



VARANASI SANGAM EXPRESSWAY PRIVATE LIMITED

DIRECTORS' REPORT

To
The Members,
Varanasi Sangam Expressway Private Limited

Your Directors have pleasure in presenting the 2nd (Second) Annual Report on the business and operations of the Company together with the audited financial statements for the financial year ended March 31, 2019.

1. FINANCIALS SUMMARY

The financial results of the Company for the year ended March 31, 2019 are as under:

(Amount Rs. in Lakhs)

Particulars	March 31, 2019	March 31, 2018
Revenue from Operations	95131.71	15987.30
Other Income	737.82	705.59
Total Income	95869.53	16692.89
Less: Expenses	91053.24	15999.19
Profit before tax	4816.29	693.70
Less: Tax Expense	1405.20	229.36
Profit after tax	3411.09	464.34

2. THE STATE OF COMPANY AFFAIRS

During the year under review, the revenue of your Company has increased from Rs. 16692.89 lakhs in financial year 2017-18 to Rs. 95869.53 lakhs in financial year 2018-19. Profit before Tax has increased from Rs. 693.70 lakhs in financial year 2017-18 to Rs. 4816.29 lakhs in financial year 2018-19. The Company reported a Profit after Tax of Rs. 3411.09 lakhs as against Rs. 464.34 lakhs earned during previous year.

3. DIVIDEND

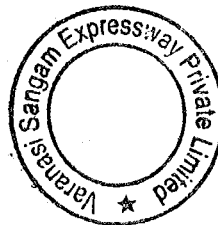
Considering the growth and development plans the company has along with requirement of the funds for execution of those plans, your directors think it prudent not to recommend dividend for the financial year ended 31st March, 2019 (previous year: Nil).

4. CAPITAL STRUCTURE OF THE COMPANY

During the year, there is no change in the capital structure of the Company. The Issued, Subscribed and Paid up Capital stood at Rs. 3889.00 Lakhs as on March 31, 2019 consisting of 3,88,99,000 Equity shares of Rs.10/- each.

5. TRANSFER TO RESERVES

No amount has been transferred to the reserves of the Company for the Financial Year under review.



Registered Office :

GR House, Hiran Magri, Sector-11, Udaipur-313 002 (Raj.)
Ph.: +91-294-2487370, 2483033, Fax : +91-294-2487749
E-mail : hava@grinfra.com

CIN : U45500RJ2017PTC057753

6. SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS

During the year no significant and material orders were passed by any regulators or courts or tribunals impacting the going concern status and company's operations in future.

7. MATERIAL CHANGES AND COMMITMENTS

Your Board would like to state that there has been no material Changes and Commitments, affecting the financial positions of the Company which have occurred between the end of financial year of the Company to which financial statements relate till the date of the Board's Report.

8. AUDITORS AND AUDITOR'S REPORT

M/s JLN US & Co., Chartered Accountants (FRN: 101543W) was appointed as the First Statutory Auditors of the Company for the period of five years to hold office upto the conclusion of the 6th Annual General Meeting of the Company to be held in calendar year 2023.

The Auditors' Report is self-explanatory does not contain any reservation, qualification and adverse remark. No incidence of fraud has been reported by the Auditors.

9. DIRECTORS AND KEY MANAGERIAL PERSONNEL

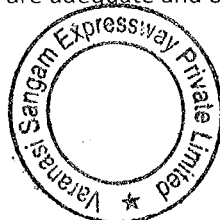
During the year under review there has been no change in the constitution of Board. Mr. Vaibhav Dadhich has resigned from the position of Company Secretary on 18th July 2018. Further Ms. Sugandha Goyal was appointed as Company Secretary w.e.f. from 1st December, 2018.

In accordance with the requirement of the Companies Act, 2013, Mr. Vikas Agarwal (DIN: 03113689), Director retiring by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The Board members recommends his re-appointment.

10. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134(5) of the Companies Act, 2013, with respect to Directors Responsibility Statement, your Directors hereby confirm that:

- a) In preparation of Annual Accounts for the Financial Year March 31, 2019, the applicable accounting standards have been followed and there are no material departures.
- b) They have selected such Accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of financial year and of the Profit of the Company for the financial year;
- c) They have taken proper and sufficient care to the best of their knowledge and ability for the 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 fraud and other irregularities;
- d) They have prepared annual accounts on a going concern basis.
- e) The Directors had laid down proper Internal Financial Controls to be followed by the Company and such Internal Financial Controls are adequate and operating effectively.
- f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.



11. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

The provisions of section 134(3)(m) of the Act regarding conservation of Energy and Technology Absorption are not applicable to the Company. Further there was no foreign exchange Inflow or Outflow during the year under review.

12. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Corporate Social Responsibility Committee (CSR Committee) of the Company has been formulated considering the criteria as laid down in Section 135 of Companies Act, 2019. Further the Board has formulated, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company.

Corporate Social Responsibility report is attached as Annexure I to this report.

13. DEPOSITS

During the year under review, the Company has not accepted any deposit as per the provisions of the Companies Act, 2013 and any rules made thereunder.

14. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT

The Company has not given any Loan or provided guarantee to any person or made investment in securities of any Company, covered under the provisions of section 185 and 186 of the Companies Act, 2013 during the year under review.

15. CONTRACT OR ARRANGEMENTS WITH RELATED PARTIES

During the year under review, all related party transactions that were entered into by the Company were on arm's length basis and were in the ordinary course of business under Section 188(1) of the Act.

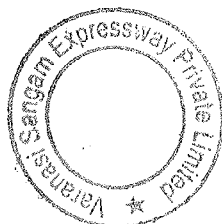
All material significant related party transactions (i.e. exceeding 10% of the turnover), made by the Company with related parties are given in **Annexure -II** in form AOC – 2 and the same forms part of this report.

16. PARTICULARS OF EMPLOYEES

During the year under review, there was no employee drawing remuneration in excess of limits prescribed by provision of Section 197 (12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Further, disclosures pertaining to remuneration and other details as required under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given below:

Name	MS. Sugandha Goyal
Designation	Company Secretary
Qualification	Company Secretary
Work Experience	-
Age	26 Years
Remuneration Per Annum	Rs. 2.76 Lakhs
%age of Equity Shares held in the Company	Nil
Previous Employment	-



17. NATURE OF BUSINESS

There has been no change in the nature of business of your Company during the year under review.

18. SECRETARIAL STANDARDS

During the year under review, the Company has complied with the provisions of the applicable Secretarial Standards issued by Institute of Companies Secretaries of India. The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and such systems are adequate and operating effectively.

19. VIGIL MECHANISM

The Company has adopted a Vigil Mechanism Policy to provide a mechanism for Directors and employees to report genuine concerns about any unethical, actual or suspected fraud or violation of the Company's Code of Conduct. The provisions of this policy are in line with the provisions of Section 177(9) of the Act.

20. SECRETARIAL AUDITOR AND REPORT

Pursuant to provisions of Section 204 of the Act read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the Board has appointed M/s PDU & Co., Company Secretaries in Practice, having their office at B-11, 9/54, Lower Ground Floor, Namdhari Chamber, D.B. Gupta Road, Karol Bagh, New Delhi-110005 as Secretarial Auditor of the Company to conduct the Secretarial Audit of the Company for the financial year ended March 31, 2019. The Secretarial Audit Report (in Form MR-3) is attached as **Annexure III** to this Report.

21. COST AUDITORS

The Board of Directors has appointed M/s Rajendra Bhati & Co., Cost Accountants as Cost Auditors for conducting the audit of cost records of the Company for the financial year 2019-20 pursuant to Section 148 of the Companies Act, 2013. They have furnished a Certificate to the effect that their appointment, if made, would be in accordance with the provisions of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014.

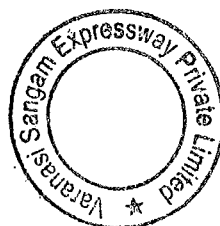
22. COMPOSITION OF NOMINATION & REMUNERATION COMMITTEE

The Nomination & Remuneration Committee has been constituted as per section 178(1) of the Companies Act, 2013 comprising of the following Directors:

S. No	Particulars	Role
1	Mr. Anand Rathi	Chairman
2	Mr. Vikas Agarwal	Member
3	Mr. Ajendra Kumar Agarwal	Member

During the year under review, all the recommendations made by the Nomination and Remuneration Committee were accepted by the Board.

There were one Meeting of the committee which were held during the year, details of which are as under:



S.No.	Name of Member	No of Meeting eligible to Attend	No. of Meetings Attended
1	Mr. Anand Rathi	1	1
2	Mr. Vikas Agarwal	1	1
3	Mr. Ajendra Kumar Agarwal	1	1

23. COMPOSITION OF AUDIT COMMITTEE

The Audit Committee has been constituted as per the provisions of Section 177 of the Companies Act, 2013 comprising of following three members:

S.no.	Name of Member	Role
1	Mr. Anand Rathi	Chairman
2	Mr. Vikas Agarwal	Member
3	Mr. Ajendra Kumar Agarwal	Member

During the year under review, all the recommendations made by the Audit Committee were accepted by the Board. One Meeting of the committee were held during the year, details of which are as under:

S. No.	Name of Member	No of Meeting eligible to Attend	No. of Meetings Attended
1	Mr. Anand Rathi	1	1
2	Mr. Vikas Agarwal	1	1
3	Mr. Ajendra Kumar Agarwal	1	1

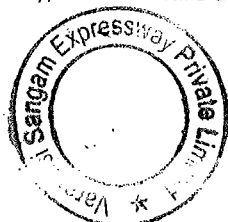
24. BOARD MEETING HELD DURING THE YEAR

During the Financial Year ended March 31, 2019, Five Board Meetings were held. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013. Details of same along with the presence of Directors are as under:

S. No.	Date of Board Meeting	No. of Directors Present	Mr. Vikas Agarwal	Mr. Ajendra Kumar Agarwal	Mr. Anand Rathi
1	22 nd May, 2018	3	Yes	Yes	Yes
2	18 th July, 2018	3	Yes	Yes	Yes
3	2 nd August, 2018	3	Yes	Yes	Yes
4	30 th November, 2018	3	Yes	Yes	Yes
5	18 th March, 2019	3	Yes	Yes	Yes

25. SUBSIDIARY, JOINT VENTURE AND ASSOCIATE COMPANY

The Company does not have any Subsidiary, Joint venture and Associate Company.



26. INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY

The Company believes in growth with a strong governance system. The Company has a proper and adequate system of internal controls, commensurate with its size and business operation to ensure timely and accurate financial reporting in accordance with applicable accounting standards, safeguarding of assets against unauthorized use or disposition and compliance with all applicable regulatory laws and Company policies.

During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

27. EXTRACT OF ANNUAL RETURN

The extract of Annual Return in form MGT-9 is annexed herewith as '*Annexure IV*' to this report.

28. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMAN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has duly constituted internal complaint committee as required under the provisions Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013. No Complaint has been received by the committee during the year under review.

29. APPRECIATION

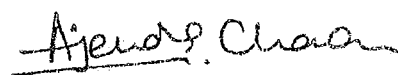
The Board expresses its sincere gratitude to the National highways Authority of India, Shareholders, Bankers, Central and State Government officials for their continued support.

By order of the Board,

For Varanasi Sangam Expressway Private Limited



Anand Rathi
Director
DIN:02791023



Ajendra Kumar Agarwal
Director
DIN: 01147897

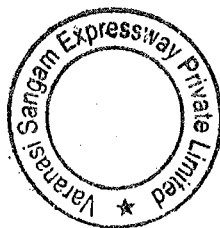
Date: 05.09.2019
Place: Gurugram



ANNEXURE I**CORPORATE SOCIAL RESPONSIBILITY REPORT**

The Company has constituted Corporate Social Responsibility Committee pursuant to provisions of section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014. Annual Report on Corporate Social Responsibility for Financial Year 2018-19 are provided herein below:

1. A brief outline of the company's CSR policy.	The CSR Activities may be undertaken by the Company directly, through external implementation agencies in line with the regulations of the Act and CSR Rules. The external agency may be owned, not for profit entity or other renowned NGOs which may be a Trust, or a Society or a company established under Section 8 of the Act with an established track record of three years in undertaking similar programs or projects; and/ or The Board shall approve the projects / programmes recommended by the CSR committee. Post approval Memorandum of Understanding (MoU) would be signed with the approved agencies for the approved projects / programmes for a specific amount, time period and targets
2. The Composition of the CSR Committee	CSR Committee comprises: Mr. Ajendra Kumar Agarwal – Chairman Mr. Vikas Agarwal – Member
3. Average net profit of the company for last three financial years.	Not Applicable
4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above).	Not Applicable
5. Details of CSR spent during the financial year 2018-19. (a) Total amount spent during the Financial Year 2018-19. (b) Amount un-spent, if any.	Not Applicable Not Applicable
6. In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board's Report:	Not Applicable



Manner in which the amount spent during the financial year is detailed below:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
S. No.	CSR project or activity identified	Sector in which The Project is Covered	Projects or Programs 1) Local area or other 2) Specify the state & District where projects or programs was undertaken	Amount outlay (budget) project or programs wise. (Rs. in Lakhs)	Amount spent on the projects or programs Sub- heads: 1) Direct on projects or programs 2) Overheads: (Rs. in Lakhs)	Cumulative Expenditure upto the reporting period. (Rs. in Lakhs)	Amount spent Direct or through implementing Agency.
1.							
2.							
Total							

Responsibility Statement

We hereby affirm that the CSR Policy, as approved by the Board has been implemented and the CSR committee monitors the implementation of the CSR activities in compliance with our CSR objectives and policy of the Company.

By order of the Board,

For Varanasi Sangam Expressway Private Limited

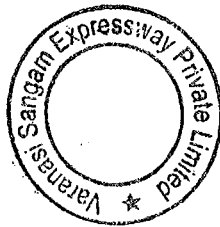
Anand Rath

Anand Rath
Director
DIN:02791023

Ajendra Chandra

Ajendra Kumar Agarwal
Director
DIN: 01147897

Date: 05.09.2019
Place: Gurugram



ANNEXURE - II

Form No. AOC-2

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

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

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

(a) Name(s) of the related party and nature of relationship: N.A.

(b) Nature of contracts/arrangements/transactions: N.A.

(c) Duration of the contracts / arrangements/transactions: N.A.

(d) Salient terms of the contracts or arrangements or transactions including the value, if any: N.A.

(e) Justification for entering into such contracts or arrangements or transactions: N.A.

(f) Date(s) of approval by the Board: N.A.

(g) Amount paid as advances, if any: N.A.

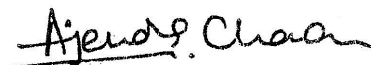
(h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188: N.A.

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

Name(s) of the related party and nature of relationship	Nature of contracts/ arrangement/ transactions	Duration of the contracts /arrangements /transactions	Salient terms of the contracts or arrangements or transactions including the value, if any:	Date(s) of approval by the Board, if any:	Amount paid as advance if any:
G R Infraprojects Limited	Sub Contract	Three years from the date of EPC Agreement	As per EPC Agreement	16-05-2017	Nil

For Varanasi Sangam Expressway Private Limited


Anand Rathi
Director
DIN: 02791023


Ajendra Kumar Agarwal
Director
DIN: 01147897

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019

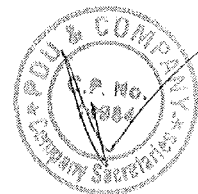
[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Varanasi Sangam Expressway Private Limited
GR House, Hiran Magri,
Sector No. 11, Udaipur,
Rajasthan-313002

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Varanasi Sangam Expressway Private Limited** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

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

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by **Varanasi Sangam Expressway Private Limited** ("The Company") for the financial year ended on March 31, 2019, according to the provisions of:
 - i. The Companies Act, 2013 (the Act) and the rules made thereunder;
 - ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder; (Not Applicable)
 - iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;



**B-11, 9/54, Lower Ground Floor, Namdhari Chamber, D.B. Gupta Road,
Karol Bagh, New Delhi - 110005.**

e-mail : preetibangia01@gmail.com, pdu.company01@gmail.com (M) : 80593-06336

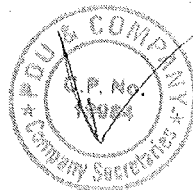
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(Not Applicable)**
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **(Not Applicable)**
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; **(Not Applicable)**
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(Not Applicable)**
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(Not Applicable)**
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable)**
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not Applicable)** and
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998. **(Not Applicable)**

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

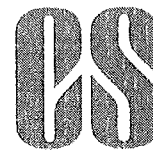
- i. Secretarial Standards issued by The Institute of Company Secretaries of India.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc., mentioned above. However, the stringent applicability to the Companies Act, 2013 and their Rules and Regulations is required.

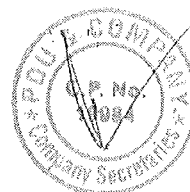
2. I further report that the Company has, in my opinion, complied with the provisions of the Companies Act, 2013 and the Rules made under that Act and the provisions of Companies Act, 2013 as notified by Ministry of Corporate Affairs and the Memorandum and Articles of Association of the Company, with regard to:



**B-11, 9/54, Lower Ground Floor, Namdhari Chamber, D.B. Gupta Road,
Karol Bagh, New Delhi - 110005.**

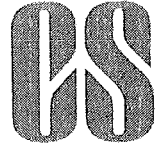


- a) Maintenance of Various statutory registers and documents and making necessary entries therein;
 - b) Forms, returns, documents and resolutions required to be filed with the Registrar of Companies;
 - c) Service of documents by the Company on its Members, Auditors and the Registrar of Companies;
 - d) Notice of Board meetings and Committee meetings of Directors;
 - e) The meetings of Directors and Committees of Directors including passing of resolutions;
 - f) Minutes of proceedings of General Meetings and of the Board and its committee meetings;
 - g) Approvals of the Members, the Board of Directors, the Committees of Directors and the government authorities, wherever required;
 - h) Constitution of the Board of Directors/ Committee(s) of Directors , appointment, retirement and reappointment of Directors including the Managing Director and Whole-time Directors;
 - i) Payment of remuneration to Directors including the Managing Director and Whole-time Directors;
 - j) Appointment and remuneration of Auditors and Cost Auditors;
 - k) Investment of the Company's funds including investments and loans to others;
 - l) Form of balance sheet as prescribed under Part I, form of statement of profit and loss as prescribed under Part II and general instructions for preparation of the same as prescribed in Schedule VI to the Act;
 - m) Director's report;
 - n) Contracts, common seal, registered office and publication of name of the Company; and
 - o) Generally, all other applicable provisions of the Act and the Rules made under the Act.
3. I further report that:
- a) The Board of Directors of the Company is duly constituted with proper balance of directors.
 - b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
 - c) Majority decision is carried through while the dissenting member's views are captured and recorded as part of the minutes.
 - d) The Company has obtained all necessary approvals under the various provisions of the Act; and
 - e) There was no prosecution initiated and no fines or penalties were imposed during the year under review under the Act and Rules, Regulations and Guidelines framed under these Acts against / on the Company, its directors and officers.
 - f) The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, their being independent and compliance with the code of Business Conduct & Ethics for Directors and Management Personnel;



**B-11, 9/54, Lower Ground Floor, Namdhari Chamber, D.B. Gupta Road,
Karol Bagh, New Delhi - 110005.**

e-mail : preetibangia01@gmail.com, pdu.company01@gmail.com (M) : 80593-06336



4. I further report that, based on the information received and records maintained there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
5. I further report that, there are adequate systems and process in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For P D U & Co.
Company Secretaries



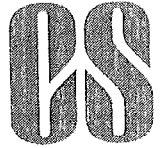
Preeti
(Proprietor)
M. No. : 53593
CP No. : 19984

Place: Delhi
Date: 29.07.2019

This Report is to be read with our letter of even date which is annexed as Annexure A and Forms an integral part of this report.

B-11, 9/54, Lower Ground Floor, Namdhari Chamber, D.B. Gupta Road,
Karol Bagh, New Delhi - 110005.

e-mail : preetibangia01@gmail.com, pdu.company01@gmail.com (M) : 80593-06336



'Annexure A'

To,
The Members,
Varanasi Sangam Expressway Private Limited
GR House, Hiran Magri,
Sector No. 11, Udaipur,
Rajasthan-313002

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

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

For P D U & Co.
Company Secretaries



Preeti
(Proprietor)
M. No. : 53593
CP No. : 19984

Place: Delhi
Date: 29.07.2019

B-11, 9/54, Lower Ground Floor, Namdhari Chamber, D.B. Gupta Road,
Karol Bagh, New Delhi - 110005.

e-mail : preetibangia01@gmail.com, pdu.company01@gmail.com (M) : 80593-06336

Annexure 'IV'

VARANASI SANGAM EXPRESSWAY PRIVATE LIMITED

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

as on financial year ended on 31.03.2019

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

I REGISTRATION & OTHER DETAILS:

i	CIN	U45500RJ2017PTC057753
ii	Registration Date	17/04/2017
iii	Name of the Company	Varanasi Sangam Expressway Private Limited
iv	Category/Sub-category of the Company	Company Limited by Shares/Non-Government Company
v	Address of the Registered office & contact details	GR House, Hiran Magri, Sector 11, Udaipur-313002, Rajasthan
vi	Whether listed company	No
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	Karvy Fintech Pvt. Ltd. Karvy House, 46,Avenue 4, Street No. 1, Banjara Hills, Hyderabad-500038 Phone: 040 - 23312454

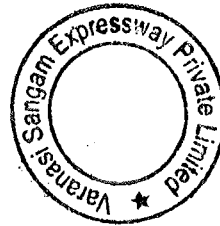
II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

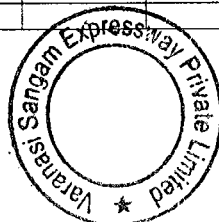
Sl No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	Construction of roads	421	100%

III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

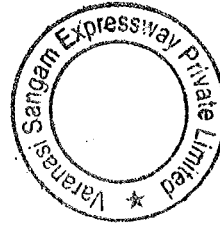
Sl No	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	G R Infraprojects Limited Revenue Block No. 223, Old Survey No. 384/1, 384/2 Paiki and 384/3, Khata No. 464, Kochariya, Ahmedabad- 382220 Gujarat	U45201GJ1995PLC098652	Holding	100%	2(46)



IV (i) SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)								
Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year			% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	
A. Promoters								
(1) Indian								
a) Individual/HUF	10		10	Negligible	10	0	10	-
b) Central Govt.or State Govt.								
c) Bodies Corporates	38889990		38889990	100.00	38889990	0	38889990	-
d) Bank/FI								
e) Any other								
SUB TOTAL:(A) (1)	38890000		38890000	100	38890000	0	38890000	-
(2) Foreign								
a) NRI- Individuals								
b) Other Individuals								
c) Bodies Corp.								
d) Banks/FI								
e) Any other...								
SUB TOTAL (A) (2)	0	0	0	0	0	0	0	0
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	38890000	0	38890000	100	38890000	0	38890000	0
B. PUBLIC SHAREHOLDING								
(1) Institutions								
a) Mutual Funds								
b) Banks/FI								
c) Central govt								
d) State Govt.								
e) Venture Capital Fund								
f) Insurance Companies								
g) FIIS								
h) Foreign Venture Capital Funds								
i) Others (specify)								
SUB TOTAL (B)(1):	0	0	0	0	0	0	0	0
(2) Non Institutions								
a) Bodies corporates								
i) Indian								
ii) Overseas								
b) Individuals								
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs								
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs								
c) Others (specify)								
SUB TOTAL (B)(2):	0	0	0	0	0	0	0	0
Total Public Shareholding (B)= (B)(1)+(B)(2)	0	0	0	0	0	0	0	0

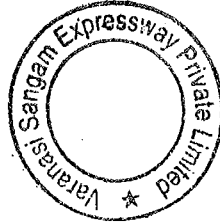


C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	38890000	0	38890000	100	38890000	0	38890000	0



(ii) SHARE HOLDING OF PROMOTERS

SI No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the
		No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	G R Infraprojects Limited	38889990	100	51	38889990	100	51	-
2	Vinod Kumar Agarwal	10	Negligible	-	10	Negligible	-	
	Total	38890000	100	51	38890000	100	51	



(iii) CHANGE IN PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE)

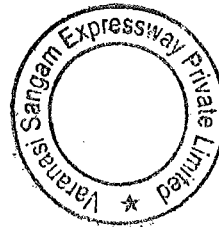
Sl. No.	Name of Promoters / Promoters Group	Shareholding at the beginning of the year		increase / decrease during the year	Date wise increase / decrease	Reason for increase / decrease	Cumulative Shareholding during the year	
		No. Shares	% of Total Shares of the Company				No. Shares	% of Total Shares of the Company
1	G R Infraprojects Limited	38889990	100	-	-	-	38889990	100
2	Vinod Kumar Agarwal	10	Negligible	-	-	-	10	
Total		38890000	100				38890000	100

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

Sl. No.	Name of Shareholder	Shareholding at the beginning of the year		increase / decrease during the year	Date wise increase / decrease	Reason for increase / decrease	Cumulative Shareholding during the year	
		No. Shares	% of Total Shares of the Company				No. Shares	% of Total Shares of the Company
NIL								

(v) Shareholding of Directors & KMP

Sl. No.	Name of Directors & KMP	Shareholding at the beginning of the year		increase / decrease during the year	Date wise increase / decrease	Reason for increase / decrease	Cumulative Shareholding during the year	
		No. Shares	% of Total Shares of the Company				No. Shares	% of Total Shares of the Company
NIL								



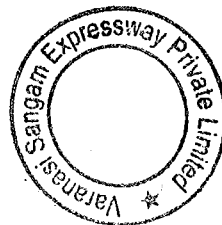
V INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment				
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year				
i) Principal Amount	-	73,52,56,000	-	73,52,56,000
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	73,52,56,000	-	73,52,56,000
Change in Indebtedness during the financial year				
Additions	3003871000	35,59,47,000		3,35,98,18,000
Reduction	-	-	-	-
Net Change	3,00,38,71,000		-	
Indebtedness at the end of the financial year				
i) Principal Amount			-	
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	3,00,38,71,000	1,09,12,03,000	-	4,09,50,74,000

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole time director and/or Manager:

Sl.No	Particulars of Remuneration	Name of the MD/WTD/Manager			Total Amount
		----	----	----	----
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax, 1961.	NIL	NIL	NIL	NIL
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	NIL	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	NIL	NIL	NIL	NIL
2	Stock option	NIL	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL	NIL
4	Commission	NIL	NIL	NIL	NIL
	as % of profit	NIL	NIL	NIL	NIL
	others (specify)	NIL	NIL	NIL	NIL
5	Others, please specify	NIL	NIL	NIL	NIL
	Total (A)	NIL	NIL	NIL	NIL
	Ceiling as per the Act	N.A.	N.A.	N.A.	N.A.



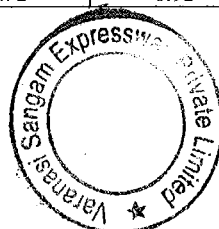
B. Remuneration to other directors:

Sl.No	Particulars of Remuneration	Name of the Directors		
1	Independent Directors	NIL	NIL	-
	(a) Fee for attending board committee meetings	NIL	NIL	-
	(b) Commission	NIL	NIL	-
	(c) Others, please specify	NIL	NIL	-
	Total (1)	NIL	NIL	-
2	Other Non Executive Directors	Mr. Ajendra Kumar Agarwal	Mr. Anand Rathi	Mr. Vikas Agarwal
		NIL	NIL	NIL
	(a) Fee for attending board committee meetings	NIL	NIL	NIL
	(b) Commission	NIL	NIL	NIL
	(c) Others, please specify.	NIL	NIL	NIL
	Total (2)	NIL	NIL	NIL
	Total Managerial Remuneration Total (B)=(1+2)	NIL	NIL	NIL
	Overall Ceiling as per the Act.	N.A.	N.A.	N.A.

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

(Amount Rs in Lakhs)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel				Total
		CEO (Mr. Ajendra Agarwal)	Company Secretary (Mr. Vaibhav Dadhich) Resigned on 18.07.2018	Company Secretary (Ms. Sugandha Goyal) W.e.f 01.12.2018	CFO (Mr. Karan Agarwal)	
1	Gross Salary					
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	NIL	0.72	0.92	NIL	1.64
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	NIL	NIL	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	NIL	NIL	NIL	NIL	NIL
2	Stock Option	NIL	NIL	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL	NIL	NIL
4	Commission	NIL	NIL	NIL	NIL	NIL
	as % of profit	NIL	NIL	NIL	NIL	NIL
	others, specify	NIL	NIL	NIL	NIL	NIL
5	Others, please specify	NIL	NIL	NIL	NIL	NIL
	Total	NIL	0.72	0.92	NIL	1.64

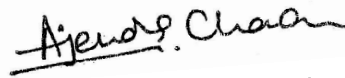


Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority (RD/NCLT/Court)	Appeal made if any (give details)
A. COMPANY					
Penalty					
Punishment			NONE		
Compounding					
B. DIRECTORS					
Penalty					
Punishment			NONE		
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment			NONE		
Compounding					

By order of the Board of Directors
For Varanasi Sangam Expressway Private Limited

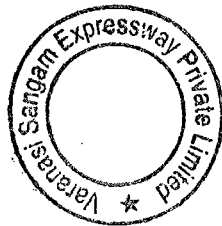


Anand Rathi
Director
DIN: 02791023



Ajendra Kumar Agarwal
Director
DIN: 01147897

Date: 05.09.2019
Place: Gurugram





JLN US & CO.
Chartered Accountants

2-5, First Floor, Vishwakarma Complex
Near Hotel Anand Mahal, Inside Udiapole
Udaipur 313001, Rajasthan, India
Tel. +91-294-5102457
Mobile : +91-98280 58602
Email : maheshmenaria@rediffmail.com

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF VARANASI SANGAM EXPRESSWAY PRIVATE LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying Standalone Financial Statements of VARANASI SANGAM EXPRESSWAY PRIVATE LIMITED ("the Company"), which comprise the balance sheet as at 31st March 2019, the statement of Profit and Loss, statement of changes in equity and statement of cash flows for the year then ended, and notes to the Standalone Financial Statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, its profit, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) issued by ICAI and specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Standalone Financial Statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

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



VARANASI SANGAM EXPRESSWAY PRIVATE LIMITED

Independent Auditors' Report on standalone financial statements (Continued)

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

Key audit matters	How our audit addressed the key audit matter
Recognition of contract revenue and construction cost:	
<p>The Company's business involves entering into contractual relationships with customers to provide a range of services with a significant proportion of the Company's revenues and profits derived from long term contracts. Revenue on individual contracts is recognized in accordance with Ind AS 115, <i>Revenue from Contracts with Customers</i>, based on the extent of progress towards completion.</p> <p>Due to the contracting nature of the business, revenue recognition involves a significant degree of judgment and estimates including:</p> <ul style="list-style-type: none"> • estimate the total contract costs; • estimate the stage of completion of the contract; • estimate the total revenue and total costs to complete contracts; • estimate impact of variables such as scope modifications; and • appropriately provide for loss making contracts. <p>We identified revenue recognition as a key audit matter as there is a broad range of acceptable outcomes resulting from these estimates and judgements that could lead to different revenue and profit being reported in the Standalone Financial Statements.</p>	<p>Our audit procedures in this area included, among others:</p> <ul style="list-style-type: none"> • evaluating the design, implementation and operating effectiveness of relevant internal controls over the contract revenue recognition and cost estimation process; • inspection of contract agreements with customer and subcontractor, to identify key terms and conditions, including the contract period, contract sum, the scope of work, the methodology for calculating liquidated and ascertained damages, and evaluating whether these key terms and conditions had been appropriately reflected in the total revenue and costs to complete in the forecast of the outcome of the contract; • comparing the percent of contract revenue recognized for all contracts during the year with certification from an independent engineer of the ultimate customer; • inquiring the management and project directors the status of contract in progress as at year end, including milestones if any overdue, and reviewed the key estimates and assumptions adopted in the forecast of contract revenue and contract costs, including estimated costs to completion, recognition of variation in scope of work, adequacy of contingency provisions, and assessing information in connection the assumptions adopted.
Related party transactions	
<p>The Company has significant transactions with related parties during the year. The related party</p>	<p>Our audit procedures in this area included, among others:</p>



VARANASI SANGAM EXPRESSWAY PRIVATE LIMITED

Independent Auditors' Report on standalone financial statements (Continued)

balances as at 31 March 2019 and related party transactions during the year are disclosed in the Standalone Financial Statements. Given the volume of related party transactions, we have considered this to be a key audit matter.

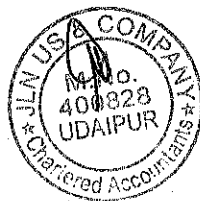
- evaluation of the appropriateness of the management's process for identifying, recording and disclosing related parties and related party transactions;
- understanding the nature of related party transactions through discussions with management and verification of underlying agreements;
- verifying if transactions with related parties had actually occurred through audit procedures including confirmation, visiting a sample of project sites selected on a random basis, review of monthly progress reports submitted by Independent engineer of ultimate customer;
- obtaining and inspecting the report of Independent engineers to assess reasonableness of the amounts being charged by the lender.

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

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

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

In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.



VARANASI SANGAM EXPRESSWAY PRIVATE LIMITED

Independent Auditors' Report on standalone financial statements (Continued)

Management's Responsibility for the Standalone Financial Statements

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

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

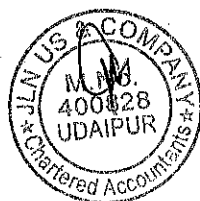
Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

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

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

- Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section



VARANASI SANGAM EXPRESSWAY PRIVATE LIMITED

Independent Auditors' Report on standalone financial statements *(Continued)*

143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of the misstatements in the Standalone Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Standalone Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Standalone Financial Statements.

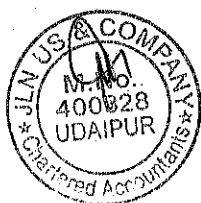
We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in Annexure - I a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.



VARANASI SANGAM EXPRESSWAY PRIVATE LIMITED

Independent Auditors' Report on standalone financial statements (Continued)

As required by Section 143(3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account
- (d) In our opinion, the aforesaid Standalone Financial Statements comply, in material respect, with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure II.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i) The Company does not have any pending litigations which would have a material impact its financial position;
 - ii) Based on the assessment made by the company, there are no material foreseeable losses on its long term contracts that may require any provisioning
 - iii) In view of there being no amounts required to be transferred to the Investor Education and Protection Fund for the year under audit, the reporting under this clause is not applicable.

For JLN US & Company
Chartered Accountants
FRN 101543W



CA Mahesh Menaria
Partner
M No. 400828
UDIN 19400828AAAACH3788
Udaipur, September 05, 2019



VARANASI SANGAM EXPRESSWAY PRIVATE LIMITED

Independent Auditors' Report on standalone financial statements (Continued)

Annexure - I to the Independent Auditors Report

Referred to in our report of even date, to the members of VARANASI SANGAM EXPRESSWAY PRIVATE LIMITED for the year ended March 31, 2019

- i) (a) According to the information and explanations provided to us, there are no fixed assets in existence with company.
- (b) According to the information and explanations provided to us, there are no immovable properties included in the fixed assets of the company and accordingly the reporting requirements under sub clause (c) of clause (i) of paragraph 3 of the order are not applicable.
- ii) In our opinion, and according to the information and explanations given to us, the company has sub-contracted the entire construction / operation related activities and therefore does not carry any inventories. Hence, the reporting requirements under clause (ii) of paragraph 3 of the order are not applicable.
- iii) In our opinion and according to the information and explanation given to us, the company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnership or other parties covered in the register maintained under section 189 of the Companies Act 2013. Accordingly, the reporting requirements under sub-clause (a), (b) and (c) of Clause (iii) of paragraph 3 of the order are not applicable.
- iv) In our opinion and according to the information and explanations given to us, there are no loans, investments, guarantees and securities granted in respect of which provisions of section 185 and 186 of the Act are applicable and hence the reporting requirements under clause (iv) of paragraph 3 of the order are not applicable.
- v) In our opinion and according to the information and explanations given to us, the company has not accepted any deposits during the period under audit. Consequently, the directives issued by Reserve Bank of India and the provisions of sections 73 to 76 of the Act and the rules framed thereunder are not applicable.
- vi) 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, 2019 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no applicable statutory dues which have not been deposited on account of any dispute.

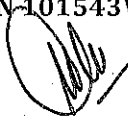


VARANASI SANGAM EXPRESSWAY PRIVATE LIMITED

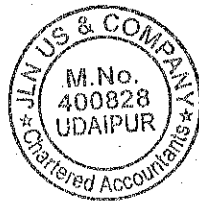
Independent Auditors' Report on standalone financial statements (Continued)

- viii) Based upon the audit procedures carried out by us and on the basis of information and explanations provided by the management we are of the opinion that the company has not defaulted in repayment of dues to banks / Financial Institutions. The company does not have any borrowings from government or Debenture Holders.
- 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..
- x) Based on the audit procedures performed by us for the purpose of reporting the true and fair view of the Standalone 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 Standalone 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 JLN US & Company
Chartered Accountants
FRN-101543W



CA Mahesh Menaria
Partner
M No. 400828
UDIN 19400828AAAACH3788
UDAIPUR, September 05, 2019



VARANASI SANGAM EXPRESSWAY PRIVATE LIMITED

Independent Auditors' Report on standalone financial statements (Continued)

Annexure - II to the Independent Auditors Report

Referred to in our report of even date, to the members of VARANASI SANGAM EXPRESSWAY PRIVATE LIMITED for the year ended March 31, 2019

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of VARANASI SANGAM EXPRESSWAY PRIVATE LIMITED ("the Company") as of March 31, 2019 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

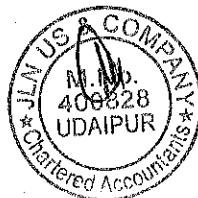
Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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



VARANASI SANGAM EXPRESSWAY PRIVATE LIMITED

Independent Auditors' Report on standalone financial statements (Continued)

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 Standalone 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 Standalone 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 Standalone Financial Statements.


Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

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

For JLN US & Company
Chartered Accountants
FRN 101543W


CA Mahesh Menaria
Partner
M No. 400828
UDIN 19400828AAAACH3788
Udaipur, September 05, 2019



Varanasi Sangam Expressway Private Limited

Balance Sheet

as at 31 March 2019

(Currency: Indian Rupees in lakhs)

Particulars	Note	31 March 2019	31 March 2018
Assets			
Non-current assets			
(a) Other assets	5	12,252.84	623.23
		<u>12,252.84</u>	<u>623.23</u>
Current assets			
(a) Financial assets			
(i) Trade Receivable	6	43.12	-
(ii) Cash and cash equivalents	7	133.35	13.18
(b) Current tax Assets (Net)	8	525.32	-
(c) Other current assets	5	49,634.55	28,312.16
		<u>50,336.34</u>	<u>28,325.34</u>
Total assets		<u>62,589.18</u>	<u>28,948.57</u>
Equity and liabilities			
Equity			
(a) Equity share capital	9	3,889.00	3,889.00
(b) Other equity	10	3,875.43	464.34
		<u>7,764.43</u>	<u>4,353.34</u>
Liabilities			
Non-current liabilities			
(a) Financial Liabilities			
(i) Borrowings	11	40,830.78	7,352.56
(b) Deferred tax liabilities	22	447.44	87.92
		<u>41,278.22</u>	<u>7,440.48</u>
Current liabilities			
(a) Financial liabilities			
(i) Trade payables - total outstanding dues of	12		
(a) micro enterprises and small enterprises		-	-
(b) creditors other than micro enterprises and small enterprises		5,784.49	16,761.07
(ii) Other financial liabilities	13	175.61	16.03
(b) Other current liabilities	14	7,586.43	306.77
(c) Current tax liabilities (net)	15	-	70.88
		<u>13,546.53</u>	<u>17,154.75</u>
		<u>54,824.75</u>	<u>24,595.23</u>
Total equity and liabilities		<u>62,589.18</u>	<u>28,948.57</u>

The notes referred above are an integral part of these financial statements.

As per our report of even date attached

For JLN US AND COMPANY

Chartered Accountants

Firm's Reg. No. 101543W

CA Mahesh Menaria

Partner

M. No. 400828



Date : 05th Septemeber 2019

Place : Udaipur

Ajendra Agarwal

Director

DIN : 01147897

Sugandha Goyal

Company Secretary

ICSI Memb. No. A51614

Date : 05th Septemeber 2019

Place : Gurugram

For and on behalf of the Board of Directors

Varanasi Sangam Expressway Private Limited

CIN U45500RJ2017PTC057753

Anand Rathi

Director

DIN : 02791023

Karan Agarwal

Chief Finance Officer

ICAI Memb. No.522930



Varanasi Sangam Expressway Private Limited

Statement of Profit and Loss
for the year ended 31 March 2019

(Currency: Indian Rupees in lakhs)

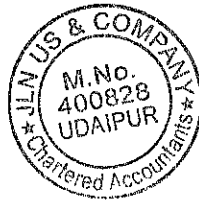
Particulars	Note	31 March 2019	31 March 2018
Income			
Revenue from operations	16	95,131.71	15,987.30
Other income	17	737.82	705.59
Total income		95,869.53	16,692.89
Expenses			
Civil construction costs	18	87,674.95	15,237.26
Employee benefits expense	19	1.64	0.65
Finance costs	20	3,151.85	653.81
Other expenses	21	224.80	107.47
Total expenses		91,053.24	15,999.19
Profit before tax		4,816.29	693.70
Tax expense:			
Current tax	22	1,037.85	141.44
Tax adjustments relating to previous year	22	7.83	-
Deferred tax (credit)/charge	22	359.52	87.92
		1,405.20	229.36
Profit for the year		3,411.09	464.34
Other comprehensive income		-	-
Other comprehensive income for the year, net of tax		-	-
Total comprehensive income for the year		3,411.09	464.34
Earnings per share (Nominal value of share Rs.10 each)			
Basic (Rs.)	29	8.77	1.51
Diluted (Rs.)	29	8.77	1.51

The notes referred above are an integral part of these financial statements.

As per our report of even date attached
For JLN US AND COMPANY
Chartered Accountants
Firm's Reg. No. 101543W

For and on behalf of the Board of Directors
Varanasi Sangam Expressway Private Limited
CIN U45500RJ2017PTC057753

CA Mahesh Menaria
Partner
M. No. 400828



Ajendra Agarwal
Director
DIN : 01147897

Anand Rathi
Director
DIN : 02791023

Sugandha Goyal
Company Secretary
ICSI Memb. No. A51614
Date : 05th Septemeber 2019
Place: Gurugram

Karan Agarwal
Chief Finance Officer
ICAI Memb. No.522930

Date : 05th Septemeber 2019
Place : Udaipur



Varanasi Sangam Expressway Private Limited

Statement of Changes in Equity
for the year ended 31 March 2019

(Currency: Indian Rupees in lakhs)

A. Equity Share Capital

Particulars	Note	Number of shares	Amount
Balance as at commencement of the year		3,88,90,000	3,889.00
Changes in equity share capital during the year	9		
Balance as at 31 March 2019		3,88,90,000	3,889.00

B. Other Equity

Particulars	Retained Earnings	Total
Balance as at commencement of the year	-	-
Profit for the year	464.34	464.34
Total comprehensive income for the year ended 31 March 2018	-	-
	464.34	464.34
Profit for the year	3,411.09	3,411.09
Total comprehensive income for the year	-	-
Balance as at 31 March 2019	3,875.43	3,875.43

As per our report of as on date attached

For JLN US AND COMPANY

Chartered Accountants

Firm's Regn No. 101543W

For and on behalf of the Board of Directors

Varanasi Sangam Expressway Private Limited

CIN U45500RJ2017PTC057753



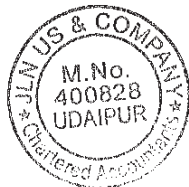
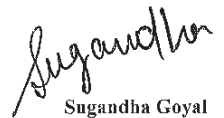
CA Mahesh Menaria
Partner
M. No. 400828



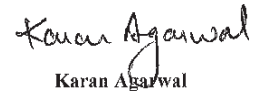
Ajendra Agarwal
Director
DIN : 01147897



Anand Rathi
Director
DIN : 02791023

Sugandha Goyal
Company Secretary
ICSI Memb. No. A51614
Date : 05th Septemeber 2019
Place: Gurugram



Karan Agarwal
Chief Finance Officer
ICAI Memb. No.522930

Date : 05th Septemeber 2019

Place :Udaipur



Varanasi Sangam Expressway Private Limited

Statement of Cash Flows
for the year ended 31 March 2019

(Currency: Indian Rupees in lakhs)

Particulars	31 March 2019	31 March 2018
Cash flows from operating activities		
Profit before tax	4,816.29	693.70
Adjustments for:		
Interest income	(737.82)	(700.20)
Finance costs	3,151.85	653.81
	<u>7,230.32</u>	<u>647.31</u>
Working capital adjustments :		
(Increase)in financial and non-financial assets	(32,952.00)	(28,935.39)
Decrease / (Increase) in trade receivables	(43.12)	-
Increase in trade payables	(10,976.58)	16,761.07
Increase in provisions, financial and non-financial liabilities	5,688.51	322.80
Cash generated from operating activities	<u>(31,052.87)</u>	<u>(11,204.21)</u>
Income tax paid (net)	(1,045.69)	(70.56)
Net cash generated from/(used in) operating activities (A)	<u>(32,098.55)</u>	<u>(11,274.77)</u>
Cash flows from investing activities		
Interest received	737.82	700.20
Net cash generated from / (used in) investing activities (B)	<u>737.82</u>	<u>700.20</u>
Cash flows from financing activities		
Interest paid	(1,193.98)	(219.30)
Proceeds from issue of share capital	-	3,889.00
Proceeds/(Repayment) of borrowings (net)	32,674.88	6,918.05
Net cash generated from / (used in) financing activities (C)	<u>31,480.90</u>	<u>10,587.75</u>
Net increase in cash and cash equivalents (A+B+C)	<u>120.17</u>	<u>13.18</u>
Balance Cash and cash equivalents	13.18	-
Balance of cash and cash equivalents as at 31 March 2019	<u>133.35</u>	<u>13.18</u>

Notes:

1. The above Statement of Cash Flow has been prepared under the "Indirect Method" as set out in Indian Accounting Standard (Ind AS) - 7 "Statement of Cash Flows".

	As at 31 March 2019	As at 31 March 2018
2. Cash and cash equivalents comprises of:		
Balances with banks:		
- Current accounts	133.35	13.18
Cash and cash equivalents (refer note 7)	<u>133.35</u>	<u>13.18</u>
Cash and cash equivalents in statement of cash flow	<u>133.35</u>	<u>13.18</u>

3. The Company has undrawn borrowing facilities (excluding non-fund based facilities) aggregating to Rs 68658/- lakhs (PY Rs. 99200.00) towards future projects to be executed by the Company.



Varanasi Sangam Expressway Private Limited

Statement of Cash Flows
for the year ended 31 March 2019

(Currency: Indian Rupees in lakhs)

4. Reconciliation of movements of cash flows arising from financing activities

	Liabilities			
	Customer advances	Non-current borrowings	Share Capital	Total
Balance as at commencement of the period	-	-	-	-
Cash Flow from Financing Activities				
Proceeds from borrowing	-	7,807.01	-	7,807.01
Repayment of borrowings	-	(888.96)	-	(888.96)
Proceeds from current borrowings (net)	-	-	-	-
Proceeds from issue of share capital	-	-	3,889.00	3,889.00
Other borrowing costs paid*	-	(171.03)	-	(171.03)
Interest paid	-	(48.28)	-	(48.28)
Total cash flow from financing activities	-	6,698.75	3,889.00	10,587.75
Liability related other changes	-	-	-	-
Other borrowing costs*	-	171.03	-	171.03
Interest expense	-	482.78	-	482.78
Balance as at 31 March 2018	-	7,352.56	3,889.00	11,241.56
Balance as at 1st April 2018	-	7,352.56	3,889.00	11,241.56
Cash Flow from Financing Activities				
Proceeds from borrowing	-	33,962.17	-	33,962.17
Repayment of borrowings	-	(1,287.29)	-	(1,287.29)
Proceeds from current borrowings (net)	-	-	-	-
Proceeds from issue of share capital	-	-	-	-
Other borrowing costs paid*	-	(37.84)	-	(37.84)
Interest paid	-	(1,156.15)	-	(1,156.15)
Total cash flow from financing activities	-	31,480.90	-	31,480.90
Liability related other changes	6,117.50	-	-	6,117.50
Other borrowing costs*	-	37.84	-	37.84
Interest expense	1,034.57	2,079.45	-	3,114.02
Balance as at 31 March 2019	7,152.07	40,950.74	3,889.00	51,991.81

* includes other borrowing costs for non-funded credit limits.

As per our report of even date attached

For JLN US AND COMPANY

Chartered Accountants

Firm's Reg. No. 101543W

CA Mahesh Menaria

Partner

M. No. 400828



Date : 05th Septemeber 2019

Place : Udaipur

For and on behalf of the Board of Directors

Varanasi Sangam Expressway Private Limited

CIN U45500RJ2017PTC057753

Ajendra Agarwal

Director

DIN : 01147897

Anand Rathi

Director

DIN : 02791023

Sugandha Goyal

Company Secretary

ICSI Memb. No. A51614

Date : 05th Septemeber 2019

Place: Gurugram

Karan Agarwal

Chief Finance officer

ICAI Memb. No.522930



Varanasi Sangam Expressway Private Limited

Notes to the financial statements

for the period ended 31 March 2019

1. Reporting entity

Varanasi Sangam Expressway Private Limited (the 'Company') having Registered office at GR House, Hiran Magri, Sector 11, Udaipur Udaipur RJ 313002 IN was incorporated in Udaipur Rajasthan, India on April 17, 2017 as a private limited company under the Companies Act, 2013 (the 'Act') as 'Varanasi Sangam Expressway Private Limited'.

The Company is formed as a special purpose vehicle (SPV) to design, build, operate and transfer and maintain (the "DBOT") the project relating to Six Laning of Handia Varanasi Section of NH -2 from km 713.146 to km 785.544 (Approx.72.398 km) in the State of Uttar Pradesh under NHDP Phase -V, which shall be partly financed by the Concessionaire who shall recover its investment and costs through annuity payments and Operation & Maintenance (O&M) Payment to be made by the Authority, in accordance with the terms and conditions set forth in this Concession Agreement entered into.

2. Basis of preparation

a. Statement of compliance

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act (as amended from time to time).

The financial statements were authorised for issue by the Company's Board of Directors on Dated **05th September 2019**.

Details of the Company's accounting policies are included in Note 3.

b. Functional and presentation currency

These financial statements are presented in Indian Rupees (Rs.Lakhs), which is also the Company's functional currency. All amounts have been rounded-off to the nearest lakhs, unless otherwise indicated.

c. Basis of measurement

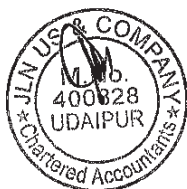
The financial statements have been prepared on the historical cost using accrual basis of accounting except certain financial instruments measured at fair values.

d. Use of estimates and judgments

In preparing these financial statements, management has made judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

Assumptions and estimation uncertainties



Varanasi Sangam Expressway Private Limited

Notes to the financial statements(*continued*)

for the year ended 31 March 2019

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial year are included in the following notes:

- Recognition of Current / Deferred tax expense
- Revenue recognition under service concession arrangement
- Provision for doubtful debts

e. *Measurement of fair values*

Some of the Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

The Company has an established control framework with respect to the measurement of fair values. This includes a financial reporting team that has overall responsibility for overseeing all significant fair value measurements, including Level 3 fair values, and reports directly to the chief financial officer.

The financial reporting team regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as pricing services, is used to measure fair values, then the financial reporting team assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information about the assumptions made in measuring fair values is included in the following notes:

- Financial instruments



Varanasi Sangam Expressway Private Limited

Notes to the financial statements *(continued)*

for the year ended 31 March 2019

3. Significant accounting policies

a. Foreign currency transaction

Transactions in foreign currencies are translated into the respective functional currencies of the Company at the exchange rates at the date of the transaction or at an average rate if the average rate approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Exchange differences are recognised in profit or loss.

b. Financial instruments

i. Recognition and initial measurement

Trade receivables and debt securities issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

ii. Classification and subsequent measurement

Financial assets

On initial recognition, a financial asset is classified as measured at

- amortised cost;
- FVOCI – debt investment;
- FVOCI – equity investment; or
- FVTPL

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and



Varanasi Sangam Expressway Private Limited

Notes to the financial statements(*continued*)

for the year ended 31 March 2019

- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

At present, the Company does not have investments in any debt securities classified as FVOCI.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI – equity investment). This election is made on an investment by investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

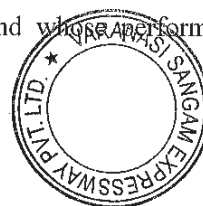
Financial assets: Business model assessment

The Company makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the Company's management;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- how managers of the business are compensated – e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Company's continuing recognition of the assets.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.



Varanasi Sangam Expressway Private Limited

Notes to the financial statements(*continued*)

for the year ended 31 March 2019

Financial assets: Assessment whether contractual cash flows are solely payments of principal and interest

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Company considers:

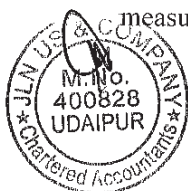
- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable interest rate features;
- prepayment and extension features; and
- terms that limit the Company's claim to cash flows from specified assets (e.g. non-recourse features).

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a significant discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

Financial assets: Subsequent measurement and gains and losses

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.
Equity investments at FVOCI	These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to profit or loss.

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are



Varanasi Sangam Expressway Private Limited

Notes to the financial statements *(continued)*

for the year ended 31 March 2019

recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

Fees paid on the establishment of loan facilities are recognised as transaction costs of loan to the extent it is probable that some or all of the loan facility will be drawn down. The facility fee and related payments are accounted for as a transaction cost under Ind AS 109. The said facility fee is deferred and treated as a transaction cost when draw-down occurs; it is not amortised prior to the draw-down.

iii. *Derecognition*

Financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

Financial liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in profit or loss.

iv. *Offsetting*

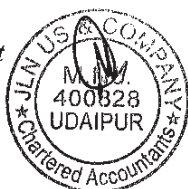
Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

c. *Operating cycle*

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III of the Companies Act, 2013. Operating cycle is the time from start of the project to their realization in cash or cash equivalents.

d. *Property, plant and equipment*

i. *Recognition and measurement*



Varanasi Sangam Expressway Private Limited

Notes to the financial statements(*continued*)

for the year ended 31 March 2019

Items of property, plant and equipment are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labour, any other costs directly attributable to bringing the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in profit or loss.

ii. Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

iii. Derecognition

The carrying amount of an item of property, plant and equipment is derecognized on disposal or when no future economic benefits are expected from its use or disposal. The consequential gain or loss is measured as the difference between the net disposal proceeds and the carrying amount of the item and is recognized in the Statement of Profit and Loss.

e. Intangible assets

i. Recognition and measurement

Intangible assets including those acquired by the Company are initially measured at cost. Such intangible assets are subsequently measured at cost less accumulated amortisation and any accumulated impairment losses.

ii. Subsequent expenditure

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is recognised in profit or loss as incurred.

iii. Derecognition

The carrying amount of an intangible asset is derecognised on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the Derecognition of an intangible asset is measured as the difference between the net disposal proceeds and the carrying amount of the intangible asset and is recognised in the Statement of Profit and Loss when the asset is derecognised.

f. Inventories



Varanasi Sangam Expressway Private Limited

Notes to the financial statements(*continued*)

for the year ended 31 March 2019

Inventories are measured at the lower of cost and net realisable value. However, materials and other items held for use in civil construction work and / or production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. The cost of inventories is based on the first-in first-out ("FIFO") formula, and includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their present location and condition.

In the case of manufactured inventories and work-in-progress, cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity and excise duty. Cost is determined on FIFO basis. Trading goods are valued at lower of cost and net realizable value. Cost is determined on FIFO basis.

g. *Impairment*

i *Impairment of financial instruments*

The Company recognises loss allowances for expected credit losses on:

- financial assets measured at amortised cost; and
- financial assets measured at FVOCI- debt investments.

At each reporting date, the Company assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

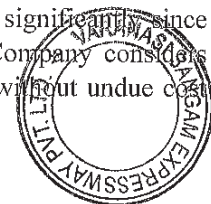
Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default or being past due for 90 days or more;
- the restructuring of a loan or advance by the Company on terms that the Company would not consider otherwise;
- it is probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties.

The Company measures loss allowances at an amount equal to lifetime expected credit losses, except for bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition, which are measured as 12 month expected credit losses.

Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit losses. Life time expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument. Twelve months expected credit losses are the portion of expected credit losses that result from default events that are possible within 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

In all cases, the maximum period considered when estimating expected credit losses is the maximum contractual period over which the Company is exposed to credit risk. When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Company considers reasonable and supportable information that is relevant and available without undue cost



Varanasi Sangam Expressway Private Limited

Notes to the financial statements(*continued*)

for the year ended 31 March 2019

or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward looking information.

Measurement of expected credit losses

Expected credit losses are a probability weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Company in accordance with the contract and the cash flows that the Company expects to receive).

Presentation of allowance for expected credit losses in the balance sheet.

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

ii Impairment of non-financial assets

The Company's non-financial assets, other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

The Company's corporate assets (e.g., central office building for providing support to various CGUs) do not generate independent cash inflows. To determine impairment of a corporate asset, recoverable amount is determined for the CGUs to which the corporate asset belongs.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the statement of profit and loss. Impairment loss recognised in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU (or group of CGUs) on a pro rata basis.

In respect of other assets for which impairment loss has been recognised in prior periods, the Company reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.



Varanasi Sangam Expressway Private Limited

Notes to the financial statements(*continued*)

for the year ended 31 March 2019

h. Employee benefits

Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid e.g. Under short-term cash bonus, if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

i. Provisions and contingencies (other than for employee benefits)

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

The unwinding of the discount is recognised as finance cost. Expected future operating losses are not provided for.

Contingencies

Disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources embodying economic benefits or the amount of such obligation cannot be measured reliably. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources embodying economic benefits is remote, no provision or disclosure is made.

j. Revenue from contracts with customer

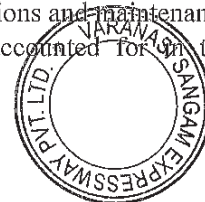
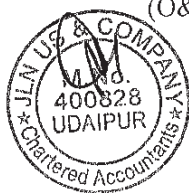
Service Concession Arrangement

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company assesses promises in the contract that are separate performance obligations to which a portion of transaction price is allocated.

Revenue is measured based on the transaction price as specified in the contract with the customer. It excludes taxes or other amounts collected from customers in its capacity as an agent.

The Company constructs the infrastructure (road) used to provide a public service and operates and maintains that infrastructure for a specified period of time. Under Appendix D to Ind AS 115 – Revenue from Contracts with Customers, this arrangement is accounted for based on the nature of the consideration. The intangible asset is used to the extent that the Company receives a right to charge the users of the public service. The financial asset is used when the Company has an unconditional right to receive cash or another financial asset from or at the direction of the grantor for the construction services.

Design-Build-Operate-Transfer (DBOT) contracts on hybrid annuity basis contain three streams of revenue- Construction revenue, Financing income and Operations and maintenance (O&M) income. The construction stream of DBOT revenues are accounted for on the



Varanasi Sangam Expressway Private Limited

Notes to the financial statements(*continued*)

for the year ended 31 March 2019

construction phase of DBOT, O&M income is recognised in the operating phase of the DBOT, while finance income is recognised over a concession period based on the imputed interest method.

Revenue related to construction services provided under a service concession arrangement is recognised based on the stage of completion of the work performed. The stage of completion is assessed by reference to input method i.e. costs incurred till the date in proportion to total estimated cost to complete the work.

Revenue from operation and maintenance activities are recognised at an amount for which it has right to consideration (i.e. right to invoice) from customer that corresponds directly with the value of the performance completed to the date.

Contract balances

Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer e.g. unbilled revenue. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset i.e. unbilled revenue is recognised for the earned consideration that is conditional. The contract assets are transferred to receivables when the rights become unconditional. This usually occurs when the Company issues an invoice to the Customer.

Trade receivables

A receivable represents the Company's right to an amount of consideration that is unconditional i.e. only the passage of time is required before payment of consideration is due.

Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. Contract liabilities are recognised as revenue when the Company performs under the contract.

Others

Interest income is recognised using effective interest rate (EIR) method.

k. Leases

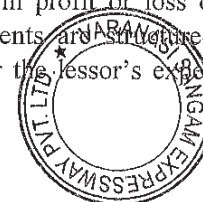
i Assets held under lease

Leases of property, plant and equipment that transfer substantially all the risks and rewards of ownership are classified as finance leases. All the other leases are classified as operating leases. For finance leased, the leased assets are measured initially at an amount equal to the lower of their fair value and the present value of the minimum lease payments. Subsequent to initial recognition, the assets are accounted for in accordance with the accounting policy applicable to similar owned assets.

Assets held under operating leases are neither recognised in (in case the Company is lessee) nor derecognized (in case the Company is lessor) from the Company's Balance Sheet.

ii Lease payments

Payments made under operating leases are generally recognised in profit or loss on a straight-line basis over the term of the lease unless such payments are structured to increase in line with expected general inflation to compensate for the lessor's expected



Varanasi Sangam Expressway Private Limited

Notes to the financial statements(*continued*)

for the year ended 31 March 2019

inflationary cost increases. Lease incentives received are recognised as an integral part of the total lease expense over the term of the lease.

iii *Assets given on lease*

In respect of assets provided on finance leases, amounts due from lessees are recorded as receivables at the amount of the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Company's net investment outstanding in respect of the leases. In respect of assets given on operating lease, lease rentals are accounted on accrual basis in accordance with the respective lease agreements.

l. *Recognition of interest income or expense*

Interest income or expense is recognised using the effective interest method.

The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

- the gross carrying amount of the financial asset; or
- the amortised cost of the financial liability.

m. *Income tax*

Income tax comprises of current and deferred tax. It is recognised in the statement of profit and loss except to the extent that it relates to an item recognised directly in equity or in other comprehensive income.

i *Current tax*

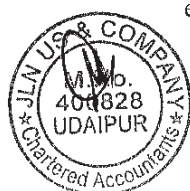
Current tax comprises of the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

ii *Deferred tax*

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Company recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other



Varanasi Sangam Expressway Private Limited

Notes to the financial statements(*continued*)

for the year ended 31 March 2019

evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised.

Deferred tax assets –unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

Any tax credit available is recognised as deferred tax to the extent that it is probable that future taxable profit will be available against which the unused tax credit can be utilized. The said asset is created by way of credit to the statement of Profit and loss and shown under the head of deferred tax.

Presentation of current and deferred tax:

Current and deferred tax are recognized as income or an expense in the Statement of Profit and Loss, except when they relate to items that are recognized in Other Comprehensive Income, in which case, the current and deferred tax income/expense are recognized in Other Comprehensive Income.

The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. In case of deferred tax assets and deferred tax liabilities, the same are offset if the Company has a legally enforceable right to set off corresponding current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority on the Company.

n. Borrowing cost

Borrowing costs are interest and other incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

o. Operating segments



Varanasi Sangam Expressway Private Limited

Notes to the financial statements(*continued*)

for the year ended 31 March 2019

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM) of the Company. The CODM is responsible for allocating resources and assessing performance of the operating segments of the Company.

p. Cash and cash equivalents

Cash and Cash equivalents for the purpose of Statement of cash flows comprise cash and cheques in hand, bank balances, demand deposits with banks where the original maturity is three months or less and other short term highly liquid investments.

In line with the amendments to Ind AS 7 Statement of Cash flows (effective from April 1, 2017), the Company has provided disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes. The adoption of amendment did not have any material impact on the financial statements.

q. Earnings per Share

Basic EPS is computed by dividing net profit after taxes for the year by weighted average number of equity shares outstanding during the financial year, adjusted for bonus share elements in equity shares issued during the year and excluding treasury shares, if any.

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential equity shares and the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

r. Dividends

The Company recognises a liability for dividends to equity holders of the Company when the dividend is authorized and the dividend is no longer at the discretion of the Company. As per the corporate laws in India, a dividend is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

s. Event Occurring after Reporting Date

Adjusting events (that provides evidence of condition that existed at the balance sheet date) occurring after the balance sheet date are recognized in the financial statements. Material non adjusting events (that are inductive of conditions that arose subsequent to the balance sheet date) occurring after the balance sheet date that represents material change and commitment affecting the financial position are disclosed in the Directors' Report.



Varanasi Sangam Expressway Private Limited

Notes to the financial statements(*continued*)

for the year ended 31 March 2019

Transition to New standard

Ind AS 115, *Revenue from contracts with customers* was issued on 28 March 2018 and supersedes Ind AS 11, *Construction Contracts* and Ind AS 18, *Revenue* and it applies, with limited exception, to all revenue arising from contracts with its customers. Under Ind AS 115, revenue is recognised when a customer obtains control of goods or services. The Company has adopted Ind AS 115 using the cumulative effect method with the effect of initially applying this standard recognised at the date of initial application i.e. 1 April 2018. Accordingly, the comparative information i.e. information for the year ended 31 March 2018, has not been restated. Additionally, the disclosure requirements in Ind AS 115 have not generally been applied to comparative information. There is no significant impact on equity as on the transition date 1 April 2018 and for the year ended 31 March 2019.

4. Recent accounting pronouncements

Standards issued but not yet effective

Following are the new standards and amendments to existing standards (as notified by Ministry of Corporate Affairs (MCA) on 30 March 2019) which are effective for annual period beginning after 1 April 2019. The Company intends to adopt these standards or amendments from the effective date.

Ind AS 116, *Leases*

Ind AS 116, *Leases* replaces existing lease accounting guidance i.e. Ind AS 17, *Leases*. It sets out principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases, except short-term leases and leases for low-value items, under a single on-balance sheet lease accounting model. A lessee recognises a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. Lessor accounting largely unchanged from the existing standard – i.e. lessors continue to classify leases as finance or operating leases.

Based on the preliminary assessment, the Company does not expect any significant impacts on transition to Ind AS 116. This assessment is based on currently available information and may be subject to changes arising from further reasonable and supportable information when the standard will be adopted. The quantitative impacts would be finalised based on a detailed assessment which has been initiated to identify the key impacts along with evaluation of appropriate transition options.

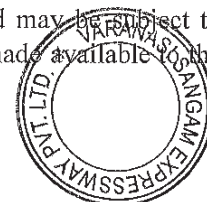
Amendments to existing Ind AS

The following amended standards are not expected to have a significant impact on the Company's standalone financial statements. This assessment is based on currently available information and may be subject to changes arising from further reasonable and supportable information being made available to the Company when it will adopt the respective standards.

Ind AS 12, *Income Taxes*

Appendix C – Uncertainty over Income Tax Treatments

The amendments to Appendix C on Uncertainty over Income Tax Treatments in Ind AS 12, *Income Taxes* are not expected to have a significant impact on the Company's financial statements. This assessment is based on currently available information and may be subject to changes arising from further reasonable and supportable information being made available to the Company when it will adopt the amended standard.



Varanasi Sangam Expressway Private Limited

Notes to the financial statements (continued)
for the year ended 31 March 2019

(Currency: Indian Rupees in lakhs)

5 Other current assets

Particulars	31 March 2019	31 March 2018
Non-current		
Construction Assets receivable	12,252.84	-
Unamortised loan processing fee	-	623.23
	12,252.84	623.23
Current		
Construction Assets receivable	37,809.65	15,987.31
Mobilisation advances given to G R Infraprojects Limited (Parent Company)	5,184.00	10,368.00
Advance to suppliers for goods and services	20.22	-
Prepaid expenses	31.26	28.00
Balance with government authorities		
TDS -GST	884.96	-
GST input credit	5,704.46	1,928.85
	49,634.55	28,312.16
Total	61,887.39	28,935.39

6 Trade Receivables

Particulars	31 March 2019	31 March 2018
Current		
considered good - secured	-	-
considered good - unsecured	43.12	-
which have significant increase in credit risk	-	-
credit impaired	-	-
Total	43.12	-

7 Cash and cash equivalents

Particulars	31 March 2019	31 March 2018
Balance with banks		
in current accounts	133.35	13.18
Total	133.35	13.18

8 Current tax Assets (Net)

Particulars	31 March 2019	31 March 2018
Advance income tax (net of provision of tax)	525.32	-
Total	525.32	-



Varanasi Sangam Expressway Private Limited

Notes to the financial statements (continued)
for the year ended 31 March 2019

(Currency: Indian Rupees in lakhs)

9 Equity Share capital

Authorised	31 March 2019	31 March 2018
3,89,00,000 equity shares (PY 3,89,00,000) of Rs. 10 each	3,890.00	3,890.00
	3,890.00	3,890.00
Issued, subscribed and paid up		
3,88,90,000 equity shares (PY 3,88,90,000) of Rs. 10 each	3,889.00	3,889.00
	3,889.00	3,889.00

Reconciliation of equity share outstanding at the beginning and at the end of the period .

Particulars	31 March 2019		31 March 2018	
	Numbers	Amount	Numbers	Amount
At the commencement of the year	3,88,90,000	3,889.00	-	-
Add: Issued during the year	-	-	3,88,90,000	3,889.00
At the end of the year	3,88,90,000	3,889.00	3,88,90,000	3,889.00

Particulars of shareholders holding more than 5% equity shares in the Company

Particulars	31 March 2019		31 March 2018	
	Numbers	% of total share in class	Numbers	% of total share in class
Equity share of Rs. 10 each fully paid-up held				
- G R Infraprojects Limited (Parent)	3,88,90,000	100.00	3,88,90,000	100

Terms & Rights attached to equity shares:

The Company has a single class of equity shares. Accordingly, all equity shares rank equally with regard to dividends and share in the Company's residual assets. The equity shares are entitled to receive dividend as declared from time to time. The voting rights of an equity shareholder on a poll (not on show of hands) are in proportion to its share of the paid-up equity capital of the Company. Voting rights cannot be exercised in respect of shares on which any call or other sums presently payable have not been paid.

Failure to pay any amount called up on shares may lead to forfeiture of the shares.

On winding up of the Company, the holders of equity shares will be entitled to receive the residual assets of the Company, remaining after distribution of all preferential amounts in proportion to the number of equity shares held.

10 Other equity

Particulars	Retained Earnings	Total
Opening Balance as at commencement of the period	-	-
Profit for the year	464.34	464.34
Total Comprehensive Income for the year	-	-
Balance as at 31 March 2018	464.34	464.34
Profit for the year	3,411.09	3,411.09
Total Comprehensive Income for the year	-	-
Balance as at 31 March 2019	3,875.43	3,875.43



Varanasi Sangam Expressway Private Limited

Notes to the financial statements (continued)
for the year ended 31 March 2019

(Currency: Indian Rupees in lakhs)

11 Non current Liabilities

Particulars		31 March 2019	31 March 2018
Secured Loans - From Banks			
HDFC Bank Limited		8,725.25	-
Punjab National Bank		11,690.45	-
Syndicate Bank		3,359.03	-
Allahabad Bank		6,263.98	-
Unsecured Loans			
Loan from G R Infraprojects Limited (Parent Company)		10,912.03	7,352.56
Total	Note	40,950.74	7,352.56
Non-Current	11	40,830.78	7,352.56
Current	11	119.96	-
		40,950.74	7,352.56

12 Trade payables

Particulars		31 March 2019	31 March 2018
Total outstanding dues of			
Micro enterprises and small enterprises (refer note below)		-	-
Creditors other than micro enterprises and small enterprises		5,784.49	16,761.07
Total		5,784.49	16,761.07

Details of Dues to Micro, Small & Medium Enterprises as defined under MSMED Act, 2006

Particulars	31 March 2019	31 March 2018
The principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier at the end of each accounting year.	-	-
The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-
The amount of further interest remaining due and payable even in the succeeding years, 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.	-	-

The disclosure in respect of the amount payable to enterprises which have provided goods and services to the Company and which qualify under the definition of micro and small enterprises, as defined under Micro, Small and Medium Enterprises Development Act, 2006 has been made in the Financial statement as at 31 March 2019 based on the information received and available with the Company. On the basis of such information, no interest is payable to any micro, small and medium enterprises. Auditors have relied upon the information provided by the Company.

The Company's exposure to currency and liquidity risks related to trade payables is disclosed in Note 26.

Of the above, trade payables to related parties are as below:

Particulars	31 March 2019	31 March 2018
Total trade payables to related parties	5,765.86	16,760.98
	5,765.86	16,760.98

13 Other financial liabilities

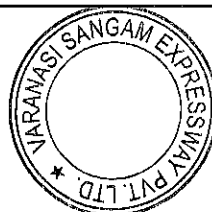
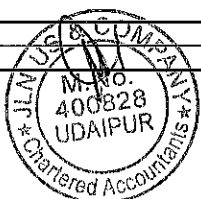
Particulars	31 March 2019	31 March 2018
Current maturities of long-term borrowings	119.96	-
Expenses payable	55.42	15.83
Salary Payable	0.23	0.20
Total	175.61	16.03

14 Other current liabilities

Particulars	31 March 2019	31 March 2018
Advances from Customer	7,152.07	-
Statutory liability		
TDS payable	434.36	306.77
Total	7,586.43	306.77

15 Current tax liabilities (net)

Particulars	31 March 2019	31 March 2018
Provision for income tax (net of Advance tax)	-	70.88
Total	-	70.88



Varanasi Sangam Expressway Private Limited

Notes to the financial statements (continued)

for the year ended 31 March 2019

(Currency: Indian Rupees in lakhs)

11 Borrowings (continued)

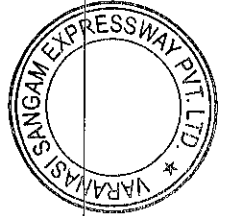
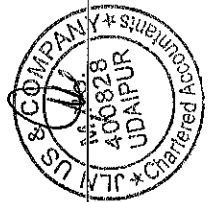
Note : Nature of security, interest rate, repayment terms and other information for borrowings.

Sr. No	Particulars	31/Mar/19		31/Mar/18		Security	Repayment terms
		Total	Non-Current	Current	Total		
(A)	Secured loans from banks						
(i)	HDFC Bank Limited	8,725.25	8,654.72	70.53	-	-	Repayment 18 half-yearly instalment commence post completion of moratorium period post COD ranging from 2% to 8% of loan taken, along with monthly interest rate 9.40% p.a.
(ii)	Punjab National Bank	11,690.45	11,690.45	-	-	-	Repayment 18 half-yearly instalment commence post completion of moratorium period post COD ranging from 2% to 8% of loan taken, along with monthly interest rate 9.40% p.a.
(iii)	Syndicate Bank	3,359.03	3,459.03	-	-	-	Repayment 18 half-yearly instalment commence post completion of moratorium period post COD ranging from 2% to 8% of loan taken, along with monthly interest rate 9.13% p.a.
(iv)	Allahabad Bank	6,263.98	6,214.55	49.43	-	-	Repayment 18 half-yearly instalment commence post completion of moratorium period post COD ranging from 2% to 8% of loan taken, along with monthly interest rate 9.40% p.a.
		<u>30,038.71</u>	<u>29,918.75</u>	<u>119.97</u>	-	-	

11 Borrowings (continued)

Note : Nature of security, interest rate, repayment terms and other information for borrowings.

Sr. No	Particulars	31/Mar/19		31/Mar/18		Security	Repayment terms
		Total	Non-Current	Current	Total		
(B)	Unsecured loans from other						
	Loan from G.R. Infra Projects Limited (Parent Company)	10,912.03	10,912.03	-	7,352.56	7,352.56	Rate of Interest : 9.00 % for the year 2018-19, the same shall be determined on a yearly basis as per the cost of funds of the Parent Company. Terms and Source of repayment : Repayable from the cash flows available after meeting the senior debt obligation. In line with the waterfall mechanism as per described under the Contingent Agreement / Common Loan Agreement and Interest Agreement
		<u>10,912.03</u>	<u>10,912.03</u>	-	<u>7,352.56</u>	<u>7,352.56</u>	
		<u>40,950.74</u>	<u>40,830.78</u>	<u>119.97</u>	<u>7,352.56</u>	<u>7,352.56</u>	



Varanasi Sangam Expressway Private Limited

Notes to the financial statements (continued)
for the year ended 31 March 2019

(Currency: Indian Rupees in lakhs)

16 Revenue from operations

Particulars	31 March 2019	31 March 2018
Revenue from contracts with customers	83,041.34	15,981.91
Revenue from contracts with customers (Utility Income)	2,784.22	-
Revenue from contracts with customers (COS)	260.15	-
Revenue from contracts with customers (GST Claim)	1,853.51	-
Interest income on service concession arrangement	7,192.49	5.39
Total	95,131.71	15,987.30

17 Other income

Particulars	31 March 2019	31 March 2018
Interest income		
- on Mobilisation advances to Parent Company	737.82	705.59
Total	737.82	705.59

18 Civil construction costs

Particulars	31 March 2019	31 March 2018
Civil sub-contract charges	82,148.08	15,237.26
Civil sub-contract charges (COS)	257.40	-
Civil sub-contract charges (Utility Exp.)	2,756.12	-
Civil sub-contract charges (GST Claim)	1,853.52	-
Labour Cess	659.83	-
Total	87,674.95	15,237.26

19 Employee benefits expense

Particulars	31 March 2019	31 March 2018
Salaries, wages and bonus	1.64	0.65
Total	1.64	0.65

20 Finance costs

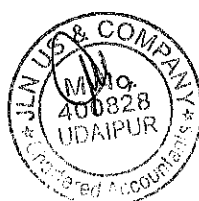
Particulars	31 March 2019	31 March 2018
Interest on Borrowing		
- To Bank	1,186.85	
- To Others	1,927.16	482.78
Other Borrowing Cost	37.84	171.03
Total	3,151.85	653.81

21 Other expenses

Particulars	31 March 2019	31 March 2018
Insurance expenses	70.11	19.07
Payment to auditors (refer note (i) below)	0.20	0.18
Legal and professional charges	18.71	72.36
Miscellaneous expenses	0.00	0.10
Independent engineers fees	135.53	15.76
PAC Vetting Charges	0.25	-
Total	224.80	107.47

(i) Payment to auditors

Particulars	31 March 2019	31 March 2018
Payment to auditors (exclusive of GST)		
- as auditor		
- Statutory audit	0.20	0.18
Total	0.20	0.18



Varanasi Sangam Expressway Private Limited

Notes to the financial statements (continued)
for the year ended 31 March 2019

(Currency: Indian Rupees in lakhs)

22 Tax expense

A. Income tax (income) / expense recognised in the Statement of Profit and Loss

Particulars	31 March 2019	31 March 2018
Current tax		
Current tax on profit for the year	1,037.85	141.44
Tax adjustments relating to previous year	7.83	
Deferred tax		
<i>Attributable to</i>		
Origination and reversal of temporary differences	359.52	206.06
Income tax expense reported in statement of profit and loss	1,405.20	347.50

B. Reconciliation of effective tax rate

Particulars	31 March 2019	31 March 2018
Profit before tax	4,816.29	693.70
Tax using the Company's statutory tax rate at 29.12%	1,402.50	229.36
Effect of:		
MAT credit entitlement	-	(118.14)
Tax difference between normal income tax and MAT	-	30.23
Tax adjustments relating to previous year	7.83	-
Changes in estimates	(5.12)	-
Other - Tax difference between normal income tax and MAT	-	206.05
Tax expense	1,405.20	347.50

C. Recognised deferred tax assets and liabilities

Movement in temporary differences

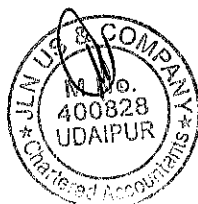
Particulars	Deferred tax (assets)	Deferred tax liabilities	Net deferred tax (assets) / liabilities
Difference in carrying value and tax base in measurement of financial instrument at amortised cost	-	-	-
Service Concession Income	-	2,094.45	2,094.45
Unused Tax Losses	(691.95)	-	(691.95)
MAT credit entitlement	(1,042.98)	-	(1,042.98)
Net deferred tax (assets) / liabilities	(1,734.93)	2,094.45	359.52

Deferred tax asset has been recognised as it is reasonably certain that the deferred tax asset shall be realised against future taxable

D. Recognised deferred tax (assets) and liabilities

Movement in temporary differences

Particulars	Balance as at commencement of the period	Recognised in profit or loss during the period	Recognised in OCI during period	Balance as at 31 March 2019
Difference in carrying value and tax base in measurement of financial instrument at amortised cost	206.06	-	-	206.06
Service Concession Income	-	2,094.45	-	2,094.45
Unused Tax Losses	-	(691.95)	-	(691.95)
MAT credit entitlement	(118.14)	(1,042.98)	-	(1,161.12)
	87.92	359.52	-	447.44



Varanasi Sangam Expressway Private Limited

Notes to the financial statements (continued)
for the year ended 31 March 2019

(Currency: Indian Rupees in lakhs)

E. MAT credit Particulars	Balance as at 31 March 2019	
	MAT credit available	Expiry assessment year
AY 2018-19	123.27	2033-34
AY 2019-20	1,037.85	2034-35
Total	1,161.12	
MAT credit recognised	1,161.12	

MAT credit has been recognised as there is a reasonable certainty that MAT credit will be utilised against future taxable profit.

F. Unused Tax Losses Particulars	Balance as at 31 March 2019	
	Carry Forward Losses	Expiry assessment year
AY 2019-20	691.95	2027-28
Total	691.95	
Unused Tax Losses recognised	691.95	



Varanasi Sangam Expressway Private Limited

Notes to the financial statements (continued)
for the year ended 31 March 2019

(Currency: Indian Rupees in lakhs)

23 Related party disclosure

A. Related parties with whom the company had transactions during the period

(a) Parent Company:

G R Infraprojects Limited

(b) Key Management Personnel ("KMP"):

Mr. Ajendra Agarwal - Director

Mr. Anand Rathi - Director

Mr. Vikas Agarwal - Director

Ms. Sugandha Goyal - Company Secretary

Mr. Karan Agarwal - Chief Finance Officer

B. Related party transactions with Parent Company and its closing balances

The terms and conditions of the transactions with key management personnel and their related parties were no more favourable than those available, or those which might reasonably be expected to be available, in respect of similar transactions with non-key management personnel related entities on an arm's length basis.

The aggregate value of the Company's transactions and outstanding balances relating to key management personnel and entities over which they have control or significant influence is as follows:

Nature of transaction	Transaction value	Transaction value
	31 March 2019	31 March 2018
(a) Loan Received		
(i) G R Infraprojects Limited	3,420.17	7,807.01
(b) Loan Repaid		
(i) G R Infraprojects Limited	-	253.93
(c) Share Capital issued		
(i) G R Infraprojects Limited	-	3,889.00
(d) Mobilisation Advances given		
(i) G R Infraprojects Limited	-	10,368.00
(e) Sub Contract		
(i) G R Infraprojects Limited	87,015.13	15,237.26
(f) Interest received on Mobilisation Advances		
(i) G R Infraprojects Limited	737.82	705.59
(g) Interest Paid on unsecured loan		
(i) G R Infraprojects Limited	892.59	482.78
(h) Mobilisation advances Received		
(i) G R Infraprojects Limited	5,184.00	-
(i) Remuneration		
(i) Vaibhav Dadhich	0.72	0.65
(ii) Sugandha Goyal	0.92	-
Particulars	Balance outstanding receivable/(payable)	Balance outstanding receivable/(payable)
	31 March 2019	31 March 2018
(a) Loan payable		
(i) G R Infraprojects Limited	10,912.03	7,352.56
(b) Trade payables		
(i) G R Infraprojects Limited	5,765.86	16,760.98
(c) Mobilisation advances receivable		
(i) G R Infraprojects Limited	5,184.00	10,368.00
(d) Balance outstanding (payable)		
(i) Sugandha Goyal	0.23	-
(ii) Vaibhav Dadhich	-	0.20



Varanasi Sangam Expressway Private Limited

Notes to the financial statements (continued)
for the year ended 31 March 2019

(Currency: Indian Rupees in lakhs)

24 Disclosure pursuant to Appendix-E of Ind AS 115 for Service Concession Arrangements

Name of entity	Description of the arrangement	Significant terms of the arrangement	Financial Asset
Varanasi Sangam Expressway Private Limited	The Company is formed as a special purpose vehicle (SPV) to design, build, operate and transfer basis, ("DBOT Annuity" or " Hybrid Annuity ") the project relating to Six Laning of Handia Varanasi Section of NH -2 from km 713.146 to km 785.544 (Approx.72.398 km) in the State of Uttar Pradesh under NHDP Phase -V, which shall be partly financed by the Concessionaire who shall recover its investment and costs through payment made by the authority, in accordance with the terms and condition set in concession agreement entered into.	Period of concession: 2017-2035 Remuneration : 40% during construction period and balance 60% in half yearly annuity in 15 years as per concession agreement Investment grant from concession grantor : No Infrastructure return at the end of concession period : Yes Investment and renewal obligations : Nil Re-pricing dates : No Basis upon which re-pricing or re-negotiation is determined : NA Premium payable to grantor : Nil	31 March 2019 50,062.49
			31 March 2018 15,987.31



Varanasi Sangam Expressway Private Limited

Notes to the financial statements (continued)
for the year ended 31 March 2019

(Currency: Indian Rupees in lakhs)

25 Fair Value Measurements

A. Accounting classification and fair values

As at 31 March 2019

Particulars	FVTPL	FVOCI	Amortised cost	Total	Fair Value			Total
					Level 1 - Quoted price in active markets	Level 2 - Significant observable inputs	Level 3 - Significant unobservable inputs	
Trade receivables	-	-	43.12	43.12	-	-	-	-
Cash and cash equivalents	-	-	133.35	133.35	-	-	-	-
Other financial assets	-	-	50,062.49	50,062.49	-	-	-	-
Total Financial assets	-	-	50,238.96	50,238.96	-	-	-	-
Borrowings	-	-	40,950.74	40,950.74	-	-	-	-
Trade payable	-	-	5,784.49	5,784.49	-	-	-	-
Other financial liabilities	-	-	55.65	55.65	-	-	-	-
Total Financial liabilities	-	-	46,790.88	46,790.88	-	-	-	-

As at 31 March 2018

Particulars	FVTPL	FVOCI	Amortised cost	Total	Fair Value			Total
					Level 1 - Quoted price in active	Level 2 - Significant observable	Level 3 - Significant unobservable	
Trade receivables	-	-	-	-	-	-	-	-
Cash and cash equivalents	-	-	13.18	13.18	-	-	-	-
Other financial assets	-	-	15,987.31	15,987.31	-	-	-	-
Total Financial assets	-	-	16,000.49	16,000.49	-	-	-	-
Borrowings	-	-	7,352.56	7,352.56	-	-	-	-
Trade payable	-	-	16,761.07	16,761.07	-	-	-	-
Other financial liabilities	-	-	16.03	16.03	-	-	-	-
Total Financial liabilities	-	-	24,129.66	24,129.66	-	-	-	-

Note :

- i) The carrying amounts of financial assets and liabilities are considered to be the same as their fair values due to the current and short term nature of such balances and no material differences in the values.

B. Measurement of fair values

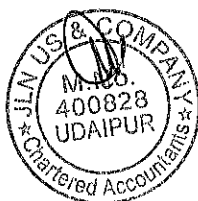
Levels 1, 2 and 3

Level 1 : It includes Investment in equity shares and mutual fund that has a quoted price and which are actively traded on the stock exchanges. It is been valued using the closing price as at the reporting period on the stock exchanges.

Level 2 : The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3 : These instruments are valued based on significant unobservable inputs whereby future cash flows are discounted using appropriate discount rate.

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.



Varanasi Sangam Expressway Private Limited

Notes to the financial statements (continued)
for the year ended 31 March 2019

(Currency: Indian Rupees in lakhs)

26 Financial instruments risk management objectives and policies

The Company's financial liabilities comprise mainly of borrowings, trade and other payables. The Company's financial assets comprise mainly of cash and cash equivalents and other receivables.

(i) Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk primarily other financial assets including deposits with banks. The Company's exposure and credit ratings of its counterparties are continuously monitored and the aggregate value of transactions is reasonably spread amongst the counterparties.

The carrying amount of following financial assets represents the maximum credit exposure:

Other financial assets

This comprises mainly of construction asset receivable - Right for Annuity receivable from NHAI. Credit risk arising from these construction assets is limited and there is no collateral held against these because the counterparties are NHAI.

(ii) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The Company invest in liquid mutual funds to meet the immediate obligations.

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted.

31 March 2019	Carrying amount	Total	Contractual cash flows		
			Less than 1 year	1-5 years	More than 5 years
Non-derivative financial liabilities					
Borrowings	40,950.74	40,950.74	-	20,981.00	19,969.74
Trade payables	5,784.49	5,784.49	5,784.49	-	-
Other current financial liabilities	55.65	55.65	55.65	-	-
Total	46,790.88	46,790.88	5,840.14	20,981.00	19,969.74

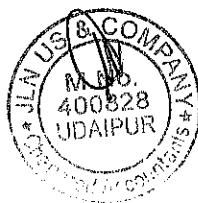
31 March 2018	Carrying amount	Total	Contractual cash flows		
			Less than 1 year	1-5 years	More than 5 years
Non-derivative financial liabilities					
Borrowings	7,352.56	7,352.56	-	7,352.56	0.00
Trade payables	16,761.07	16,761.07	16,761.07	-	-
Other current financial liabilities	16.03	16.03	16.03	-	-
Total	24,129.66	24,129.66	16,777.10	7,352.56	0.00

(iii) Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates and equity prices – will affect the Company's income or the value of its holdings of financial instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables. The Company is exposed to market risk primarily related to foreign exchange rate risks. Thus, our exposure to market risk is a function of revenue generating and operating activities in foreign currency. The objective of market risk management is to avoid excessive exposure in foreign currency revenues and costs.

a) Currency risk

The functional currency of the Company is Indian Rupees ("Rs."). The Company is not exposed to foreign currency risk.



Varanasi Sangam Expressway Private Limited

Notes to the financial statements (continued)

for the year ended 31 March 2019

(Currency: Indian Rupees in lakhs)

26 Financial instruments risk management objectives and policies (continued)

b) Price risk

a) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk resulting from fluctuations in interest rates. Company's borrowing includes unsecured loan taken from banks & the Parent Company. Summary of financial assets and financial liabilities has been provided below:

Exposure to interest rate risk

The interest rate profile of the Company's interest - bearing financial instrument as reported to management is as follows:

	31 March 2019	31 March 2018
Fixed-rate instruments		
Financial assets	-	-
Financial liabilities	-	-
Variable-rate instruments		
Financial assets	50,062.49	15,987.31
Financial liabilities	40,950.74	7,352.56

Interest rate sensitivity

Profit or loss is sensitive to higher/lower interest expense from borrowings as a result of change in interest rates. The following table demonstrates the sensitivity of floating rate financial instruments to a reasonably possible change in interest rates. The risk estimates provided assume a parallel shift of 100 basis points interest rate across all yield curves. This calculation also assumes that the change occurs at the balance sheet date and has been calculated based on risk exposures outstanding as at that date. The year end balances are not necessarily representative of the average debt outstanding during the period.

Sensitivity analysis

Particulars	Impact on profit before tax	
	31 March 2019	31 March 2018
Interest rate		
- increase by 100 basis points	91.12	86.35
- decrease by 100 basis points	-91.12	-86.35

27 Capital management

The Company's policy is to maintain strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business.

The Company manages the capital structure by balanced mix of debt and equity. The Company's capital structure is influenced by the changes in regulatory framework, government policies, available options of financing and the impact of the same on the liquidity position.

Particulars	31 March 2019	31 March 2018
Total borrowings	40,830.78	7,352.56
Less: cash and cash equivalents	133.35	13.18
Adjusted net debt	40,697.42	7,339.38
Equity share capital	3,889.00	3,889.00
Other equity	3,875.43	464.34
Total equity	7,764.43	4,353.34

Adjusted net debt to equity ratio	5.24	1.69
-----------------------------------	------	------

28 Contingent liabilities and commitments

Particulars	31 March 2019	31 March 2018
a) Contingent liabilities- Guarantees		
(i) Performance Guarantees given NHAI	-	12,235.00
b) Commitments		
(i) Capital Commitments	96,512.63	1,63,423.46



Varanasi Sangam Expressway Private Limited

Notes to the financial statements (continued)
for the year ended 31 March 2019

(Currency: Indian Rupees in lakhs)

29 Earnings per share

Particulars	31 March 2019	31 March 2018
Face value per equity share (in Rs.)	10.00	10.00
(a) Profit for the period attributable to equity shareholders	3,411.09	464.34
(b) Number of equity shares at the beginning of the period	3,88,90,000	-
(c) Equity shares issued during the period	-	3,88,90,000
(d) Number of equity shares at the end of the period	3,88,90,000	3,88,90,000
(e) Weighted average number of equity shares for calculating basic EPS	3,88,90,000	3,07,56,676
(f) Weighted average number of equity shares for calculating diluted EPS	3,88,90,000	3,07,56,676
Earnings Per Share (in Rs.):		
- Basic earning per share (a/e)	8.77	1.51
- Diluted earning per share (a/f)	8.77	1.51

Note :

Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the year adjusted by the number of equity shares issued during the year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year / period.

30 Segment reporting

Basis for segmentation

In accordance with the requirements of Ind AS 108 - "Segment Reporting", the Company is primarily engaged in a business of civil construction and has no other primary reportable segments. The Managing Director of the Company allocate the resources and assess the performance of the Company, thus he is the Chief Operating Decision Maker (CODM). The CODM monitors the operating results of the business as a single segment, hence no separate segment needs to be disclosed.

Information about geographical areas

As the Company operates in India only, hence no separate geographical segment is disclosed.

Information about major customers

Revenue of Rs 95131.71 lakhs are derived from single customer (NHAI) which amounts to 10% or more of the Company's revenue.

31 Figures have been previous year regrouped/reclassified wherever necessary

For JLN US AND COMPANY

Chartered Accountants
Firm's Reg No. 101543W

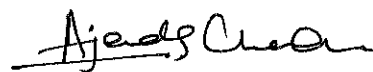


CA Mahesh Menaria
Partner
M. No. 400828



Date : 05th Septemeber 2019
Place : Udaipur

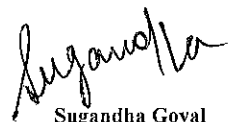
For and on behalf of the Board of Directors
Varanasi Sangam Expressway Private Limited
CIN U45500RJ2017PTC057753



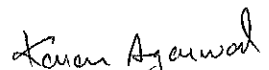
Ajendra Agarwal
Director
DIN : 01147897



Anand Rathi
Director
DIN : 02791023



Sugandha Goyal
Company Secretary
ICSI Memb. No. A51614
Date : 05th Septemeber 2019
Place : Gurugram



Karan Agarwal
Chief Finance Officer
ICAI Memb. No.522930

