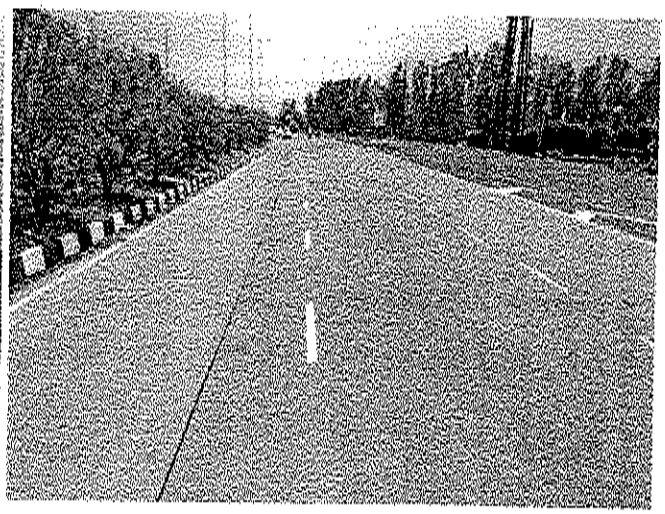
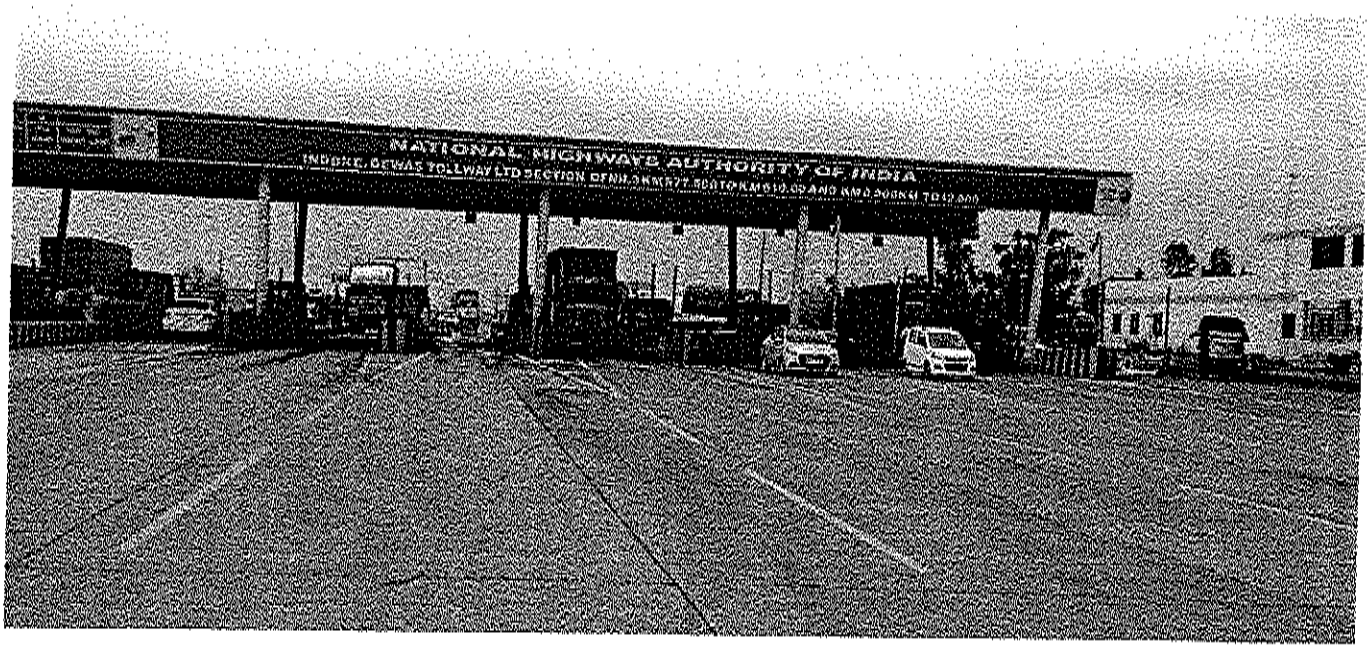
Indore Dewas Tollways Limited

11th Annual Report 2020-21





"Infrastructure is the life line of an economy and we add our bit to it"

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. J. Brij Mohan Reddy	Director
Mr. T.V. Sandeep Kumar Reddy	Director
Mr. Ch. Harivithal Rao	Independent Director
Mr. Krishnamurthy Chaturvedi	Independent Director

AUDIT COMMITTEE

Mr. Ch. Harivithal Rao	Chairman
Mr. J. Brij Mohan Reddy	Member
Mr. Krishnamurthy Chaturvedi	Member

NOMINATION & REMUNERATION COMMITTEE

Mr. Krishnamurthy Chaturvedi	Chairman
Mr. J. Brij Mohan Reddy	Member
Mr. Ch. Harivithal Rao	Member

AUDITORS

M/s. MKPS & Associates
(Formerly DASS MAULIK MAHENDRA K AGRAWAL & CO)
Chartered Accountants
F 110, Bhanu Enclave, 1st Floor,
Above Maruthi Showroom,
Erragadda, Hyderabad - 500038

PROJECT LENDERS

Union Bank of India, Hyderabad
Punjab National Bank, Hyderabad
State Bank of India, Hyderabad
India Infrastructure Finance Co. Ltd., New Delhi

REGISTRARS & SHARE TRANSFER AGENTS

M/s. Bigshare Services Private Limited
306, Right Wing, Amrutha Ville
Opp. Yashoda Hospital, Somajiguda,
Rajbhavan Road, Hyderabad-500082,
Telangana -India

REGISTERED & CORPORATE OFFICE

6-3-1090, B-1,
TSR Towers, Rajbhavan Road,
Somajiguda,
Hyderabad – 500 082, Telangana
CIN: U45200TG2010PLC068238

CONCESSIONING AUTHORITY

NATIONAL HIGHWAYS AUTHORITY OF INDIA
G – 5 & 6, Sector – 10,
Dwarka, New Delhi – 110 075

BOARDS' REPORT

To

The Members,

Your Directors have immense pleasure in presenting the 11th Annual Report of your Company and the Audited Financial Statements for the year ended 31st March, 2021.

1. FINANCIAL SUMMARY:

The following table depicts the financial results of your Company for the year ending 31st March 2021 :-

S. No.	Particulars	For the year ended 31.03.2021 (Rs.)	For the year ended 31.03.2020 (Rs.)
1)	**INCOME**		
	Income from Operations	75,38,60,692	64,14,92,966
	Other Operating Income	1,06,87,381	72,43,312
	Other Income	1,26,06,227	10,85,783
	TOTAL	**77,71,54,300**	**64,98,22,061**
2)	**EXPENDITURE**		
	Operation & Maintenance Expenses	5,39,72,416	7,27,29,821
	Other Operating Expenses	1,15,34,403	71,47,391
	Employee Benefits Expenses	1,74,96,915	1,98,25,321
	Finance Costs	1,04,94,98,552	99,46,31,449
	Depreciation and Amortisation Expenses	20,60,13,009	17,55,72,736
	Other Expenses	6,61,55,825	7,90,90,601
	TOTAL	**1,40,46,71,120**	**1,34,89,97,319**
3)	**PROFIT / (LOSS) BEFORE TAX**	**(62,75,16,821)**	**(69,91,75,258)**
	Provision for Taxation:		
	- Current Tax		
4)	**PROFIT / (LOSS) AFTER TAX**	**(62,75,16,821)**	**(69,91,75,258)**
	Less: Prior Period adjustments		
	Other Comprehensive Income		
	Re-measurements of the defined benefit Plan		
	Total Other Comprehensive income	**2,758**	**1,77,644**
	Total comprehensive income for the period	**(62,75,14,603)**	**(69,89,97,614)**
5)	**PROFIT / (LOSS) AFTER PRIOR PERIOD ITEMS**		
	Add: Balance brought forward from previous year	**(229,71,69,551)**	**(229,81,71,937)**
6)	**BALANCE CARRIED TO BALANCE SHEET**	**(362,46,83,614)**	**(229,71,69,551)**
	Earnings (Loss) per Share – Basic & Diluted	**(12,550.28)**	**(13,979.95)**

2. THE YEAR IN RETROSPECT

According to the Concession Agreement, the Company is collecting Toll/User fees from the Appointed Date ie., 1st September, 2011 from the existing 4-lane road. The Toll Collections during the construction period, have been Utilized towards the Construction of the Project Highway. The project has achieved Provisional Completion Certificate (PCC) on 29th May, 2015. The Hybrid ETC lanes have been fully functional in all the lanes of both the Toll Plazas. Effective from February 2021, the Ministry of Road Transport & Highways (Govt of India) has made the usage of FASTag mandatory for all road users.

❖ Intention to Terminate Letter issued by NHAI :

During the Current Year, the NHAI has issued the Intention to terminate letter dated **20th November 2020** citing the below defaults:

- **The payment of the Deferred Premium** – NHAI has raised demand notices for the payment of the premium deferred as it has misconstrued FITL as a fresh loan which was interest on Term loan I and the creation of the DSRA of Rs. 39.20 crs as surplus funds, which were lien marked funds by Lenders for the remittance of the interest dues to the Lenders. NHAI has cancelled the premium deferment sanction vide its letter dated 6th August 2020 and has raised a demand to remit the entire premium from November 2013 to the date of issuance of the above letter.
- **Penalty for non completion of the punch list items** - NHAI has issued negative Change of Scope (COS) order (2019) after 3 years of issuing the Provisional Completion Certificate (29th May 2015) and has raised penalties on the non completion of works.
- **Non-adherence to the Maintenance and safety norms** – NHAI has raised counter claims with respect to the maintenance and safety despite issues. However, NHAI itself got the safety audit conducted by M/s Rites consultants, and the same was acknowledged by NHAI, IE and the RO, before issuing the Provisional Completion Certificate (PCC).
- **Non - payment of the Independent Engineer fees** – NHAI has raised counter claims on account of defaults in the payment of the Independent Engineer fees. However the SPV has reimbursed the IE fees which is 1% of the TPC of NHAI ie., Rs. 3.25 crs (1% of Rs. 325 crs) as per the Concession Agreement.

The value of the counter claims raised by NHAI are amounting to **Rs 556.05 Crs** (vide letter dated 14th August 2020) citing various defaults, few of them are listed above. The company is not acknowledging and accepting these claims and these claims are illegal, unlawful and not as per the agreements signed with NHAI. The grounds specified by NHAI are not a valid base for termination. All the above defaults cited by NHAI in its letter are vehemently denied by the SPV, and are merely repetitive and vindictive in nature and have been adequately replied by the company in the past. The action of NHAI is illegal and unlawful and not as per the terms of the Concession Agreement.

❖ Proposal for Amicable Settlement of all Disputes between the Company & NHAI

The Correspondences between the NHAI and the SPV are as below :-.

SPV reply dated 2nd December, 2020 for the Intention to terminate letter dated 20th November 2020 - The SPV has replied to the NHAI vide its letter dated 2nd December, 2020 calling upon NHAI to restrain itself from taking any coercive steps under the Concession Agreement and that the SPV is looking forward to the ensuing discussions with the Authority for resolution of disputes amicably and in a cordial manner. The SPV also submitted that it is in the process of furnishing a detailed proposal for the settlement of disputes expeditiously.

NHAI reply dated 08th December, 2020 - In reply to the SPV letter dated 02.12.2020, the NHAI has issued a letter dated 8th December 2020, and has agreed to amicably resolve by way of Conciliation all the disputes including those pending in the Arbitral Proceedings as per the below terminology:

"Be that as it may, the Authority without prejudice to its right under the Concession Agreement is agreeable for consideration of your request to amicably resolve by way of conciliation, all disputes including those pending in the arbitral proceedings for which you are required to submit a concrete proposal as stated by the SPV in its letter dated 2nd December 2020."

NHAI has also advised the company to submit a concrete proposal as said by the Company in its letter dated 2nd December 2020 as per the below terminology:

Depending on the outcome of the settlement of all disputes by way of amicable settlement, if the outcome is not acceptable to any one of the party, the NHAI may resort to termination of the contract. NHAI has given the Company, a period of 10 days time for the submission of a concrete proposal for the settlement of the disputes.

SPV reply dated 11th December 2020 - The SPV has submitted a letter to NHAI dated 11th December 2020, seeking time upto 12th January 2021 to submit a concrete proposal citing the below:-

"In this connection, you will appreciate that the formulation of such a detailed proposal is very complex in nature involving technical, contractual, and financial issues which also require the participation of the lenders for the project, for which a consortium meeting is scheduled on 14.12.2020. Based on the outcome of the consortium meeting we will be in a position to arrive at a concrete proposal for your Consideration and amicably resolve by way of Conciliation of all disputes including those pending in Arbitration Proceedings".

SPV letter dated **7th January 2021** – The company has submitted the detailed proposal for the Amicable Settlement with the below options

(a) First being the Resolution Plan submitted to the Lenders which is pending approval by lenders and
(b) The amicable settlement of all disputes between the NHAI & the SPV and NHAI to make the settlement of the payments due to the Lenders for a reasonable amount.

NHAI has requested vide its ltr dated **12th Jan 2021** for debt details with the Statutory Auditors certificate & SPV submitted the information vide its letter dated 15th Jan 2021

NHAI has issued ltr dated **19th March 2021** for stalling of the Arbitration proceedings for amicable settlement of all disputes through conciliation meetings.

The Arbitrators have issued the Minutes of the Arbitration proceeding dated **7th April 2021** stating the Arbitration proceedings are suspended upto **6th October, 2021** on account of request by both the parties for amicable settlement.

NHAI has concurred for the amicable settlement of all disputes between both the parties. Accordingly NHAI has constituted the Conciliation committee of Independent Experts (CCIE) for the amicable settlement of all the disputes vide its letter dated **25th May 2021.** The SPV has remitted an amount of Rs 5 lacs to NHAI for the fees towards the conciliation meetings.

❖ ARBITRATION PROCEEDINGS

The SPV has submitted claims to NHAI for an amount of Rs. 1,077 crs on account of Loss of Toll revenues, cost overruns, delays in the handing over of ROW, EPC claims and other issues. The Disputes were referred to NHAI as per the Concession Agreement. As per the CA the SPV has

invoked the Dispute Resolution clause. The conciliation meetings at the Chief General Manager & General Manager of NHAI have failed with the officials of the SPV.

NHAI has called for conciliation meeting between Chairman of the Concessionaire with the chairman of NHAI on 9th January 2020 to reconcile the claims made by the SPV. However the discussion did not materialize. Therefore SPV invoked the Arbitration clause.

The Arbitration counsels on both the sides have been appointed. The first hearing was held on 30th May 2020. This was a preliminary meeting and brief discussion about the project was done. The tribunal has decided the future dates and next course of agenda for future hearings. The Minutes of the 2nd at meeting held on 19th October 2020 for the below items to be discussed:-

Settling the points for determination and issuing directions in the matter of mode and procedure of trial.

i Appoint dates for recording of evidence, if the parties wish to adduce oral evidence. Ld. Counsel should be ready with instructions as to number and names of witnesses proposed to be examined so as to enable the requisite dates being appointed for recording evidence.

ii Hear and decide any pending applications calling for directions of the Tribunal.

iii Such other matters to which the parties may invite attention of the Tribunal.

iv Appoint fee and expenses of the Members of the Tribunal by reference to Claims and Counter Claims.

The 3rd AT Meeting was held on 19th Jan 2021 and the contentions of both the parties ie., NHAI & the concessionaire have been heard by the counsel.

The 4th AT meeting was held on 11th February 2021 and NHAI has submitted counter claims to the counsel.

The 5th AT meeting to be held on 10th April 2021 was cancelled in accordance with the letter issued by NHAI and has initiated for the amicable settlement of the disputes between both the parties vide its ltr dated 19th March 2021.

The Arbitration council has issued letter dated 7th April 2021 stating that the Arbitration proceedings shall remain suspended for a period of 180 days ie., upto 6th Oct 2021 upon the request of the both the parties for mutual and amicable settlement of all disputes between them.

➢ Brief Update on the Operations during the Year

The Company has collected a toll fee of **Rs. 75,91,73,474/- (including the Rs. 53,06,820/- which is x amount of penalty paid to NHAI collected from Non FASTag users)** for the period 21st April, 2020 to March 31st, 2021, despite the COVID19 pandemic and the Lockdown in the entire nation and the suspension of toll as per the NHAI guidelines for the period 26th March 2020 to 20th April 2020.

All the lanes of both the toll plazas have been converted into Hybrid ETC lanes and as per the Govt of India and the MORTH guidelines. Accordingly it is mandatory that all the Users commuting through the toll plazas must have the FASTag for the payment of the user fees, otherwise the toll equivalent to twice the normal fare will collected if paid in cash.

Implementation of Mandatory FASTag for all the Vehicles and collection of Penalty from Cash paying vehicles - Remittance of the excess/Penalty collected from the Users of the NonFASTag effective 16th February 2021 to NHAI :

(i) A circular was issued by NHAI which states that in accordance with the second proviso of Sub rule (3) of Rule 6 of the National Highways Fee (Determination of Rates and collection) Rules 2008 all the Non FASTag users entering the FASTag lane have to pay the toll fees at 2x times the normal rate (x amount). This is in accordance with the decision of the Ministry that all the lanes be made FASTag lanes effective from 16th February 2021 vide circulars and Letters issued by NHAI as below :

(a) MORTH Letter No H-250610/02/2020 - Toll dated 16.02.2021;

(b) NHAI/13013/547/CO/20-21/FASTag/65290 dated 03.03.2021;

(c) NHAI/13013/547/CO/20-21/FASTag/65290 dated 08.03.2021.

(ii) The excess fees so collected ie., x amount (out of the 2x fees collected - over and above the normal fees) should be remitted to the central government in accordance with the sub rule (1) and sub rule (2) of the rule 7 of the National highways fee (Determination of rates and collection) rules, 2008 and terms of the respective concession agreement (Schedule R of the Concession Agreement).

(iii) Accordingly an amount of Rs. 53,06,820/- being the penalty amount collected (x amount) for the period 16th February 2021 to 31st March 2021 has been remitted to the PIU, NHAI on 15th April 2021 as per the circulars and letters issued.

The actual average daily revenue for the project in FY 2020-2021 is INR 21.78 Lakhs/day for 346 days as against the estimated INR 51.22 Lakhs/day as per the Original Financial model. However the average toll collections in the month of March 2021 were approximately Rs. 24 lacs per day. **Due to Lower toll collections the company was and is unable to service the debt and interest obligations towards the lenders. The company could not pay the NHAI Deferred Premium as per the deferment terms due to paucity of funds.**

- **Developments to the Adjoining Stretches : Due to the delay in the completion of the Adjoining Stretches the Toll revenue for our project Indore Dewas Tollways Limited is very low from the beginning**

(i) The **Stretch of Ghar – Dewas** was abandoned by the IVRCL. Because of which, the traffic coming from Ahmedabad has abandoned the Indore – Dewas Stretch. Consequently, the toll collections have reduced and the traffic from the west is cut off consequently resulting in low toll revenues.

Total length of the project is 155 kms and works of the length of 139 kms have been completed. The PCOD for the project has been granted in the month of Nov'2018. The 4-lane highway is open for traffic and tolling is being done. Works in a length of 16 kms is balance due to non-receipt of clearance from the forest department for the use of forest land.

(ii) The **Stretch of Gwalior – Shivpuri – Dewas Highway** was totally dilapidated with no maintenance, due to which the entire traffic, which normally passes through Shivapuri – Guna – Shajapur – Dewas, is now taking the alternate route resulting in reduced traffic on the Indore – Dewas Stretch. As NHAI has failed in the execution of the 2-4 laning road from Shivpuri – Dewas, which was initially awarded **to GVK in 2011** and was later cancelled and abandoned by them. **NHAI has later awarded the above works to three Developers on EPC/BOT basis as mentioned below**

1. IRCON International Pvt ltd – Shivpuri – Guna (EPC) (Km 236 to km 332.10).
2. Dilip Buildcon ltd - Guna - Biaora (BOT) (Km 332.100 to Km 426.100).
3. Oriental Structural Engineers Pvt Ltd - Biaora - Dewas (BOT) (Km 426.100 to Km 566.450).

The status of the above works is as below:-

Sl. No.	Road section	Agency	Length	Date of issue of LOA	Date of issue of PCC
1	Shivpuri Guna (Km 236 to km 332.10)	M/s IRCON	96 kms	31.03.2015	2018 for 83.6 kms *
2	Guna-Biaora (Km 332.100 to Km 426.100)	M/s DBL	93.05 kms	29.06.2015	201 8
3	Biaora-Dewas (Km 426.100 to Km 566.450)	M/s Oriental	141 kms	29.06.2015	201 9

*Balance 12.4 kms (96 kms – 83.6 kms) is basically the stretch of Guna bypass, where the toll operations are being done by the earlier agency and their concession period will be completed in the year 2022. After that the same will be handed over to IRCON for 4 laning work under phase-II. Post 2022 IRCON has been awarded the work to complete the carriage-way to 4 lane.

Gwalior - Shivpuri Highway

Total project length is 125 kms, out of which 6 kms is forest land, hence 119 is to be constructed. As of now, total of 119 kms length has been completed. The PCOD for the project has been granted in the month of Jan'2019. The 4-lane highway is open for traffic and tolling is being done. Works in a length of 6 kms is balanced due to non-receipt of clearance from the forest department for the use of forest land.

Although with the completion of the above stretches there seems to be no immediate substantial increase in the toll revenues which will be sufficient to service the interest and principal obligations to the Lenders as stipulated in the Restructuring package dated 1st July, 2014.

➢ Withdrawal of Premium Deferment Sanction by NHAI

As you are aware, Due to low toll collections and the stress in the account from the beginning, NHAI has granted the deferment of Premium payable to NHAI in the year 2014 as per the Rangarajan Committee report. The company has signed the supplementary agreement with NHAI for the deferment of premium payable to NHAI dated 22nd May, 2015 as per the sanction terms vide their letter NHAI/11033/CGM(FA)/6/2014 dated 11th June, 2014. As per the sanction terms deferment is granted from November 2013 to FY 2022 – 2023 with the full deferment being granted for a period of 6 years. However the annual review of the premium deferment is being done every year by NHAI. After the review of the Annual accounts for the FY 2014-15 & FY 2015-16 & FY 2016-17 NHAI has served a demand on the SPV for the payment of deferred premium amounting to Rs. 47.48 crs (excluding interest) for the 3 financial years.

The reasons and the details of the claim are as below :-

a) As per the terms of the sanction of the Restructuring proposal dated July 2014, an amount of Rs. 39.20 crs had to be kept with the escrow banker for the purpose of Debt service Reserve account over a period of 3 years.

b) The company has created the above reserve with the Lead Bank ie., Union Bank of India, for which NHAI had an objection and states that the creation of the reserve is ultra-vies the provisions of the Concession Agreement. The contention of NHAI is that the SPV cannot keep funds in the Reserve account without payment of dues neither to the Lenders nor to NHAI on account of Premium deferred.

The company's contention is that, as the asset is a stressed Asset and is not having sufficient cash flows even to remit the outstanding interest and principal Obligation to the Lenders in the FYs 2014-15; 2015-16 & 2016-17, the lenders have sanctioned the revised/ restructured debt repayment schedule with a moratorium of 33 months. The reserve of Rs. 39.20 crs (with accrued interest) can be Utilized only for the payment of debt service obligations towards the Lenders from April 2017. The company has submitted to NHAI that the company is incurring losses every year due to low toll collections and is unable to service even the debt obligations to the lenders regularly. The account is always in SMA2 and hence there is no surplus cash available with the company for the payment of Premium deferred.

c) However, the Reserve kept in the form of Fixed Deposits with Lenders amounting to Rs. 39.20 crs were redeemed on 26th May, 2017 as per the decision of the Lenders in the consortium meeting dated 19th May, 2017 and the proceeds were utilised for the payment of the Funded Interest Term Loan proportionately to all the Lenders and the repayment of Term Loan II in full, so as to reduce the interest burden on the SPV. The same is permitted as per Clause 22(xxvi) of the Supplementary Common Rupee Loan Agreement dated 29th June, 2015 which reads as below :

(xxvi) The Borrower hereby agrees that as per the financial model prepared for restructuring finalised by MITCON/ Capital Fortune, a deposit reserve of Rs.10.00 crores for Financial Year ending 2015, Rs.9.50 crores for Financial Year ending 2016 and Rs.19.70 crores for Financial Year ending 2017 shall be created out of toll collections of the Project which reserve shall not be kept as deposit and shall be adjusted towards prepayment of Loans on an as and when basis in order to reduce the interest liability of the Borrower for the Project.

The Lead Bank has written various letters to NHAI the latest being vide its letter No IFB:HYD:216:2019-20 dated 18th September, 2019, and explained about the DSRA and has clarified that the demand amount is not possible to be remitted as there is stress in the company and the cash flows are not even sufficient to meet even the Debt service obligations towards the Lenders. The Lead

bank has also taken a legal opinion on the contention of the NHAI stating –*"Breach of the terms of the escrow Agreement dated 29.10.2010". NHAI has in its raised concerns on the conflict in the withdrawal between the clause 31.1 of the Concession Agreement and clause 4.1 of the escrow agreement where in the former agreement the Concession Fee includes the Additional concession fee and the later agreement provides that additional concession fee has to be paid only after the debt service obligations. It is to be noted that the escrow agreement is a tripartite agreement between the NHAI – Concessionaire and the Escrow banker.* The legal opinion states that NHAI contention is erroneous and the demand is not tenable.

However during the current year, NHAI has cancelled the sanction of the premium deferment vide its letter dated 6th August 2020 and has issued notice to the SPV for the payment of the entire premium due along with Interest from 2014 to the date of issuance of this letter. However the SPV has protested the same and the matter is under dispute with NHAI. The company could not pay the premium amount deferred as per the sanction letter dated 11th June 2014.

➢ Status of the account with the Lenders

The SPV has availed the COVID19 moratorium for the payment of Interest and Principal dues for the period March 2020 to August 2020. The company has submitted letter to all the lenders vide letter dated 18th May 2020 for availing the moratorium as per RBI Guidelines and circular dated 27th March 2020.

The company has cleared all the Interest and Principal dues to all the Lenders upto December 2020 and has made partial payments of Interest dues in Term Loan 1 for the month of January 2021.

The account with Punjab National bank has slipped into NPA as on 31st January 2021 and PNB has issued a recall notice dated 4th February 2020 and demand has been raised for the remittance of the entire term loan. IIFCL account is also NPA as on 31st December 2019 and the same was communicated by IIFCL vide consortium meeting dated 14th December 2020.

The Resolution Plan has been submitted to the lenders to restructure the term loan with Rs. 236 crs as sustainable debt and balance as Unsustainable debt as per the two RP4 rating issued by Credit rating agencies ie., CRISL & CARE. The Resolution Plan was prepared based on the Techno Economic Viability study report (TEV) conducted by M/s Mott Macdonald and the RP4 rating issued by two credit rating agencies ie., CRISIL & CARE in accordance with the per the RBI circular dated 7th June 2019 for the restructuring of the loans.

The company has requested all the Lenders vide consortium meeting dated 14th December 2020 to take up the proposal of the Resolution plan with their competent Authorities. The Union bank of India, lead bank has communicated vide meeting dated 6th May 2021 that the Resolution Plan proposal has been not been approved by their competent Authority.

- **Balance EPC works/COS works & Status of the Issuance of the Final Completion certificate :-**

a) The Company has achieved 97.37% of Physical progress of work upto March 2017 and the value of the EPC works completed till now are Rs. 462.99 crs. The Routine Maintenance works are being carried out by the EPC Contractor as per the terms of the Agreement entered with them.

The SPV has applied for the Issuance of the final completion letter to the PD, PIU, Indore dated 28.5.2018. All the balance punch list items are long completed and further the safety Audit Committee site visit has also been completed successfully and all other technical tests have been completed successfully. The NHAI has also issued the letter for the deletion of the pending works from the scope of works. The issue of the final completion certificate is now under Arbitration.

- **Commencement of Major Maintenance Activities due to unprecedented Rains at the project Site.**

As already informed a huge damage was caused to the road due the incessant rains during the months of June 19 to Sep 19. The damage caused to the highway had to be rectified by commencing the major maintenance activity immediately. The cost estimate of Rs. 7.11 crs has been worked out (as per LIE certification) in-order to commence the repair works immediately.

The request has been made for the immediate release of Rs 10 crs for the commencement of the MMR activities. The SPV has called for a consortium meeting and submitted request to the Lead bank for the release of the above amount. However as the account is already in stress due to continuing deficit in cash flows even to service the debt obligations, the lenders have agreed to release an amount of Rs 1 crs to 1.5 crs per month towards the regular O&M and MMR activities.

The Insurance claims were submitted for an amount of Rs. 3.08 crs out of which an amount of Rs. 1.19 crs has been settled by the Insurance company during the month of December 2020. An amount of Rs. 2.85 crs has been remitted to the MMR contractor on account of the MMR works done and bills raised

3. FUTURE OUTLOOK

The Company has attained PCC on 29th May, 2015. We are glad to inform that the toll collections have improved from an average of Rs. 17.53 lacs per day in the previous year to Rs. 25 lacs per day during the month of March 2021 despite the pandemic COVID19 and the Lockdown resulting in the slow economic activity.

Covid-19 has come at a time when Indian economy was already facing slowdown due to the after effects of demonetization, GST rollout, NBFC crisis and RERA. All eyes were set on rural economy and uptick in demand thereon. Coupled with Covid 19 impact, the current economic situation has the potential to materially impair the purchasing power in the economy and thereby may affect the Toll collection.

The Toll Collections have to further improve to support the debt obligations to the lenders and payment of the premium to NHAI.

Commencement of Toll collections from 20-04-2020 Post relaxation of the Lockdown :

Though the toll collections commenced from 20.04.2020 00:00 hrs following the NHAI & Government instructions, there was a very little traffic crossing our toll booths as the lockdown was continuing in the country up to 03.05.2020. Due to the strict lockdown and strict restriction on movement of goods and passenger vehicles, the toll collection from 20-04-2020 was very meager until 2nd week of May 2020.

This is an extraordinary situation and **In view of the prevailing COVID-19 situation, and as per RBI and Ministry of Finance has given instructions to banks on allowing moratorium in payment of EMIs, and to defer recovery of installment in our Term Loan accounts.**

However we observe that the toll collections have almost reached normalcy after 50 days of Lockdown. Please find below the table of revenues for the months of April 2020 to March 2021.

Particulars	Toll collections	No of days	Average per day (Rs)
Apr-20	11,667,631	11	1,060,694
May-20	50,789,809	31	1,638,381
Jun-20	58,773,705	30	1,959,124
Jul-20	61,932,083	31	1,997,809
Aug-20	65,490,977	31	2,112,612
Sep-20	70,997,448	30	2,366,582

Oct-20	75,031,341	31	2,420,366
Nov-20	68,329,984	30	2,277,666
Dec-20	72,383,286	31	2,334,945
Jan-21	71,889,227	31	2,319,007
Feb-21	71,450,664	28	2,551,809
Mar-21	75,124,539	31	2,423,372

During the month of April 2021 (from mid month) and May 2021 the toll collections have declined due to the second wave of COVID19 & Lockdown in the city of Indore.

4. EXTRACT OF ANNUAL RETURN

The Extracts of Annual Return is prepared in Form MGT-9 as per the provisions of the Companies Act, 2013 and Rule 12 of Companies (Management and Administration) Rules, 2014 and the same is enclosed as **Annexure-1.**

5. BOARD MEETINGS

During the year ended 31st March, 2021, Four Board Meetings were convened and held. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

The dates on which the Board meetings were held are 18th June, 2020, 23rd July, 2020, 03rd November, 2020 and 29th January, 2021.

Attendance of Directors at the meetings:

The details of the attendance of the Directors at the Board meetings held during the year ended 31st March, 2021.

Name of the Director	Number of Board Meetings	
	Held	Attended
J. Brij Mohan Reddy	4	4
T.V. Sandeep Kumar Reddy	4	4
Ch. Harivithal Rao	4	4
M.V. Narasimha Rao	4	4
Krishnamurthy Chaturvedi	1	1

Audit Committee Meetings

During the year ended 31st March, 2021, Four Audit Committee Meetings were convened and held. The dates on which the Audit Committee meetings were held are 18th June, 2020, 23rd July, 2020, 03rd November, 2020 and 29th January, 2021.

Attendance of members at the meetings:

The details of the attendance of the Directors at the Audit Committee meetings held during the year ended 31st March, 2021:

Name of the Director	Number of Audit Committee Meetings	
	Held	Attended
M.V. Narasimha Rao	4	4
Ch. Harivithal Rao	4	4
J. Brij Mohan Reddy	4	4

Nomination & Remuneration Committee Meetings

During the year ended 31st March 2021, One NRC Meeting was held on 28th January, 2021.

Attendance of members at the NRC Committee Meeting:

The details of the attendance of the Directors at the NRC Committee meetings held during the year ended 31st March, 2021.

Name of the Director	Number of NRC Committee Meetings	
	Held	Attended
M.V. Narasimha Rao	1	1
Ch. Harivithal Rao	1	1
J. Brij Mohan Reddy	1	1

Separate meeting of Independent Directors

One separate meeting of independent directors was held during the year without the presence of non-independent directors and members of the management to assess the quality, quantity and timelines of flow of information between the Company Management and the Board.

6. DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

a. That in the preparation of the annual accounts for the year ended 31st March, 2021, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;

b. That such accounting policies were selected and applied them consistently and judgement and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2021 and of the profit of the Company for the year ended on that date;

c. That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d. That the annual accounts have been prepared on a going concern basis;

e. That proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.

f. That directors had devised proper systems to ensure compliance with the provisions of all applicable laws and such system were adequate and operating effectively.

7. DIRECTORS AND KEY MANAGERIAL PERSONNEL

The following are the changes in the Directors and Key Managerial Personnel during the period:

a. Mr. Krishnamurthy Chaturvedi was appointed as an Additional Director under the category of Independent Director with effect from 29.01.2021.
b. Completion of tenure of Directorship of M.V Narasimha Rao as an Independent Director with effect from 02nd March, 2021.

8. DECLARATION BY INDEPENDENT DIRECTORS

The independent directors have submitted the declaration of independence, as required pursuant to section 149(7) of the Companies Act, 2013 stating that they meet the criteria of independence as provided in sub-section(6).

9. RE-APPOINTMENTS

Mr. T.V. Sandeep Kumar Reddy, Director of the Company is retiring by rotation and being eligible, offers himself for re-appointment.

10. POLICY FOR SELECTION AND APPOINTMENT OF DIRECTORS AND THEIR REMUNERATION

The Nomination and Remuneration (N&R) Committee discusses and decides the appointment of the Board of Directors and their remuneration.

The Committee headed by Mr. Krishnamurthy Chaturvedi as a Chairman and Mr. J. Brij Mohan Reddy and Mr. Ch. Harivithal Rao, members of the Committee.

11. AUDITORS REPORT

EXPLANATORY NOTES TO THE QUALIFICATIONS IN THE AUDITORS' REPORT

Auditors Qualification

Non Accounting of interest on deferred additional concession fee for the year amounting to Rs. 25,73,90,290/- has resulted in understatement of loss for the current year by Rs. 25,73,90,290/- and understatement of non-current financial liabilities by the same amount.

Interest on Additional Concession Fees payable to NHAI :

The Statutory Auditor has qualified his Audit Report with regard to INDAS, and has mentioned that a provision amounting to ***Rs. 25,73,90,290/- for the Current year 2020-2021 & Rs. 90,75,90,033/- (cumulative)*** has not been provided in the Annual Accounts of the Company. The said amount is on account of Interest on Deferred Additional Concession fees payable to NHAI.

Your Company disagrees with the Statutory Auditor's interpretation and explains the facts as below:

Additional Concession fee has to be paid to National Highways Authority of India as per clause 26.2.1 of the Concession Agreement dated 17th May, 2010. National Highways Authority of India has granted deferment of Additional concession fees payable to them vide their sanction letter dated 11th June, 2014. Interest on the Additional concession fees payable to National Highways Authority of India is not provided in the books of accounts from FYs 2014-2021 as National Highways Authority of India has deferred the premium payment for the years mentioned as per the sanction letter dated 11th June 2014. The Interest liability accrues and becomes due as and when there are cash flows sufficient for the payment.

Due to the current situation of COVID19 and slump in the economy the revenues from the Toll collections seem bleak and no surplus cash flows are being expected after debt obligations, so as to pay the Additional Concession fees to National Highways Authority of India or Interest thereon. In

view of the total stress in the Funds flow, the management has considered that the liability accrues and becomes due as and when the cash flows are sufficient for the payment as explained above.

However NHAI has issued a letter dated 6th August 2020 cancelling the deferment of premium sanction and has raised the demand to the company to pay the entire amount due from 2014 with interest. The SPV has protested the above matter vide its letter dated 14th August 2020. The matter is now under amicable settlement with the Conciliation Committee of Independent Experts (CCIE) constituted by NHAI.

12. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

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

13. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The particulars of contracts or arrangements with the related parties entered during the current Financial Year referred to in Section 188 in the Form **AOC – 2** are annexed herewith as **Annexure-2.**

14. TRANSFER OF AMOUNT TO RESERVES

The Company does not propose to transfer any amount to any reserves for the Financial Year ended 31st March, 2021.

15. DIVIDEND

The Board of Directors does not recommend any dividend on the Equity Shares for the financial year ended on 31st March, 2021.

16. MATERIAL CHANGES AND COMMITMENTS

There has been no material change and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial Statements relate and the date of the report.

There has been no change in the nature of business of the Company.

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

Information relating to Conservation of Energy, Technology absorption and Foreign Exchange Earnings and Outgo as required under Section 134(3)(m) of the Companies Act, 2013 read with The Companies (Accounts) Rules, 2014 is Nil.

18. STATEMENT INDICATING DEVELOPMENT AND IMPLEMENTATION OF A RISK MANAGEMENT POLICY –

The source of income for your Company is Toll collections which is completely dependent on the traffic on the highway. There has been a significant decline in the toll collections due to the deteriorating condition of the adjoining roads to the Indore Dewas Highway as mentioned in point no 2 above. The development of the adjoining stretches has been completed almost 90% and there seems to be a steep growth in the traffic averaging to 24 lacs per day in the month of March 2021.

Your Company has also ensured that proper systems are planned, implemented and effectively monitored to ensure that all accounting and financial transactions are properly authorized and recorded, so as to ensure that the financial statements are free from material misstatements.

The implementation of the Hybrid ETC is fully completed and is functional in all lanes in both the toll plazas. As per the MORTH directives the FASTag is mandatory by all the road users and a penalty equal to doubt the fare (2x amount where x is the base fare) has to be collected from the road users having NonFASTag. Due to the implementation of the Electronic toll collections there has been improvement in the toll collections.

19. POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON CORPORATE SOCIAL RESPONSIBILITY INITIATIVES TAKEN DURING THE YEAR

The policy developed and implemented by the Company on Corporate Social Responsibility initiatives taken during the year is Nil as the relevant provisions of the Companies Act, 2013 in this regard are not applicable to the Company.

20. BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration Committees.

21. COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD AND GENERAL MEETINGS

The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Board Meetings and General Meetings.

22. SUBSIDIARY COMPANIES, JOINTLY CONTROLLED ENTITIES AND ASSOCIATE COMPANIES

During the Financial Year ending on 31st March 2021, your Company had no subsidiaries and associate Companies.

The names of companies which have become or ceased to be Company's Subsidiaries, joint ventures or associate companies during the year:

During the Financial Year, no company is ceased as Company's Subsidiary, joint venture or associate company.

23. CONSOLIDATED FINANCIAL STATEMENTS

As the Company does not have any subsidiary or associate companies, hence the Consolidated Financial Statements are not applicable.

24. STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENT OF SUBSIDIARIES/ ASSOCIATE COMPANIES/ JOINT VENTURES

As the Company does not have any subsidiary or associate companies so the statement containing salient features of the financial statement of subsidiaries/ associate companies/ joint ventures is not applicable.

25. DEPOSITS

The Company has not accepted any deposits from the public in terms of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

26. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations during the Financial Year 2020-21.

27. STATUTORY AUDITORS

M/s. MKPS & Associates, Chartered Accountants (Firm Registration No. 302014E), were appointed as statutory auditors of the Company to hold office from the conclusion of the 10th Annual General Meeting until the conclusion of the 15th Annual General Meeting to be held in the year 2025.

28. PARTICULARS OF EMPLOYEES

There are no employees in the Company who are drawing prescribed salary pursuant to Section 197 of the Companies Act, 2013 read with Rule, 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

29. VIGIL MECHANISM

The Company has a vigil mechanism to deal with instance of fraud and mismanagement, if any. The details of the Vigil Mechanism Policy are available for inspection by the Members at the Registered Office of the Company during business hours on working days of the Company.

30. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

Your Company has ensured that appropriate policies and procedures are adopted for ensuring orderly and efficient conduct of the business, including adherence to Company's policies, the safeguarding of its assets, prevention and detection of fraud and error, the accuracy and completeness of accounting records, and the timely preparation of reliable financial information.

31. SECRETARIAL AUDITOR

As per Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI Regulations"] every listed entity and its material unlisted subsidiaries incorporated in India shall undertake secretarial audit and shall annex

with its annual report, a secretarial audit report, given by a company secretary in practice, in Form No. MR - 3 as specified under Section 204 of the Act and the rules made thereunder with effect from the year ended 31st March, 2021.

Your Company being material unlisted subsidiary of the Listed Company i.e., Gayatri Highways Limited, has appointed Mr. C.N. Kranthi Kumar, Company Secretary in Practice, a Peer Reviewed Unit [No. 612 / 2019] as a Secretarial Auditor for the financial year 2020-21 to comply with the SEBI Regulations.

32. SECRETARIAL AUDIT REPORT

The Secretarial Audit Report issued by the Secretarial Auditor, does not have any observations / qualification / reservation / adverse remarks / matters of non-compliances. The report is annexed as **Annexure-3.**

33. MAINTENANCE OF COST RECORDS

The Company is maintaining the Cost Records as specified by the Central Government under Section 148 of the Act.

34. INTERNAL COMPLAINTS COMMITTEE

The Company is not required to comply with the provisions of constitution of the Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

35. HUMAN RESOURCES AND INDUSTRIAL RELATIONS

Your Company lays emphasis on competence and commitment of its human capital recognizing its pivotal role for organizational growth.

During the year, the Company maintained a record of peaceful employee relations. Your Directors wish to place on record their appreciation for the commitment shown by the employees throughout the year.

36. ACKNOWLEDGEMENTS

Your Directors express their appreciation to the Company's Regulatory, Professional & Local Bodies, Bankers, Financial Institutions, Auditors, Customers, Consultants, Service Providers for their continuous co-operation and support, and the Members for their confidence in the management of the Company.

For and on behalf of the Board

	J. BRIJ MOHAN REDDY	**T.V. SANDEEP KUMAR REDDY**
Place: **Hyderabad**	**Director**	**Director**
Date: **08th June, 2021**	**DIN:00012927**	**DIN:00005573**

Annexure-1

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended 31.03.2021
[Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:	
CIN	U45200TG2010PLC068238
Registration Date	04/05/2010
Name of the Company	INDORE DEWAS TOLLWAYS LIMITED
Category / Sub-Category of the Company	Company Limited by Shares/ Indian Non Government Company
Address of the Registered Office and contact details	6-3-1090, B-1, TSR Towers, Rajbhavan Road, Somajiguda, Hyderabad - 500082, Telangana. E Mail: ghl@gayatrihighways.com, Tel: 040-23310330
Whether listed company	Unlisted
Name, address and contact details of Registrar and Transfer Agent, if any	BIGSHARE SERVICES PVT. LTD. **Registered office:** E-3 Ansa Industrial Estatesaki Vihar Road Sakinaka Mumbai Maharashtra 400072-India **Branch Office:** 306, Right Wing, Amrutha Ville, Opp, Yasodha Hospital, Rajbhavan Road, Somajiguda, Hyderabad - 500082, Telangana. E Mail: bsshyd@bigshareonline.com, Tel: 040- 2337 4967

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 and Description of main products / services**	**NIC Code of the Product/ service**	**% to total turnover of the company**
1	Construction of Roads	42101	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -					
Sl. No.	**Name and address of the Company**	**CIN/GLN**	**Holding/ Subsidiary/ Associate**	**% of shares held**	**Applicable Section**
1	Gayatri Highways Limited	L45100TG2006PLC052146	Holding	66.64	2(46)

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)									
i) Category-wise Share Holding									
Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of total Shares	Demat	Physical	Total	% of total Shares	
A. Promoters									
(1) Indian									
a) Individual / HUF	-	15	15	0.03	-	15	15	0.03	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	33,320	16,660	49,980	99.96	33,320	16,660	49,980	99.96	0
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other....	-	-	-	-	-	-	-	-	-
Sub-Total (A)(1):	33,320	16,675	49,995	99.99	33,320	16,675	49,995	99.99	0
(2) Foreign	-	-	-	-	-	-	-	-	-
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other - Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
Sub-Total (A)(2):	-	0	0	0	-	0	0	0	0
Total Shareholding of Promoters (A) = (A)(1)+(A)(2)	33,320	16,675	49,995	99.99	33,320	16,675	49,995	99.99	0
B. Public Shareholding									
(1) Institutions									
-a) Mutual Funds / UTI	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
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	0
(2) Non-Institutions									
a) Bodies Corporate									
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	5	5	0.01	-	5	5	0.01	0
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	-	-	-	-	-	-	-	-
c) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-Total (B)(2):	0	5	5	0.01	0	5	5	0.01	0
Total Public Shareholding (B)=(B)(1)+(B)(2)	0	5	5	0.01	0	5	5	0.01	0
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	33,320	16,680	50,000	100	33,320	16,680	50,000	100	0

ii) Shareholding of Promoters

S. No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		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	Balaji Highways Holding Private Limited	16,660	33.32	-	16,660	33.32	-	-
2	Gayatri Highways Limited	33,320	66.64	100	33,320	66.64	100	-
3	Mr. T. V. Sandeep Kumar Reddy	5	0.01	-	5	0.01	-	-
4	Mr. J. Brij Mohan Reddy	5	0.01	-	5	0.01	-	-
5	Mr. T. Rajiv Reddy	3	0.006	-	3	0.006	-	-
6	Ms. T. Indira Reddy	2	0.004	-	2	0.004	-	-
Total		49,995	99.99	66.64	49,995	99.99	66.64	-

*As per the NCLT order dated 3rd November, 2017 of Composite Scheme of Arrangement between Gayatri Projects Ltd, Gayatri Infra Ventures Ltd and Gayatri Highways Ltd (Formerly Gayatri Domicile Pvt. Ltd), all the investments held by Gayatri Infra Ventures Ltd and Gayatri Projects Limited has been transferred to Gayatri Highways Ltd.

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

S. No		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	49995	99.99		
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	-	-	-	-
	At the end of the year	49995	99.99	-	-

iv) Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	5	0.01	-	-
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	-	-	-	-
	At the End of the year (or on the date of separation, if separated during the year)	5	0.01	-	-

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	10	0.02	-	-
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the End of the year	10	0.02	-	-

V. INDEBTEDNESS

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

Rs. in Crores

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	569.85	70.25		640.10
ii) Interest due but not paid	19.08			19.08
iii) Interest accrued but not due				
Total (i+ii+iii)	**588.94**	**70.25**		**659.19**
Change in Indebtedness during the financial year				
Addition	8.73			8.73
Reduction	(4.61)			(4.61)
Net Change	4.12			4.12
Indebtedness at the end of the financial year	593.05			593.05
i) Principal Amount	565.24	70.25		635.49
ii) Interest due but not paid	27.81			27.81
iii) Interest accrued but not due				
Total (i+ii+iii)	**593.05**	**70.25**		**663.30**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

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

B. Remuneration to other directors:

1. Independent Directors

Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount
		Mr. Ch. Harivithal Rao	Mr. M.V. Narasimha Rao	Mr. Krishnamurthy Chaturvedi	
	-Fee for attending Board/Committee Meetings	**Rs. 45,000/-**	**Rs. 45,000/-**	**Rs. 5,000/-**	
	-Commission	-		-	
	- Others, please specify	-		-	
	Total (B)(1)	**Rs. 45,000/-**	**Rs. 45,000/-**	**Rs. 5,000/-**	**95,000**

2. Other Non Executive Directors

Sl. No.	Particulars of Remuneration	Name of Directors		Total Amount
	-Fee for attending Board/Committee Meetings	-	-	-
	-Commission	-	-	-
	- Others, please specify	-	-	-
	Total (B)(2)	-	-	-
	Total (B)= (B)(1)+ (B)(2)	**Rs. 45,000/-**	**Rs. 45,000/-**	**Rs. 5,000/-**

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

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

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: -N.A.-

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	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

For and on behalf of the Board

J. BRIJ MOHAN REDDY
Director
DIN:00012927

T.V. SANDEEP KUMAR REDDY
Director
DIN:00005573

Place: **Hyderabad**
Date: **08/06/2021**

ANNEXURE-2

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 arms length transactions under third proviso thereto

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

(a) Name(s) of the related party and nature of relationship	NIL
(b) Nature of contracts/arrangements/transactions	
(c) Duration of the contracts / arrangements/transactions	
(d) Salient terms of the contracts or arrangements or transactions including the value, if any	
(e) Justification for entering into such contracts or arrangements or transactions	
(f) date(s) of approval by the Board	
(g) Amount paid as advances, if any:	
(h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188	

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

(a) Name(s) of the related party and nature of relationship	During the year, no material contracts or arrangements have been entered into by the Company.
(b) Nature of contracts/arrangements/transactions	NIL
(c) Duration of the contracts / arrangements/transactions	NIL
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	NIL
(e) Date(s) of approval by the Board, if any:	NIL
(f) Amount paid as advances, if any:	NIL

For and on behalf of the Board

INDORE DEWAS TOLLWAYS LIMITED * HYDERABAD

J. BRIJ MOHAN REDDY
Director
DIN:00012927

T.V. SANDEEP KUMAR REDDY
Director
DIN:00005573

Place: **Hyderabad**

Date: **08th June, 2021**

C.N.KRANTHI KUMAR
FCS
Company Secretary in Practice

Cell Phone: +91 - 76 75 00 11 22
E-mail: kranthisarkar369@gmail.com

ACCOUNTABILITY & TRANSPARENCY

Form No. MR - 3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2021

To

The Members
Indore Dewas Tollways Limited,
6-3-1090, B-1, TSR Towers, RajBhavan Road,
Somajiguda, Hyderabad - 500082, Telangana.

I have conducted the Secretarial Audit for compliance of applicable statutory provisions and the adherence to good corporate practices by Indore Dewas Tollways Limited, CIN: U45200TG2010PLC068238 (herein after 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 Indore Dewas Tollways Limited books, papers, minute books, forms and returns filed and other records maintained by the Company [as provided to me] 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 31-03-2021 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Indore Dewas Tollways Limited (the "Company") for the financial year ended on 31-03-2021, according to the provisions of:

I. The Companies Act, 2013 (the 'Act') and the rules made there under;

II. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under; and

III. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 & Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') [to the extent applicable] to the Company.

COMPANY SECRETARY IN PRACTICE ★ C.N. KRANTHI KUMAR

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

a) Secretarial Standards issued by The Institute of Company Secretaries of India as notified from time to time;

b) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

c) Other laws specifically applicable to the Company;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that the provisions of the following are not applicable to the Company:

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

b) 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;

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

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

e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

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

g) 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;

h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations 2009; and

i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

C.N.

COMPANY SECRETARY IN PRACTICE C.N. KRANTHI KUMAR

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Non-Executive Directors and Independent Directors. The Company was not required to

appoint Executive Directors on its Board. There were no changes in the composition of the Board of Directors.

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.

Majority decision is carried through, and there were no dissenting members' views, and the same are captured and recorded as part of the minutes.

I further report that 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.

I further report that the Company has:

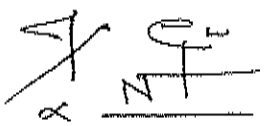
a) No specific events / actions having a major bearing on the Company's affairs in pursuance of the above laws, rules, regulations, guidelines, standards, etc. referred to above.

b) No cases of fraud which are required to be reported pursuant to provisions of section 143 read with section 447 of the Companies Act, 2013 and the rules made there under.

Note:

a) This report is to be read with my letter of even date which is annexed as Annexure – 'A' and Notes forming an integral part of this report.

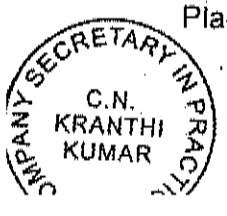
b) Due to the disruptions & situations caused by the global pandemic of COVID-19, the compliance matters stated in this report are to read and construed based on various special measures, relaxations, clarifications, extensions, schemes, limits, waivers and fee payments given by the Ministry of Corporate Affairs (MCA), the Securities and Exchange Board of India (SEBI) and other statutory authorities for complying various provisions of the statutes applicable to the Company.



C.N.Kranthi Kumar
Company Secretary in Practice
FCS No.9255 CP No.13889
Unique Code No: I2014TL1227000
Peer Reviewed Unit
Certificate No.612/2019

UDIN: F009255C000409072

Date: 01-06-2021
Place: Hyderabad



ANNEXURE - 'A'

To

The Members
Indore Dewas Tollways Limited

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

1. Maintenance of secretarial records is the responsibility of the management of Indore Dewas Tollways Limited (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 processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records with best possible care, reasonable skill and due diligence.

3. The verification was done on sample / test / random basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices that I have followed [based on guiding principles] has provided a reasonable basis for my opinion.

4. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.

5. Where ever required, I have obtained the management representation about the compliance of laws, rules, regulations, guidelines and happening of events, etc.

6. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on sample / test / random basis.

7. 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.

C.N.

COMPANY SECRETARY IN PRACTICE
C.N. KRANTHI KUMAR

NOTES

To

The Members
Indore Dewas Tollways Limited

My report of even date is to be read along with the following notes:

1) Format:

The report is presented and submitted pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in Form No. MR-3, the format prescribed under Section 204 of the Companies Act, 2013 and the rules made thereunder.

2) Requirement:

The Company being a material unlisted subsidiary [incorporated in India] of the listed entity - Gayatri Highways Limited, CIN: L45100TG2006PLC052146, the requirement to undertake secretarial audit and annex to its annual report a secretarial audit report is mandated as a matter of compliance.

3) Management responsibility:

The management of the Company is responsible for compliances laws, bye-laws, rules, regulations, circulars, guidelines, notifications, orders and standards as applicable to the Company, and the provisions of the Memorandum and Articles of Association of the Company, and the Board operations, adequate systems, processes, structures and maintaining it.

4) Reporting responsibility:

The responsibility of the Company Secretary in Practice is restricted only for verification of procedures of the Company on sample / test / random basis to ensure that correct facts are reflected in records.

5) Interpretation:

The words or expressions stated in bold, if any, shall bear the same meaning and context at the relevant paragraphs above, unless otherwise stated.

C.N.

COMPANY SECRETARY IN PRACTICE
C.N. KRANTHI KUMAR

37

MKPS & ASSOCIATES
(Formerly DASS MAULIK MAHENDRA K AGRAWAL & CO)
CHARTERED ACCOUNTANTS

F110, Bhanu Enclave, 1st Floor,
Above Maruti Showroom,
Erragada, Hyderabad-500 038.
Tel : 040-42038614
Mob : 9849158055, 9652457167
E-mail : surgyanmodi_908@yahoo.com

INDEPENDENT AUDITOR'S REPORT

To the Members of
INDORE DEWAS TOLLWAYS LIMITED

Report on the audit of the Individual Ind AS Financial Statements

Qualified Opinion

We have audited the Individual Ind AS financial statements of **INDORE DEWAS TOLLWAYS LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2021 and the Statement of Profit and Loss (Including other Comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the Individual Ind AS financial statements, including a summary of significant accounting policies and other explanatory information for the year ended on that date.

In our opinion and to the best of our information and according to the explanations given to us, **except for the possible effects of the matter described in the Basis for Qualified Opinion section of our report,** the aforesaid Standalone Ind AS financial statements give the information required by the Companies Act, 2013 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, 2021, and its loss, changes in equity and its cash flows for the year ended on that date.

Basis for Qualified Opinion

Non Accounting of interest on deferred additional concession fee (deferred premium) amounting to Rs. 90,75,90,033/- resulted in understatement of cumulative loss by Rs. 90,75,90,033/- (for the year Rs. 25,73,90,290/-) and understatement of liabilities by the same amount.

We conducted our audit of Individual Ind AS financial statements in accordance with the Standards on Auditing (SAs) 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 Individual Ind AS Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Individual Ind AS financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

Emphasis of Matter

1) We draw attention to note 33 (vi) to accompanying individual Ind AS financial statements, where during the year, NHAI had issued letter expressing intention to terminate the project and also filed counter claims. In response to NHAI letter, the company had submitted couple of options for a amicable solution which were evaluated by NHAI and a Conciliation committee of Independent Experts has been constituted by NHAI. Since, no termination proceedings had been initiated and pending the ultimate outcome of these matters, which is presently unascertainable, no adjustments have been made and the accompanying financial statements are prepared on going concern basis.

2) We draw attention to note 13(iii)(v) to accompanying individual Ind AS financial statements that the account has become NPA with Punjab National bank and has issued a recall notice dated 4th February 2020 recalling the entire outstanding loan. As represented by the management all the Lenders in the consortium meeting dated 14th December 2020 agreed to take up the resolution proposal with their respective competent authorities. In view of the above resolution proposal under consideration, borrowings from PNB continues to be accounted as non-current borrowings.

Our audit opinion is not modified in respect of the above matters.

Material Uncertainty Related to Going Concern

We draw attention to Note 12(b) in the financial statements, which indicates that the Company incurred a cumulative net loss of Rs. 362,46,83,614 upto March 31st, 2021 resulting in negative net-worth of the Company. These events or conditions, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. However, as stated in Note 46, it has been represented by the management that the company's net worth has eroded primarily due to high amortization , high interest on term loans and high deferred premium liability. The Management expects that the Company's revenue for the subsequent financial years will be sufficient to meet the expenditure and recoup the losses incurred thereby strengthening the financial position of the Company and the company will be able to discharge all its obligations in foreseeable future and therefore going concern assumption is appropriate for preparation of financial statements

Our opinion is not modified in respect of this matter.

Information Other than the Ind AS 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 Individual Ind AS financial statements and our auditor's report thereon)

Our opinion on the Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Ind AS financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibility of Management and Those Charged with Governance for the Individual Ind AS 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 Individual Ind AS 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 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 Individual Ind AS financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements
Our objectives are to obtain reasonable assurance about whether the 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 it 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 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 financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the 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 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

Other Matters

The financial statements of the Company for the year ended March 31, 2020 included in these standalone Ind AS financial statements, are based on the previously issued statutory financial statements for the year ended March 31, 2020 which were audited by another auditor, on which they expressed an qualified opinion vide their report dated June 18, 2020.

Our opinion is not qualified in respect of this matter.

MKPS & ASSOCIATES HYDERABAD

Report on Other Legal and Regulatory Requirements

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

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

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

c) The Balance Sheet, the Statement of Profit and Loss including other Comprehensive income, the statement of changes in equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

d) In our opinion, the aforesaid Individual Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e) Our observations made on the matters stated in the 'Basis for Qualified Opinion' and 'Material Uncertainty Relating to Going Concern' paragraphs above may have a significant effect so as to adversely affect the functioning of the company.

f) On the basis of the written representations received from the directors as on March 31, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.

g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer note 41 to the standalone financial statements;

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

3. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, In our opinion and to the best of our information and according to the explanations given to us, the Company has not paid any remuneration to its directors during the year.

For MKPS & Associates
Chartered Accountants
FRN 302014E

S Modi
Partner
M No.051361
UDIN: 21051361AAAAAM5939
Place: Hyderabad
Date:08/06/2021

Annexure 'A' to the Independent Auditor's Report of INDORE DEWAS TOLLWAYS LIMITED for the Year ended as on 31st March 2021

Annexure referred to in paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of our report on even date:-

i. a. The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;

b. The Fixed Assets have been physically verified by the Management at regular Intervals and no material discrepancies were noticed on such verification.

c. The title deeds of immovable properties are held in the name of the company.

ii. As the company is engaged in the business of infrastructure development, operations and its maintenance and there is no inventory in hand at any point of time, hence paragraph 3(ii) of the Order is not applicable to the company.

iii. The Company has not granted any loans, secured or unsecured to companies, firms, limited liabilities partnership or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Hence, reporting under clause (a) to (c) of Para 3(iii) are not applicable.

iv. The Company has not entered into any transaction in respect of loans, investments, guarantee and securities, which attracts compliance to the provisions of the sections 185 and 186 of the Companies Act, 2013. Therefore the paragraph 3(iv) of the Order is not applicable to the company.

v. The Company has not accepted deposits and the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under are not applicable to the Company.

vi. According to the information and explanations given to us, maintaining the cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 is not applicable to the company.

vii. a. According to the information and explanations given to us and on the basis of our examination of the books of accounts, the company has been generally regular in depositing undisputed statutory dues including provident fund, employee state insurance, income tax, Goods service tax, cess and other statutory dues during the year with the appropriate authorities. As on 31st March 2021, there are no undisputed statutory dues payables for period exceeding for a period more than six month from the date they become payable.

b. According to the information and explanation given to us, there are no dues of income tax Goods service tax, duty of customs, duty of excise, cess and any other statutory dues which have not been deposited on account of dispute.

viii. The company has taken term loans from various banks and a financial institution. During the year, the company has defaulted in payment of interest on borrowings to the banks & financial institute as per the details given below .The Company has not taken any loans or borrowings from Government and has not issued any debentures during the year.

Term Loan I

Due Date	Interest Outstanding	Principal O/s	Delays	Interest Outstanding	Principal O/s	Delays
	Banks			Financial Institutions		
31-Mar-2020	1,30,85,340	56,25,000	366	88,24,935	37,50,000	366
30-Apr-2020	1,27,75,061	-	336	86,50,079	-	336
31-May-2020	1,33,08,534	-	305	90,06,118	-	305
30-Jun-2020	1,28,30,508	75,00,000	275	86,66,125	50,00,000	275
31-Jul-2020	1,34,89,245	-	244	89,35,662	-	244
31-Aug-2020	1,33,28,224	-	213	89,16,262	-	213
30-Sep-2020	-	-	183	-	-	183
31-Oct-2020	-	-	152	-	-	152
30-Nov-2020	-	-	122	-	-	122
31-Dec-2020	-	-	91	-	-	91
31-Jan-2021	28,60,020	-	60	-	-	60
28-Feb-2021	2,62,26,292	-	32	80,82,353	-	32
31-Mar-2021	3,15,07,899	1,75,00,000	1	1,07,83,473	50,00,000	1
Total	**13,94,11,123**	**3,06,25,000**		**7,18,65,007**	**1,37,50,000**	

Funded Interest Term Loan

Due Date	Interest Outstanding	Principal O/s	Delays	Interest Outstanding	Principal O/s	Delays
	Banks			Financial Institutions		
31-Mar-2020	37,49,829	90,76,000	366	24,11,037	60,50,000	366
30-Apr-2020	36,69,938	-	336	23,59,669	-	336
31-May-2020	38,22,488	-	305	24,58,566	-	305
30-Jun-2020	36,87,810	1,81,52,000	275	23,91,718	1,21,00,000	275
31-Jul-2020	37,90,864	-	244	24,64,762	-	244
31-Aug-2020	37,41,141	-	213	24,31,989	-	213
30-Sep-2020	-	-	183	-	-	183
31-Oct-2020	-	-	152	-	-	152
30-Nov-2020	-	-	122	-	-	122
31-Dec-2020	-	-	91	-	-	91
31-Jan-2021	59,69,845	-	60	23,63,716	-	60
28-Feb-2021	76,13,071	-	32	21,21,111	-	32
31-Mar-2021	95,23,372	4,23,52,000	1	22,84,760	1,21,00,000	1
Total	**4,55,68,358**	**6,95,80,000**		**2,12,87,328**	**3,02,50,000**	

ix. Money raised by way of term loans were applied for the purpose for which it was raised. The Company has not raised money by way of initial public offer or further public offer.

x. According to the information and explanation given to us by the management which have been relied by us, there were no frauds on or by the company noticed or reported during the period under audit.

xi. The company has not paid managerial remuneration, hence paragraph 3(xi) of the order is not applicable to the company.

xii. The Company is not a Nidhi Company and hence clause3 (xii) of the Companies (Auditor's Report) Order 2016 is not applicable.

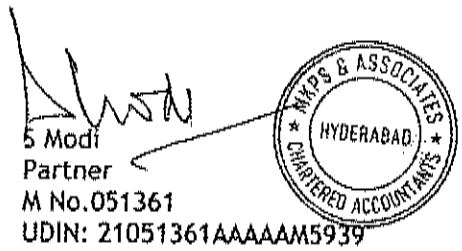
xiii. According to the information and explanations given to us and based on our examination of the records of the Company, all transactions with the related parties are in compliance with sections 177 and 188 of the Companies Act, 2013 where applicable and the details of such transactions have been disclosed in the Standalone Ind AS financial statements as required by the applicable accounting standards.

xiv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

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

For MKPS & Associates
Chartered Accountants
FRN 302014E



S Modi
Partner
M No.051361
UDIN: 21051361AAAAAM5939
Place: Hyderabad
Date:08/06/2021

ANNEXURE - B TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in our Report of even date)

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

We have audited the internal financial controls with reference to financial statements of **INDORE DEWAS TOLLWAYS LIMITED** ("the Company") as of March 31, 2021 in conjunction with our audit of the Individual Ind AS 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 financial controls with reference to financial statements 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 (the "Guidance Note"). 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 with reference to financial statements based on our audit. We conducted our audit in accordance with 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 with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Individual Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to financial statements.

Meaning of Internal Financial Controls with reference to financial statements

A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Individual Ind AS 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 Individual Ind AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Individual Ind AS financial statements.

Inherent Limitations of Internal Financial Controls with reference to financial statements

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

Basis for Qualified Opinion

In our opinion, according to the information and explanations given to us and based on our audit, the following material weaknesses have been identified as at March 31, 2021, i.e The Company did not have appropriate internal financial controls over accounting of interest on deferred additional concession fee (deferred premium).

The inadequate supervisory and review control over Company's process in respect of its aforesaid accounting in accordance with the accounting principles generally accepted in India could potentially result in a material misstatement in preparation and presentation of financial statements including the profit/loss after tax. A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

Qualified Opinion

In our opinion, except for the possible effects of material weaknesses described in "basis for qualified opinion" paragraph above, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2021, based on the internal financial

controls with reference to financial statements 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.

We have considered the material weaknesses identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the standalone financial statements of the Company for the year ended on March 31, 2021, and these material weaknesses have affected our opinion on the standalone financial statements of the Company and we have issued a qualified opinion on the standalone financial statements.

For MKPS & Associates
Chartered Accountants
FRN 302014E

S Modi
Partner
M No.051361
UDIN: 21051361AAAAAM5939
Place: Hyderabad
Date:08/06/2021

INDORE DEWAS TOLLWAYS LIMITED

Notes to financial statements for the Year ended 31st March 2021.

1. Corporate Information

M/s Indore Dewas Tollways Limited is a public company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The company is a Special Purpose Vehicle (SPV) for execution of the project " Six Laning of Indore-Dewas section of NH 3 from KM 577.550 to KM 610.00 and KM 0.000 to KM 12.600 (Approx. length 45.05 KM) in the state of Madhya Pradesh under NHDP Phase-V to be executed as BOT (Toll) project on Design, Build, Finance, Operate and Transfer "DBFOT" pattern. The company has entered into a Concession Agreement with National Highways Authority of India, which specifies a two and half year of construction period and twenty two and half years of operation & maintenance period. The Company achieved the Provisional Completion Certificate w.e.f. 29th May, 2015.

2. Significant Accounting Policies

2.01 Basis of preparation

(a) Compliance with IndAS

The Company's financial statements comply in all material respects with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

(b) Basis of measurement

The financial statements have been prepared on a historical cost basis, except for the following items

Items	Measurement basis
Certain Financial Assets and Liabilities	Fair Value
Net Defined Benefit (Asset)/Liability	Fair Value of Plan Assets (if any) less Present Value of Defined Benefit Obligations
Assets Held for Sale	Fair Value less Costs to Sell

(c) Use of Estimates and Judgements

The preparation of these Financial Statements in conformity with IndAS requires the management to make estimates and assumptions considered in the reported amounts of Assets, Liabilities (including contingent liabilities), Income and Expenses. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Actual results could differ due to these estimates and the differences between the actual results and the estimates

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are recognised in the periods in which the results are known / materialize. Estimates include the useful lives of Property Plant and Equipment and Intangible Fixed Assets, allowance for doubtful debts/advances, future obligations in respect of retirement benefit plans, provisions for re-surfacing obligations, fair value measurement etc.

(d) Measurement of fair values

A number of the accounting policies and disclosures require the measurement of fair values for both financial and non-financial assets and liabilities. Fair value measurements are categorized into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

• Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that entity can access at measurement date

• Level 2 inputs other than quoted prices included in Level 1, that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices); and

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

2.02 Presentation of Financial Statements

The Balance Sheet and the Statement of Profit and Loss are prepared and presented in the format prescribed in Schedule III to the Companies Act, 2013 ("the Act"). The Cash Flow Statement has been prepared and presented as per the requirements of Ind AS 7 "Statement of Cash Flows". The disclosure requirements with respect to items in the Balance Sheet and Statement of Profit and Loss, as prescribed in Schedule III to the Act, are presented by way of notes forming part of accounts along with the other notes required to be disclosed under the notified Accounting Standards.

2.03 Revenue recognition

The Company has adopted Ind AS 115 " Revenue from Contracts with Customers " with the date of initial application being April 1, 2018. Ind AS 115, revenue from contracts with customers, mandatory for reporting period beginning on or after April 1, 2018 replaced existing revenue recognition requirements i.e Ind AS 18 Revenue Recognition and Ind AS 11 Construction Contracts. There were no significant adjustments required to the retained earnings as on April 1, 2018.

Accordingly, the policy for Revenue is amended as under:

The Company derives revenue primarily from toll collection and other miscellaneous construction contracts. Toll collections from the users of the infrastructure facility constructed by the Company under the Service Concession Arrangement is accounted for based on completion of the performance obligation which largely coincides with actual toll collection from the user. Revenue from sale of smart cards is accounted on recharge basis. To recognize revenue, the Company applies the following five step approach :-

(1) Identify the contract with a customer,
(2) Identify the performance obligations in the contract,
(3) Determine the transaction price,
(4) Allocate the transaction price to the performance obligation in the contract, and
(5) Recognize revenue when a performance obligation is satisfied.

At contract Inception, the Company assesses its promise to transfer services to a customer to identify separate performance obligations. The Company applies judgment to determine whether each service promised to a customer are capable of being distinct, and are distinct in the context of the contract, if not, the promised services are combined and accounted as a single performance obligation. For performance obligations where control is transferred over time, revenue is recognized by measuring progress towards completion of the performance obligation. The selection of the method to measure progress towards completion requires judgment and is based on the nature of the services to be provided. The method for recognizing revenues and cost depends on the nature of the services rendered.

a) Toll collections from the users of the infrastructure facility constructed by the Company under the Service Concession Arrangement is accounted for based on completion of the performance obligation which largely coincides with actual toll collection from the user. Revenue from sale of smart cards is accounted on recharge basis.

b) Interest income is recognised on a time proportion basis taking into account the amount outstanding and the applicable rate.

c) Fair value gains on current investments carried at fair value are included in other income.

d) Dividend income is recognised when the right to receive the same is established by the reporting date.

e) Insurance and other claims are recognized as revenue on virtual certainty of receipt basis.

f) Dividend income is recognized when the right to receive is established. Other items of income are accounted as and when the right to receive arises and recovery is certain.

2.04 Cash and bank balances

Cash and bank balances also include fixed deposits, margin money deposits, earmarked balances with banks and other bank balances which have restrictions on repatriation. Short

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term highly liquid investments being not free from more than insignificant risk of change are not included as part of cash and cash equivalents. Bank overdrafts which are part of the cash management process is included as part of cash and cash equivalents.

2.05 Cash flow statement

Cash flow statement is prepared segregating the cash flows from operating, investing and financing activities. Cash flow from operating activities is reported using indirect method. Under the indirect method, the net profit/(loss) is adjusted for the effects of:

(a) transactions of a non-cash nature;
(b) any deferrals or accruals of past or future operating cash receipts or payments and,
(c) all other items of income or expense associated with investing or financing cash flows.

The cash flows from operating, investing and financing activities of the Company are segregated based on the available information. Cash and cash equivalents (including bank balances) are reflected as such in the Cash Flow Statement. Those cash and cash equivalents which are not available for general use as on the date of Balance Sheet are also included under this category with a specific disclosure.

2.06 Current & Non Current Classification :

Current Asset :

An asset shall be classified as current when it satisfies any of the following criteria:

(a) It is expected to be realized in, or is intended for sale or consumption in, the company's normal operating cycle;
(b) It is held primarily for the purpose of being traded.
(c) It is expected to be realized within twelve months after the reporting date, or
(d) It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.
All other assets shall be classified as non-current.

Current Liabilities:

A liability shall be classified as current when it satisfies any of the following criteria:

(a) it is expected to be settled in the company's normal operating cycle;
(b) it is held primarily for the purpose of being traded;
(c) it is due to be settled within twelve months after the reporting date : or
(d) the company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date. Terms of a liability that could at the option of the counterparty, result in its settlement by the issue of equity instruments do not effect its classification. All other liabilities shall be classified as non-current.

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2.07 Property, plant and equipment (PPE)

Property, plant and equipment are stated at historical cost less accumulated depreciation and cumulative impairment. Historical cost includes expenditure that is directly attributable to acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that the future economic benefits associated with the item will flow to the entity and the cost of the item can be measured reliably. Cost includes expenditure that is directly attributable and for qualifying assets, borrowing costs capitalised in accordance with the Company's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use.

Depreciation on assets has been provided on Straight line basis at the useful lives specified in the Schedule II of the Companies Act, 2013. Depreciation on additions/ deductions is calculated pro- rata from/ to the month of additions/ deductions.

An item of property, plant and equipment is derecognised upon disposal. Any gain or loss arising on the disposal of an item of property plant and equipment is determined as the difference between the sale proceeds and the carrying amount of the asset and is recognised in the statement or profit and loss.

For transition to IndAS, the Company has elected to continue with the carrying value of all its property, plant and equipment recognised as of April 01, 2015 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost on the transition date.

Depreciation charge for impaired assets is adjusted in future periods in such a manner that the revised carrying amount of the asset is allocated over its remaining useful life.

2.08 Intangible assets

a) Rights under Service Concession Arrangements

Intangible assets are recognised when it is probable that future economic benefits that are attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably. Intangible assets are stated at original cost net of tax/duty credits availed, if any, less accumulated amortisation and cumulative impairment.

b) Toll Projects (Right to charge users)

Toll collection rights obtained in consideration for rendering construction services, represent the right to collect toll revenue from the users of the public service (road) during the concession period in respect of Build-Operate-Transfer ("BOT") project undertaken by

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the Company. Toll collection rights are capitalized as intangible assets upon completion of the project at the cumulative construction costs plus the present value of obligation towards negative grants and additional concession fee payable to National Highways Authority of India ("NHAI")/State authorities, if any. Till the completion of the project, the same is recognised under intangible assets under development.

The cost incurred for work beyond the original scope per Concession agreement (normally referred as "Change of Scope") is capitalized as intangible asset under development as and when incurred. Reimbursement in respect of such amounts from NHAI/State authorities are reduced from the carrying amount intangible assets to the extent of actual receipts for Change of scope works done upto the date of capitalization. However post issuance of PCC, all the Change of scope works income and expenditure is taken to the Profit and loss account.

Extension of concession period by the authority in compensation of claims made are capitalised as part of Toll Collection Rights at the time of admission of the claim or when there is a contractual right to extension at the estimated amount of claims admitted or computed based on average collections whichever is more evident.

Any Viability Gap Funding (VGF) in the form of equity support in connection with project construction is accounted as a receivable and is adjusted to the extent of actual receipts. The toll collections received during the construction period have been adjusted to the carraigeways on the date of Capitalization of the Asset.

Pre-operative expenses including administrative and other general overhead expenses that are directly attributable to the development or acquisition of intangible assets are allocated and capitalized as part of cost of the intangible assets.

Intangible assets that are not ready for the intended use on the date of the Balance Sheet are disclosed as "Intangible assets under development".

For transition to IndAS, the Company has elected to continue with the carrying value of all its Intangible Assets, recognised as of April 01, 2015 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost on the transition date.

Amortisation of intangible assets

Toll collection rights in respect of road projects are amortized over the period of concession using the revenue based amortisation method prescribed under Schedule II to the Companies Act, 2013. Under the revenue based method, amortisation is provided based on proportion of actual revenue earned till the end of the year to the total projected revenue from the intangible asset expected to be earned over the concession period. Total projected revenue is reviewed at the end of each financial year and is adjusted to reflect the changes

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in earlier estimate vis-a-vis the actual revenue earned till the end of the year so that the whole of the cost of the intangible asset is amortised over the concession period.

For transition(01/04/2016) to IndAS, the Company has availed the option(under para D22 of Ind As 101) to continue with the Revenue based amortisation method prescribed under Schedule II to the Companies Act, 2013 for toll collection rights recognised under service concession arrangements recognised for the period ending immediately before the beginning of the first IndAS reporting period(i.e. 31/03/2017) as per the previous Indian GAAP.

2.09 Borrowing costs

Borrowing costs include interest calculated using the effective interest method, amortisation of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Consolidated Statement of Profit and Loss over the tenure of the loan. Borrowing costs, allocated to and utilized for acquisition, construction or production of qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset up to the date of capitalization of such asset are added to the cost of the assets. Capitalization of borrowing costs is suspended and charged to the Statement of Profit and Loss during extended periods when active development activity on the qualifying assets is interrupted.

2.10 Earnings per share

Basic earnings per share is computed by dividing the profit / (loss) for the year by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) for the year as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.

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2.11 Income taxes

The income tax expense or credit for the year is the tax payable on current year's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses. The current income tax charge is calculated on the basis of tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and provisions are established where appropriate on the basis of amounts expected to be paid to the tax authorities.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the entity will pay normal income tax. Accordingly, MAT is recognised as an asset when it is highly probable that future economic benefit associated with it will flow to the entity.

Deferred income tax is provided in full, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However deferred income tax is not accounted if it arises from the initial recognition of an asset or liability that at the time of the transaction affects neither the accounting profit nor taxable profit (tax loss). Deferred income tax is determined using tax rates and laws that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset/liability is realised or settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity wherein the related tax is also recognised in other comprehensive income or directly in equity.

2.12 Impairment of assets

The carrying values of assets / cash generating units at each balance sheet date are reviewed for impairment if any indication of impairment exists. The following intangible assets are tested for impairment each financial year even if there is no indication that the asset is impaired:

(a) an intangible asset that is not yet available for use; and

(b) an intangible asset that is amortized over a period exceeding ten years from the date when the asset is available for use.

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If the carrying value of the asset exceeds the estimated recoverable amount, impairment is recognised for such excess amount. The impairment loss is recognised as an expense in the Statement of Profit and Loss, unless the asset is carried at revalued amount, in which case any impairment loss of the revalued asset is treated as a revaluation decrease to the extent a revaluation reserve is available for that asset.

The recoverable amount is the higher of the fair value less costs of disposal and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of the time value of money and the risks specific to the asset for which the estimated future cash flows have not been adjusted.

When there is indication that an impairment loss recognised for an asset (other than a revalued asset) in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, to the extent the amount was previously charged to the Statement of Profit and Loss. In case of revalued assets such reversal is not recognised.

2.13 Provisions, contingent liabilities and contingent assets

A provision is recognised when the Company has a present obligation (legal or constructive) as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognsied as an asset if it is virtually certain that the reimbursement will be received and the amount of the receivable can be measured reliably.

Contingent liabilities are disclosed in notes in case of a present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation or a present obligation arising from past events, when no reliable estimate is possible. Contingent assets are disclosed in the financial statements where an in flow of economic benefits are probable.

2.14 Financial Instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments. Financial assets and financial liabilities are

MKPS & ASSOCIATES * HYDERABAD * CHARTERED ACCOUNTANTS

initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

a) **Financial Assets**

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets

Investments in debt instruments that meet the following conditions are subsequently measured at amortised cost (unless the same are designated as fair value through profit or loss (FVTPL)):

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

Debt instruments that meet the following conditions are subsequently measured at fair value through other comprehensive income (unless the same are designated as fair value through profit or loss)

- The asset is held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets; and
- The contractual terms of instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt Instruments at FVTPL is a residual category for debt instruments and all changes are recognised in profit or loss.

Investments in equity instruments are classified as FVTPL, unless the Company irrevocably elects on initial recognition to present subsequent changes in fair value in OCI for equity instruments which are not held for trading.

Interest income, dividend income and exchange difference (on debt instrument) on FVTOCI debt instruments is recognised in profit or loss and other changes in fair value are recognised in OCI and accumulated in other equity. On disposal of debt instruments FVTOCI the cumulative gain or loss previously accumulated in other equity is reclassified to profit & loss. However in case of equity instruments at FVTOCI cumulative gain or loss is not reclassified to profit & loss on disposal of investments.

MMPS & ASSOCIATES HYDERABAD CHARTERED ACCOUNTANTS

b) Financial Liabilities

Financial liabilities are classified at initial recognition, as financial liabilities as Fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Loans and borrowings are subsequently measured at amortised costs using Effective Interest Rate method.

Financial liabilities at fair value through profit or loss (FVTPL) are subsequently measured at fair value.

Financial guarantee contracts are subsequently measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

Financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

c) Impairment of financial assets (Expected Credit Loss Model)

The Company applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost, debt instruments at FVTOCI, lease receivables, trade receivables, other contractual rights to receive cash or other financial asset and financial guarantees not designated at FVTPL

Expected credit losses are the weighted average of credit losses with the respective risks of default occurring as the weights. Credit loss is the difference between all contractual cash flows that are due to the Company in accordance with the contract/agreement and all the cash flows that the Company expects to receive (i.e.. all cash shortfalls), discounted at the original effective interest rate. The Company estimates cash flows by considering all contractual terms of the financial instrument, through the expected life of the financial instrument.

The Company measures the loss allowance for a financial instrument at an amount equal to the life-time expected credit losses if the credit risk on that financial instrument has increase significantly since initial recognition. If the credit risk has not increased significantly, the Company measures the loss allowance at an amount equal to 12-month expected credit losses. 12-month expected credit losses are portion of the life-time expected credit losses and represent the life-time cash shortfalls that will result if the default occurs within 12 months after the reporting date and thus, are not cash shortfalls that are predicted over the next 12 months.

MAPS & ASSOCIATES * HYDERABAD * CHARTERED ACCOUNTANTS

When making the assessment of whether there has been a significant increase in credit risk since initial recognition, the Company uses the change in the risk of a default occurring over the expected life of the financial instrument instead of a change in the amount of the expected credit loss. To achieve that, the Company compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on initial recognition and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition.

2.15 Insurance claims

Insurance claims are accounted for on the basis of claims admitted / expected to be admitted and to the extent that the amount recoverable can be measured reliably and it is reasonable to expect ultimate collection.

2.16 Claims

Claims against the Company not acknowledged as debts are disclosed under contingent liabilities. Claims made by the company are recognised as and when the same is approved by the respective authorities with whom the claim is lodged.

2.17 Commitments

Commitments are future liabilities for contractual expenditure. Commitments are classified and disclosed as follows:

(i) Estimated amount of contracts remaining to be executed on capital account and not provided for

(ii) Uncalled liability on shares and other investments partly paid

(iii) Funding related commitment to subsidiary, associate and joint venture companies and

(iv) Other non-cancellable commitments, if any, to the extent they are considered material and relevant in the opinion of management.

Other commitments related to sales/procurements made in the normal course of business are not disclosed to avoid excessive details.

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2.18 Employee Benefit

Employee benefits include provident fund, superannuation fund, employee state insurance scheme, gratuity fund, compensated absences, long service awards and post-employment medical benefits.

Provisions for/contributions to retirement benefit schemes are made as follow as per Indian Accounting Standard (Ind AS) – 19, "Employee Benefits:

a) Provident fund on actual liability basis

b) Gratuity based on actuarial valuation

c) The company is not having the policy of Leave encashment benefit to its employees and hence there is no provision.

As per our report attached
For MKPS & Associates
Chartered Accountants
Firm's Registration No: 302014E

S Modi
Partner
Membership No. 051361
Place: Hyderabad
Date: 8th June 2021
UDIN: 21051361AAAAAH5939

For and on behalf of the Board

J Brij Mohan Reddy
Director
DIN No 00012727

T V Sandeep Kumar Reddy
Director
DIN No 00005573

INDORE DEWAS TOLLWAYS LIMITED

Balance Sheet as at March 31st, 2021

(All amounts in ₹unless otherwise stated)

Particulars	Notes	As at March 31st, 2021	As at March 31st, 2020
ASSETS			
Non-current Assets			
Property, plant and equipment	3	9,57,918	12,33,889
Capital work-in-progress			
Investment Property	5	3,08,910	3,08,910
Intangible assets			
(i) under SCA	4	7,76,58,78,458	7,97,16,15,496
(ii) others			
Other Non-Current Assets	6	7,78,197	7,78,197
Total Non-current Assets		7,76,79,23,483	7,97,39,36,492
Current Assets			
Financial assets			
(i) Cash and Cash equivalents	7	1,52,13,474	84,26,228
(ii) Other Bank Balance	7	-	-
(iii) Other Financial Assets	8	10,88,233	10,90,591
Tax assets			
Current tax assets (Net)	9	17,82,799	77,48,820
Other Current Assets	10	2,02,67,688	27,20,828
Total Current Assets		3,83,52,194	1,99,86,467
Total Assets		7,80,62,75,677	7,99,39,22,959
EQUITY AND LIABILITIES			
Equity			
Equity share capital	11	5,00,000	5,00,000
Instrument entirely Equity in Nature	12	70,25,00,000	70,25,00,000
Other Equity	12	(3,62,46,83,614)	(2,99,71,69,551)
Total Equity		(2,92,16,83,614)	(2,29,41,69,551)
LIABILITIES			
Non-current Liabilities			
Financial Liabilities			
(i) Long-term borrowings	13	5,07,23,50,469	5,37,95,70,048
(ii)Other financial liabilities	14	4,74,71,31,961	4,30,86,19,194
Provisions	15	22,99,659	19,76,706
Total Non-current Liabilities		9,82,17,82,089	9,69,01,65,948
Current liabilities			
Financial liabilities			
Other financial liabilities	16	90,42,94,052	59,43,47,221
Provisions	17	3,01,913	9,98,053
Other current liabilities	18	15,81,236	25,81,289
Total Current Liabilities		90,61,77,201	59,79,26,563
Total Liabilities		10,72,79,59,290	10,28,80,92,510
Total Equity and Liabilities		7,80,62,75,677	7,99,39,22,959

The accompanying notes form an integral part of the financial statements.

This is the Balance Sheet referred to in our report of even date.

For MKPS & Associates
Chartered Accountants
Firm's registration no. 302014E

For and on behalf of the Board

MKPS & ASSOCIATES * HYDERABAD * CHARTERED ACCOUNTANTS

INDORE DEWAS TOLLWAYS LIMITED * HYDERABAD

S Modi
Partner
Mno : 051361
Place: Hyderabad
Date: 8th June 2021
UDIN: 21051361AAAAAM5939

J Brij Mohan Reddy
Director
DIN No 00012927

T V Sandeep Kumar Reddy
Director
DIN No 00005573

INDORE DEWAS TOLLWAYS LIMITED

Statement of Profit and Loss for the Period ended 31st March 2021

(All amounts in ₹unless otherwise stated)

Particulars	Notes	For the Year ended March 31st, 2021	For the Year ended March 31, 2020
Revenue from Operations	19	75,38,60,692	64,14,92,966
Other Operating Income	20	1,06,87,381	72,43,312
Other Income	21	1,26,06,227	10,85,783
Total Income		77,71,54,300	64,98,22,061
Expenses			
Operation & Maintenance Expenses	22	5,39,72,416	7,27,29,821
Other Operating Expenses	22	1,15,34,403	71,47,391
Employee Benefits Expenses	23	1,74,96,915	1,98,25,321
Finance Costs	24	1,04,94,98,552	99,46,31,449
Depreciation and Amortisation Expenses	25	20,60,13,009	17,55,72,736
Other Expenses	26	6,61,55,825	7,90,90,601
Total expenses		1,40,46,71,120	1,34,89,97,319
Profit before exceptional items and tax		(62,75,16,821)	(69,91,75,258)
Add: Exceptional items			
Profit before tax		(62,75,16,821)	(69,91,75,258)
Less: Tax expense			
(1) Current tax			
(2) MAT credit entitlement			
(2) Deferred tax			
Profit for the period		(62,75,16,821)	(69,91,75,258)
Other Comprehensive Income			
Remeasurements of the defined benefit plans		2,758	1,77,644
Total other comprehensive income		2,758	1,77,644
Total comprehensive income for the period		(62,75,14,063)	(69,89,97,614)
Earnings per share (Face Value ₹10/- per share)			
(1) Basic (in₹.)	40	(12,550.28)	(13,979.95)
(2) Diluted (in ₹.)	40	(12,550.28)	(13,979.95)

The accompanying notes form an integral part of the financial statements.

This is the Statement of Profit and Loss referred to in our report of even date.

For MKPS & Associates
Chartered Accountants
Firm's registration no. 302014E

For and on behalf of the Board

MKPS & ASSOCIATES * HYDERABAD * CHARTERED ACCOUNTANTS

INDORE DEWAS TOLLWAYS LIMITED * HYDERABAD

S Modi
Partner
Mno : 051361
Place: Hyderabad
Date: 8th June 2021
UDIN: 21051361AAAAAH5939

J Brij Mohan Reddy
Director
DIN No 00012927

T V Sandeep Kumar Reddy
Director
DIN No 00005573

INDORE DEWAS TOLLWAYS LIMITED

Statement of Changes in Equity

(All amounts in ₹ unless otherwise stated)

A. Share Capital:

a. Equity share capital

Movement during the period	For the Year ended March 31st, 2021		For the Year ended March 31, 2020	
Particulars	Number of shares	Share capital (Amount)	Number of shares	Share capital (Amount)
Shares having face value of ₹ 10/-				
Balance at the start of the period	50,000	5,00,000	50,000	5,00,000
Issued during the period				
Balance at the end of the period	50,000	5,00,000	50,000	5,00,000

B. Other Equity

a. Instruments entirely equity in Nature

Particulars	Balance at the Beginning of the Reporting Period	Changes in the other Equity during the Year	Balance at the end of the Reporting Period
Loan from Promoters	70,25,00,000	-	70,25,00,000
Total	70,25,00,000	-	70,25,00,000

b. Other Equity (Previous Year : FY 2019-2020)

Particulars	Reserves and Surplus		Total
	Securities Premium Reserve	Retained Earnings	
Balance at the beginning of the reporting period i.e. 01.04.2019	-	(2,29,81,71,937)	(2,29,81,71,937)
Changes in accounting policy or prior period errors	-	-	-
Restated balance at the beginning of the reporting period	-	(2,29,81,71,937)	(2,29,81,71,937)
Total Comprehensive Income for the year		(69,89,97,614)	(69,89,97,614)
Dividends			-
Transfer to Retained Earnings			-
Any other change (to be specified)			-
Balance at the end of the reporting period i.e. 31.03.2020	-	(2,99,71,69,551)	(2,99,71,69,551)

Other Equity (FY 2020-2021)

Particulars	Reserves and Surplus		Total
	Securities Premium Reserve	Retained Earnings	
Balance at the beginning of the reporting period i.e. 01.04.2020	-	(2,99,71,69,551)	(2,99,71,69,551)
Changes in accounting policy or prior period errors	-	-	-
Restated balance at the beginning of the reporting period	-	(2,99,71,69,551)	(2,99,71,69,551)
Total Comprehensive Income for the year		(62,75,14,063)	(62,75,14,063)
Dividends			
Transfer to Retained Earnings			
Any other change (to be specified)			
Balance at the end of the reporting period i.e. 31.03.2021.	-	(3,62,46,83,614)	(3,62,46,83,614)

The accompanying notes form an integral part of the financial statements.

This is the Statement of Changes in Equity Capital referred to in our report of even date.

For MKPS & Associates
Chartered Accountants
Firm's registration no. 302014E

S Modi
Partner
Mno : 051361
Place: Hyderabad
Date: 8th June 2021
UDIN:21051361AAAAAM5939

MKPS & ASSOCIATES * HYDERABAD * CHARTERED ACCOUNTANTS

For and on behalf of the Board

J Brij Mohan Reddy
Director
DIN No 00012927

T V Sandeep Kumar Reddy
Director
DIN No 00005573

INDORE DEWAS TOLLWAYS LIMITED * HYDERABAD

INDORE DEWAS TOLLWAYS LIMITED

Cash Flow Statement for the Year ended 31st March 2021

(All amounts in ₹ unless otherwise stated)

S. No.	Particulars	As at March 31st, 2021	As at March 31st, 2020
A	**Net profit / (loss) before tax and extraordinary items**	(62,75,14,063)	(69,89,97,614)
	Adjustment for		
	Depreciation and Amortisation Expense	20,60,13,009	17,55,72,736
	Interest expense	1,04,94,98,552	99,46,31,449
	Interest income	-	-
	Proceeds from redemption of FDRs	-	-
	Operating profit before working capital changes	62,79,97,499	47,12,06,571
	Adjustments for:		
	Increase / (Decrease) in Long Term Provisions	3,22,953	2,66,506
	Increase / (Decrease) in Other Current Financial liabilitites	(4,24,00,897)	5,19,54,856
	Increase / (Decrease) in Other Current Liabilities	(10,00,053)	5,53,227
	Increase / (Decrease) in Short Term Provisions	(6,96,140)	(4,302)
	(Increase) / Decrease in Other Non-Current Assets	-	-
	(Increase) / Decrease in other financial asset	2,358	(7,28,278)
	(Increase) / Decrease in other current assets	(1,75,46,860)	42,91,061
	Net cash generated from/(used in) operating activities	56,66,78,860	52,75,39,641
	Direct taxes paid (net of refunds)	59,66,021	61,92,023
	Net Cash(used in)/generated from Operating Activities	57,26,44,881	53,37,31,664
B	**Cash flow from investing activities**		
	Purchase of fixed assets	-	-
	Net cash (used in)/generated from investing activities	-	-
C	**Cash flow from financing activities**		
	Repayment of long term borrowings	(16,58,36,579)	(5,03,11,669)
	Proceeds/repayment from/of Letter of Credit		
	Interest paid	(40,00,21,056)	(49,17,10,261)
	Net cash (used in)/generated from financing activities	(56,58,57,635)	(54,20,21,931)
	Net increase / (decrease) in cash and cash equivalents (A+B+C)	67,87,246	(82,90,267)
	Cash and cash equivalents as at the beginning of the year	84,26,228	1,67,16,495
	Cash and cash equivalents as at the end of the year	1,52,13,474	84,26,228
		1,52,13,474	84,26,228

Notes:

1. Cash flow statement has been prepared under the 'Indirect Method' as set out in the Ind AS 7 - Cash Flow statements
2. Cash and cash equivalents represent cash and bank balances.
3. Previous year's figures have been regrouped/reclassified wherever applicable.

For MKPS & Associates
Chartered Accountants
Firm's registration no. 302014E

S Modi
Partner
Mno : 051361
Place: Hyderabad
Date: 8th June 2021
UDIN: 21051361AAAAAH5939

MKPS & ASSOCIATES * HYDERABAD * CHARTERED ACCOUNTANTS

For and on behalf of the Board

J Brij Mohan Reddy
Director
DIN No 00012927

T V Sandeep Kumar Reddy
Director
DIN No 00005573

INDORE DEWAS TOLLWAYS LIMITED * HYDERABAD

INDORE DEWAS TOLLWAYS LIMITED

Notes to Financial Statements for the Year ended 31st March 2021

(All amounts in ₹ unless otherwise stated)

Property, Plant and Equipment as on 31st March 2021

Particulars	Cost or Deemed cost				Accumulated Depreciation and Impairment				Carrying Amount	
	Balance as at April 1, 2020	Additions	Disposals	Balance as at Mar 31, 2021	Balance as at April 1, 2020	Depreciation expense	Disposals	Balance as at Mar 31, 2021	As at Mar 31, 2021	As at March 31, 2020
Property Plant and Equipment*										
Furniture & Fixtures	68,602	-		68,602	53,376	9,772		63,148	5,454	15,226
Office Equipment	3,08,778	-		3,08,778	2,85,412	8,943		2,94,355	14,423	23,366
Computers	18,341	-		18,341	18,341	-		18,341	(0)	(0)
Vehicle	20,58,755	-		20,58,755	8,63,457	2,57,256		11,20,713	9,38,042	11,95,298
Toll Plaza Building	-			-	-	-		-	-	-
Total	24,54,475	-	-	24,54,475	12,20,586	2,75,971	-	14,96,557	9,57,918	12,33,889

Property, Plant and Equipment as on 31st March 2020

Particulars	Cost or Deemed cost				Accumulated Depreciation and Impairment				Carrying Amount	
	Balance as at April 1, 2019	Additions	Disposals	Balance as at March 31, 2020	Balance as at April 1, 2019	Depreciation expense	Disposals	Balance as at March 31, 2020	As at March 31, 2020	As at March 31, 2019
Property Plant and Equipment*										
Furniture & Fixtures	68,602	-		68,602	42,706	10,669		53,376	15,226	25,895
Office Equipment	3,08,778	-		3,08,778	2,74,579	10,834		2,85,412	23,366	34,199
Computers	18,341	-		18,341	18,341	-		18,341	(0)	(0)
Vehicle	20,58,755	-		20,58,755	6,06,201	2,57,256		8,63,457	11,95,298	14,52,554
Toll Plaza Building	-			-	-	-		-	-	-
Total	24,54,475	-	-	24,54,475	9,41,827	2,78,759	-	12,20,586	12,33,889	15,12,648

Intangible Assets as on 31st March 2021

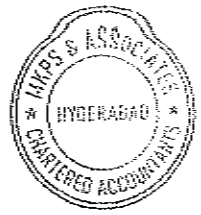
Particulars	Cost or Deemed cost				Accumulated Depreciation and Impairment				Carrying Amount	
	Balance as at April 1, 2020	Additions	Disposals	Balance as at Mar 31, 2021	Balance as at April 1, 2020	Amortisation Expense	Disposals	Balance as at Mar 31, 2021	As at Mar 31, 2021	As at March 31, 2020
Toll Plaza Management Systems $	1,65,35,845	-		1,65,35,845	38,60,265	7,72,053		46,32,318	1,19,03,527	1,26,75,580
Carriageways capitalized	8,43,63,77,963	-		8,43,63,77,963	47,74,38,047	20,49,64,985		68,24,03,032	7,75,39,74,931	7,95,89,39,916
Total	8,45,29,13,808	-	-	8,45,29,13,808	48,12,98,312	20,57,37,038	-	68,70,35,350	7,76,58,78,458	7,97,16,15,496

Intangible Assets as on 31st March 2020

Particulars	Cost or Deemed cost				Accumulated Depreciation and Impairment				Carrying Amount	
	Balance as at April 1, 2019	Additions	Disposals	Balance as at March 31, 2020	Balance as at April 1, 2019	Amortisation Expense	Disposals	Balance as at March 31, 2020	As at March 31, 2020	As at March 31, 2019
Toll Plaza Management Systems $	1,65,35,845	-		1,65,35,845	30,88,212	7,72,053		38,60,265	1,26,75,580	1,34,47,633
Carriageways capitalized	8,43,63,77,963	-		8,43,63,77,963	30,20,16,123	17,45,21,924		47,74,38,047	7,95,89,39,916	8,13,34,61,840
Total	8,45,29,13,808	-	-	8,45,29,13,808	30,60,04,335	17,52,93,977	-	48,12,98,312	7,97,16,15,496	8,14,69,09,473

The company has availed the exemption under para D22(ii)(b) of Ind AS 101 in respect of Intangible Asset. As per the principles, the previous GAAP carrying values for intangible asset has been considered as the deemed cost on the transition date (1.4.2015).

Toll Plaza Management systems has been amortized over the period of the Concession



5 Investment Property

Particulars	As at March 31st, 2021	As at March 31st, 2020
Land	3,08,910	3,08,910
Total	3,08,910	3,08,910

The Management estimate fair Value of the Land as at the Balance Sheet date is Rs.3,08,910/-
The Best evidence of fair value is current prices in an active market for similar properties. Where such information is not available, the Company consider information from a variety of sources including:
a) Current prices in an active market for properties of different nature or recent prices of similar properties in less active markets, adjusted to reflect those differences.
b) Discounted cash flow projections based on reliable estimates of future cash flows.
c) Capitalised income projections based upon a property's estimated net market income, and a capitalisation rate derived from an analysis of market evidence.
The fair values of investment properties have been determined by management. The main inputs used are the rental growth rates, expected vacancy rates, terminal yields and discount rates based on comparable transactions and industry data. All resulting fair value estimates for investment properties are included in level 3.

6 Other Non Current Assets

Particulars	As at March 31st, 2021	As at March 31st, 2020
Long term loans and advances(Unsecured, considered good)		
Security Deposits	5,56,197	5,56,197
Rent Advance	22,000	22,000
Advance for Toll Collection Management	2,00,000	2,00,000
Total	7,78,197	7,78,197

7 Cash and Cash Equivalents

Particulars	As at March 31st, 2021	As at March 31st, 2020
Balance with Banks		
In Current Accounts	1,49,51,411	83,62,484
Cash on Hand	2,62,063	63,744
Total	1,52,13,474	84,26,228

8 Other Financial Asset

Particulars	As at March 31st, 2021	As at March 31st, 2020
ETC O&M Receivable From NHAI	10,88,233	10,90,591
Total	10,88,233	10,90,591

MKPS & ASSOCIATES * HYDERABAD * CHARTERED ACCOUNTANTS

9 Current Tax Asset (Net)

Particulars	As at March 31st, 2021	As at March 31st, 2020
Current tax Asset Receivable from Statutory Authorities	17,82,799	77,48,820
Total	17,82,799	77,48,820

10 Other Current Assets

Particulars	As at March 31st, 2021	As at March 31st, 2020
Mobilization advance - COS & Utility shifting paid to GPL	9,93,584	9,93,584
Hybrid ETC - NHAI Receipts A/c	1,52,18,348	-
GST Input and Output Credit	1,93,657	-
Prepaid Expenses	38,28,099	16,93,244
Others	34,000	34,000
Total	2,02,67,688	27,20,828

11 Equity Share Capital

Particulars	As at March 31st, 2021	As at March 31st, 2020
Note: 1 SHARE CAPITAL		
AUTHORISED:		
Equity Shares of ₹.10/- each	1,00,00,000	1,00,00,000
	1,00,00,000	1,00,00,000
ISSUED, SBSCRIBED & PAID UP:		
Equity Shares of Rs. 10 each	5,00,000	5,00,000
Total	5,00,000	5,00,000

Foot Notes:

i) Reconciliation of the number of shares outstanding at the beginning and for the period ended 31st March 2021

Equity Share

Particulars	As at March 31st, 2021		As at March 31st, 2020	
	Number	Amount in Rs	Number	Amount in Rs
Number of equity shares at the beginning of the Year	50000	5,00,000	50000	5,00,000
Equity shares issued during the year				
Less : Shares bought back during the year				
Number of equity shares at the end of the Year	50000	5,00,000	50000	5,00,000

ii) Terms and rights attached to equity shares

The company has only one class of shares referred to as equity shares having a par value of ₹10 per share. Each holder of equity shares is entitled to one vote per share. The rights and preferences of each shareholder are in accordance with the Shareholders' Agreement.

The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing annual general meeting. During the year ended 31st March 2021, no dividend is declared by Board of Directors. (Previous year - Nil)

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts in the proportion to the number of equity shares held by the shareholders.

iii) Equity shares held by holding company and the Ultimate holding company and or their subsidiaries/ associates - Nil

Out of the equity shares issued by the Company, shares held by its holding company, ultimate holding company and their subsidiaries/associates are as below:

Particulars	As at March 31st, 2021		As at 31st March 2020	
	% of Holding	No. of shares held	% of Holding	No. of shares held
M/s Gayatri Highways Limited	66.64%	33,320	66.64%	33,320
M/s Balaji Highways Holding Pvt Limited	33.32%	16,660	33.32%	16,660

iv) Details of shareholders holding more than 5% shares in the company

Name of the Shareholder	As at March 31st, 2021		As at 31st March 2020	
	No. of shares held	% of Holding	No. of shares held	% of Holding
M/s Gayatri Highways Limited	33,320	66.64	33,320	66.64
M/s Balaji Highways Holding Pvt Limited	16,660	33.32	16,660	33.32

MRPS & ASSOCIATES * HYDERABAD * CHARTERED ACCOUNTANTS

As per the Composite Scheme of Merger & Demerger the benefical ownership of shares has been transferred to Gayatri Highways Limited as per the National Company Law Tribunal (NCLT) order dated 3rd November, 2017, however as on 31st March 2021, the shares of Gayatri Infra Ventures Limited and Gayatri Projects Ltd are yet to be transferred in the name of Gayatri Highways Ltd (in demat form). The transfer will be completed after receiving the No Objection Certificate (NOC) addressed to the security trustee from all the Lenders for the Release & Repledge of shares. All the lenders have issued NOC but the trustee has requested for the email confirmation from all the consortium of banks that the NOCs issued in 2018, 2019 are still valid. As on 31st March 2021, all the Lenders have given the confrimation by way of email to the Security Trustee on the validity of the NOCs issued by them except Punjab National Bank.

12 a) Instrument entirely Equity in nature

Particulars	As at March 31st, 2021	As at March 31st, 2020
Loans from Promoters	70,25,00,000	70,25,00,000
Total	70,25,00,000	70,25,00,000

12 b) Other Equity

Particulars	As at March 31st, 2021	As at March 31st, 2020
Surplus in profit and loss account	(3,62,46,83,614)	(2,99,71,69,551)
Total	(3,62,46,83,614)	(2,99,71,69,551)

Particulars	As at March 31st, 2021	As at March 31st, 2020
Statement of Profit and Loss		
Balance at Beginning of the period	(2,99,71,69,551)	(2,29,81,71,937)
Net profit for the period / year	(62,75,14,063)	(69,89,97,614)
Other Comprehensive Income / (Expense)		-
Reserves		-
Transfer to Capital Redemption Reserves		-
Balance at end of the period	(3,62,46,83,614)	(2,99,71,69,551)

13 Long - Term Borrowings

Particulars	As at March 31st, 2021	As at March 31st, 2020
Term Loans		
a. Secured		
Indian Rupee Term Loans		
from Banks - TL - I	3,35,99,70,139	3,37,65,26,029
from Financial Institutions	92,97,75,000	96,47,75,000
Indian Rupee - Funded Interest on Term Loans		
from Banks - FITL	63,09,17,937	82,30,56,626
from Financial Institutions - FITL	15,16,87,393	21,52,12,393
Total of Secured Term Loans	5,07,23,50,469	5,37,95,70,048
Total of Long term borrowings	5,07,23,50,469	5,37,95,70,048

(I) Extension of Moratorium for Term loans - COVID19 Pandemic & RBI Circular dated 27th March 2020.

Due to the COVID-19 pandemic and the declining economic scenario, the Reserve Bank of India along with the Ministry of Finance have issued circular and guidelines to all the Banks for allowing moratorium in payment of EMIs, and to defer recovery of installments in all loan accounts from March 2020 to August 2020 . Accordingly the company has submitted a request letter dated 18th May 2020 to all the Lenders seeking for the morotorium for the payment of Debt dues from March 2020 to August 2020 in accordance with the RBI Covid19 Regulatory package dated 27th March 2020. However PNB & IIFCL have communicated vide 14th December 2020 consortium meeting that the morotorium as per the circular cannot be availed with respect to the loans disbursed by them as the account has become NPA as on 31st January 2020 (PNB) & IIFCL (31st December 2019).

Accordingly the current maturities with respect to the Principal repayment of the Term loan I and Funded Interest Term loan have been updated as per the COVID moratorium granted by RBI vide its circular dated 27th March 2020. As on 31st March 2021 the Moratorium has been effected for the Union bank of India & State Bank of India as per the communications received from them. Accordingly the Interest dues for the period March 2020 to August 2020 for Union Bank of India & State bank of India have been transferred to the Outstanding Principal dues as the same is payable at the end of the Repayment schedule and loan tenure.

(II) Terms of Repayment - Restructuring Package approved by the Lenders dated 1st July 2014
Secured Loans:

a) Terms of the Restructuring Package:

1) The Restructuring package is approved with a cut off date of July 01, 2014.
2) Reduction in Interest rates on all Term Loan facilitites (Term Loan -I ₹ 450,00,00,000, Funded Interest Term Loan ₹136,18,58,057 & Term Loan -II ₹ 40,00,00,000) to 11% fixed p.a. upto FY: 2016-17, which is to be linked to the Base Rate of the Lead Lender.
3) The Interest on Term Loan for 11 quarters from cut-off date ie., July 1, 2014 to March 31, 2017 is to be funded through Funded Interest Term Loan (₹136,18,58,057).
4) Moratorium of 2 years 9 months for the repayment of Term Loan - I & Funded Interest Term Loan from 1st July 2014 to 31st March 2017.

b) Security for Term Loans:

Term Loans from lenders are secured by

(i) All monies including Toll collected on the Project Highway to the credit of the Escrow Account as per the provisions of the Concession Agreement.
(ii) All the Borrower's Properties and Assets excluding the Project Assets as defined in the Concession Agreement
(iii) All Tangible Assets of the Company not limited to Goodwill, undertaking and uncalled capital of the company.

(iv) Pledge of shares aggregating to 66.64% of the paid-up equity capital of the Borrower, Provided that any enforcement of the pledge over shares shall be subject to prior approval of NHAI as provided in the Concession Agreement.

(v) A first charge by way of assignment or creation on Security Interest on :-

1) All rights, title, interest, benefits, claims and demands of Indore Dewas Tollways Limited under project documents subject to the provisions of the Concession Agreement.
2) Assignment of rights in favour of the lenders in accordance with the substitution agreement in respect of financing by the senior lenders under the financing documents for the project.
3) Lenders to be named as loss payees in the insurance policies.

c) The draft Restructuring documents were submitted to National Highways Authority of India on 5th May, 2015for review, and also submitted the executed documents on 26th July, 2015 for approval to National Highways Authority of India .

d) As per the terms of the sanction, the Term Loan II of ₹40,00,00,000 is repayable within 20 equal instalments immediately from the next month of the disbursement. The total amount of term loan II disbursed was ₹ 31,12,00,000/- and the same has been fully repaid during the FY 2017-18.

e) As per the terms of the Restructuring package, an amount of ₹39.20 Crs were kept as Debt Service Reserve Account with the Lead bank for the FY: 2014-15 to 2016-17. As per the decision of the consortium of Lenders and the Minutes of the Meeting dated 19th May, 2017, **the DSRA lying in the form of FDRs amounting to Rs. 39.20 crs were redeemed and the proceeds were utilitised for the prepayment of 25% of the Funded Interest Term proportionately to the Lenders along with the repayment of Term Loan II in full, so as to to reduce the interest burden on the SPV.** Hence the Interest and Principal payments for the FY 2017-18 & FY 2018-19 & Partially for FY 2019-20 have been serviced in advance by way of pre payment of FITL loan as per the repayment schedule . The repayment on account of Interest and Principal obligations to FITL account has started in the FY 2019-2020 after the adjustment of the amounts prepaid.

e) Terms of Repayment of Term Loans

1) The tenor of the repayment of the Term Loan - I for ₹450,00,00,000 shall be for a period of 12 years (twelve) years excluding 2.9 years of moratorium with 48 structured unequal quarterly Instalments ranging from ₹ 5,00,000 to ₹ 78,66,00,000 per annum as per the approved restructuring package.

MAPS & ASSOCIATES * HYDERABAD * CHARTERED ACCOUNTANTS *

2) The tenor of the repayment of Funded Interest Term Loan for ₹136,18,58,057 shall be for a period of 8 years years excluding 2.9 years of moratorium with 28 structured unequal quarterly instalments ranging from ₹1,00,00,000 to ₹38,80,00,000 per annum as per the approved restructuring package.

f) The rate of Interest paid to all the Lenders is 10.10% per annum

(III) Restructuring of Term Loan as per the RBI circular dated 7th June 2019.

(i) Due to Low Toll Collections and the deficit in the cash flows, the SPV is unable to service even the interest obligations towards the Lenders in full. The account has always been in SMA2 with all the Lenders.

(ii) The Techno Economic Viability Study (TEV) has been conducted by M/s Mott Macdonald & Forensic Audit has been conducted by M/s Sagar & Associates, Chartered Accountants. Both the reports were submitted to all the Lenders, discussed in the consortium meetings and the final reports have been approved by all the Lenders vide consortium meeting dated 4th October 2019.

(iii) All the Lenders vide consoritum meeting held dated 7th Feb 2020 have decided to appoint credit rating agencies ie CRISIL & CARE to assess the sustainble and unsustainable debt. Accordingly CRISIL & CARE have issued the RP4 Rating with Part A debt as Rs. 236 crs(sustainable debt) & Part B Debt as Rs. 316 crs (Unsustainable debt) (out of Rs.597 crs total debt as on 1st October 2020) and the same has been submitted to all the Lenders.

(iv) After receiving the RP4 ratings from the two credit rating agencies, the company has requested the Lenders vide consortium meetings dated 7th Oct 2020, 14th December 2020 to take up the proposal of the Resolution Plan with their Competent Authorities as per the RBI circular dated 7th June 2019. The Resolution Plan has been prepared based on the two RP4 Ratings issued by CRISIL & CARE.

(v) Punjab National Bank have categorised the account as Non Performing Asset (NPA) as on 31st January 2020. The recall letter has been received from PNB vide their letter dated 4th February 2020. Borrowings from PNB have been continued to be reported as Non current as all the Lenders in the consortium meeting dated 14th December 2020 agreed to take up the resolution proposal with their respective competent authorities. As on 31st March 2021, none of the Lenders have issued sanction letters for the Resolution Plan.

(vi) During the year the company has cleared all the debt dues to all the Lenders upto Feb 2020 & availed the moratorium for the payment of the Interest and Principal dues for the period March 2020 to August 2020. The company has also cleared all the Interest & Principal dues to the Lenders for the months of September 2020 to December 2020 to all the Lenders and has made partial payments of interest in the TL I for the month of January 2021.

(vii) The moratorium for the payment of Interest and Principal dues for the period March 2020 to August 2020 has been implemented by SBI & UBI as on 31st March 2021.

a) Accordingly the Interest for the period March 2020 to August 2020 has been shifted to the end of the repayment schedule and is payable towards the end of the loan tenure.

b) The Principal repayment for the quarters March 2020 & June 2020 have been shifted to the end of the repayment schedule by UBI and has been moved to the next quarters by SBI.

c) PNB & IIFCL has not implemented the moratorium as the account was Non Performing Asset (NPA) as on 31st January 2020 & 31st December 2019 respectively.

IV) Repayment of Zero Interest Subordinate loan (Unsecured loans from promoters) :
Subordinate debt will be repaid only after the payment of debt Obligations towards the Lenders

14 **Other Non-Current financial Liabilities**

Particulars	As at March 31st, 2021	As at March 31st, 2020
Additional Concession Fees Payable to NHAI	4,71,66,86,111	4,27,81,73,344
Interest on Additional Concession Fees **	3,04,45,850	3,04,45,850
Total	**4,74,71,31,961**	**4,30,86,19,194**

MKPS & ASSOCIATES * HYDERABAD * CHARTERED ACCOUNTANTS

Additional Concession Fees Payable to NHAI & Premium Deferment

The total premium amount payable as per the Concession Agreement, has been capitalized as "Intangible Assets" and amortized over a period of the service concession Agreement as per the method prescribed in Part A to the Schedule II to the Companies Act, 2013 and corresponding Obligation for committed premium has been recognised as liabilities at discounted value .The Contractual Obligation to pay premium (Additional Concession Fees) to National Highways Authority of India over the Concession period has been recognized upfront on Discounted basis (fair value) as per the Concession Agreement and is a part of the "Intangible Asset " and corresponding Obligation for committed premium payable to NHAI is recognized as liabilities.The related finance costs arising on discounting has been taken to the Profit and loss account.

Due to the low toll collections and deficit in the cash flows, there has been a stress in the account. The National Highways Authority of India has approved the proposal for the deferment of premium payable to them vide their sanction letter dated 11th June, 2014. The premium deferment sanction was given for a specific period as per the NHAI letter. As per the sanction terms, NHAI reviews the Annual accounts of the company every year. NHAI has contended that there were surplus cash flows in the certain years and the same were to be be remitted to NHAI, which the company has communicated that it is an erroneous contention. The same was not accepted by NHAI and the issue has gone into dispute. However during the current year, the NHAI has cancelled the sanction of the premium deferment vide its letter dated 6th August 2020 and has issued notice to the SPV for the payment of the entire premium due along with Interest from 2014 to the date of issuance of the letter. The SPV has protested for the above and has replied suitably vide its letter dated 14th August 2020. The same and the matter is under arbitration with NHAI.

Additional Concession fee has to be paid to National Highways Authority of India as per clause 26.2.1 of the Concession Agreement dated 17th May, 2010. National Highways Authority of India has granted deferment of Additional concession fees payable to them vide their sanction letter dated 11th June, 2014. Interest on the Additional concession fees payable to National Highways Authority of India for the period 1st April 2015 to 31st March 2021 has not been provided in the books of accounts as the same has been deferred and also due to the deficit in the cash flows.

15 Long Term Provisions

Particulars	As at March 31st, 2021	As at March 31st, 2020
Provison for Employee benefits		
Provison for Gratuity	22,99,659	19,76,706
Total	22,99,659	19,76,706

16 Other Financial Current liabilities

Particulars	As at March 31st, 2021	As at March 31st, 2020
Current Maturities of Long Term Loans	43,58,43,000	29,44,60,000
Principal Repayment due as on 31st March	14,42,05,000	2,45,01,000
Interest accured and due on borrowings	27,81,31,514	19,08,48,074
Payable to Related Party		
Retention Money	12,36,880	12,36,880
Operation & Maintenance expenses	1,54,88,953	6,14,54,469
COS & Utility expenses	19,97,033	5,40,526
Other Payables		
Review & Inspection charges payable to Lenders	50,54,884	10,77,596
Toll operation and management services	38,73,356	1,08,67,198
Creditors for Expenses at site	1,74,88,853	70,65,808
Creditors for Expenses at HO	9,74,578	22,95,669
Total	90,42,94,052	59,43,47,221

17 Short Term Provisions

Particulars	As at March 31st, 2021	As at March 31st, 2020
Provison for Employee benefits		
Provision for Gratuity - ST	1,00,437	91,076
Other Provisions		
Provision for Site Expenses	2,01,476	9,06,977
Total	3,01,913	9,98,053

MAPS & ASSOCIATES * HYDERABAD * CHARTERED ACCOUNTANTS

18 Other Current liabilities

Particulars	As at March 31st, 2021	As at March 31st, 2020
Statutory liabilities	5,87,650	15,87,703
Mobilization Advance for COS & Utility shifting from NHAI	9,93,586	9,93,586
Total	15,81,236	25,81,289

19 Revenue From Operations

Particulars	For the Year ended March 31st, 2021	For the Year ended March 31, 2020
Revenue from Operations		
Revenue From Toll Collections	75,38,60,692	64,14,92,966
Total	75,38,60,692	64,14,92,966

FY 2020-2021: 'Commencement of Toll collections from 20-04-2020 after the relaxation of Lockdown :

Due to COVID19 pandemic, there was a reduction in the toll collections from 23rd March 2020 due to the Imposition of Lockdown in the entire nation. There was a complete stoppage of toll collections for the period 26th March 2020 to 19th April 2020 and hence there were losses in the toll revenues. After the relaxation of the Lockdown following the Government instructions, the toll collections commenced from 20.04.2020 at 00:00 hrs with a very little traffic crossing our toll booths due to certain restrictions on the movement of goods and passenger vehicles resulting in meagre collections. The toll collections were almost less than 50% of what was expected. Letters have been written to NHAI for the compensation of the toll revenue loss for the period 26th March 2020 to 19th April 2020. However, NHAI has issued circulars that no compensation will be provided, but the Concessionaire will be given the extension for the period for the collection of toll.

However the toll collections resumed normalcy from Mid May 2020 and the average toll collections per day in the month of March 2021 are Rs. 24.23 lacs per day.

Implementation of Mandatory FASTag for all the Vehicles and collection of Penalty from Cash paying vehicles - Remittance of the excess/Penalty collected from the Users of the NonFASTag effective 16th February 2021 to NHAI :

(i) A circular was issued by NHAI which states that in accordance with the second proviso of Sub rule (3) of Rule 6 of the National Highways Fee (Determination of Rates and collection) Rules 2008 all the Non FASTag users entering the FASTag lane have to pay the toll fees at 2x times the normal rate (x amount). This is in accordance with the decision of the Ministry that all the lanes be made FASTag lanes effective from 16th February 2021. Letters issued : (1) MORTH Letter No H-250610/02/2020 - Toll dated 16.02.2021; (2) NHAI/13013/547/CO/20-21/FASTag/65290 dated 03.03.2021; (3) NHAI/13013/547/CO/20-21/FASTag/65290 dated 08.03.2021.)

(ii) The excess fees so collected ie., x amount (out of the 2x fees collected - over and above the normal fees) be remitted to the central government in accordance with the sub rule (1) and sub rule (2) of the rule 7 of the National highways fee (Determination of rates and collection) rules, 2008 and terms of the respective concession agreement (Schedule R of the Concession Agreement).

(iii) Accordingly an amount of Rs. 53,06,820/- being the penalty amount collected (x amount) for the period 16th February 2021 to 31st March 2021 has been remitted to the PIU, NHAI on 15th April 2021 as per the circulars and letters issued. The toll collections as cited in the above schedule ie., Rs. 75,38,60,692/- are net of the payment of the x amount of penalty to NHAI.

MAPS & ASSOCIATES * HYDERABAD * CHARTERED ACCOUNTANTS

20 Other Operating Income

Particulars	For the Year ended March 31st, 2021	For the Year ended March 31, 2020
Change of Scope Receipt -NHAI	1,06,87,381	72,43,312
Utilities Shifting Receipts	-	-
Total	1,06,87,381	72,43,312

21 Other Income

Particulars	For the Year ended March 31st, 2021	For the Year ended March 31, 2020
Miscellaneous Income	1,20,17,824	1,72,625
Other Income	5,88,403	9,13,158
Total	1,26,06,227	10,85,783

22 Operating and Maintenance Expenses

Particulars	For the Year ended March 31st, 2021	For the Year ended March 31, 2020
Repairs & Maintenance	5,39,72,416	7,27,29,821
Change of scope works	1,15,34,403	71,47,391
Total	6,55,06,819	7,98,77,212

Note of MMR : Damage caused to the road due the incessant rains during the months of June 19 to Sep 19.

The damage caused to the highway is to be rectified by commencing the major maintenance activity immediately. The cost estimate of Rs. 7.11Crs has been worked out for in-order to commence the repair works immediately and the same was certified by the Lenders Independent Engineer (LIE). The Major Maintenance Repair works have been commenced. The bill for Rs. 2.57 crs has been raised by the Contractor for the year ended 31st March 2020 and has been accounted. Further a bill for Rs. 51.29 lacs has been accounted in September 2020 based on the work completed by the contractor. The claim with the Insurance company for the damage caused to the road due to flood and Inundation has been lodged. The claim has been settled by the Insurance company for Rs. 1,19,98,855/- as full and final settlement of the claim on 16th December 2020.

Change of scope works (Hybrid ETC) : As per the accounting policy of the Company, the Hybrid Electronic Toll Collection system Installation works which come under Change of Scope (COS) with NHAI were accounted as and when the bills were certified by the technical team of NHAI. However the milestone 3 & 4 were accounted as on 31st March 2021 after the certification from the technical team and release of funds from NHAI. The Independent Engineer has certified the Milestone 3 payment, but NHAI has now disputed for the payment of Milestone 3 and Milestone 4.

23 Employee Benefits Expense

Particulars	For the Year ended March 31st, 2021	For the Year ended March 31, 2020
Salaries & Wages	1,72,28,621	1,94,79,097
Staff welfare Expenses	2,68,294	3,46,224
Total	1,74,96,915	1,98,25,321

MKPS & ASSOCIATES HYDERABAD CHARTERED ACCOUNTANTS

24 Finance costs

Particulars	For the Year ended March 31st, 2021	For the Year ended March 31, 2020
Interest on Term Loans	60,18,66,237	59,20,94,736
Financial charges	91,19,547	38,04,559
Unwinding of Interest on Deferred Premium	43,85,12,768	39,87,32,154
Total	1,04,94,98,552	99,46,31,449

25 Depreciation and Amortisation expense

Particulars	For the Year ended March 31st, 2021	For the Year ended March 31, 2020
Depreciation on Tangible Assets	2,75,971	2,78,759
Amortization on Intangible Asset	20,57,37,038	17,52,93,977
Total	20,60,13,009	17,55,72,736

26 Other Expenses

Particulars	For the Year ended March 31st, 2021	For the Year ended March 31, 2020
Administrative Expenses	35,93,059	59,18,134
Electricity Charges	24,65,045	20,35,405
Audit expenses	5,23,920	4,77,900
Insurances	20,41,768	23,25,929
Legal & Professional Charges	1,46,67,807	1,68,58,763
Other R&M Works	-	-
Period Rates & Taxes	7,42,681	2,02,204
Telephone & Internet	2,38,244	2,30,507
Toll Operation & Management Service	3,96,76,343	4,83,36,204
Travelling & Conveyance	22,06,958	27,05,555
Total	6,61,55,825	7,90,90,601

MAPS & ASSOCIATES * HYDERABAD * CHARTERED ACCOUNTANTS

30 Fair Values

The management assessed that cash and cash equivalents, trade receivables, current loans, trade payables and other current liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments or as they carry market rate of interest.

31 Financial Risk Management

The company's activities expose it to variety of financial risks : market risk, credit risk and liquidity risk. The company's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board of Directors has established a risk management policy to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management systems are reviewed periodically to reflect changes in market conditions and the Company's activities. The Board of Directors oversee compliance with the Company's risk management policies and procedures, and reviews the risk management framework.

A) Market risk

The market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and other price risk. The Company's activities expose it primarily to the financial risks of changes in interest rates.

i Foreign Currency Risk

Foreign currency risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rate.

The company is not exposed to foreign currency risk as it has no borrowing in foreign currency.

ii Interest rate risk

Interest rate risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Interest risk arises to the company mainly from Long term borrowings with variable rates. The company measures risk through sensitivity analysis.

Currently, Lending by Commercial Banks is at variable rate only, which is the inherent business risk.

The company is exposed to interest rate risk because it borrows funds primarily at floating interest rates. However, the interest rates are dependant on base rates/prime lending rates of the lead bank which are not expected to change very frequently and the estimate of the management is that these will not have significant upward trend.

The company's exposure to interest rate risk due to variable interest rate borrowings is as follows:

Particulars	31.03.2021	31.03.2020
Senior Debt from Banks - Variable rate borrowings	5,65,23,98,469	5,69,85,31,048

Sensitivity analysis based on average outstanding Senior Debt

Interest Rate Risk Analysis	Impact on profit/ loss after tax	
	FY 2020-2021	FY 2019-20
Increase or decrease in interest rate by 0.25 basis point	1,41,88,662	1,42,78,591

Note: Profit will increase in case of decrease in interest rate and vice versa

iii Price risk

Price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk).

The company is exposed to price risk due to investments in mutual funds and classified as fair value through profit and loss.

The company measures risk through sensitivity analysis.

The company's risk management policy is to mitigate the risk by investments in diversified mutual funds.

The company does not expose to price risks as on 31st March 2021.

MKPS & ASSOCIATES * HYDERABAD *

B) Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial assets.

The company is exposed to liquidity risk due to bank borrowings and trade and other payables.

The company measures risk by forecasting cash flows.

The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due without incurring unacceptable losses or risking damage to the Company's reputation. The Company ensures that it has sufficient fund to meet expected operational expenses, servicing of financial obligations.

The following tables detail the company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the company can be required to pay. The tables include both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate curves at the end of the reporting period. The contractual maturity is based on the earliest date on which the company may be required to pay.

The following are the contractual maturities of financial liabilities

As at 31st March 2021	Carrying Amount	upto 1 year	1 - 2 years	2 - 5 years	> 5 years
Non Derivative Financial Liability					
Term Loan from Banks and Financial Institution	5,65,23,98,469	1,05,51,61,267	2,15,99,78,080	4,85,13,82,162	17,57,45,770
Deferred Payment Liability	4,71,66,86,111	12,20,00,000	54,89,00,000	3,64,52,62,636	6,94,61,98,708
Other Current Financial Liabilities	32,42,46,052	32,42,46,052			
Other Non Current Financial Liabilities	3,04,45,850				3,04,45,850
Derivative Financial Liability	NIL	NIL	NIL	NIL	NIL

As at 31st March 2020	Carrying Amount	upto 1 year	1 - 2 years	2 - 5 years	> 5 years
Non Derivative Financial Liability					
Term Loan from Banks and Financial Institution	5,69,85,31,048	92,62,66,124	2,00,87,75,267	4,84,35,07,226	1,04,23,46,163
Deferred Payment Liability	4,27,81,73,344		12,20,00,000	1,23,01,78,803	9,91,01,82,541
Other Current Financial Liabilities	27,53,86,221	27,53,86,221			
Other Non Current Financial Liabilities	3,04,45,850				3,04,45,850
Derivative Financial Liability	NIL	NIL	NIL	NIL	NIL

C) Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation.

The company generally does not have trade receivables as toll collections are in cash/bank and the occurance is as and when the traffic passes through toll - plazas. Hence, the management believes that the company is not exposed to any credit risk.

MRPS & ASSOCIATES * HYDERABAD * CHARTERED ACCOUNTANTS

27 Financial Instruments

Disclosure of Financial Instruments by Category

Financial Instruments by categories	Note no.	As at 31st March 2021			As at 31st March 2020		
		FVTPL	FVTOCI	Amortized cost	FVTPL	FVTOCI	Amortized cost
Financial asset							
Investments							
Trade receivable							
Cash and Cash equivalents				1,52,13,474			84,26,228
Other Bank Balance				-			-
Other Financial Assets				10,88,233			10,90,591
Total Financial Asset		-	-	1,63,01,707	-	-	95,16,819
Financial liability							
Term Loan from Banks and Financial Institution				5,65,23,98,469			5,69,85,31,048
Deferred Payment Liability				4,71,66,86,111			4,27,81,73,344
Other Current Financial Liabilities				32,42,46,052			27,53,86,221
Other Non Current Financial Liabilities				3,04,45,850			3,04,45,850
Total Financial Liabilities		-	-	10,72,37,76,482	-	-	10,28,25,36,462

Default and breaches

There are defaults with respect to payment of Interest and Principal repayment obligations towards the Lenders as per the table below.

Term Loan I

Particulars		Interest Outstanding	Principal O/s	No of days delay	Interest Outstanding	Principal O/s	No of days delay
		Banks			Financial Institutions		
Interest dues March 2020		1,30,85,340	56,25,000	366	88,24,935	37,50,000	366
Interest dues upto April 2020		1,27,75,061	-	336	86,50,079	-	336
Interest dues upto May 2020		1,33,08,534	-	305	90,06,118	-	305
Interest dues upto June 2020		1,28,30,508	75,00,000	275	86,66,125	50,00,000	275
Interest dues upto July 2020		1,34,89,245	-	244	89,35,662	-	244
Interest dues upto August 2020		1,33,28,224	-	213	89,16,262	-	213
Interest dues upto September 2020		-	-	-	-	-	-
Interest dues upto October 2020		-	-	-	-	-	-
Interest dues upto November 2020		-	-	-	-	-	-
Interest dues upto December 2020		-	-	-	-	-	-
Interest dues upto January 2021		28,60,020	-	60	-	-	-
Interest dues upto February 2021		2,62,26,292	-	32	80,82,353	-	32
Interest dues upto March 2021		3,15,07,899	1,75,00,000	1	1,07,83,473	50,00,000	1
Total		**13,94,11,123**	**3,06,25,000**		**7,18,65,007**	**1,37,50,000**	

Funded Interest Term Loan

Particulars		Interest Outstanding	Principal O/s	No of days delay	Interest Outstanding	Principal O/s	No of days delay
		Banks			Financial Institutions		
Interest dues March 2020		37,49,829	90,76,000	366	24,11,037	60,50,000	366
Interest dues upto April 2020		36,69,938	-	336	23,59,669	-	336
Interest dues upto May 2020		38,22,488	-	305	24,58,566	-	305
Interest dues upto June 2020		36,87,810	1,81,52,000	275	23,91,718	1,21,00,000	275
Interest dues upto July 2020		37,90,864	-	244	24,64,762	-	244
Interest dues upto August 2020		37,41,141	-	213	24,31,989	-	213
Interest dues upto September 2020		-	-	-	-	-	-
Interest dues upto October 2020		-	-	-	-	-	-
Interest dues upto November 2020		-	-	-	-	-	-
Interest dues upto December 2020		-	-	-	-	-	-
Interest dues upto January 2021		59,69,845	-	60	23,63,716	-	60
Interest dues upto February 2021		76,13,071	-	32	21,21,111	-	32
Interest dues upto March 2021		95,23,372	4,23,52,000	1	22,84,760	1,21,00,000	1
Total		**4,55,68,358**	**6,95,80,000**		**2,12,87,328**	**3,02,50,000**	

MKPS & ASSOCIATES * HYDERABAD * CHARTERED ACCOUNTANTS

28 Fair value of Financial asset and liabilties at amortized cost

Particulars	Note no.	As at 31st March 2021		As at 31st March 2020	
		Carrying amount	Fair value	Carrying amount	Fair value
Financial Assets					
Trade receivable					
Cash and cash equivalents		1,52,13,474	1,52,13,474	84,26,228	84,26,228
Other bank balance		-	-	-	-
Other financial assets		10,88,233	10,88,233	10,90,591	10,90,591
Total Financial Assets		1,63,01,707	1,63,01,707	95,16,819	95,16,819
Financial liability					
Term Loan from Banks and Financial Institution		5,65,23,98,469	5,65,23,98,469	5,69,85,31,048	5,69,85,31,048
Trade Payables				-	-
Deferred Payment Liability		4,71,66,86,111	4,71,66,86,111	4,27,81,73,344	4,27,81,73,344
Other Current Financial Liabilities		32,42,46,052	32,42,46,052	27,53,86,221	27,53,86,221
Other Non Current Financial Liabilities		3,04,45,850	3,04,45,850	3,04,45,850	3,04,45,850
Total Financial Liabilities		10,72,37,76,482	10,72,37,76,482	10,28,25,36,462	10,28,25,36,462

The carrying amount of current financial assets and current trade and other payables measured at amortised cost are considered to be the same as their fair values, due to their short term nature.

The carrying value of Rupee Term Loan is approximate fair value as the instruments are at prevailing market rate.

29 Significant accounting judgments, estimates and assumptions

The preparation of the Company's financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the accompanying disclosures and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

32 Disclosures pursuant to Ind AS 1 - "Presentation of Financial Statements"

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders. The primary objective of the Company's capital management is to maximise the shareholder value. The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital.

Particulars	As at 31st March 2021	As at 31st March 2020
Debts	5,93,05,29,983	5,88,93,79,122
Less: Cash and Bank Balances	(1,52,13,474)	(84,26,228)
Net Debt (A)	**5,91,53,16,510**	**5,88,09,52,894**
Equity & Other equity (B)	(2,92,16,83,614)	(2,29,41,69,551)
Net Debt / Total Capital (A/B)	(2.02)	(2.56)

Debt includes Long term borrowings (including current maturities) and Interest accrued thereon and exlcuding deferred payment liability

33 Disclosure pursuant to Ind AS 115 - " Service Concession Arrangements"

i Indore Dewas Tollways Limited is a Special Purpose Vehicle (SPV) incorporated on 4- 05-2010 for execution of the project " Six Laning of Indore-Dewas section of NH 3 from KM 577.550 to KM 610.00 and KM 0.000 to KM 12.600 (Approx. length 45.05 KM) in the state of Madhya Pradesh under NHDP Phase-V to be executed as BOT (Toll) project on Design, Build, Finance, Operate and Transfer "DBFOT" pattern. The company has entered into a Concession Agreement with National Highways Authority of India, which specifies a two and half year of construction period and twenty two and half years of operation & maintenance period. The Company achieved the Provisional Completion Certificate w.e.f. 29th May, 2015.

ii **Significant Term of the arrangements**

a) **Revision of Fees:**

Fees shall be revised annually on every April of the year as per Schedule R of the Concession Agreement dated 17th May, 2010.

b) **Concession Fee & Additional Concession Fees:**

As per Article 26 of the Concession Agreement, the company is liable to pay Concession Fee ₹1 every year. The company is also liable of payment of Premium ₹24.10 Crs on the appointed date and 5% increase in each year.

iii **Rights of the Company for use Project Highway**

a) To demand, collect and appropriate, Fee from vehicles and person liable for payment of Fee for using the Project Highway or any part thereof and refuse entry of any vehicle if the Fee due is not paid.

b) Right of Way, access and licence to the Site.

iv **Obligation of the Company**

a) The company shall not assign, transfer or sublet or create any lien or Encumbrance on the CA or the Concession granted or on the whole or any part of the Project Highway nor transfer, lease or part possession thereof, save and except as expressly permitted by CA or the Substitution Agreement.

b) The company is under obligation to carry out the routine and periodic maintenance of the Project Highway as per Schedule K of the CA.

v **Details of any assets to be given or taken at the end of concession period**

At the end of the Concession period the company shall deliver the actual or constructive possession of the Project Highway, free and clear of all encumbrances

MKPS & ASSOCIATES * HYDERABAD * CHARTERED ACCOUNTANTS

vi Details of Termination

The Concession Agreement can be terminated on account of default of the company or NHAI in the circumstances as specified under article 37 of the Concession Agreement. NHAI has issued a letter dated 20th Nov 2020 for "INTENTION TO TERMINATE" citing various defaults such as delays in the completion of the punch list items, recovery of amounts under negative Change of Scope, Safety Issues related to Operations & Maintenance of the carraigeway, Non payment of Independent Engineer fees during construction period; Payment of the deferred premium as per the review done by NHAI and other project related issues. NHAI has also made counter claims on the company amounting to Rs. 556 crs .

The SPV has protested the above and has submitted a letter dated 2nd December 2020 stating that it will submit a concrete proposal for the amicable settlement of all the disputes with NHAI. The SPV has submitted to NHAI a concrete proposal on 7th January 2021 with two options :

(a) First being the Resolution Plan submitted to the Lenders which is pending approval by lenders and

(b) The amicable settlement of all disputes between the NHAI & the SPV and NHAI to make the settlement of the payments due to the Lenders for a reasonable amount.

Subsequently NHAI has sought information of the debt due to the Lenders and other financial information which were submitted vide letter dated 15th January 2021 and emails. NHAI has issued letter No NHAI/NHDP-V/Ind-Dew Tollway/2013-14 dated 19th March 2021 keeping on hold the Arbitration proceedings and the initiation of the CCIE committe for the amicable settlement of all disputes. Hence as on 31st March 2021, the termination proceedings have not been issued by NHAI on the SPV and the SPV is a going concern.

NHAI vide its letter No NHAI/NHDP-V/Ind-Dew Tollway/2013-14 dated 25th May 2021 has concurred for the amicable settlement of all disputes between both the parties. Accordingly NHAI has constituted the Conciliation committee of Independent Experts (CCIE) for the amicable settlement of all the disputes.

vii Significant Changes in the terms of the Original Concession Agreement till 31st March 2021

In view of the deficit in the cash flows due to low toll collections and the non completion of the adjoining stretches of the project highway, NHAI vide its letter dated 11th June 2014 has given in principle approval for the deferment of the premium payment from Nov 2013 to the future years as per the schedule given in the sanction letter.

NHAI has issued letter dated 8th Aug 2020 withdrawing the premium deferment sanction of 11th June 2014 and has demanded for the payment of the full premium due for the period Nov 2013 to upto the date of issuance of the letter with Interest. The SPV has protested for the above and has replied suitably vide its letter dated 14th August 2020 and the matter is now under arbitration.

However now the above matter is under the Conciliation committee of Independent Experts (CCIE) committee vide NHAI letter No NHAI/NHDP-V/Ind-Dew Tollway/2013-14 dated 25th May 2021 for the amicable settlement of all the issues between both the parties.

34 The Company does not have any transaction to which the provision of IndAS-2 relating to Valuation of Inventories applies.

35 **Disclosure pursuant to Ind AS 115 - " Revenue Recognition"**

Amount of contract revenue recognised in the year (COS & Utility Shifting) :₹ 1,28,96,905/- (PY:₹ 72,43,312/-)

Method used to recognise the constructions revenue - Work excuted during the year and remaining to be executed.

Change of scope works (Hybrid ETC) : Refer note 22 for details on change of scope works.

36 **Disclosure pursuant to Ind AS 12 - "Income taxes"**

The Company does not have taxable income and hence provision for current tax has not been made. The company is eligible for deduction under section 80IA of Income Tax Act and the tax holiday period of the company's project falls within the concession period of the company as defined in Section 80IA. Since tax on Timing difference between Accounting Income and Taxable Income that arise during the year is reversing during such tax holiday period. No deferred tax asset/ liability arises and accordingly no provision is made in the accounts.

MKPS & ASSOCIATES * HYDERABAD * CHARTERED ACCOUNTANTS

37 Disclosure pursuant to Ind AS 19 "Employee benefits":

Provision for Gratuity is made on actuarial basis at the end of the Financial year. The Company does not have any policy for compensated Absences.

	As at	As at
Profit and Loss account for current period	**31st Mar 2021**	**31st Mar 2020**
Service Cost:		
Current Service Cost	2,88,424	2,85,826
settlement		
Net interest cost	1,37,513	1,39,405
Total included in 'Employee Benefit Expense'	**4,25,937**	**4,25,231**
Expenses deducted from the fund		
Total Charge to Profit & Loss account	**4,25,937**	**4,25,231**

Other Comprehensive Income for the current period

Components of actuarial gain/losses on obligations:		
Due to change in financial assumptions	84,893	1,08,214
Due to change in Demographic assumption		(1,394)
Due to experience adjustments	(87,651)	(2,84,464)
Amount recognized in Other Comprehensive Income	(2,758)	(1,77,644)

Reconciliation of defined obligation	For the year ended	
	31st Mar 2021	**31st Mar 2020**
Defined Benefit Obligation		
Opening defined benefit obligation	20,67,782	19,11,060
Service Cost	2,88,424	2,85,826
Net interest expense	1,37,513	1,39,405
Components of actuarial gain/lossess on obligations		
Due to change in financial assumptions	84,893	1,08,214
Due to change in Demographic assumption		(1,394)
Due to experience adjustments	(87,651)	(2,84,464)
Benefits paid	(90,865)	(90,865)
Closing Defined Benefit obligation	**24,00,096**	**20,67,782**
Birfucation of liability as per schedule III		
Current Liability	1,00,437	91,076
Non-current liability	22,99,659	19,76,706

Principal Actuarial Assumptions	As at	
	31st Mar 2021	**31st Mar 2020**
Discounting Rate	6.35%	6.80%
Average Salary Growth Rate	4%	4%
Attrition Rate	3 % at all ages	3 % at all ages
Sensitivity to key assumptions		
Discount Rate Sensitivity		
Increase by 1%	22,19,202	19,05,587
(% change)	-7.54%	-7.84%
Decrease by 1%	26,12,395	22,57,577
(% change)	8.85%	9.18%
Salary Growth Rate Sensitivity		
Increase by 1%	25,93,849	22,41,441
(% change)	8.07%	8.40%
Decrease by 1%	22,23,301	19,05,331
(% change)	-7.37%	-7.86%

MAPS & ASSOCIATES * CHARTERED ACCOUNTANTS * HYDERABAD

Withdrawal Rate (W.R.) Sensitivity		
W.R. up by 1%	24,14,138	20,82,773
(% change)	0.59%	0.72%
W.R. down by 1%	23,85,403	20,52,121
(% change)	-0.61%	-0.76%

38 Related Party Transactions

A. List of Related Parties

Company Name	Relation
M/s Gayatri Highways Limited	Company having significant influence & Enterprises owned or significantly influenced by key management personnel or their relatives
M/s Gayatri Projects Limited	Company having significant influence & Enterprises owned or significantly influenced by key management personnel or their relatives
M/s Balaji Highways Holding Pvt Limited	Company having significant influence

B. Transactions with related parties:

Particulars	As at 31st March 2021	As at 31st March 2020
Reimbursement of expenses:		
M/s Gayatri Infra Ventures Limited		
M/s Gayatri Projects Limited		
Transactions for EPC, utility works, O&M and other Miscellaneous Works:		
M/s Gayatri Projects Limited	5,73,48,462	7,44,48,240
Payment of Retention Money:		
M/s Gayatri Projects Limited		
Balances as at year end:		
M/s Gayatri Infra Ventures Limited		
Share Capital		
Equity Component Interest free Subordinate loan		
Payables		
M/s Gayatri Highways Limited		
Share Capital	3,33,200	3,33,200
Equity Component Interest free Subordinate loan	70,25,00,000	70,25,00,000
Payables		
M/s Gayatri Projects Limited		
Share Capital (Pledged with Lenders ref Notes 5.e.g)	-	-
Equity Component Interest free Subordinate loan	-	-
Receivables	64,63,500	79,20,000
Payables	2,42,39,701	7,02,05,217
Retention Money	11,07,804	11,07,804
Mobilization advance Debit balance towards ETC, COS & Utility shifting	9,93,584	9,93,584
M/s Balaji Highways Holding Pvt Limited		
Share Capital	1,66,600	1,66,600

* Transactions with Gayatri Projects Ltd includes the bank guarantee charges reimbursed to GPL on account of the Bank Guarantee issued to IDTL.

Sitting Fees to Directors

Amt in Rs

Particulars		For FY 2020-2021	For FY 2019-2020
Shri Hari Vittal Rao	Independent Director	59,000	53,100
Shri M V Narsimha Rao	Independent Director	59,000	53,100
Shri Krishnamurthy	Independent Director	5,900	-

39 Disclosure pursuant to Ind AS 23 "Borrowing Costs"

Particulars	As at 31st March 2021	As at 31st March 2020
Finance Cost	1,04,94,98,552	99,46,31,449
Less : Capitalized during the year	-	-
Finance Cost charged to Statement of Profit & Loss	1,04,94,98,552	99,46,31,449

40 Disclosure pursuant to Ind AS 33 "Earnings per share"

Basic EPS amount are calculated by dividing the profit for the year attributable to Equity holders of the Company by the weighted average number of equity shares outstanding during the year.

Basic and Diluted Earnings per share (EPS) computed in accordance with Ind AS 33 "Earnings per share".

Particulars	Unit	As at 31st March 2021	As at 31st March 2020
Earnings Per Equity Share:			
Loss attributable to equity holders of the Company	Rupees	(62,75,14,063)	(69,89,97,614)
Weighted average number of equity shares in calculating basic EPES	Rupees	50,000	50,000
Nominal Value of Equity Share	Rupees	10	10
Effect of dilution:			
Weighted average number of equity shares used in computation of diluted EPES	Rupees	50,000.00	50,000.00
Basic and Diluted Earnings (Loss) per share		(12,550.28)	(13,979.95)

41 Disclosures as per Ind AS 37 - "Provisions, Contingent Liabilities and Contingent assets "

a) Contingent Liabilities

Particulars	As at 31st March 2021	As at 31st March 2020
Claims against the company not acknowledged as debt	-	-
a) The IE & NHAI have issued cure period notice to the SPV citing various defaults under various clauses and has issued demand notice for Rs. 556 crs	5,56,05,24,710	2,36,65,196
b) The EPC contractor has filed claims with the SPV under various heads amounting to Rs. 196.55 crs and the same has to be paid to them out of the claims received from NHAI as stated below.	1,96,55,41,206	1,96,55,41,206
Guarantees	-	-
Other money for which the company is contingently liable	-	-

The company has protested against the claims made by the NHAI. These have been made by NHAI as counter claims in lieu of the claims filed by SPV to NHAI amounting to Rs. 1,070.96 crs for which Arbitration proceedings are going on. All the claims made by NHAI are disputed and are under arbitration.

b) Contingent Asset

The company has filed with NHAI the final statement of claim for an amount of Rs.1,070.96 crs in the month of August 2020 under various heads .The conciliation meetings with NHAI have failed and the Arbitration proceedings have started. As NHAI and SPV have concurred to go for amicable settlement of all disputes between both the parties, the Arbitration proceedings were stalled for 180 days ie., upto 6th October 2021.(vide arbitrators letters dated 7th April 2021)

MKPS & ASSOCIATES * HYDERABAD * CHARTERED ACCOUNTANTS

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42 Capital Commitment

Particulars	As at 31st March 2021	As at 31st March 2020
Estimated amount of contracts remaining to be executed on Capital Account not provided for	-	-
Uncalled liability on shares and other investments partly paid	-	-
Other commitments		
Total	-	-

* The above EPC works need not be carried out by the SPV as NHAI has deleted the same from the scope of works

Other Commitments:

As per Clause 26.2.1 of the Concession Agreement entered with National Highways Authority of India, the Company has to pay Additional Concession fee of ₹24,10,00,000 every year with escalation of 5% fixed pa from the FY 2011-12. However the National Highways Authority of India has granted deferment for the premium payable to them. As per the sanction dt 11.6.2014, NHAI has reviewed the annual financials from 2014 and has concluded that the surplus funds are available with the SPV and the same needs to be remitted to NHAI. This is now disputed between the SPV & NHAI, NHAI vide its letter dated 6.8.2020 has cancelled the premium deferment facility and has demanded to pay the full premium from Nov 2013 to the date of issuance of the letter.

43 Payments to Auditor

Amt in Rs

Particulars	As at 31st March 2021	As at 31st March 2020
(a) Statutory Audit Fee	2,00,000	2,00,000
(c) ICFR fees	50,000	50,000
(b) Tax Audit Fee		50,000
(c) Other Services (Opinion / Certification Fees)	1,44,000	1,55,000
(d) Goods & Service Tax / Service Tax	58,520	72,900
Total	4,52,520	5,27,900

44 There have been no claimed transactions during the year with Micro, Small and Medium Enterprises covered under the Micro, Small and Medium Enterprises Development (MSMED) Act 2006.

45 Foreign Currency Tranactions

(i) Expenditure in Foreign Currency	(Prevous Year Nil)
(ii) CIF value of Import	(Prevous Year Nil)
(iii) FOB value of Export	(Prevous Year Nil)
(iv) Earnngs in Foreign Exchange	(Prevous Year Nil)
(v) Remittance in Foreign Exchange	(Prevous Year Nil)

46 Disclosure pursuant "Going Concern"

The Company operates in the infrastructure business sector which involves huge capital investments. The high gestation period required for break even for such infra structure investments is sufficiently addressed due to the long concession life of this project. The balance concession period is 15.5 years. The company's net worth has eroded primarily due to high Amortisation, high interest on term loans and high premium and deferred premium liability. The Management expects that the Company's revenue for the subsequent financial years will be sufficient to meet the expenditure and recoup the losses incurred thereby strengthening the financial position of the Company. Accordingly, the financial statements have been prepared on going concern basis.

The major reasons for the shortfall in revenue from toll are as follows:

1) The Overall Adverse Economic conditions in the Country and in the State of MP.

2) Lower industrial activity in the vicinity of the project area, resulting in lower Heavy vehicle movement.

3) The Stretch of Ghat – Dewas has been abandoned by the IVRCL. Because of which, the traffic coming from Ahmedabad has abandoned the Indore – Dewas Stretch. Consequently, the toll collections have substantially reduced – The traffic from the west is cut off consequently resulting in low toll revenues.

4) The Stretch of Gwalior – Shivpur – Dewas Highway is totally dilapidated with no maintenance, due to which the entire traffic, which normally passes through Shivapuri – Guna – Shajapur – Dewas, is now taking the alternate route resulting in reduced traffic on the Indore – Dewas Stretch. As NHAI has failed in the execution of the 2-4 laning road from Shivpuri – Dewas, which was awarded to GVK, the entire stretch of 467 Kms is in a dilapidated condition and not road-worthy for heavy vehicles. The traffic from the north is totally cut off resulting in low toll revenues.

5) At Awana Bridge (NH-3, Near GUNA) due to the middle span settlement traffic on both sides was closed ie., From Delhi to Mumbai and hence the Main traffic got diverted from our project road.

6) At NH-3 throughout the road from Guna to Dewas 40% of top surface (Bitumen Carpet) was damaged and every 50mtrs is riddled with pot holes (1 to 2 feet) and are throughout the road up to Guna, Which has resulted in diversion of traffic away from NH-3.

7) At Makshi Railway Gate, a low height barrier has recently been installed by the Railway Authorities. Due to this barrier, heavy motor vehicles prefer to go by some other route – resulting in revenue loss.

8) Due to toll rate variation between toll A and toll B most of the vehicles are passing through Toll B. Also the heavy vehicles are getting diverting to this road thereby reducing the Toll Revenue.

Please refer note no 47 below for the developments in the adjoining stretches

47 Disclosure pursuant to Ind AS 36 "Impairment of Assets"

Since the company expects sufficient cash inflows from the toll collections in future, impairment in the value of the toll collections rights is not envisgaged due to the below mentioned reasons :

Developments in the adjoining streches :

The Stretch of Gwalior – Shivpuri – Dewas Highway is not being developed by 3 developers as below :

Stretch	Developer	Length	CC
Shivpuri – Guna (EPC) (Km 236 to km 332.10).	IRCON International Pvt Limited	96 Kms	Attained in 2018 (86.6 kms)
Guna - Biaora (BOT) (Km 332.100 to Km 426.100).	Dilip Buildcon Limited	93.05 Kms	Attained in 2018
Biaora - Dewas (BOT) (Km 426.100 to Km 566.450).	Oriental Structural Engineers Pvt Ltd	141 Kms	PCC attained in 2019

The works in the above streches have been 90% completed.

Hence due to the positive developments in the adjoining stretches as stated above, the toll is expected to increase for the coming years. Despite the COVID19 pandemic & Lockdown , the toll collections have returned to normalcy in the months of May 2020 to March 2021 with average toll collections being Rs 24.23 lacs per day.

48 Disclosure of segment information pursuant to Ind AS 108 "Operating Segments"

The Company is engaged in the business of construction, operation and maintenance of Toll road projects on a Build Operate Transfer basis in a single business segment. Hence reporting of operating segments does not arise. The Company does not have operations outside India. Hence, disclosure of geographical segment information does not arise.

49 Events after the reporting period

There are no significant events after the reporting period that substantially affect the financial position of the company stated in the Balance Sheet.

50 The duration and impact of the COVID-19 pandemic remains unclear at present as on book closure date. Hence, it is not possible to reliably estimate the duration and severity of these consequences, as well as their impact on the financial position and results of the Company for future periods. However, the company is protected by the clauses 34 of the Concession Agreement to claim such loss under force majeure event in the form of revenue loss compensation by way of claiming the loss of toll revenue from the NHAI or by way of extension of the concession period. Accordingly, the financial position and results of operations as of and for the year ended 31st March 2021 have not been adjusted to reflect their impact.

51 **Ind AS 116 :** The company has no transactions which attracts disclosure of IndAS 116

52 There were no litigation pending against the company which could be materially impact its financial position as at the end of the year.

53 Previous year comparatives have been reclassified and regrouped wherever necessary, to confirm to current years' presentation.

For MKPS & Associates
Chartered Accountants
Firm's registration no. 302014E

S Modi
Partner
Membership No : 051361
Place: Hyderabad
Date: 8th June 2021
UDIN: 21051361AAAAAM5939

MKPS & ASSOCIATES * HYDERABAD * CHARTERED ACCOUNTANTS

For and on behalf of the Board

J Brij Mohan Reddy
Director
DIN No 00012927

T V Sandeep Kumar Reddy
Director
DIN No 00005573

INDORE DEWAS TOLLWAYS LIMITED * HYDERABAD

Form No MGT.11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U45200TG2010PLC068238

Name of the company: **Indore Dewas Tollways Limited**

Registered office: 6-3-1090, T S R Towers, Rajbhavan Road, Somajiguda, Hyderabad - 500 082, Telangana, India

Name of the Member(s):

Registered Address:

E-mail Id:

Folio No/Client Id:

DP Id:

I/We being a member (s) of ……Shares of the above named Company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:……., or failing him

2. Name:

Address:

E-mail Id:

Signature:……., or failing him

3. Name:

Address:

E-mail Id:

Signature:……., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 11th Annual General Meeting of the company, to be held on **Friday, the 24th Day of September, 2021 at 10.30 A.M** at the Registered Office of the Company situated at 6-3-1090, T S R Towers, Raj Bhavan Road, Somajiguda, Hyderabad - 500 082, Telangana, India and at any adjournment thereof in respect of such resolutions as are indicated below:

1. To receive, consider and adopt the Balance sheet as at 31st March, 2021, Statement of Profit and Loss for the period ended on 31st March, 2021 and reports of Directors and Auditors thereon.

2. To appoint a Director in place of Mr. T.V. Sandeep Kumar Reddy, who retires by rotation and is eligible for re-appointment.

SPECIAL BUSINESS:

3. **TO APPOINT MR. KRISHNAMURTHY CHATURVEDI AS AN INDEPENDENT DIRECTOR.**

To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of sections 161, 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, the consent of the members of the Company be and is hereby accorded to appoint Mr. Krishnamurthy Chaturvedi (DIN: 08661228), who was appointed as an Additional Director of the Company, in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria of independence under Section 149 of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, for a period of 5 years i.e., from 29th January, 2021 and he shall not be liable to retire by rotation.

FURTHER RESOLVED THAT Directors of the Company be and are hereby authorized to file Form DIR-12 with the Registrar of Companies and to do all necessary acts and deeds as may be required for giving effect to the above resolution".

Signed this…… day of…… 2021.

Signature of shareholder

Please Affix Revenue Stamp

Signature of Proxy holder(s)

Note:

1. **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
2. **It is optional to indicate your preference. If you leave 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.**

INDORE DEWAS TOLLWAYS LIMITED

Regd. office: 6-3-1090, T S R Towers, Rajbhavan Road, Somajiguda, Hyderabad - 500 082, Telangana, India
CIN: U45200TG2010PLC068238

ATTENDANCE SLIP

11th Annual General Meeting held on 24th day of September, 2021 at Hyderabad

Regd. Folio No.		*** DP ID:**	
No. of Equity Shares held		*** Client ID:**	

Name of the Shareholder	
Name of Proxy	

I/We hereby record my / our presence at the 11th Annual General Meeting of the members of the Company held on Friday, the 24th Day of September, 2021 at 10.30 A.M at the Registered Office of the Company situated at 6-3-1090, T S R Towers, Rajbhavan Road, Somajiguda, Hyderabad - 500 082, Telangana, India.

SIGNATURE OF THE MEMBER OR THE PROXY ATTENDING THE MEETING

_____ _____

If Member, please sign here **if proxy, please sign here**

Note: This form should be signed and handed over at the Meeting Venue.
* Applicable for investors holding shares in electronic form.