings, Board Meetings and of the Meetings of any Committees of which the Nominee Director/s maybe member/s as also the minutes of such meetings. The Corporations shall also be entitled to receive all such notices and minutes. The Company shall pay to the Nominee Director/s sitting fees and expenses to which the other Directors of the Company are entitled but if any other fees, commission, monies or remuneration in any form is payable to the Directors of the Company, the fees, commission, monies and remuneration in relation to such Nominee Director/s shall accrue to the Corporations and the same shall accordingly be paid by the Company directly to the Corporations. All expenses that maybe incurred by the Corporations or such Nominee Director/s in connection with their appointment or Directorship shall also be paid or reimburse4d by the Company to the Corporations or as the case maybe to such Nominee Director/s. Provided that if any such Nominee Director/s is an officer of the Corporations the sitting fees, in relation to such Nominee Director/s shall also accrue to the Corporations and the same shall accordingly be paid by the Company directly to the Corporations. (b) Whenever the Board enters into a contract with any lenders for borrowing any money or for providing any guarantee or security or for technical collaboration or assistance or enter into any other arrangement, the Board shall have, subject to the provisions of section 152 of the Act the power to agree that such lenders shall have the right to appoint or nominate by a notice in writing addressed to the Company one or more Directors on the Board for such period and upon such conditions as may be mentioned in the common loan agreement/ facility agreement. The nominee director representing lenders shall not be required to hold qualification shares and not be liable to retire by rotation. The Directors may also agree that any such Director, or Directors may be removed from time to time by the lenders

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	entitled to appoint or nominate them and such lenders may appoint another or other or others in his or their place and also fill in any vacancy which may occur as a result of any such Director, or Directors ceasing to hold that office for any reason whatsoever. The nominee director shall hold office only so long as any monies remain owed by the Company to such lenders. (c) The nominee director shall be entitled to all the rights and privileges of other Directors including the sitting fees and expenses as payable to the other Directors but, if any other fees, commission, monies or remuneration in any form are payable to the Directors, the fees, commission, monies and remuneration in relation to such nominee director shall accrue to the lenders and the same shall accordingly be paid by the Company directly to the lenders. Provided that if any such nominee director is an officer of any of the lenders, the sittings fees in relation to such nominee director shall also accrue to the lenders concerned and the same shall accordingly be paid by the Company directly to that lenders. (d) Any expenditure that may be incurred by the lenders or the nominee director in connection with the appointment or directorship shall be borne by the Company. (e) The nominee director so appointed shall be a member of the project management sub-committee, audit sub-committee and other sub-committees of the Board, if so desired by the lenders. (f) The nominee director shall be entitled to receive all notices, agenda, etc. and to attend all the General Meetings and the Board Meetings and meetings of any committee(s) of the Board of which he is a member and to receive all notices, agenda and minutes, etc. of the said meeting. (g) If at any time, the nominee director is not able to attend a meeting of Board or any of its committees, of which he is a member, the lenders may depute an observer to attend the meeting. The expenses incurred by the lenders in this connection shall be borne by the Company.
Debenture Directors	Any trust deed covering the issue of debentures of the Company may provide for the appointment of a Director (in these presents referred to as "**Debenture Director**") for and on behalf of the debenture holders for such period as is therein provided not exceeding the period for which the debentures or any of them shall remain outstanding and for the removal from office of such Debenture Director and on a vacancy being caused by resignation, death, removal or otherwise2 for the appointment of the Debenture Director in the vacant place. The Debenture Director shall not be liable to retire by rotation or be removed from office except as provided as aforesaid.
No qualification shares for directors	A Director shall not be required to hold any qualification shares of the Company.
Remuneration of Directors	(a) Subject to the applicable provisions of the Act, the Rules, Law including the provisions of the SEBI Listing Regulations, the Managing Director and any other Director/s who is/are in the whole time employment of the Company may be paid remuneration either by a way of monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other, subject to the limits prescribed under the Act. (b) Subject to the applicable provisions of the Act, a Director (other than a Managing Director or an executive Director) may receive a sitting fee not exceeding such sum as may be prescribed by the Act or the central government from time to time for each meeting of the Board or any Committee thereof attended by him. (c) The remuneration payable to each Director for every meeting of the Board or Committee of the Board attended by them shall be such sum as may be determined by the Board from time to time within the maximum limits prescribed from time to time by the Central Government pursuant to the first proviso to section 197 of the Act. (d) All fees/compensation to be paid to non-executive Directors including Independent Directors shall be as fixed by the Board and shall require the prior approval of the Shareholders in a General meeting. Such approval shall also specify the limits for the maximum number of stock options that can be granted to a non-executive Director, in any Financial Year, and in aggregate. However, such prior approval of the Shareholders shall not be required in relation to the payment of sitting fees to non-executive Directors if the same is made within the prescribed limits under the Act for payment of sitting fees with

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	approval of central government. Notwithstanding anything contained in this Article, the Independent Directors shall not be eligible to receive any stock options.
Continuing Directors	The continuing Directors may act notwithstanding any vacancy in their body, but if, and so long as their number is reduced below the minimum number fixed by Article 42 hereof, the continuing Directors not being less than 2(two) may act for the purpose of increasing the number of Directors to that number, or for summoning a General Meeting, but for no other purpose.
Vacation of office by Director	(a) Subject to relevant provisions of sections 167 and 188 of the Act, the office of a Director, shall *ipso facto* be vacated if: (i) he is found to be of unsound mind by a court of competent jurisdiction; or (ii) he applies to be adjudicated an insolvent; or (iii) he is adjudged an insolvent; or (iv) he is convicted by a court of any offence involving moral turpitude and is sentenced in respect thereof to imprisonment for not less than 6 (six) months; or (v) he fails to pay any calls made on him in respect of shares of the Company held by him whether alone or jointly with others, within 6 (six) months from the date fixed for the payment of such call, unless the Central Government has by notification in the Official Gazette removed the disqualification incurred by such failure; or (vi) he absents himself from all the meetings of the Board of Directors held during a period of twelve months with or without seeking leave of absence of the Board; or (vii) he, (whether by himself or by any Person for his benefit or on his account), or any firm in which he is a partner, or any private company of which he is a director, accepts a loan, or any guarantee or security for a loan, from the Company, in contravention of section 185 of the Act; or (viii) having been appointed a Director by virtue of his holding any office or other employment in the Company, he ceases to hold such office or other employment in the Company; or (ix) he acts in contravention of section 184 of the Act; or (x) he becomes disqualified by an order of the court under section 203 of the Companies Act, 1956; or (xi) he is removed in pursuance of section 169 of the Act; or (xii) he is disqualified under section 164 of the Act. Subject to the applicable provisions of the Act, a Director may resign his office at any time by notice in writing addressed to the Board and such resignation shall become effective upon its acceptance by the Board.
Related party transactions	The Company shall enter into any transaction with a Related Party only in accordance with the relevant applicable provisions of the Act alongwith Rules issued thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015
Disclosure of Interest	(a) A Director of the Company who is in any way, whether directly or indirectly concerned or interested in a contract or arrangement, or proposed contract or arrangement entered into or to be entered into by or on behalf of the Company, shall disclose the nature of his concern or interest at a meeting of the Board in the manner provided in section 184 of the Act; Provided that it shall not be necessary for a Director to disclose his concern or interest in any such contract or arrangement entered into or to be entered into with any other company where any of the Directors of the company or two or more of them together holds or hold not more than 2% (two per cent) of the paid-up share capital in the other company or the Company as the case may be. A general notice given to the Board by the Director, to the effect that he is a director or member of a specified body corporate or is a member of a specified firm and is to be regarded as concerned or interested in any contract or arrangement which may, after the date of the notice, be entered into with that body corporate or firm, shall be deemed to be a sufficient disclosure of concern or interest in relation to any contract or arrangement so made. Any such general notice shall expire at

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	the end of the Financial Year in which it is given but may be renewed for a further period of one Financial Year at a time by a fresh notice given in the last month of the Financial Year in which it would have otherwise expired. No such general notice, and no renewal thereof shall be of effect unless, either it is given at a meeting of the Board or the Director concerned takes reasonable steps to secure that it is brought up and read at the first meeting of the Board after it is given. (b) No Director shall as a Director, take any part in the discussion of, vote on any contract or arrangement entered into or to he entered into by or on behalf of the Company, if he is in any way, whether directly or indirectly, concerned or interested in such contract or arrangements; nor shall his presence count for the purpose of forming a quorum at the time of any such discussion or vote; and if he does vote, his vote shall be void; provided however that nothing herein contained shall apply to:- (i) any contract or indemnity against any loss which the Directors, or any one or more of them, may suffer by reason of becoming or being sureties or a surety for the Company; (ii) any contract or arrangement entered into or to be entered into with a public company or a private company which is subsidiary of a public company in which the interest of the Director consists solely, a. in his being — i. director of such company; and ii. the holder of not more than shares of such number or value therein as is requisite to qualify him for appointment as a Director thereof, he having been nominated as such Director by this Company; or b. in his being a member holding not more than 2 (two) per cent of its paid-up share capital. Subject to the provisions of section 188 of the Act and other applicable provisions, if any, of the Act, any Director, any partner or relative of such Director, any firm in which such Director or a relative of such Director is a partner, any private company of which such Director is a director or member, and any director or manager of such private company, may hold any office or place of profit in the Company. (c) The Company shall keep a register in accordance with section 189 of the Act and shall within the time specified therein enter therein such of the particulars as may be. The register aforesaid shall also specify, in relation to each Director of the Company, the names of the bodies corporate and firms of which notice has been given by him under Article 57(a). The Register shall be kept at the Office and shall be open to inspection at the Office, and extracts may be taken therefrom and copies thereof may be required by any Shareholder to the same extent, in the same manner, and on payment of the same fee as in the case of the Register of Members of the Company and the provisions of section 94 of the Act shall apply accordingly. (d) A Director may be or become a Director of any Company promoted by the Company, or on which it may be interested as a vendor, shareholder, or otherwise, and no such Director shall be accountable for any benefits received as director or shareholder of such Company except in so far as section 188 or section 197 of the Act as may be applicable.
One-Third of Directors to Retire Every Year	At the Annual General Meeting of the Company to be held every year, one third of such of the Directors as are liable to retire by rotation for the time being, or, if their number is not three or a multiple of three then the number nearest to one third shall retire from office, and they will be eligible for re-election. Provided nevertheless that the Managing Director or whole-time Director(s), appointed or the Directors appointed as a Debenture Director, or the Directors appointed as Independent Director(s) under the Articles hereto shall not retire by rotation under this Article nor shall they be included in calculating the total number of Directors of whom one third shall retire from office under this Article.
Procedure, if place of retiring Directors is not filled up	(a) If the place of the retiring Director is not so filled up and the meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned till the same day in the next week, at the same time and place, or if that day is a national holiday, till the next succeeding day which is not a national holiday, at the same time and place.

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	(b) If at the adjourned meeting also, the place of the retiring Director is not filled up and that meeting also has not expressly resolved not to fill the vacancy, the retiring Director shall be deemed to have been reappointed at the adjourned meeting, unless:- (i) at that meeting or at the previous meeting a resolution for the reappointment of such Director has been put to the meeting and lost; (ii) retiring Director has, by a notice in writing addressed to the Company or the Board expressed his unwillingness to be so reappointed; (iii) he is not qualified or is disqualified for appointment; or (iv) a resolution whether special or ordinary is required for the appointment or reappointment by virtue of any applicable provisions of the Act.
Company may increase or reduce the number of Directors	Subject to Article 42 and sections 149, 152 and 164 of the Act, the Company may, by Ordinary Resolution, from time to time, increase or reduce the number of Directors, and may alter their qualifications and the Company may, (subject to the provisions of section 169 of the Act), remove any Director before the expiration of his period of' office and appoint another qualified in his stead. The Person so appointed shall hold office during such time as the Director in whose place he is appointed would have held the same if he had not been removed.
Register of Directors etc.	The Company shall keep at its Office, a register containing the particulars of its Directors, Managing Directors, Manager, Secretaries and other Persons mentioned in section 170 of the Act and shall otherwise comply with the provisions of the said section in all respects.
Disclosure by director of appointment to any other body corporate	Every Director shall in accordance with the provisions of Companies (Meeting of Board and its Powers) Rules, 2014 shall disclose his concern or interest in any company or companies or bodies corporate (including shareholding interest), firms or other association of individuals by giving a notice in accordance with such rules.
Key Managerial Personnel	Subject to the provisions of the Act,— A chief executive officer, Managing Director, Whole time Director, Manager , company secretary or chief financial officer, or such other office as may be prescribed, may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary and chief financial officer so appointed may be removed by means of a resolution of the Board. Further, a Managing Director / Chief Executive Officer of the Company may be designated as a Chairperson of the Company.
Managing Director(S)/ Whole Time Director(S) / Executive Director(S)/ Manager	Subject to the provisions of section 203 of the Act and of these Articles, the Board shall have the power to appoint from time to time any full time employee of the Company as Managing Director/ whole time director or executive director or manager of the Company. The Managing Director(s) or the whole time director(s) manager or executive director(s), as the case may be, so appointed, shall be responsible for and in charge of the day to day management and affairs of the Company and subject to the applicable provisions of the Act and these Articles, the Board shall vest in such Managing Director/s or the whole time director(s) or manager or executive director(s), as the case may be, all the powers vested in the Board generally. The remuneration of a Managing Director/ whole time director or executive director or manager may be by way of monthly payment, fee for each meeting or participation in profits, or by any or all those modes or any other mode not expressly prohibited by the Act.
Provisions to which Managing Director(S)/ Whole Time Director(S) / Executive Director(S)/ Manager are subject	Notwithstanding anything contained herein, the Managing Director(s)/whole time director(s)/executive director(s)/ manager(s) shall subject to the provisions of any contract between him and the Company be subject to the same provisions as to resignation and removal as the other Directors of the Company, and if he ceases to hold the office of a Director he shall ipso facto and immediately cease to be a Managing Director(s) / whole time director(s) / executive director(s) / manager, and if he ceases to hold the office of a Managing Director(s) / whole time director(s) / executive director(s)/ manager he shall ipso facto and immediately cease to be a Director,
Remuneration of Managing Director(S)/ Whole Time Director(S) / Executive Director(S)/ Manager	The remuneration of the Managing Director(s)/whole time director(s)/executive director(s)/ manager shall (subject to sections 196, 197 and 203 and other applicable provisions of the Act and of these Articles and of any contract between him and the Company) be fixed by the Directors, from time to time and may be by way of fixed salary and/or perquisites or commission or profits of the Company or by participation in such profits, or by any or all these modes or any other mode not expressly prohibited by the Act.
Power and duties of Managing	Subject to the superintendence, control and direction of the Board, the day-to-day management of the Company shall be in the hands of the Managing Director(s)/ whole time director(s)/executive

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Director(S)/ Whole Time Director(S) / Executive Director(S)/ Manager	director(s)/manager(s) in the manner as deemed fit by the Board and subject to the applicable provisions of the Act, and these Articles, the Board may by resolution vest any such Managing Director(s)/whole time director(s)/ executive director(s)/ manager with such of the powers hereby vested in the Board generally as it thinks fit and such powers may be made exercisable for such period or periods and upon such conditions and subject to the applicable provisions of the Act, and these Articles confer such power either collaterally with or to the exclusion of or in substitution for all or any of the Directors in that behalf and may from time to time revoke, withdraw, alter or vary all or any of such powers.
Power to be exercised by the board only by meeting	(a) The Board shall exercise the following powers on behalf of the Company and the said powers shall be exercised only by resolutions passed at the meeting of the Board: (i) to make calls on the Shareholders in respect of money unpaid on their shares; (ii) to authorize buy-back of the Securities under section 68 of the Act; (iii) to issue the Securities whether in or outside India; (iv) to borrow money(ies); (v) to invest the funds of the Company; (vi) to grant loans or give guarantee or provide security in respect of loans; (vii) to approve financial statements and the Board's report; (viii) to diversify the business of the Company; (ix) to approve amalgamation, merger or reconstruction; (x) to take over a company or acquire a controlling or substantial stake in another company; (xi) fees/compensation payable to non-executive directors including independent directors of the Company; and (xii) any other matter which may be prescribed under the Companies (Meetings of Board and its Powers) Rules, 2014 and the SEBI Listing Regulations. (b) The Board may, by a resolution passed at a meeting, delegate to any Committee of Directors, the Managing Director, or to any Person permitted by Law the powers specified in sub clauses(iv) to (vi) above. (c) The aforesaid powers shall be exercised in accordance with the provisions of the Companies (Meetings of Board and its Powers) Rules, 2014 and shall be subject to the provisions of section 180 of the Act. (d) In terms of section 180 of the Act, the Board may exercise the following powers subject to receipt of consent by the Company by way of a Special Resolution: (i) to sell, lease or otherwise dispose of the whole or substantial part of the undertaking of the Company; (ii) to borrow money; and (iii) any such other matter as may be prescribed under the Act, the SEBI Listing Regulations and other applicable provisions of Law.
Proceedings of the Board of Directors	(a) The Board Meetings shall be held at least once in every 3 (three) month period and there shall be at least 4 (four) Board Meetings in any calendar year and there should not be a gap of more than 120 (one hundred twenty) days between two consecutive Board Meetings. Meetings shall Ordinarily be held at the Registered Office, or such a place as may be decided by the Board. (b) The participation of Directors in a meeting of the Board may be either in Person or through video conferencing or other audio visual means, as may be prescribed, which are capable of recording and recognizing the participation of the Directors and of recording and storing

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	the proceedings of such meetings along with the date and time. However, such matters as provided under the Companies (Meetings of Board and its Powers) Rules, 2014 shall not be dealt with in a meeting through video conferencing or other audio visual means. Any meeting of the Board held through video conferencing or other audio visual means shall only be held in accordance with the Companies (Meetings of Board and its Powers) Rules, 2014. (c) The Secretary or any Director shall, as and when directed by the Chairman convene a meeting of the Board by giving a notice in writing to every Director in accordance with the provisions of the Act and the Companies (Meetings of Board and its Powers) Rules, 2014. (d) The Board may meet either at the Office, or at any other location in India or outside India as the Chairman may determine. (e) At least 7 (seven) days' notice of every meeting of the Board shall be given in writing to every Director for the time being at his address registered with the Company and such notice shall be sent by hand delivery or by post or by electronic means. A meeting of the Board may be convened in accordance with these Articles by a shorter notice in case of any emergency as directed by the Chairman or the Managing Director or the executive director, as the case may be, subject to the presence of 1 (one) Independent Director in the said meeting. If an Independent Director is not present in the said meeting, then decisions taken at the said meeting shall be circulated to all the Directors and shall be final only upon ratification by one Independent Director. Such notice or shorter notice may be sent by post or by fax or e-mail depending upon the circumstances. (f) At any Board Meeting, each Director may exercise 1 (one) vote. The adoption of any resolution of the Board shall require the affirmative vote of a majority of the Directors present at a duly constituted Board Meeting.
Quorum for Board Meeting	(a) <u>Quorum for Board Meetings</u> Subject to the provisions of section 174 of the Act, the quorum for each Board Meeting shall be one-third of its total strength and the presence of Directors by video conferencing or by other audio visual means shall also be counted for the purposes of calculating quorum. If any duly convened Board Meeting cannot be held for want of a quorum, then such a meeting shall automatically stand adjourned for 7 (seven) days, alter the original meeting at the same time and place, or if that day is a national holiday, on the succeeding day which is not a public holiday to the same time and place. Provided however, the adjourned meeting may be held on such other date and such other place as may be unanimously agreed to by all the Directors in accordance with the provisions of the Act. (b) If in the event of a quorum once again not being available at such an adjourned meeting, the Directors present shall constitute the quorum and may transact business for which the meeting has been called.
Questions at the Board Meetings how decided	(a) Questions arising at any meeting of the Board, other than as specified in these Articles and the Act, if any, shall be decided by a majority vote. In the case of an equality of votes, the Chairman shall have a second or casting vote. (b) No regulation made by the Company in the General Meeting, shall invalidate any prior act of the Board, which would have been valid if that regulation had not been made.
Election of Chairman of Board	(a) The Board may elect a Chairman of its meeting and determine the period for which he is to hold office. (b) If no such Chairman is elected, or at any meeting the Chairman is not present within five minutes after the time appointed for holding the meeting the Directors present may choose one among themselves to be the Chairman of the meeting.
Powers of the board	Subject to the applicable provisions of the Act, these Articles and other applicable provisions of Law: (a) The Board shall be entitled to exercise all such power and to do all such acts and things as the Company is authorized to exercise and do under the applicable provisions of the Act or by the Memorandum and Articles. . (b) The Board is vested with the entire management and control of the Company, including as regards any and all decisions and resolutions to be passed, for and on behalf of the

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	Company. (c) Provided that the Board shall not, except with the consent of the Company by a Special Resolution:- (i) Sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company, or where the Company owns more than one undertaking, of tie whole, or substantially the whole, of any such undertaking. The term 'undertaking' and the expression 'substantially the whole of the undertaking' shall have the meaning prescribed to them under the provisions of section 180 of the Act; (ii) Remit, or give time for repayment of, any debt due by a Director; (iii) Invest otherwise than in trust securities the amount of compensation received by the Company as a result of any merger or amalgamation; and (iv) Borrow money (ies) where the money (ies) to be borrowed together with the money (ies) already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of businesses), will exceed the aggregate of the Paid up Capital of the Company and its free reserves.
Committees and Delegation by the Board	(a) The Company shall constitute such Committees as may be required under the Act, applicable provisions of Law and the SEBI Listing Regulations. Without prejudice to the powers conferred by the other Articles and so as not to in any way to limit or restrict those powers, the Board may, subject to the provisions of section 179 of the Act, delegate any of its powers to the Managing Director, the executive director (s) or manager or the chief executive officer of the Company. The Managing Director, the executive director(s) or the manager or the chief executive officer(s) as aforesaid shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on them by the Board and all acts done by them in exercise of the powers so delegated and in conformity with such regulations shall have the like force and effect as if done by the Board. (b) Subject to the applicable provisions of the Act, the requirements of Law and these Articles, the Board may delegate any of its powers to Committees of the Board consisting of such member or members of the Board as it thinks fit, and it may from time to time revoke and discharge any such committee of the Board either wholly or in part and either as to Persons or purposes. Every Committee of the Board so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on it by the Board. All acts done by any such Committee of the Board in conformity with such regulations and in fulfillment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board. (c) The meetings and proceedings of any such Committee of the Board consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors, so far as the same are applicable thereto and are not superseded by any regulation made by the Directors under the last preceding Article. (d) The Board of the Company shall in accordance with the provisions of the Companies (Meetings of the Board and its Powers) Rules, 2014 or any other Law and the provisions of the SEBI Listing Regulations, form such committees as may be required under such rules in the manner specified therein, if the same are applicable to the Company.
Acts of Board or Committee valid notwithstanding informal appointment	All acts undertaken at any meeting of the Board or of a Committee of the Board, or by any Person acting as a Director shall, notwithstanding that it may afterwards be discovered that there was some defect in the appointment of such Director or Persons acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such Person had been duly appointed, and was qualified to be a Director. Provided that nothing in this Article shall be deemed to give validity to the acts undertaken by a Director after his appointment has been shown to the Company to be invalid or to have been terminated.
Passing of resolution by circulation	No resolution shall be deemed to have been duly passed by the Board or by a Committee thereof by circulation, unless the resolution has been circulated in draft form, together with the necessary papers, if any, to all the Directors, or members of the Committee, as the case may be, at their addresses registered with the Company in India by hand delivery or by post or by courier, or

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	through such electronic means as may be provided under the Companies (Meetings of Board and its Powers) Rules, 2014 and has been approved by majority of Directors or members, who are entitled to vote on the resolution. However, in case one-third of the total number of Directors for the time being require that any resolution under circulation must be decided at a meeting, the chairperson shall put the resolution to be decided at a meeting of the Board. A resolution mentioned above shall be noted at a subsequent meeting of the Board or the Committee thereof, as the case may be, and made part of the minutes of such meeting.
Minutes of the proceedings of the meeting of the Board	(a) The Company shall prepare minutes of each Board Meeting and the entries thereof in books kept for that purpose with their pages consecutively numbered. Such minutes shall contain a fair and correct summary of the proceedings conducted at the Board Meeting. (b) The Company shall circulate the minutes of the meeting to each Director within 7 (seven) Business Days after the Board Meeting. (c) Each page of every such book shall be initialled or signed and the last page of the record of proceedings of each meeting in such book shall be dated and signed by the Chairman of the said meeting or the Chairman of the next succeeding meeting. (d) In no case the minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise. (e) The minutes of each meeting shall contain a fair and correct summary of the proceedings thereat and shall also contain: - (i) all appointments of Officers; (ii) the names of the Directors present at each meeting of the Board; (iii) all resolutions and proceedings of the meetings of the Board; (iv) the names of the Directors, if any, dissenting from, or not concurring in, any resolution passed by the Board. (f) Nothing contained in sub-articles (a) to (c) above shall be deemed to require the inclusion in any such minutes of any matter which in the opinion of the Chairman of the meeting: - (i) is or could reasonably be regarded as defamatory of any Person; (ii) is irrelevant or immaterial to the proceedings; or (iii) is detrimental to the interests of the Company. (g) The Chairman shall exercise absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the ground specified in sub-article (f) above. (h) Minutes of meetings kept in accordance with the aforesaid provisions shall be evidence of the proceedings recorded therein. (i) The minutes kept and recorded under this Article shall also comply with the provisions of secretarial standard 3 issued by the Institute of Company Secretaries of India constituted under the Company Secretaries Act, 1980 and approved as such by the central government and applicable provisions of the Act and Law.
Register of charges	The Directors shall cause a proper register to be kept, in accordance with the applicable provisions of the Act, of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the applicable provisions of the Act in regard to the registration of mortgages and charges therein specified.
Charge of uncalled capital	Where any uncalled capital of the Company is charged as security or other security is created on such uncalled capital, the Directors may authorize, subject to the applicable provisions of the Act and these Articles, making calls on the Shareholders in respect of such uncalled capital in trust for the Person in whose favour such charge is executed.
Subsequent assigns of uncalled capital	Where, any uncalled capital of the Company is charged, all Persons taking any subsequent charge thereon shall take the same, subject to such prior charges and shall not be entitled to obtain priority over such prior charge.
Charge in favour of Director for	If the Director or any Person, shall become personally liable for the payment of any sum primarily due from the Company, the Board may execute or cause to be executed, any mortgage, charge or

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indemnity	security over or affecting the whole or part of the assets of the Company by way of indemnity to secure the Directors or other Persons so becoming liable as aforesaid from any loss in respect of such liability.
Officers	(a) The Company shall have its own professional management and such officers shall be appointed from time to time as designated by its Board. The officers of the Company shall serve at the discretion of the Board. (b) The officers of the Company shall be responsible for the implementation of the decisions of the Board, subject to the authority and directions of the Board and shall conduct the day to day business of the Company. (c) The officers of the Company shall be the Persons in charge of and responsible to the Company for the conduct of the business of the Company and shall be concerned and responsible to ensure full and due compliance with all statutory Laws, rules and regulations as are required to be complied with by the Company and/or by the Board of the Company. (d) Qualified experienced managerial and marketing executives and other officers shall be appointed for the operation and conduct of the business of the Company. (e) The Board shall appoint with the approval of the Chairman, the president and/or chief executive officer and/or chief operating officer of the Company, as well as Persons who will be appointed to the posts of senior executive management.
The Secretary	(a) Subject to the provisions of section 203 of the Act, the Board may, from time to time, appoint any individual as Secretary of the Company to perform such functions, which by the Act or these Articles for the time being of the Company are to be performed by the Secretary and to execute any other duties which may from time to time be assigned to him by the Board. The Board may confer upon the Secretary so appointed any powers and duties as are not by the Act or by these Articles required to be exercised by the Secretary and may from time to time revoke, withdraw, alter or vary all or any of them. The Board may also at any time appoint some individual (who need not be the Secretary), to maintain the Registers required to be kept by the Company. (b) The Secretary shall be an individual responsible to ensure that there shall be no default, non-compliance, failure, refusal or contravention of any of the applicable provisions of the Act, or any rules, regulations or directions which the Company is required to conform to or which the Board of the Company are required to conform to and shall be designated as such and be the officer in default.
Director's & officer's liability insurance	Subject to the provisions of the Act and Law, the Company shall procure, at its own cost, comprehensive directors and officers liability insurance for each Director which shall not form a part of the remuneration payable to the Directors in the circumstances described under section 197 of the Act: - (a) on terms approved by the Board; (b) which includes each Director as a policyholder; (c) is from a reputed insurer approved by the Board; and (d) such amount as may be decided by the Board, from time to time.
Seal	(a) The Board shall provide a Seal for the purposes of the Company, and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof, and the Board shall provide for the safe custody of the Seal for the time being, and the Seal shall never be used except by the authority of the Board or a Committee of the Board or any KMP of the Company. (b) The Company shall also be at the liberty to have an official Seal in accordance with the Act for use in any territory, district or place outside India. (c) Every deed or other instrument to which the Seal of the Company shall be affixed shall be signed by the KMP of the Company who shall sign every instrument to which the seal of the Company is so affixed in his presence.
Accounts	(d) The Company shall prepare and keep at the Office, books of accounts or other relevant books and papers and financial statements for every Financial Year which give a true and fair view of the state of affairs of the Company, including its branch office or offices, if any, and explain the transactions effected both at the Office and its branches and such books shall be kept on accrual basis and according to the double entry system of accounting. (e) Where the Board decides to keep all or any of the books of account at any place other than the Office, the Company shall, within 7 (seven) days of the decision, file with the Registrar, a notice in writing giving the full address of that other place. The Company may also keep

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	such books of accounts or other relevant papers in electronic mode in accordance with the provisions of the Act. (f) The Company shall preserve in good order the books of account relating to a period of not less than eight years preceding the current year. (g) When the Company has a branch office, whether in or outside India, the Company shall be deemed to have complied with this Article if proper books of account relating to the transactions effected at the branch office are kept at the branch office and proper summarized returns made up to dates at intervals of not more than three months, are sent by the branch office to the Company at its office or at the other place in India, at which the Company's books of account are kept as aforesaid. (h) No Shareholder (not being a Director) shall have any right of inspecting any account or books or documents of the Company except specified under the Act and Law. (i) In accordance with the provisions of the Act, along with the financial statements laid before the Shareholders, there shall be laid a Board's report which shall include: (i) the extract of the annual return as provided under sub-section (3) of section 92 of the Act; (ii) number of meetings of the Board; (iii) Directors' responsibility statement as per the provisions of section 134 (5) of the Act; (iv) a statement on declaration given by the Independent Directors under sub-section (6) of section 149 of the Act; (v) in the event applicable, as specified under sub-section (1) of section 178 of the Act, Company's policy on Director's appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under sub-section (3) of section 178 of the Act; (vi) Explanations or comments by the Board on every qualification, reservation or adverse remark or disclaimer made- a. by the auditor in his report; and b. by the Secretary in practice in his secretarial audit report; (vii) Particulars of loans, guarantees or investments under section 186 of the Act; (viii) Particulars of contracts or arrangements with related parties referred to in sub-section (1) of section 188 in the prescribed form; (ix) the state of the Company's affairs; (x) the amounts, if any, which it proposes to carry to any reserves; (xi) the amount, if any, which it recommends should be paid by way of Dividends; (xii) material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the Financial Year of the Company to which the financial statements relate and the date of the report; (xiii) the conservation of energy, technology absorption, foreign exchange earnings and outgo, in such manner as may be prescribed; (xiv) a statement indicating development and implementation of a risk management policy for the Company including identification therein of elements of risk, if any, which in the opinion of the Board may threaten the existence of the Company; (xv) the details about the policy developed and implemented by the Company on

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	corporate social responsibility initiatives taken during the year; (xvi) in case of a listed company and every other public company having such paid-up share capital as may be prescribed, a statement indicating the manner in which formal annual evaluation has been made by the Board of its own performance and that of its committees and individual directors; and (xvii) such other matters as may be prescribed under the Law, from time to time. (j) All the aforesaid books shall give a fair and true view of the affairs of the Company or its branch office, as the case may be, with respect to the matters herein and explain its transactions.
Audit and Auditors	(a) The Auditors shall be appointed and their rights and duties shall be regulated in accordance with sections 139 to 147 of the Act and as specified under Law. (b) Every account of the Company when audited shall be approved by the General Meeting and shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever any such error is discovered within that period the account shall forthwith be corrected, and henceforth shall be conclusive. (c) Every balance sheet and profit and loss account shall be audited by one or more Auditors to be appointed as hereinafter set out. (d) The Company at the Annual General Meeting in each year shall appoint an Auditor or Auditors to hold office from the conclusion of that meeting until conclusion of the next Annual General Meeting and every Auditor so appointed shall be intimated of his appointment within 7 (seven) days. (e) Where at an Annual General Meeting, no Auditors are appointed, the Central Government may appoint a Person to fill the vacancy and fix the remuneration to be paid to him by the Company for his services. (f) The Company shall within 7 (seven) days of the central government's power under sub clause (b) becoming exercisable, give notice of that fact to the government. (g) The Directors may fill any casual vacancy in the office of an Auditor but while any such vacancy continues, the remaining Auditors (if any) may act. Where such a vacancy is caused by the resignation of an Auditor, the vacancy shall only be filled by the Company in the General Meeting. (h) A Person, other than a retiring Auditor, shall not be capable of being appointed at an Annual General Meeting unless special notice of a resolution of appointment of that Person to the office of Auditor has been given by a Shareholder to the Company not less than 14 (fourteen) days before the meeting in accordance with section 115 of the Act, and the Company shall send a copy of any such notice to the retiring Auditor and shall give notice thereof to the Shareholders in accordance with provisions of section 115 of the Act and all the other provision of section 140 of the Act shall apply in the matter. The provisions of this sub-article shall also apply to a resolution that a retiring auditor shall not be re-appointed. (i) The Persons qualified for appointment as Auditors shall be only those referred to in section 141 of the Act. (j) None of the Persons mentioned in section 141 of the Act as are not qualified for appointment as auditors shall be appointed as Auditors of the Company.
Remuneration of Auditors	The remuneration of the Auditors shall be fixed by the Company as authorized in General Meeting from time to time in accordance with the provisions of the Act and the Companies (Audit and Auditor) Rules, 2014.
Documents and notices	(a) A document or notice may be given or served by the Company to or on any Shareholder whether having his registered address within or outside India either personally or by sending it by post to him to his registered address. (b) Where a document or notice is sent by post, service of the document or notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the document or notice, provided that where a Shareholder has intimated to the Company in advance that documents or notices should be sent to him under a certificate of posting

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	or by registered post with or without acknowledgement due or by cable or telegram and has deposited with the Company a sum sufficient to defray the expenses of doing so, service of the document or notice shall be deemed to be effected unless it is sent in the manner intimated by the Shareholder. Such service shall be deemed to have effected in the case of a notice of a meeting, at the expiration of forty eight hours after the letter containing the document or notice is posted or after a telegram has been dispatched and in any case, at the time at which the letter would be delivered in the ordinary course of post or the cable or telegram would be transmitted in the ordinary course. (c) A document or notice may be given or served by the Company to or on the joint-holders of a share by giving or serving the document or notice to or on the joint-holder named first in the Register of Members in respect of the share. (d) Every Person, who by operation of Law, Transfer or other means whatsoever, shall become entitled to any share, shall be bound by every document or notice in respect of such share, which previous to his name and address being entered on the register of Shareholders, shall have been duly served on or given to the Person from whom he derives his title to such share. (e) Any document or notice to be given or served by the Company may be signed by a Director or the Secretary or some Person duly authorized by the Board for such purpose and the signature thereto may be written, printed, photostat or lithographed. (f) All documents or notices to be given or served by Shareholders on or to the Company or to any officer thereof shall be served or given by sending the same to the Company or officer at the Office by post under a certificate of posting or by registered post or by leaving it at the Office. (g) Where a document is sent by electronic mail, service thereof shall be deemed to be effected properly, where a member has registered his electronic mail address with the Company and has intimated the Company that documents should be sent to his registered email address, without acknowledgement due. Provided that the Company, shall provide each member an opportunity to register his email address and change therein from time to time with the Company or the concerned depository. The Company shall fulfil all conditions required by Law, in this regard.
Shareholders to notify address in India	Each registered Shareholder from time to time notify in writing to the Company such place in India to be registered as his address and such registered place of address shall for all purposes be deemed to be his place of residence.
Service on members having no registered address	If a Shareholder does not have registered address in India, and has not supplied to the Company any address within India, for the giving of the notices to him, a document advertised in a newspaper circulating in the neighbourhood of the Office shall be deemed to be duly served to him on the day on which the advertisement appears.
Service on persons acquiring shares on death or insolvency of shareholders	A document may be served by the Company on the Persons entitled to a share in consequence of the death or insolvency of a Shareholders by sending it through the post in a prepaid letter addressed to them by name or by the title or representatives of the deceased, assignees of the insolvent by any like description at the address (if any) in India supplied for the purpose by the Persons claiming to be so entitled, or (until such an address has been so supplied) by serving the document in any manner in which the same might have been served as if the death or insolvency had not occurred.
Persons entitled to notice of General Meetings	Subject to the applicable provisions of the Act and these Articles, notice of General Meeting shall be given: (a) To the Shareholders as provided by these Articles. (b) To the Persons entitled to a share in consequence of the death or insolvency of a Shareholder. (c) To the Auditors for the time being of the Company in the manner authorized by as in the case of any Shareholder.
Notice by advertisement	Subject to the applicable provisions of the Act, any document required to be served or sent by the Company on or to the Shareholders, or any of them and not expressly provided for by these Articles, shall be deemed to be duly served or sent if advertised in a newspaper circulating in the district in which the Office is situated.

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Dividend	(a) The profits of the Company subject to any special rights relating thereto being created or authorized to be created by the Memorandum or these Articles and subject to the provisions of these Articles shall be divisible among the Shareholders in proportion to the amount of Capital Paid-up or credited as Paid-up and to the period during the year for which the Capital is Paid-up on the shares held by them respectively. Provided always that, (subject as aforesaid), any Capital Paid-up on a Share during the period in respect of which a Dividend is declared, shall unless the Directors otherwise determine, only entitle the holder of such share to an apportioned amount of such Dividend as from the date of payment. (b) Subject to the provisions of section 123 of the Act the Company in General Meeting may declare Dividends, to be paid to the Shareholders according to their respective rights and interests in the profits. No Dividends shall exceed the amount recommended by the Board, but the Company in General Meeting may, declare a smaller Dividend, and may fix the time for payments not exceeding 30 (thirty) days from the declaration thereof. (c) No Dividend shall be declared or paid otherwise than out of profits of the Financial Year arrived at after providing for depreciation in accordance with the provisions of section 123 of the Act or out of the profits of the Company for any previous Financial Year or years arrived at after providing for depreciation in accordance with those provisions and remaining undistributed or out of both provided that: - (i) if the Company has not provided for depreciation for any previous Financial Year or years it shall, before declaring or paying a Dividend for any Financial Year provide for such depreciation out of the profits of that Financial Year or out of the profits of any other previous Financial Year or years; and (ii) if the Company has incurred any loss in any previous Financial Year or years the amount of the loss or an amount which is equal to the amount provided for depreciation for that year or those years whichever is less, shall be set off against the profits of the Company for the year for which the Dividend is proposed to be declared or paid or against the profits of the Company for any previous Financial Year or years arrived at in both cases after providing for depreciation in accordance with the provisions of section 123 of the Act or against both; (iii) The declaration of the Board as to the amount of the net profits shall be conclusive. (d) The Board may, from time to time, pay to the Shareholders such interim dividend as in their judgment the position of the Company justifies. (e) Where Capital is paid in advance of calls upon the footing that the same shall carry interest, such Capital shall not whilst carrying interest, confer a right to participate in profits or Dividend. (f) Subject to the rights of Persons, if any, entitled to shares with special rights as to Dividend, all Dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof Dividend is paid but if and so long as nothing is Paid upon any shares in the Company, Dividends may be declared and paid according to the amount of the shares. (i) No amount paid or credited as paid on shares in advance of calls shall be treated for the purpose of this regulation as paid on shares; (ii) All Dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the Dividend is paid, but if any shares are issued on terms providing that it shall rank for Dividend as from a particular date such shares shall rank for Dividend accordingly. (g) Subject to the applicable provisions of the Act and these Articles, the Board may retain the Dividends payable upon shares in respect of any Person, until such Person shall have become a Shareholder, in respect of such shares or until such shares shall have been duly transferred to him. (h) Any one of several Persons who are registered as the joint-holders of any Share may give effectual receipts for all Dividends or bonus and payments on account of Dividends or

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	bonus or sale proceeds of fractional certificates or other money (ies) payable in respect of such shares. (i) Subject to the applicable provisions of the Act, no Shareholder shall be entitled to receive payment of any interest or Dividends in respect of his share(s), whilst any money may be due or owing from him to the Company in respect of such share(s); either alone or jointly with any other Person or Persons; and the Board may deduct from the interest or Dividend payable to any such Shareholder all sums of money so due from him to the Company. (j) Subject to section 126 of the Act, a transfer of shares shall not pass the right to any Dividend declared thereon before the registration of the transfer. (k) Unless otherwise directed any Dividend may be paid by cheque or warrant or by a pay slip or receipt (having the force of a cheque or warrant) and sent by post or courier or by any other legally permissible means to the registered address of the Shareholder or Person entitled or in case of joint-holders to that one of them first named in the Register of Members in respect of the joint-holding. Every such cheque or warrant shall be made payable to the order of the Person to whom it is sent and in case of joint-holders to that one of them first named in the Register of Members in respect of the joint-holding. The Company shall not be liable or responsible for any cheque or warrant or pay slip or receipt lost in transmission, or for any Dividend lost to a Shareholder or Person entitled thereto, by a forged endorsement of any cheque or warrant or a forged signature on any pay slip or receipt of a fraudulent recovery of Dividend. If 2 (two) or more Persons are registered as joint-holders of any share(s) any one of them can give effectual receipts for any money (ies) payable in respect thereof. Several Executors or Administrators of a deceased Shareholder in whose sole name any share stands shall for the purposes of this Article be deemed to the joint-holders thereof. (l) No unpaid Dividend shall bear interest as against the Company. (m) Any General Meeting declaring a Dividend may on the recommendation of the Board, make a call on the Shareholders of such amount as the meeting fixes, but so that the call on each Shareholder shall not exceed the Dividend payable to him, and so that the call will be made payable at the same time as the Dividend; and the Dividend may, if so arranged as between the Company and the Shareholders, be set-off against such calls. (n) Notwithstanding anything contained in this Article, the dividend policy of the Company shall be governed by the applicable provisions of the Act and Law. (o) The Company may pay dividends on shares in proportion to the amount paid-up on each Share in accordance with section 51 of the Act.
Unpaid or unclaimed dividend	(a) If the Company has declared a Dividend but which has not been paid or the Dividend warrant in respect thereof has not been posted or sent within 30 (thirty) days from the date of declaration, transfer the total amount of Dividend, which remained unpaid or unclaimed within 7 (seven) days from the date of expiry of the said period of 30 (thirty) days to a special account to be opened by the Company in that behalf in any scheduled bank to be called the "Unpaid Dividend of Bharat Road Network Limited". (b) Any money so transferred to the unpaid Dividend account of the Company which remains unpaid or unclaimed for a period of 7 (seven) years from the date of such transfer, shall be transferred by the Company to the fund established under sub-section (1) of section 125 of the Act, viz. "Investors Education and Protection Fund". (c) No unpaid or unclaimed Dividend shall be forfeited by the Board before the claim becomes barred by Law.
Capitalisation of profits	The Company in the General Meeting may, upon the recommendation of the Board, resolve: (a) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the Company's profit and loss account or otherwise, as available for distribution; and (b) that such sum be accordingly set free for distribution in the manner specified herein below in sub-article (iii) as amongst the Shareholders who would have been entitled thereto, if

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	distributed by way of Dividends and in the same proportions. (c) The sum aforesaid shall not be paid in cash but shall he applied either in or towards: (i) paying up any amounts for the time being unpaid on any shares held by such Shareholders respectively; (ii) paying up in full, un-issued shares of the Company to be allotted, distributed and credited as fully Paid up, to and amongst such Shareholders in the proportions aforesaid; or (iii) partly in the way specified in sub-article (i) and partly in the way specified in sub-article (ii). (d) A share premium account may be applied as per section 52 of the Act, and a capital redemption reserve account may, duly be applied in paying up of unissued shares to be issued to Shareholders as fully paid bonus shares.
Resolution for capitalisation of reserves and issue of fractional certificate	(a) The Board shall give effect to a resolution passed by the Company in pursuance of this regulation. (b) Whenever such a resolution as aforesaid shall have been passed, the Board shall: (i) make all appropriation and applications of undivided profits (resolved to be capitalized thereby), and all allotments and issues of fully paid shares or Securities, if any; and (ii) generally do all acts and things required to give effect thereto. (c) The Board shall have full power: (i) to make such provisions, by the issue of fractional certificates or by payments in cash or otherwise as it thinks fit, in the case of shares or Debentures becoming distributable in fraction; and (ii) to authorize any Person, on behalf of all the Shareholders entitled thereto, to enter into an agreement with the Company providing for the allotment to such Shareholders, credited as fully paid up, of any further shares or Debentures to which they may be entitled upon such capitalization or (as the case may require) for the payment of by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalized of the amounts or any parts of the amounts remaining unpaid on the shares. (d) Any agreement made under such authority shall be effective and binding on all such Shareholders.
Distribution of assets in specie or kind upon winding up	(a) If the Company shall be wound up, the liquidator may, with the sanction of a Special Resolution of the Company and any other sanction required by the Act divide amongst the Shareholders, in specie or kind the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not. (b) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall he carried out as between the Shareholders or different classes of Shareholders. (c) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other Securities whereon there is any liability.
Director's and other's rights to indemnity	Subject to the provisions of section 197 of the Act, every Director, manager and other officer or employee of the Company shall be indemnified by the Company against any liability incurred by him and it shall be the duty of the Directors to pay out the funds of the Company all costs, losses and expenses which any Director, manager, officer or employee may incur or become liable to by reason of any contact entered into by him on behalf of the Company or in any way in the discharge of his duties and in particular, and so as not to limit the generality of the foregoing provisions against all liabilities incurred by him as such Director, manager, Officer or employee in defending any proceedings whether civil or criminal in which judgment is given in his favour or he is acquitted or in connection with any application under section 463 of the Act in which relief is granted by the court and the amount for which such indemnity is provided shall immediately attach

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	as a lien on the property of the Company and have priority as between the Shareholders over all the claims.
Director's etc. not liable for certain acts	Subject to the provision of section 197 of the Act, no Director, manager, Officer or employee of the Company shall be liable for the acts, defaults, receipts and neglects of any other Director, manager, Officer or employee or for joining in any receipts or other acts for the sake of conformity or for any loss or expenses happening to the Company through the insufficiency or deficiency of any Security in or upon which any of the monies of the Company shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any Person with whom any monies, Securities or effects shall be deposited or for any loss occasioned by an error of judgment or oversight on his part, or for any other loss, damage or misfortune whatsoever which shall happen in the execution thereof unless the same shall happen through negligence, default, misfeasance, breach of duty or breach of trust. Without prejudice to the generality of the foregoing, it is hereby expressly declared that any filing fee payable or any document required to be filed with the Registrar in respect of any act done or required to be done by any Director or other officer by reason of his holding the said office shall be paid and borne by the Company.
Inspection by Shareholders	The register of charges, register of loans and investments not held in in the name of the company and register of contracts and arrangements in such place and manner, containing such particulars as prescribed by the Act /guarantees, Register of Members, register of debenture holders and register of any other security holders and the indexes of the same, annual returns of the Company books of accounts and the minutes or the meeting of the board and Shareholders or resolutions passed by postal ballot shall be kept at the Registered Office and shall be open, during business hours, for such periods not being less in the aggregate than two hours in each day as the board determines for inspection by any Shareholder without charge. In the event such Shareholder conducting inspection of the abovementioned documents requires extracts of the same, the Company may charge such fees as may be fixed by the Board but not exceeding the limit as may be prescribed under the Act or other applicable provisions of Law.
Amendment to Memorandum and Articles of Association	(a) The Shareholders shall vote for all the Equity Shares owned or held on record by such Shareholders at any Annual or Extraordinary General Meeting of the company in accordance with these Articles. (b) The Shareholders shall not pass any resolution or take any decision which is contrary to any of the terms of these Articles. (c) The Articles shall be amended in accordance with the applicable provisions under the Act.
Secrecy	No Shareholder shall he entitled to inspect the Company's work without permission of the Managing Director/Directors or to require discovery of any information respectively any details of the Company's trading or any matter which is or may be in the nature of a trade secret, history of trade or secret process which may be related to the conduct of the business of the Company and which in the opinion of the Managing Director/Directors will be inexpedient in the interest of the Shareholders to communicate to the public.
Duties of the officer to observe secrecy	Every Director, Managing Director, manager, Secretary, Auditor, trustee, members of the committee, officer, servant, agent, accountant or other Persons employed in the business of the Company shall, if so required by the Director before entering upon his duties, or any time during his term of office, sign a declaration pledging himself to observe secrecy relating to all transactions of the Company and the state of accounts and in matters relating thereto and shall by such declaration pledge himself not to reveal any of such matters which may come to his knowledge in the discharge of his official duties except which are required so to do by the Directors or the Auditors, or by resolution of the Company in the General Meeting or by a court of Law and except so far as may be necessary in order to comply with any of the provision of these Articles or Law. Nothing herein contained shall affect the powers of the central government or any officer appointed by the government to require or to hold an investigation into the Company's affair.
Provisions of the Companies Act, 1956 shall cease to have effect	Notwithstanding anything contained in these Articles, the provisions of the Companies Act, 1956, as are mentioned under these Articles shall cease to have any effect once the said provisions are repealed upon notification of the corresponding provisions under the Act.

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SECTION X: OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two years before the date of the Red Herring Prospectus) which are or may be deemed material were attached to the copy of the Red Herring Prospectus which will be delivered to RoC for registration. Copies of these contracts and also the documents for inspection referred to hereunder were made available for inspection at the Registered Office between 10.00 a.m. and 5.00 p.m. on all Working Days from the date of the Red Herring Prospectus until the Bid/Issue Closing Date.

A. Material Contracts for the Issue

1. Issue Agreement dated February 16, 2017 amongst our Company and the BRLMs as amended by an amendment agreement dated August 2, 2017.
2. Registrar Agreement dated February 15, 2017 between our Company and the Registrar to the Issue.
3. Monitoring Agency Agreement dated August 8, 2017 entered into between the Company and the Monitoring Agency.
4. Escrow Agreement dated August 9, 2017 amongst our Company, the BRLMs, the Escrow Collection Bank and the Registrar to the Issue.
5. Syndicate Agreement dated August 9, 2017 amongst our Company, the BRLMs and Syndicate Members.
6. Underwriting Agreement dated September 11, 2017 amongst our Company, the BRLMs, the Syndicate Members and the Registrar to the Issue.

B. Material Documents

1. Certified copies of the Memorandum and Articles of Association of our Company, as amended from time to time.
2. Certificate of incorporation.
3. Certificate of commencement of business.
4. Resolutions of the Board of Directors dated November 10, 2016 in relation to this Issue and other related matters.
5. Shareholders' resolution dated November 14, 2016 in relation to this Issue and other related matters.
6. The examination reports of the Statutory Auditor, on our Company's Restated Standalone Financial Statements, Restated Consolidated Financial Statements, included in the Red Herring Prospectus and this Prospectus.
7. Copies of the annual reports of our Company for the Fiscals 2012, 2013, 2014, 2015 and 2016.
8. Copy of audited financials of our Company for Fiscal 2017 .
9. Statement of Tax Benefits dated August 3, 2017 from our Statutory Auditor.
10. Consent of Directors, Statutory Auditor, BRLMs, Legal Counsel to our Company, Legal Counsel to the BRLMs, Registrar to the Issue, Bankers to our Company, Escrow Collection Bank/ Refund Bank/ Public Issue Bank, Company Secretary and Compliance Officer, Monitoring Agency, Syndicate Members and Chief Financial Officer as referred to in their specific capacities.
11. Consent letter dated August 3, 2017 from our Statutory Auditors to include their name as experts in relation to their reports on the Restated Standalone Financial Statements and the Restated Consolidated Financial Statements and dated April 26, 2017 and the statement of tax benefits dated August 3, 2017 included in the Red Herring Prospectus and this Prospectus.
12. Consent from the statutory auditors to the Identified SPVs to include their name as an "expert" defined under Section 2(38) of the Companies Act, 2013 in respect of the certificates issued by them regarding means of finance for the Identified SPVs for the purpose of the Objects of the Issue.
13. Tripartite Agreement dated April 23, 2015 amongst our Company, NSDL and Registrar to the Issue.
14. Tripartite Agreement dated April 23, 2015 amongst our Company, CDSL and Registrar to the Issue.
15. Due Diligence Certificate dated February 16, 2017 addressed to SEBI from the BRLMs.
16. In principle listing approvals dated March 8, 2017 and April 7, 2017 issued by the BSE and the NSE respectively.
17. Shareholders' agreement dated December 14, 2006 between KMC Constructions Limited, SREI and GIPL and Deed of Adherence dated March 30, 2015.
18. Shareholders' agreement dated November 17, 2009 between Galfar Engineering & Contracting, S.A.O.G., Varaha Construction Company, SREI and MTPL and the Deed of Adherence dated October 27, 2016.

19. Shareholders' agreement dated October 27, 2010 between JMC Projects (India) Limited and SREI and KEPL and Deed of Adherence dated August 29, 2013.
20. Shareholders' agreement dated September 18, 2010 between PNC Infratech Limited, Galfar Engineering & Contracting, S.A.O.G., SREI and GAEPL and the Deed of Adherence dated December 27, 2013.
21. Shareholders' agreement dated October 6, 2010 between Galfar Engineering & Contracting, S.A.O.G., Simplex Infrastructure Limited, SREI and SJEPL and Deed of Adherence dated October 27, 2016.
22. Shareholders' agreement dated August 3, 2013 between Coastal Projects Limited, SREI, STPL and our Company.
23. Shareholders' agreement dated October 18, 2010 between MBL Infrastructure Limited, AMR India Limited, (previously AMR Constructions Limited), Rithwik Projects Private Limited, SREI, OSEPL and our Company.
24. Share Purchase Agreement dated March 30, 2015 between our Company and SREI for the transfer of 45,270,000 equity shares of GIPL.
25. Share Purchase Agreement dated October 27, 2016 between our Company and IPDC for the transfer of 17,500,000 equity shares of GIPL.
26. Share Purchase Agreement dated October 27, 2016 between our Company and SREI for the transfer of 20,010,000 equity shares of GIPL.
27. Share Purchase Agreement dated October 27, 2016 between our Company and SREI for the transfer of 5,000 equity shares of MTPL.
28. Share Purchase Agreement dated October 27, 2016 between our Company and IPDF for the transfer of 28,210,000 equity shares of MTPL.
29. Share Purchase Agreement dated October 27, 2016 between our Company and IPDC for the transfer of 21,780,000 equity shares of MTPL.
30. Share Purchase Agreement dated October 27, 2016 between our Company and SREI, for the transfer of 20,504,960 equity shares of KEPL.
31. Share Purchase Agreement dated March 30, 2015 between our Company and IPDC for the transfer of 22,305,000 equity shares of GAEPL.
32. Share Purchase Agreement dated October 27, 2016 between our Company and SREI for the transfer of 5,000 equity shares of GAEPL.
33. Share Purchase Agreement dated October 27, 2016 between our Company and SREI for the transfer of 20,695,600 equity shares of SJEPL.
34. Share Purchase Agreement dated October 27, 2016 between our Company and SREI for the transfer of 4,900 equity shares of STPL.
35. Share Purchase Agreement dated October 27, 2016 between our Company and SREI for the transfer of 11,584,933 equity shares of OSEPL.
36. Security Purchase Agreement dated November 12, 2016 between our Company and IPDC for the transfer of 20,000 equity shares and 1,985,500 OCPIDs of Potin Pangin Highway Private Limited.
37. Report titled "*Study of the Road Sector in India*" dated January 2017" issued by CRISIL Research.
38. Trademark License Agreement dated November 12, 2016 between SREI and our Company.
39. Agreement dated November 25, 2016 between our Company and Mr. Bajrang Kumar Choudhary in relation to terms and conditions of his appointment as the Managing Director of our Company.
40. Letter of Agreement dated November 11, 2016 between our Company and SREI for acquisition of the subordinated debt due to SREI aggregating to ₹ 525.45 million.
41. Letter of Arrangement dated November 11, 2016 between SREI and our Company for acquisition of subordinated debt in the form of optionally convertible debentures advanced/held by SREI to/in KEPL aggregating to ₹ 879.59 million.
42. Letter of Agreement dated November 11, 2016 between our Company and SREI for acquisition of the subordinated debt due to SREI aggregating to ₹ 2,317.40 million by STPL.
43. Letter Arrangement dated February 16, 2017 between SREI and our Company.
44. Certificate dated July 26, 2017 from Sunil Saraf & Associates, Chartered Accountants in relation to the MTPL Project.
45. Certificate dated July 27, 2017 from MKPS & Associates, Chartered Accountants in relation to the KEPL Project.
46. Certificate dated July 28, 2017 from MKPS & Associates, Chartered Accountants in relation to the STPL Project.
47. Certificate dated June 23, 2017 issued by Kamal H. Agarwal & Associates, Chartered Accountants in relation to traffic study.
48. Copy of SEBI Observation letter no. SEBI/HO/CFD/DIL-1/OW/P/12104/2017dated May 26, 2017

Any of the contracts or documents mentioned in this Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the shareholder's subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

We hereby certify and declare that all relevant provisions of the Companies Act, 1956, the Companies Act, 2013 and the rules/guidelines/regulations framed thereunder by the Government of India and, or, the rules/guidelines/regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, 1956, the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992 and, or, any rules, guidelines or regulations issued thereunder, as the case may be. We further certify that all statements in this Prospectus are true and correct.

SIGNED BY DIRECTORS OF OUR COMPANY

Brahm Dutt ______________________________
(*Chairman of the Board and Independent Director)*

Bajrang Kumar Choudhary ______________________________
(*Managing Director)*

Pradeep Singh ______________________________
(*Independent Director*)

Atanu Sen ______________________________
(*Independent Director*)

Tuk Tuk Ghosh Kumar ______________________________
(*Independent Director*)

SIGNED BY CHIEF FINANCIAL OFFICER

SANJAY BANKA ______________________________

Place: Kolkata
Date: September 11, 2017