



NAGPUR - SEONI EXPRESS WAY LIMITED

13th ANNUAL REPORT

Corporate Overview

BOARD OF DIRECTORS

Mr. J. Subramanian

Mr. Mathew George

Independent Director:

Mr. Arun bhai Shankerlal Patel

STATUTORY AUDITORS

M/s. Gianender & Associates,
Chartered Accountants

SECRETARIAL AUDITORS

M/s. Ashish Shah & Associates,
Company Secretaries in Practice

REGISTERED OFFICE

"Sadbhav House", Opp Law Garden Police Chowki,
Ellisbridge, Ahmedabad, Gujarat – 380006.

NOTICE TO THE MEMBERS

Notice is hereby given that the **THIRTEENTH (13th)** Annual General Meeting of **NAGPUR–SEONI EXPRESS WAY LIMITED** to be held on Monday, September 28, 2020 at 10:40 AM through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') at 5th Floor, SKCL Tech Square, Lazer St, South Phase, SIDCO Industrial Estate, Guindy, Chennai – 600 032, Tamil Nadu to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2020, and the reports of the Board of Directors and Auditors thereon.
2. To approve the remuneration payable to Statutory Auditors for the Financial Year 2020-21 and for that purpose to pass with or without modification(s), the following **ORDINARY RESOLUTION:**

“RESOLVED THAT Pursuant to the provisions of Section 139 and other applicable provisions of the Companies Act, 2013 read with Companies (Audit & Auditors) Rule, 2014 and pursuant to the resolution passed by the members at the 11th Annual General Meeting (AGM) held on September 25, 2018 in respect of the appointment of M/s. Gianender & Associates, Chartered Accountants (Registration no. 004661N) , consent of the members be and is hereby accorded for remuneration of Rs. 2,70,000/- payable to M/s. Gianender & Associates for the Financial Year 2020-21 excluding out of pocket expenses and taxes as applicable.”

SPECIAL BUSINESS:

3. To consider and approve the appointment of Ms. Purvi Parikh (DIN: 07071155) as an Independent Director of the Company and to pass with or without modification(s), if any, the following as an **ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Ms. Purvi Parikh, (DIN: 07071155), be and is hereby appointed as an Independent Director of the Company for a term of 1 year w.e.f June 20, 2020 who shall not be liable to retire by rotation.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution including filing of forms to Registrar of Companies.”

4. To consider and approve the appointment of Mr. Amitabh Jha (DIN: 07130355) as a Non – Executive Director of the Company and to pass with or without modification(s), if any, the following as an **ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Section 152 and 161(1) of the Companies Act, 2013 (the Act), and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Mr. Amitabh Jha (DIN: 07130355) who was appointed as an Additional Non – Executive Director of the Company on August 18, 2020 and holds office up to date of this Annual General

Meeting and in respect of whom notice has been received for appointment under section 160 of the Act be and is hereby appointed as a Non – Executive Director liable to retire by rotation.

“RESOLVED FURTHER THAT any one of the Director(s) of the company be and are hereby severally authorised to file the necessary forms with MCA and to do all such, acts and deeds as may be necessary or expedient to give effect to the above resolution.”

5. To consider and approve the conversion of the Company from a Public Company into a Private Company and consequent alteration of Memorandum and Articles of Association of Company and to consider and if thought fit, to pass with or without modification, the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of section 13, 14 and any other applicable provisions of the Companies Act, 2013, if any, and subject to the approval of the Regional Director, North Western Region (powers delegated to the Regional Director by Central Government vide Companies (Incorporation) Fourth amendment Rules, 2018) and any other regulatory authorities and subject to such consents and permissions as may be necessary, the consent of the members of the Company be and is hereby accorded to convert the Company from “Public Limited’ to ‘Private Limited’ and consequently the name of the Company be changed from “Nagpur–Seoni Express Way Limited” to “Nagpur–Seoni Express Way Private Limited” by inserting the word ‘Private’.

“RESOLVED FURTHER THAT pursuant to the provisions of section 14 and any other applicable provisions of the Companies Act, 2013 read with rules made thereunder and subject to the approval of the Regional Director, North Western Region (powers delegated to the Regional Director by Central Government vide Companies (Incorporation) Fourth amendment Rules, 2018), consent of members of the Company be and is hereby accorded for adoption of new set of Articles of Association (AOA) in substitution of existing AOA containing suitable clauses for a private limited Company as specified under section 2(68) of the Companies Act, 2013. .

RESOLVED FURTHER THAT consequent to the conversion of the Company from Public to Private, the change in the name of the Company wherever it occurs in their respective Memorandum of Association (MOA) and Articles of Association (AOA), letterheads, hoardings, envelopes, stamps etc. be substituted by new name by way of addition thereto of the word “Private” and MOA be suitably amended to bring it in line with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Director of Company be and is hereby authorized individually and severally to execute all such documents, instruments and writings as may be required and to take all such steps and actions and give such directions as may in its absolute discretion deem necessary and to settle any question that may arise in this regard.”

6. To consider and approve the appointment of Mr. C. Kannan as the Manager of the Company and if thought fit, to pass with or without modification, the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 (“ Act”) read with Schedule V to the Act and the Rules made thereunder, including any statutory modification thereof, or any other law and

subject to such other consent(s), approval(s) and permission(s) as may be necessary in this regard, the Company hereby accords its approval for appointment of Mr. C. Kannan as manager for a period of 1 (one) year with effect from August 31, 2020 on the remuneration as decided between the Board of IM and Mr. C. Kannan and on such terms and conditions as set out in explanatory statement attached hereto with liberty and authority to the Board of Directors to alter and vary the terms and conditions of the said appointment from time to time within the scope of Schedule V of the Companies Act, 2013, or any amendments thereto or any re-enactment thereof.”

“RESOLVED FURTHER THAT the aggregate of salary, perquisites and allowances of Mr. C. Kannan in any one financial year shall not exceed the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013 (including applicable rules, if any) as amended from time to time.”

“RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year during the currency of tenure of services of Mr. C. Kannan, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.”

“RESOLVED FURTHER THAT any one of the Director(s) of the company be and are hereby severally authorised to file the necessary forms with MCA and to do all such, acts and deeds as may be necessary or expedient to give effect to the above resolution.”

Date: 31/08/2020
Place: Chennai

By order of Board of Directors

SD/-
Amitabh Jha
Director
DIN: 07130355

Notes:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (**MCA**) has vide its circular dated May 5, 2020 read with Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 permitted the holding of Annual General Meeting ('**AGM**') through video conferencing ('**VC**') or other audio visual means ('**OAVM**'), without the presence of the Members at a Common Venue. In compliance with the provisions of the Companies Act, 2013 ("**Act**") and abovementioned MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Corporate members are required to send a scanned copy (PDF/JPG Format) of the Board Resolution/ Power of Attorney authorizing its representatives to attend and vote at the AGM through VC / OAVM on its behalf pursuant to Section 113 of the Act. The said Resolution/Authorization shall be sent to the Company through its registered email address to comply@indinfravit.com.
4. The proceedings of the meeting shall be recorded and shall be kept in the safe custody of the Company.
5. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts concerning the Special Business is annexed hereto.
6. All the documents referred to in the accompanying notice, shall be available for inspection through electronic mode, basis the request being sent on comply@indinfravit.com.
7. During the AGM, the Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act and the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act shall be available for Inspection at Registered Office of the Company.
8. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for the all members. The detailed instructions for joining the Meeting through VC/OAVM form part of the Notes to this Notice.
9. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose e-mail addresses, are registered with the Company / Depositories.
11. The Voting at the meeting shall be conducted by show of hands unless a poll in accordance with section 109 of the Companies Act, 2013 is demanded by any member. If a poll is demanded at the meeting then the shareholders can vote by sending an email to comply@indinfravit.com.

12. Members seeking clarifications on the annual report are requested to send in written queries to the Company at least one week before the date of the meeting. This would enable the Company to compile the information and provide replies in the meeting.
13. The members can pose questions concurrently at the Meeting or can submit questions or queries regarding the agenda items on the designated email address through which the notice has been sent.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the registered email. The link for VC/OAVM will be shared with the shareholder/members through e-mail.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow the use of camera and Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at comply@indinfravit.com. The same will be replied by the company suitably.
6. In case of any assistance with regards to using the technology before or during the meeting, please contact on the +91 44 4398 6000.

Date:31/08/2020
Place: Chennai

By order of Board of Directors

SD/-
Amitabh Jha
Director
DIN: 07130355

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

The following Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, sets out all material facts relating to the business mentioned in item in the accompanying Notice of the Annual General Meeting of the members for the financial Year 2019-2020 of the Company.

Item No. 3: To consider and approve the appointment of Ms. Purvi Parikh (DIN: 07071155) as an Independent Director of the Company

Ms. Purvi Parikh (DIN: 07071155) was appointed as an Additional Independent Director of the Company w.e.f. June 24, 2020 to hold office for a period of one (1) year up to June 23, 2020 subject to the approval of the shareholder at the ensuing AGM.

Ms. Purvi Parikh (DIN: 07071155) has given the requisite declarations pursuant to Section 164 and 184(1) of the Companies Act, 2013. Further, she is not disqualified from being appointed as director in terms of Section 164 of the Act and has given her consent to act as director.

In the opinion of the Board, Ms. Purvi Parikh (DIN: 07071155) proposed to be appointed as Director fulfils the conditions specified in the Act and the rules made thereunder.

Ms. Purvi Parikh (DIN: 07071155) has given the requisite declarations pursuant to Section 149(7) of the Companies Act, 2013, to the effect that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

Brief particulars of Ms. Purvi Parikh (DIN: 07071155) as stipulated under Secretarial Standard on General Meeting (SS-2) is given in the Notice.

The Board recommends passing of the Ordinary Resolution as set out at item no. 3 of the Notice.

Except, Ms. Purvi Parikh (DIN: 07071155), none of the Directors, Key Managerial Personnel of your Company or their relative is concerned or interested in the said resolution.

Item No. 4: To consider and approve the appointment of Mr. Amitabh Jha (DIN: 07130355) as a Non – Executive Director of the Company:

Mr. Amitabh Jha (DIN: 07130355) was appointed as an Additional Non-Executive Director of the Company w.e.f. August 18, 2020 Pursuant to the provisions of Section 161(1) of the Companies Act, 2013, Mr. Amitabh Jha holds office up to the date of the ensuing Annual General Meeting.

Mr. Amitabh Jha (DIN: 07130355) has given the requisite declarations pursuant to Section 164 and 184(1) of the Companies Act, 2013. Further, he is not disqualified from being appointed as a non – executive director in terms of Section 164 of the Act and has given his consent to act as director.

In the opinion of the Board, Mr. Amitabh Jha (DIN: 07130355) proposed to be appointed as Non – Executive Director fulfils the conditions specified in the Act and the rules made thereunder.

Brief particulars of Mr. Amitabh Jha (DIN: 07130355) as stipulated under Secretarial Standard on General Meeting (SS-2) is given in the Notice.

The Board recommends passing of the Ordinary Resolution as set out at item no. 4 of the Notice.

Except, Mr. Amitabh Jha (DIN: 07130355), none of the Directors, Key Managerial Personnel of your Company or their relative is concerned or interested in the said resolution.

Item No. 5: To discuss and approve the conversion of the Company from a Public Company into a Private Company and consequent alteration of Memorandum and Articles of Association of Company

The members are informed that the Company was originally incorporated on February, 08, 2007 under the Companies Act, 1956. Considering the privileges which are available to Private Limited Companies under the Companies Act, 2013 (the 'Act'), the Directors opine that it would be appropriate to convert the company into Private Limited Company. This will make it easier to meet compliance of regulatory provisions and would help the management to carry out its affairs more efficiently. The conversion process also follows with the requirement of change of the name clause in the Memorandum of Association (MOA) of the Company and the Articles of Association (AOA) of the Company to include the provisions conducive with a Private Company.

As per the provisions of the Act, the consent of the members by way of special resolution is required for conversion of the Company to a Private Limited Company and subsequently the name clause of the Company is required to be altered according to Section 14 and 13 of the Act.

The members are requested to note that the said conversion is subject to the approval granted by the Registrar of Companies, Regional Director of North Western Region, Ministry of Corporate Affairs and such other regulatory authorities and consents and permissions, as may be required.

A copy of the Memorandum of Association and Articles of Association of the Company incorporating the above proposed changes is available for inspection at the Registered Office of the Company on any working day during working hours.

None of the Directors, Key Managerial Personnel and Relatives of the Directors/Key Managerial Personnel of the Company are interested in the proposed Resolution.

Item No. 6: To consider and approve the appointment of Mr. C. Kannan as the Manager of the Company

The Members are informed that pursuant to Section 196, 197, 203 of the Companies Act, 2013 read with Rule 8 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules 2014, the Company is required to appoint a Manager.

The members are informed that the Board of Directors, at their meeting held on August 31, 2020, had appointed Mr. C. Kannan as Manager of the Company w.e.f. August 31, 2020 for a period of 1 (one) year subject to approval of shareholders as per the provisions of Companies Act, 2013.

In the opinion of the Board, Mr. C. Kannan has rich and varied experience in his field and it would be in the interest of the Company to avail his considerable expertise. The said appointment is in accordance with Sec. 196, 203 and Schedule V of the Companies Act, 2013. The remuneration payable is in accordance with the Part II, Section II and Section IV of Schedule V of the Companies Act, 2013. Pursuant to the provisions of Sections 196, 197, 203 read with Schedule V, the appointment and remuneration payable to Mr. C. Kannan as Manager of the Company, approved by the Board of Directors at their meeting held on August 31 and is required to be approved by the Members of the Company.

Hence, the Directors recommend the resolution under item no. 6 above as Special Resolution for the approval by the Members.

None of the Directors, Key Managerial Personnel except Mr. C. Kannan, Manager of the Company and their relatives are concerned or interested, in this resolution.

DETAILS OF DIRECTORS SEEKING APPOINTMENT
(As per Secretarial Standard -2)

Name	Ms. Purvi Parikh
Age	38 years
Qualifications and Experience	<p>Qualification:</p> <p>Chartered Accountant, 2003 Certified Information Systems Auditor (CISA) from ISACA, USA in December 2012</p> <ul style="list-style-type: none"> • Attended an Executive Education Program (Management Development Programme) on Mergers, Acquisitions and Restructuring with premier management school - Indian Institute of Management, Ahmedabad (IIMA) in 2014 • Certified in Forensic Audit and Fraud Prevention by ICAI, India in February 2016 <p>Experience</p> <p>Worked with the infrastructure development arm of one of India's most respectable private sector companies Larsen & Toubro Limited for 4 years. With the added previous experience of 5 years in manufacturing industry, have rich exposure and wide knowledge of diverse industries and their business processes, operations & regulations. Since September 2012, providing Risk Advisory Services with an experienced and competent team of professionals to Indian as well as Multinational companies in various sectors in the below listed field of expertise:</p> <ul style="list-style-type: none"> • Risk Focused Internal Audit • In-depth Process Review and Gap Analysis • SOP design and development • Internal controls over financial reporting (ICoFR) - Risk Control Matrix (RCM) creation • ERP Implementation Support • Enterprise Risk Management Implementation Support • Investigative Audits - Fraud Detection & Forensic Investigation • Application Control Review and IT General Controls <p>Currently empanelled by National Stock Exchange (NSE) and Multi-Commodity Exchange (MCX) on the GRC (Grievance Redressal Committee) and Arbitrators' Panel.</p>
Remuneration sought to be paid	NA
Remuneration last drawn	NA
Date of first appointment on the Board	20 th June, 2020
Shareholding in the Company	NIL

Relationship with other Directors, and other Key Managerial Personnel of the Company	NA
Number of Meetings of the Board attended during the year	1
Directorships held on the Board of the other entities	8
Membership/ Chairmanship of Committees of other Boards	10

Name	Mr. Amitabh Jha
Age	42 Yrs.
Qualifications and Experience	<p>1. He has done MA, PGDBA (Finance) and has an experience of 23 years in the fields of Business Operations (O&M Roads). He has been associated with Companies like Reliance Infrastructure, Atlantia (Autostrada L'Italia), Soma Isolux, GVK.</p> <p>2. He has commissioned, established, and operated some of the mega projects in the Country, like Delhi Gurgaon Expressway, Panipat Jalandhar, Delhi Agra and Pune Satara. He was a Director for 6 Companies of Reliance Infrastructure and Additional Director with Indian Highways Management Company Limited of NHAI.</p> <p>3. He has won top National Award in O&M in the year 2019 and National Award in Safety in the year 2020. (NHAI National Awards), awarded by Sh. Nitin Gadkari (Minister – MoRTH) and Mr.Y S Malik (Chairman – NHAI).</p>
Remuneration sought to be paid	NA
Remuneration last drawn	NA
Date of first appointment on the Board	18/08/2020
Shareholding in the Company	NIL
Relationship with other Directors, and other Key Managerial Personnel of the Company	NA
Number of Meetings of the Board attended during the year	NA
Directorships held on the Board of the other entities	NA
Membership/ Chairmanship of Committees of other Boards	NA

Name	Mr. C. Kannan
Age	42 yrs
Qualifications and Experience	C Kannan is an Head Technical of the Company since May 2018 and last one decade working for L&T IDPL prior to that he was working as a Senior Manager, Project Engineer, Consultant, Site Engineer in various firms. He holds a Bachelor's degree in Civil Engineering from the accredited college in Tamil Nadu and holds a certificate programme in the Project Management. He has experience in the fields of infrastructure project management, public private partnerships, Quality Audit, project safety and construction management for about 18 Years.
Terms and Conditions of appointment	As decided by Board of IM and Mr. C. Kannan
Remuneration sought to be paid	NA
Remuneration last drawn	NA
Date of first appointment on the Board	31/08/2020
Shareholding in the Company	1*
Relationship with other Directors, and other Key Managerial Personnel of the Company	NIL
Number of Meetings of the Board attended during the year	NA
Directorships held on the Board of the other entities	NIL
Membership/ Chairmanship of Committees of other Boards	NA

**holding one share as nominee shareholder on behalf of IndInfravit Trust*

NAGPUR - SEONI EXPRESS WAY LIMITED

CIN: U45203GJ2007PLC049963

BOARD'S REPORT

The Directors of the Company have pleasure in presenting their report together with the Company's Audited Financial Statement for financial year ended March 31, 2020.

1. Financial Results / Financial Highlights

Particulars	(Amount in Rs. crores)	
	2019-20	2018-19
Profit / (Loss) Before Depreciation, exceptional items & Tax (including other comprehensive income)	3.76	(9.58)
Less: Depreciation, amortization, impairment and obsolescence	-	-
Profit / (Loss) before exceptional items and tax	3.76	(9.58)
Add: Exceptional Item	-	68.75
Profit / (Loss) before tax	3.76	59.17
Less: Provision for tax	-	10.9
Profit / (Loss) for the year carried to the Balance Sheet	3.76	48.26
Total Comprehensive Income for the year	3.76	48.26
Add: Balance brought forward from previous year	(60.53)	(108.79)
Balance to be carried forward	(56.77)	(60.53)

2. State of Company Affairs

The gross revenue and other income for financial year under review were Rs. 23.67 crores as against Rs. 21.40 crores for the previous financial year registering an increase of 10.61%. As per the above table, the profit after tax was Rs. 3.76 crores as against Rs. 48.26 crores respectively for the previous financial year, registering an decrease of 92.21 %.

The entire stake held by Sadbhav Infrastructure Project Limited and Sadbhav Engineering Limited was acquired by IndInfravit Trust during February, 2020 due to which the ownership of the Company has changed.

3. Amount to be carried to reserve

From the profit earned, the Company has not transferred any amount to reserves during the year under review.

Regd. Office : "Sadbhav House", Opp. Law Garden Police Chowki, Ellisbridge, Ahmedabad-380006

Tele : 26463384, 26405687, 26469179, 26445810 • Fax : 91-079-26400210

4. Dividend

No dividend has been recommended for the year ended March 31, 2020.

5. Capital & Finance

The Company has not issued and allotted share capital during the year. The Company has taken unsecured loans from related parties amounting to Rs. 225.63 crores during the year 2019-20. The loans were repaid during the year amounting to Rs.141.09 crores

The Company has redeemed Non-Convertible Debentures to the extent of Rs 52.67 crores.

6. Capital Expenditure

As at March 31, 2020 the gross fixed and intangible assets including leased assets, stood at Rs. NIL and net fixed and intangible assets, including leased assets, at NIL.

7. Deposits

The Company has not accepted deposits from the public falling within the ambit of Section 73 of the Companies Act, 2013 (the "Act") and the Rules framed thereunder.

8. Depository System

As on March 31, 2020, the shares of the Company are held in the following manner:

Equity shares

100% of the Company's equity paid up capital representing 4,80,00,000 equity shares of Rs.10/- each is held in dematerialized form.

Debentures

Outstanding NCDs for the year ended March 31, 2020 stands at Rs. 107.73 crores.

9. Debenture Trustee

As at March 31, 2020, the total outstanding NCDs allotted by the Company were Rs. 107.73 crores. VISTRA ITCL (INDIA) LIMITED (Formerly known as IL&FS Trust Company Limited) has been appointed as debenture trustees for the NCDs.

10. Subsidiary/Associate/Joint Venture Companies

During the year under review, the Company does not have any Subsidiary/Associate/Joint Venture Company.

11. Particulars of loans given, investments made, guarantees given or security provided by the Company

The Company has not made any loans, guarantees and investments covered under section 186 of the Act.

12. Particulars of Contracts or Arrangements with related parties

All related party transactions were at arms' length basis and in the ordinary course of business. All related party transactions during the year have been approved in terms of the Act. Details of Related Party Transactions are provided in **Annexure I(AOC-2)**.

13. Extract of Annual Return

As per the provisions of Section 92(3) of the Act, an extract of the Annual Return in form MGT-9 is attached as **Annexure II** to this Report.

14. Material changes and commitments affecting the financial position of the Company, between the end of the financial year and the date of the report

During the financial year, pursuant to the share purchase agreement dated July 1, 2019 executed between IndInfra Trust (Trust) and Sadbhav Infrastructure Project Limited (SIPL), the Company was acquired by the trust and the management and control of the Company has changed.

There were no other material changes and commitments affecting the financial position of the Company between the end of the financial year and the date of this report.

15. Details of significant and material orders

No significant or material orders have been passed by the regulators or courts or tribunals impacting the going concern status of the Company and the Company's operations in future.

16. Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

Conservation of Energy and Technology absorption

In view of the nature of activities which are being carried on under Section 134(3) (m) of the Companies Act, 2013, read with Rule 8(3) of the Companies (Accounts) Rules, 2014 conservation of energy and technology absorption does not apply to the Company.

Foreign exchange earnings and outgo

During the year under review, there was no earning and expenditure in foreign currency.

17. Risk Management Policy

The Company has formulated a risk management policy and has in place a mechanism to inform the Board Members about risk assessment and minimization procedures and

periodical review to ensure that executive management controls risk by means of a properly designed framework.

18. Corporate Social Responsibility

The Company has constituted a Corporate Social Responsibility (CSR) Committee in accordance with the requirements of the Act read with the rules made thereunder comprising of Mr. Shashin Patel, Mr. Arun Patel and Mr. Nitin Patel as the members of the Committee. The terms of reference of the CSR Committee are in line with the provisions of the Act.

The Annual Report on CSR activities alongwith the CSR Policy is attached as ***Annexure III.***

19. Details of Directors and Key Managerial Personnel appointed / resigned during the financial year

The Board of Directors of the Company as on March 31, 2020 are as follows:

Name of the Director	Designation	DIN
Mr. J. Subramanian	Additional Director	05299205
Mr. Mathew George	Additional Director	07402208
Mr. Arunbhai Patel	Director	06365699

Ms. Pooja Shah was appointed as Company Secretary of the Company w.e.f. May 3, 2019. Mr. Deep Patel was appointed as Chief Financial Officer of the Company w.e.f. May 24, 2019.

Ms. Pooja Shah, Company Secretary of the Company resigned w.e.f. November 5, 2019. Mr. Daksh Parikh was appointed as Company Secretary of the Company w.e.f. November 11, 2019.

Mr. Shashin Patel was re-appointed as Managing Director of the Company for a term of 3 years w.e.f November 16, 2019. Mr. Arun Patel was re-appointed as Independent Director of the Company for a term of 5 years w.e.f March 6, 2020.

Due to acquisition of Company by IndInfravit Trust, the management of the company changed, owing to which Mr. Mathew George and Mr. J. Subramanian, were appointed as Additional Directors of the Company w.e.f. February 25, 2020. Mr. Shashin Patel, Mr. Nitin Kumar Patel and Ms. Daksha Shah, Directors of the Company resigned w.e.f. February 29, 2020. Mr. Daksh Parikh and Mr. Deep Patel, Company Secretary and Chief Financial Officer of the Company respectively resigned w.e.f. February 29, 2020.

20. Number of Meetings of the Board of Directors

The Meetings of the Board are held at regular intervals with a time gap of not more than 120 days between two consecutive Meetings.

During the year, seven Board Meetings were held.

21. Information to the Board

The Board of Directors has complete access to the information within the Company which inter alia includes:

- Annual revenue budgets and capital expenditure plans
- Quarterly financial and operational performance
- Financing plans of the Company
- Minutes of the meeting of the Board of Directors, Audit Committee (AC), Nomination and Remuneration Committee (NRC).
- Report on fatal or serious accidents
- Any materially relevant default, if any, in financial obligations to and by the Company
- Any issue which involves possible public or product liability claims of substantial nature, including any Judgement or Order, if any, which may have strictures on the conduct of the Company
- Development in respect of human resources
- Compliance or non-compliance of any regulatory, statutory nature or listing requirements and investor service

Presentations are made regularly to the Board/NRC/AC (minutes of Board, AC and NRC are circulated to the Board), where Directors get an opportunity to interact with senior managers. Presentations, inter alia cover business strategies, management structure, HR policy, management development and planning, quarterly financial performance, budgets, treasury, review of Internal Audit report, risk management, etc.

Independent Directors have the freedom to interact with the Company's management. Interactions happen during the Board / Committee Meetings, when senior Company personnel make presentations about performance of the Company.

22. Audit Committee

The Company had constituted an Audit Committee in terms of the requirements of the Companies Act, 2013. The Committee comprised of Mr. Arun Patel, Ms. Daksha Shah and Mr. Nitin Patel as its members.

Due to the change in management of the Company pursuant to its acquisition by IndInfravit Trust and resignation of Ms. Daksha Shah and Mr. Nitin Patel on February 29, 2020, they cease to be members of Audit Committee. The Board is in process of reconstituting the Committee.

During the year, four Audit Committee Meetings were held.

23. Whistle Blower Policy

As required under the provisions of Section 177 of the Companies Act, 2013 read with the relevant rules made thereunder, the Company has established an effective Vigil

Mechanism for directors and employees to report genuine concerns.

The Company has a whistle blower policy in place to report concerns about unethical activities, actual/suspected frauds and violation of Company's Code of Conduct. The policy provides for adequate safeguards against victimization of persons who avail the same and provides for direct access to the Chairman of the Audit Committee in exceptional cases.

24. Company Policy on Director Appointment and Remuneration

The Company had constituted a Nomination and Remuneration Committee (NRC) in terms of the requirements of the Companies Act, 2013. The Committee comprised of Mr. Arun Patel, Ms. Daksha Shah and Mr. Nitin Patel as its members.

Due to the change in management of the Company pursuant to its acquisition by IndInfravit Trust and resignation of Ms. Daksha Shah and Mr. Nitin Patel on February 29, 2020, they cease to be members of the Committee. The Board is in the process of reconstituting the Committee.

During the year, four Meetings of NRC were held.

The Committee has adopted a policy on Director's appointment and remuneration including recommendation of remuneration of the KMP and the criteria for determining qualifications, positive attributes and independence of a Director and also for KMP, which is attached as **Annexure IV**.

25. Stakeholders Relationship Committee

The Company had constituted a Stakeholders Relationship Committee (SRC) in terms of the requirements of the Companies Act, 2013. The Committee comprised of Mr. Arun Patel, Ms. Daksha Shah and Mr. Nitin Patel as its members.

During the year, four Stakeholders Relationship Committee Meetings were held.

Due to the change in ownership pursuant to acquisition by IndInfravit Trust and resignation of Ms. Daksha Shah and Mr. Nitin Patel on February 29, 2020, they cease to be members of Stakeholders Relationship Committee. The Board is in process of reconstituting the Committee.

26. Declaration of independence

The Company has received declaration of independence as stipulated under Section 149(7) of the Act from the Independent Directors confirming that he/she is not disqualified from continuing as Independent Director under Section 149(6) of the Companies Act, 2013.

27. Adequacy of Internal Financial Controls

The Company has designed and implemented a process driven framework for Internal Financial Controls ('IFC') within the meaning of the explanation to Section 134(5)(e) of

the Companies Act, 2013. For the year ended March 31, 2020, the Board is of the opinion that the Company has sound IFC commensurate with the nature and size of its business operations and operating effectively and no material weaknesses exist. The Company has a process in place to continuously monitor the same and identify gaps, if any, and implement new and / or improved controls wherever the effect of such gaps would have a material effect on the Company's operations. No material or serious observation has been received from the Statutory Auditors of the Company for inefficiency or inadequacy of such controls.

28. Directors Responsibility Statement

The Board of Directors of the Company confirms that:

- a) In the preparation of Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The Directors have prepared the Annual Accounts on a going concern basis;
- e) The Directors have laid down an adequate system of internal financial control with respect to reporting on financial statement and the said system is operating effectively;
- f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and were operating effectively.

29. Performance Evaluation of the Board, its Committees and Directors

The Nomination and Remuneration Committee has laid down the manner in which formal annual evaluation of the performance of the Board, Committees and individual directors has to be made.

Further, the Independent Directors at their meeting held on February 14, 2020, reviewed the performance of Board, Committees, and Non-Executive Directors. The performance evaluation of the Board, Committees and Directors was also reviewed by the Nomination and Remuneration Committee.

30. Disclosure of Remuneration

There are no employees in the Company covered by the provisions of Section 197 of the Act read with rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

31. Compliance with Secretarial Standards on Board Meetings 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.

32. Protection of Women at Workplace

The Company had adopted policy on Protection of Women's Right at workplace in line with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH Act) of Sadbhav Infrastructure Project Limited (erstwhile Holding Company) and part of Sadbhav Group. The Policy aimed to provide protection to employees at the workplace and prevent and redress complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment, where employees feel secure. There were no complaints received by the Company.

The Company has complied with provisions relating to the constitution of Internal Complaints Committee under the POSH Act.

33. Auditor's Report

The Auditor's Reports on the financial statement for the financial year 2019-20 is unqualified. The Notes to the accounts referred to in the Auditor's Report are self-explanatory and do not call for any further clarifications under section 134(3)(f) of the Act. The Auditors of the Company have not reported any instances of fraud committed against the Company by its officers or employees as specified under Section 143(12) of the Act.

34. Statutory Auditor

The Company in the 11th Annual General Meeting had appointed M/s. Gianender & Associates, Chartered Accountants, New Delhi (Firm Reg no: 004661N), as Statutory Auditors of the Company to hold office until the conclusion of the 16th Annual General Meeting of the Company.

35. Secretarial Auditor

M/s. Ashish Shah & Associates (C.O.P No.: 4178), Practicing Company Secretary, was appointed to conduct the Secretarial Audit of the Company for the financial year 2019-20, as required under Section 204 of the Act and Rules thereunder.

The Secretarial Audit Report is attached as **Annexure V**.

36. Maintenance of Cost records and Cost Accounts

The Company in accordance to the specifications given by the Central Government under section 148(1) of the Companies Act, 2013, has maintained the cost records and accounts in Form CRA-1.

37. Debt Securities

Company has allotted 19,500 Rated, Listed, Secured, Redeemable, Non-Convertible Debentures under Series-A & Series-B. The said NCDs consisting of 16 ISINs got listed on wholesome debt market at BSE Limited out of which 8 ISINs were redeemed during the year. As on March 31, 2020, the following NCDs are listed on wholesome debt market at BSE Limited.

Sr.	Script Code	ISIN	Description	Face Value (Rs.)	No. of NCDs
1	953254	INE626J07012	Rated Listed Secured Redeemable Non-Convertible Debentures Series A issued on private placement basis of Rs. 1,00,000/- each	83,650	9,734
2	953275	INE626J07137	Rated Listed Secured Redeemable Non-Convertible Debentures Series B issued on private placement basis of Rs. 1,00,000/- each	1,00,000	1,200
3	953252	INE626J07152	Rated Listed Secured Redeemable Non-Convertible Debentures Series B issued on private placement basis of Rs. 1,00,000/- each	1,00,000	500
4	953271	INE626J07160	Rated Listed Secured Redeemable Non-Convertible Debentures Series B issued on private placement basis of Rs. 1,00,000/- each	1,00,000	1,300

38. Redeemed debentures during the financial year

Sr.	Script Code	ISIN	Description	Face Value (Rs.)	No. of NCDs	Date of Redemption
1	953272	INE626J07152	Rated Listed Secured Redeemable Non-Convertible Debentures Series B issued on private placement basis of Rs. 1,00,000/- each	1,00,000	800	27/03/2020
2	953274	INE626J07145	Rated Listed Secured Redeemable Non-Convertible Debentures Series B issued on private placement basis of Rs. 1,00,000/- each	1,00,000	1,200	27/03/2020

3	953270	INE626J07111	Rated Listed Secured Redeemable Non-Convertible Debentures Series B issued on private placement basis of Rs. 1,00,000/- each	1,00,000	400	27/03/2020
4	953269	INE626J07103	Rated Listed Secured Redeemable Non-Convertible Debentures Series B issued on private placement basis of Rs. 1,00,000/- each	1,00,000	400	27/03/2020
5	953273	INE626J07129	Rated Listed Secured Redeemable Non-Convertible Debentures Series B issued on private placement basis of Rs. 1,00,000/- each	1,00,000	700	27/03/2020
6	953254	INE626J07012	Rated Listed Secured Redeemable Non-Convertible Debentures Series A issued on private placement basis of Rs. 1,00,000/-each	83,650	266	27/03/2020
7	953267	INE626J07087	Rated Listed Secured Redeemable Non-Convertible Debentures Series B issued on private placement basis of Rs. 1,00,000/- each	1,00,000	400	01/08/2019
8	953268	INE626J07095	Rated Listed Secured Redeemable Non-Convertible Debentures Series B issued on private placement basis of Rs. 1,00,000/- each	1,00,000	400	31/01/2020

39. Corporate Governance

The requirement of Corporate Governance under SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 is applicable only to specified securities (i.e. Equity Shares and/or Convertible securities). As the NCDs are listed on wholesome debt market at BSE Limited, requirement of Corporate Governance is not applicable to the Company.

40. Other Disclosures

During the year under review, the Company:

- a) has not issued any shares with differential rights under Section 43(a)(ii),
- b) has not issued any sweat equity shares as under Section 54(1)(d),
- c) has not issued any equity shares under Employees Stock Option Scheme under Section 62(1)(b) and

- d) had no instances of non-exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) under the Act.

Acknowledgement and Appreciation

The Board of Directors wishes to express their appreciation to all the employees for their outstanding contribution to the operations of the Company during the year. Your Directors take this opportunity to thank financial institutions, banks, Central and State Government authorities, regulatory authorities, and all the stakeholders for their continued co-operation and support to the Company.

**For and on behalf of the Board
Nagpur - Seoni Express Way Limited**



J. Subramanian
Director
(DIN: 05299205)



Mathew George
Director
(DIN: 07402208)

Date: 24/06/2020
Place: Chennai

FORM NO. AOC.2

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

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

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

The Company has not entered into such transactions during the year.

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

The details of related party transactions during the FY 2019-20 form part of the financial statement as per Ind AS 24 and Note 28 to the Financial Statement.

**For and on behalf of the Board
Nagpur - Seoni Express Way Limited**



J. Subramanian
Director
(DIN: 05299205)



Mathew George
Director
(DIN: 07402208)

Date: 24/06/2020
Place: Chennai

Form No. MGT-9

EXTRACT OF ANNUAL RETURN**As on year ended on March 31, 2020**

[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	U45203GJ2007PLC049963
Registration Date	08/02/2007
Name of the Company	Nagpur - Seoni Express Way Limited
Category / Sub-Category of the Company	Company limited by shares / Indian Non-Government Company
Address of the Registered office and contact details	"Sadbhav House" Opposite Law Garden Police Chowki, Ellisbridge, Ahmedabad-380006 Gujarat Email: comply@indinfravit.com
Whether listed Company Yes / No	No
Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s. Link Intime India Private Limited C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400083 Tel: 022-49186000; Fax: 022-49186060

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:-

S. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the Company
1	To undertake Four Lane from Km. 596/750 to Km. 653/225 on National Highway No. 7 (NH-7) in the state of Madhya Pradesh under North- South Corridor (NHDP Phase-II) on Build, Operate and Transfer (Annuity) Basis.	42101	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name and CIN / GLN of the Company	Holding/ Subsidiary/ Associate	% of shares Held	Applicable Section
	*--	--	--	--

*As on March 31, 2020, the entire shareholding is being held by IndInfravit Trust, bearing SEBI Registration No. IN/InvIT/17-18/0007

IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held as on April 1, 2019				No. of Shares held as on March 31, 2020				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	60	-	60	0	6*	-	6	-	0.00
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp	47999840	-	47999840	100	-	-	-	-	(100)
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other: Trust*	-	-	-	-	47999994	100	47999994	100	100
Sub-total (A) (1): -	47999900	-	47999900	100	48000000	100	48000000	100	-
(2) Foreign									
a) NRIs-Individuals	-	-	-	-	-	-	-	-	-
b) Other-Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total (A) (2):-	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter A = 1 + 2	47999900	-	47999900	100	48000000	-	48000000	100	-
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-

(ii) Shareholding of Promoters

S No	Shareholder's Name	Shareholding as on April 1, 2019			Shareholding as on March 31, 2020			% change in share holding 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	Sadbhav Infrastructure Project Limited	47999640	99.99	99.99	-	-	-	(99.99)
2	Sadbhav Engineering Limited	200	0.01	-	-	-	-	(0.01)
3	Mr. Shashin Patel *	10	0.00	-	-	-	-	-
4	Mr. Nitin Patel *	10	0.00	-	-	-	-	-
5	Mr. Girish D. Patel*	10	0.00	-	-	-	-	-
6	Mr. Narendra Patel*	10	0.00	-	-	-	-	-
7	Mr. Hemendra C. Shah*	10	0.00	-	-	-	-	-
8	SREI Infrastructure Finance Limited	100	0.00	-	-	-	-	-
9	Mr. Niketan V. Patel*	10	0.00	-	-	-	-	-
10	IndInfravit Trust	-	-	-	47999994	100	-	100
11	Gaurav Chaturvedi**	-	-	-	1	0.00	-	0.00
12	J. Subramanian**	-	-	-	1	0.00	-	0.00
13	Mathew George**	-	-	-	1	0.00	-	0.00
14	Paruchuri Srihari**	-	-	-	1	0.00	-	0.00
15	C. Kannan**	-	-	-	1	0.00	-	0.00
16	Shreya Ramkrishnan**	-	-	-	1	0.00	-	0.00
	Total	48000000	100	100	48000000	100	-	-

* Shares are held on behalf of Sadbhav Infrastructure Project Limited

** Shares are held by individuals as nominee shareholder on behalf of IndInfravit Trust

(iii) Change in Promoters' Shareholding –

S No	Shareholder's Name	Shareholding as on April 1, 2019			Shareholding as on March 31, 2020			% change in share holding 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	Sadbhav Infrastructure Project Limited	47999640	99.99	99.99	-	-	-	(99.99)
2	Sadbhav Engineering Limited	200	0.01	-	-	-	-	(0.01)
3	Mr. Shashin Patel *	10	0.00	-	-	-	-	0.00
4	Mr. Nitin Patel *	10	0.00	-	-	-	-	0.00
5	Mr. Girish D. Patel*	10	0.00	-	-	-	-	0.00
6	Mr. Narendra Patel*	10	0.00	-	-	-	-	0.00
7	Mr. Hemendra C. Shah*	10	0.00	-	-	-	-	0.00
8	Mr. Niketan V. Patel*	10	0.00	-	-	-	-	0.00
9	SREI Infrastructure Finance Limited	100	0.00	-	-	-	-	0.00
10	IndInfravit Trust	-	-	-	47999994	100	-	100
11	Gaurav Chaturvedi**	-	-	-	1	0.00	-	0.00
12	J. Subramanian**	-	-	-	1	0.00	-	0.00
13	Mathew George**	-	-	-	1	0.00	-	0.00
14	Paruchuri Srihari**	-	-	-	1	0.00	-	0.00
15	C. Kannan**	-	-	-	1	0.00	-	0.00
16	Shreya Ramkrishnan**	-	-	-	1	0.00	-	0.00
	Total	48000000	100	100	48000000	100	-	-

* Shares are held on behalf of Sadbhav Infrastructure Project Limited

** Shares are held by individuals as nominee shareholder on behalf of IndInfravit Trust

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

(v) Shareholding of Directors and Key Managerial Personnel:

S. No.	For Each of the Directors and Key Managerial Personnel	No. of shares	% of total shares of the Company	Cumulative Shareholding during the year	
				No. of shares	% of total shares of the Company
	As on April 1, 2019	-	-	-	-
	Change in Shareholding	-	-	-	-
	As on March 31, 2020	-	-	-	-

* Mr. J. Subramanian and Mr. Mathew George, Directors of the Company are holding 1 share each on behalf of IndInfravit Trust.

V. INDEBTEDNESS

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

(Amount in Rs. crores)

Particulars of Indebtedness	Secured Loans excluding deposits	Unsecured Loans	Total Indebtedness
As on April 1, 2019			
i) Principal Amount	160.40	66.30	226.70
ii) Interest due but not paid	-	0.98	0.98
iii) Interest accrued but not due	2.28	-	2.28
Total (i+ii+iii)	162.68	67.28	229.96
Change in Indebtedness during the financial year			
Addition	-	225.63	225.63
Reduction	(54.95)	(142.07)	(197.02)
Net Change	107.73	150.84	258.57
Indebtedness at the end of the financial year			
i) Principal Amount	107.73	150.84	258.57
ii) Interest due but not paid	1.53	-	1.53
iii) Interest accrued but not due	-	1.57	1.57
Total (i+ii+iii)	102.77	141.53	244.3

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager: (Amount in Rs.)

S. No.	Particulars of Remuneration	Managing Director: Mr. Shashin Patel	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 u/s 17(2) of the Income Tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) of Income-tax Act, 1961	-	-
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission as % of profit	-	-
5.	Others, please specify	-	-
	Total	-	-
	Ceiling as per the Act	NA	

B. Remuneration to other directors:

(Amount in Rs.)

S. No.	Particulars of Remuneration	Name of Directors		Total Amount
1	Independent Directors	Mr. Arun Patel	Ms. Daksha Shah	
	Fee for attending Board / Committee Meeting	60,000	60,000	1,20,000
	Commission	-	-	-
	Others	-	-	-
	Total (1)	60,000	60,000	1,20,000
2.	Other Non – Executive Directors	No fee for attending Board Meeting / Committee Meeting and no commission was paid		
	1) Mr. J. Subramanian 2) Mr. Mathew George 3) Mr. Nitin Patel Fee for attending Board or Committee Meeting / Commission / Others			
	Total (2)	-	-	-
	Total =(1+2)	60,000	60,000	1,20,000
	Overall Ceiling as per the Act	Sitting fees not more than Rs.1,00,000 per meeting of Board/ Committee.		

C. Remuneration to Key Managerial Personnel Other Than MD / Manager / WTD

Ms. Pooja Shah, Company Secretary of the Company was paid remuneration of Rs. 1,32,249/- under the period of review.

Mr. Daksh Parikh, Company Secretary of the Company was paid remuneration of Rs.1,19,607/-under the period of review.

Mr. Deep Patel was employed by erstwhile holding Company, Sadbhav Infrastructure Project Limited.

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL

**For and on behalf of the Board
Nagpur - Seoni Express Way Limited**



J. Subramanian
Director
(DIN: 05299205)



Mathew George
Director
(DIN: 07402208)

Date: 24/06/2020
Place: Chennai

Annexure III**ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES****a. Amount to be spent on CSR:**

Particulars	Amount in Rs. Lacs
Average Net Profit of the Company for the last three financial years	1368
Amount to be spent as CSR during the year	27.4
Amount carried forward from earlier years	-
Amount spent during the year	-
Amount unspent	27.4

**The Company strives to spend the unspent amount in the forthcoming year once the opportunities are identified.*

The CSR Committee confirms that the implementation and monitoring of the CSR policy is in compliance with the CSR objectives and policy of the Company.

b. Manner in which amount spent during the financial year:

CSR project/ activity identified	Sector in which the Project is covered	Projects/ Programs 1. Local area or other 2. specify the State and district where projects or Programs was undertaken	Amount outlay (budget) project / program wise	Amount spent on the project/ programs Sub-heads: 1. Direct expenditure on projects or programs 2. Overheads	Cumulative spend upto the reporting period	Amount spent (Direct / implementing agency)
-	-	-	-	-	-	-

**For and on behalf of the Board
Nagpur - Seoni Express Way Limited**

Date: 24/06/2020
Place: Chennai


J. Subramanian
Director
(DIN: 05299205)


Mathew George
Director
(DIN: 07402208)

CORPORATE SOCIAL RESPONSIBILITY POLICY OF NAGPUR – SEONI EXPRESS WAY LIMITED.

Corporate Social Responsibility (CSR)- Philosophy:

NAGPUR – SEONI EXPRESS WAY LIMITED (NSEL) recognizes that as an infrastructure development company, operations have an impact on society and on the environment. In addition to ensuring that operations are conducted efficiently and in a manner that meets governmental environmental standards, the Company is committed in ensuring that the communities where it operates also benefits and develops together.

NSEL has an intention to actively participate in the development of the communities where projects are located, which contributes to social and political stability in the areas where it operates.

With the advent of the Companies Act, 2013 constitution of a Corporate Social Responsibility Committee of the Board and formulation of a Corporate Social Responsibility Policy became a mandatory requirement. Therefore, the Company has formulated a CSR Policy which encompassed its philosophy and guides its sustained efforts for undertaking and supporting socially useful programs for the welfare & sustainable development of the society.

CSR Activities:

The Company will Select one or more of the following CSR activities for implementation in the area of its operation, namely:

- (i) eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation including contribution to the Swach Bharat Kosh set-up by the Central Government for the promotion of sanitation and making available safe drinking water;
- (ii) promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects;
- (iii) promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centers and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;
- (iv) ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water including contribution to the Clean Ganga Fund set-up by the Central Government for rejuvenation of river Ganga;
- (v) protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional arts and handicrafts;

(vi) measures for the benefit of armed forces veterans, war widows and their dependents;

(vii) training to promote rural sports, nationally recognized sports, Paralympic sports and Olympic sports.,

(viii) contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government for socio-economic development and relief and welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women;

(ix) contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government;

(x) rural development projects.

Note:

1. Contribution of any amount directly or indirectly to any political party under section 182 of the Act, shall not be considered as CSR Activity/Expenditure.
2. CSR Activities undertaken in pursuance of the normal course of business of the Company and CSR Activities which benefit only the employee of the company and their family shall not be considered as CSR Activity.

The Geographical Reach:

The Companies Act, 2013 provides that the Company shall give the preference to the local area or areas around where it operates, for spending the amount earmarked for Corporate Social Responsibility. However, the Committee may identify such areas other than stated above, as it may deem fit and recommend it to the Board for undertaking CSR activities.

Implementation:

The Company shall implement CSR activities by following means:

1. Company may itself implement the CSR activities within the scope and ambit the CSR activities defined in this the policy.
2. Company may implement the CSR activities through a registered trust or a registered society or a company established by the Company or its holding or subsidiary or associate company under section 8 of the Act or otherwise:

Provided that:

- i. If such trust, society or company is not established by the Company or its holding or subsidiary or associate company, it shall have an established track record of three years in undertaking similar programs or projects;

ii. The company has specified the project or programs to be undertaken through these entities, the modalities of utilization of funds on such projects and programs and the monitoring and reporting mechanism.

3. Company may also collaborate with other companies for undertaking projects or programs or CSR activities in such a manner that the CSR Committees of respective companies are in a position to report separately on such projects or programs in accordance with Companies (Corporate Social Responsibility Policy) Rules, 2014.

Fund Allocation:

1. The Company, in every Financial Year, shall endeavor to spend such feasible amount as CSR Expenditure, which shall not be restricted by the statutory limit of a specified percentage of its average net profits of the immediately preceding three Financial Years. However, the aforementioned CSR Expenditure in any Financial Year shall be at least 2% of Company's average Net profits for the three immediately preceding Financial Years.

2. Total CSR expenditure shall be approved by the Board upon recommendation by the CSR Committee

3. In case the Company fails to spend the statutory minimum limit of 2% of Company's average net profits of the immediately preceding three years, in any given financial year, the Board shall specify the reasons for the same in its report in terms of clause (o) of sub-section (3) of section 134 of the Act.

Monitoring Mechanism

1. CSR Committee shall monitor the CSR Policy and CSR Activities. For this purpose, the CSR Committee shall meet at such intervals as it may deem fit.

2. Initiatives undertaken on the CSR front will be reported in the Annual Report of the Company.

3. CSR Committee shall ensure that the CSR Policy is displayed on the Company's website

Others:

1. Any surplus arising out of the CSR Activities shall not form part of the business profit of the Company.

2. Company may build CSR capacities of their own personnel as well as those of their Implementing agencies through Institutions with established track records of at least three financial years but such expenditure shall not exceed five percent of total CSR expenditure of the Company in one financial year.

Amendment:

The Board of Directors on its own and/or as per the recommendations of CSR

Committee can amend this Policy as and when required as deemed fit. Any or all provisions of the CSR Policy would be subject to revision /amendment in accordance with the Regulations on the subject as may be issued from relevant statutory authorities, from time to time.

Interpretation:

Any word used in this policy shall have the same meaning ascribed to it in the Companies Act, 2013 or Rule made thereunder, Listing Agreement, Accounting Standards or any other relevant legislation/law applicable to the Company.

NAGPUR – SEONI EXPRESS WAY LIMITED

NOMINATION AND REMUNERATION POLICY

(AS PER COMPANIES ACT, 2013)

REMUNERATION POLICY:

In accordance with the provisions of Section 178(3) of the Companies Act, 2013, the Nomination and Remuneration Committee recommended the following remuneration policy relating to the remuneration for the Directors, Key Managerial Personnel and other employees, which was approved and adopted by the Board.

I. REMUNERATION TO EXECUTIVE DIRECTORS; KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT & OTHER EMPLOYEES:

The Board of Directors and Nomination & Remuneration Committee (subject to applicable authorization from shareholders) is authorized to decide /recommend the remuneration and other terms of appointment of such Directors and Senior Management employees (one level below executive directors) and Key Management Personnel and other employees of the Company. The remuneration structure shall interalia, include salary, perquisites, retirement and/superannuation benefits as per HR Policy decided by the management of the Company. Based on the performance appraisals, the changes in the remuneration shall be decided/ recommended by the management/executive directors.

The remuneration on appointment and on appraisal based on the performance of other employees (other than senior management & Key Managerial Personnel) shall be decided by the functional head or business head from time to time considering the HR policy of the Company. The remuneration components shall include basic salary, allowances, perquisites, retrial benefits; pay as may be decided by the Management from time to time. The level and composition of remuneration shall be reasonable and sufficient to attract, retain and motivate employees at all levels, having regard to the industry practice.

OTHER TERMS APPLICABLE TO EXECUTIVE DIRECTORS AND SENIOR & KEY MANAGEMENT EMPLOYEES

- i. The Remuneration and terms of employments shall be fixed/ recommended in such a manner that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- ii. The remuneration shall involve a good balance between fixed and incentive pay (considering industry benchmark/practice) reflecting short and long term performance objectives appropriate to the working of the Company and its goals.
- iii. No director or executive should be directly involved in determining their own remuneration or performance evaluation.
- iv. The Executive Director, Whole time Director/ Managing Director and/or Senior Management Employee shall be eligible for advances/loans as per prevalent HR Policy of the Company subject to the applicable statutory provisions and approvals.

II. REMUNERATION TO NON-EXECUTIVE DIRECTORS:

Company is not paying remuneration to the non-executive directors.

III. CRITERIA FOR IDENTIFICATION OF PERSONS FOR APPOINTMENT AS DIRECTORS AND IN SENIOR MANAGEMENT:

In accordance with the provisions of Section 178(3) of the Act, the Nomination and Remuneration Committee is required to formulate the criteria for determining qualifications, positive attributes and independence of a Director and senior management. The criteria adopted by the Nomination and Remuneration Committee for the aforesaid purpose is as under:

Criteria for determining qualifications, positive attributes and independence of a director:

IV. QUALIFICATIONS:

- (a) He/ She should possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations or other disciplines related to the Company's business.
- (b) Such qualifications as may be prescribed under the Companies Act, 2013 read with rules framed there under and the Listing Agreement with Stock Exchanges.

A. Criteria for appointing a Director:

- a. He should be a person of integrity, with high ethical standards.
- b. He should be able to commit to his responsibilities and devote sufficient time and attention to his professional obligation as a Director.
- c. He should be having positive thinking, courtesy, humility.
- d. He should be knowledgeable and diligent in updating his knowledge.
- e. He should have qualifications, skills, experience and expertise by which the Company can benefit.
- f. In respect of independent director, in addition to the above (a) to (e), he should fulfill the criteria for being appointed as an Independent Director prescribed under section 149 of the Companies Act, 2013 read with Schedule IV to the said Act.
- g. In respect of Executive/Whole time Director/Managing Director, in addition to above (a) to (f), he should have strong quality of leadership and team mentoring, recognition, management skills, vision, ability to steer the organization even in adverse conditions, innovative thinking, result oriented approach, ability to enhance reputation of the organization.

B. Criteria for appointing a Senior Management Employee/ Key Managerial Personal:

- a. He should have the required educational, qualification, skills and functional knowledge for the post and eye for detailing & compliance.
- b. He should have integrity, humility, positive thinking, leadership qualities, sincerity, alert, hardworking, team building ability, good soft skills, transparency in dealings with the Company and other stakeholders.
- c. Screening of the potential conflicts of interest and independence.
- d. Detailed background information in relation to a potential candidate should be provided to all directors.
- e. The identification of potential candidates may be assisted by the use of external search organizations as may be considered appropriate.

Form No. MR-3

SECRETARIAL AUDIT REPORT**FOR THE FINANCIAL YEAR ENDED 31st March, 2020**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
NAGPUR - SEONI EXPRESS WAY LIMITED

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Nagpur - Seoni Express Way Limited (herein after referred to as "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Nagpur - Seoni Express Way Limited books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company, during the audit period covering the financial year ended on 31st March, 2020 generally 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Nagpur - Seoni Express Way Limited ("the Company") for the financial year ended on 31st March, 2020 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;



- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) Since shares of the Company are not listed on the stock exchange and does not intent to get its shares listed on the Stock Exchange the Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') are not applicable to the Company. However, securities of the Company are listed on the stock exchange and same is in compliance of The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (vi) There are no laws which are specifically applicable to the Company.

We have also examined compliance with applicable clauses of the following

1. Secretarial Standards issued by the Institute of Company Secretaries of India.
2. Provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except with regard to *appointment of Chief Financial Officer (CFO) who was appointed during the year, and to that extent provisions of Section 203 of the Companies Act, 2013 was not complied with till the date of such appointment.*

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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.

All decisions at Board Meetings and Committee Meetings were carried out unanimously. As per records available in the said minutes there were no dissenting views expressed by any directors during the meetings.



We 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.

We further report that during the audit period, there are no specific events / actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

Place: Ahmedabad
Date: 24th June, 2020

For, Ashish Shah & Associates



Ashish Shah
Company Secretary in practice
FCS No. 5974
C P No.: 4178
UDIN: F005974B000374991

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

Annexure-A

To,
The Members,
Nagpur - Seoni Express Way Limited

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

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

Place: Ahmedabad
Date: 24th June, 2020

For, Ashish Shah & Associates



Ashish Shah
Company Secretary in practice
FCS No. 5974
C P No.: 4178
UDIN: F005974B000374991

INDEPENDENT AUDITOR'S REPORT

To the Members of
Nagpur Seoni Expressway Limited

Report on the audit of the Standalone Ind AS Financial Statements

Opinion

We have audited the Standalone Ind AS financial statements of **Nagpur Seoni Expressway Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2020 and the Statement of Profit and Loss, the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the Standalone 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, 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, 2020, and its profit, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone 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 Standalone 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 opinion.

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

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Annual Report (but does not include the 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 Standalone 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 Standalone 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 Standalone 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.

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, 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 Standalone 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.



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GIANENDER & ASSOCIATES

CHARTERED ACCOUNTANTS

- e) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- The Company does not have any pending litigations which would impact its financial position except those disclosed in financial statements;
 - The Company does not envisage any material foreseeable losses in long-term contracts including derivative contract requiring provision;
 - 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, no remuneration has been paid by the Company to its directors during the year so the provisions of section 197 of the Act are not applicable.

For Gianender & Associates
Chartered Accountants
(Firm's Registration No. 004661N)



G.K. Agrawal

G.K. Agrawal
(Partner)

(M No. 081603)

UDIN: 20081603AAAAGG2186

Place: New Delhi
Date: 24th June 2020



Annexure 'A' to the Independent Auditor's Report of Nagpur Seoni Expressway Limited for the Year ended as on 31st March 2020

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

- i. The Company does not have any fixed asset as at 31st March, 2020, therefore paragraph 3(i) of the Order is not applicable to 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. In our opinion and according to the information and explanation given to us, the Company has not granted any loans, secured or unsecured to companies, firms, limited 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. In our opinion and according to the information and explanations given to us, 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. According to the information and explanations given to us, 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. In our opinion and according to the information and explanations given to us, the Company is prima-Facie maintaining the cost records as specified by the Central government under sub-section (1) of section 148 of Companies act, 2013.



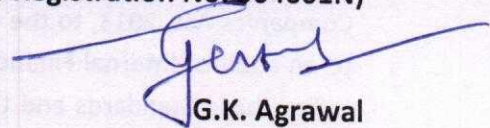


- vii. a. According to the information and explanations given to us and on the basis of our examination of the books of accounts, the Company has been generally regular in depositing undisputed statutory dues including provident fund, employee state insurance, income tax, service tax, value added tax, cess and other statutory dues during the year with the appropriate authorities. As on 31st March 2020, 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, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues which have not been deposited on account of dispute.
- viii. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not taken any borrowings from banks, financial institutions or Government. The Company has outstanding debentures and has not defaulted in the repayment of dues to debenture holders.
- ix. According to the information and explanations given to us and based on our examination of the records of the Company, Money raised by way of term loans were applied for the purpose for which it was raised. The Company has not raised any 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. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not paid any managerial remuneration. Hence, reporting under Para 3(xi) are not applicable.



- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company and hence clause 3 (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. According to the information provided to us, the Company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934. Therefore, paragraph 3(xvi) of the Order is not applicable to the Company.

For Gianender & Associates
Chartered Accountants
(Firm's Registration No. 004661N)


G.K. Agrawal
(Partner)

(M No. 081603)

UDIN: 20081603AAAAGG2186

Place: New Delhi
Date: 24th June 2020



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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 over financial reporting of **Nagpur Seoni Expressway Limited** ("the Company") as of March 31, 2020 in conjunction with our audit of the Standalone 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 control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (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 over financial reporting 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 over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Standalone 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 over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Standalone 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 Standalone 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 Standalone Ind AS financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place: New Delhi
Date: 24th June 2020

For Gianender & Associates
Chartered Accountants
(Firm's Registration No. 004661N)



G.K. Agrawal
(Partner)
(M No. 081603)

UDIN: 20081603AAAAGG2186

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Nagpur Seoni Express Way Limited
CIN :: U45203GJ2007PLC049963
Balance Sheet as at March 31, 2020

Particulars	Note No.	As at March 31, 2020	As at March 31, 2019
		(INR In Million)	(INR In Million)
ASSETS			
1 Non-current Assets			
(a) Investment Property		-	4.82
(b) Financial Assets			
(i) Other Financial Assets	6	1,352.95	1,567.74
(c) Other Non Current Assets	7	15.21	14.24
Total Non-current assets (A)		1,368.16	1,586.80
2 Current Assets			
(a) Financial Assets			
(i) Investments	8	189.96	216.02
(ii) Cash and Cash Equivalants	9	425.93	0.55
(iii) Other Current Financial Assets	6	435.80	447.16
(b) Other Current Assets	7	0.18	0.14
Total Current assets (B)		1,051.87	663.87
Assets classified as held for sale (C)	10	4.82	-
Total Assets (A+B+C)		2,424.84	2,250.67
EQUITY AND LIABILITIES			
EQUITY			
Equity Share Capital	11	480.00	480.00
Other Equity	12	(685.95)	(605.30)
Total Equity (A)		(205.95)	(125.30)
LIABILITIES			
1 Non-current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	13	1,659.78	1,447.83
Total Non-current liabilities (B)		1,659.78	1,447.83
2 Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	14	752.23	663.03
(ii) Trade Payables			
Total outstanding dues to micro and small enterprises			-
Total outstanding dues to other creditors	15	11.30	4.47
(iii) Other Financial Liabilities	16	204.53	188.15
(b) Other Current Liabilities	17	2.96	1.16
(c) Current Tax Liabilities (Net)	18	-	71.33
Total Current liabilities (C)		971.01	928.14
Total Equity and Liabilities (A+B+C)		2,424.84	2,250.67
Basis of preparation and explanatory notes annexed	3		

Accompanying notes are an integral part of the financial statements

As per our report of even date

For Gianender & Associates

Chartered Accountants

ICAI Firm Registration No. 00661N

G.K. Agarwal

Partner

Membership No. 081603

UDIN: 20061603AAAAGW 2186

Date : June 24, 2020

Place: Ahmedabad

For & On behalf of the Board of Directors of
Nagpur Seoni Express Way Limited

Subramanian Janakiraman

Director

DIN No.: 05299205

Mathew George

Director

DIN No.: 07402208

Date: June 24, 2020

Place: Ahmedabad

Nagpur Seoni Express Way Limited CIN :: U45203GJ2007PLC049963 Statement of Profit and Loss for the period ended March 31, 2020			
Particulars	Note No.	March 31, 2020 (INR in Million)	March 31, 2019 (INR in Million)
INCOME			
I Revenue From Operations	19	38.30	46.12
II Other Income	20	198.44	167.84
III Total Income (I+II)		236.74	213.96
EXPENSES			
Operating Expenses	21	20.71	20.46
Employee Benefits Expenses	22	0.23	0.15
Finance Costs	23	165.81	255.00
Other Expenses	24	12.37	34.19
IV Total Expenses		199.12	309.80
V Profit/(loss) before exceptional item and tax (III-IV)		37.63	(95.84)
VI Exceptional Items	25	-	687.52
VII Profit before tax (V-VI)		37.63	591.68
VIII Tax expenses			
Current tax		-	109.09
IX Profit for the year (VII-VIII)		37.63	482.59
X Other Comprehensive Income		-	-
XI Total Comprehensive Income for the year, net of tax (X+XI)		37.63	482.59
Earning per share [Nominal Value of share Rs. 10/-] Basic and Diluted		0.78	10.05
Basis of preparation and explanatory notes annexed	2		

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

As per our report of even date

For Gianender & Associates

Chartered Accountants

ICAI Firm Registration No. 004661N

G.K. Agarwal

Partner

Membership No.081603



Date : June 24, 2020

Place: Ahmedabad

For & On behalf of the Board of Directors of

Nagpur Seoni Express Way Ltd

Subramanian Janakiraman

Director

DIN No.: 05299205

Date: June 24, 2020

Place: Ahmedabad

Mathew George

Director

DIN No.:07402208

Nagpur Seoni Express Way Limited
CIN :: U45203GJ2007PLC049963
Statement of Changes in Equity for the period ended March 31, 2020

A Equity Share Capital

Equity shares of INR 10 each issued, subscribed and fully paid	No of Shares.	Amount (INR In Million)
At 31 March 2019	4,80,00,000	480.00
At 31 March 2020	4,80,00,000	480.00

B Other Equity

Particulars	Reserves and Surplus			Total (INR In Million)
	Retained Earning	Debenture Redemption Reserve	Equity Component of Compound Financial	
	(INR In Million)	(INR In Million)	(INR In Million)	
As at April 1, 2018	(1,206.17)	-	118.29	(1,087.88)
Profit/(Loss) for the period	482.59	-	-	482.59
Transfer to Debenture Redemption Reserve	(132.79)	132.79	-	-
As at March 31, 2019	(856.37)	132.79	118.29	(605.30)
As at April 1, 2019	(856.37)	132.79	118.29	(605.30)
Profit/(Loss) for the period	37.63	-	-	37.63
Repaid during the year	-	-	(118.29)	(118.29)
Transfer to Debenture Redemption Reserve	-	-	-	-
As at March 31, 2020	(818.75)	132.79	-	(685.96)

For Gianender & Associates
Chartered Accountants
ICAI Firm Registration No. 004661N

G.K. Agarwal
Partner
Membership No. 10003

Date : June 24, 2020
Place : Ahmedabad



For & On behalf of the Board of Directors of
Nagpur Seoni Express Way Limited

Subramanian Janakiraman
Director
DIN No.: 05299205

Date : June 24, 2020
Place : Ahmedabad

Mathew George
Director
DIN No.: 07402208

Nagpur Seoni Express Way Limited
CIN :: U45203GJ2007PLC049963
Cash Flow Statement for the year ended 31st March 2020

(INR In Million)

Particulars	March 31, 2020	March 31, 2019
(A) Cash flows from operating activities		
Profit/(Loss) Before Tax	37.63	591.68
Adjustments for:		
Notional Interest on NCD	0.44	0.22
Finance Costs	165.36	254.78
Excess provision written Back	(0.01)	(0.02)
Gain on sale of Units of Mutual fund Investments (net)	(11.81)	(10.82)
Cash generated before Effect of Working capital	191.62	835.84
Adjustments for:		
(Increase)/Decrease in Other Financial Assets	226.17	169.47
(Increase)/Decrease in current asset	(1.01)	(2.74)
(Decrease)/Increase in trade payables	6.83	(22.92)
(Decrease)/Increase in Other financial liabilities	0.13	(0.02)
(Decrease)/Increase in current liability	1.81	(0.26)
(Decrease)/Increase in Provisions	(71.33)	71.33
Cash generated from Operating Activity	354.21	1,050.72
(+)/(-) : Tax Paid(Net of Refund)	-	(109.09)
Net cash flow from operating activities	(A) 354.21	941.62
(B) Cash Flows from investing activities		
Investment in Mutual Fund	(639.07)	(901.79)
Redemption of Mutual Fund	673.39	724.59
Excess provision written Back	0.01	0.02
Net cash from/ (used in) investing activities	(B) 34.32	(177.18)
(C) Cash Flows from financing activities		
Repayment of long term borrowings	(526.74)	(146.00)
Proceeds from Short Term Borrowings (SIPL)	49.89	68.74
Proceeds from Term Borrowings (Indinfravit)	2,251.13	-
Repayment of Sub Debt	(118.29)	-
Repayment of short term borrowings (SIPL)	(712.92)	(234.38)
Repayment of short term borrowings (Indinfravit)	(742.70)	-
Interest and other Finance cost paid	(163.52)	(508.60)
Net cash used in financing activities	(C) 36.86	(820.24)
Net increase in cash and cash equivalents	(A+B+C) 425.39	(55.80)
Cash and cash equivalents at beginning of the Period	0.54	56.34
Cash and cash equivalents at end of the Period	425.93	0.54

Notes:

(i) Components of cash and cash equivalents (refer note 9)

Cash on hand
Balances with banks in current accounts
Cash and cash equivalents

March 31, 2020	March 31, 2019
INR In Million	INR In Million
0.01	0.01
425.92	0.54
425.93	0.55



Nagpur Seoni Express Way Limited
CIN :: U45203GJ2007PLC049963
Cash Flow Statement for the year ended 31st March 2020

(INR In Million)

(ii) **Reconciliation of Financial liabilities**

	March 31, 2019	Cash inflows	Cash outflows	Interest Cost	Non-cash adjustment Transaction Cost	March 31, 2020
Long Term Borrowings	1,603.12	756.20	(526.74)	-	0.44	1833.03
Short Term Borrowings	663.03	1544.82	(1,455.62)	-	-	752.23
Interest accrued and due on borrowings	9.85	-	(15.37)	21.22	-	15.70
Interest accrued but not due on borrowings	22.83	-	(22.83)	15.28	-	15.28

(ii) **Reconciliation of Financial liabilities**

	March 31, 2018	Cash inflows	Cash outflows	Interest Cost	Non-cash adjustment Transaction Cost	March 31, 2020
Long Term Borrowings	1748.90	-	(146.00)	-	0.22	1,603.12
Short Term Borrowings	828.68	68.74	(234.38)	-	-	663.03
Interest accrued and due on borrowings	261.58	-	(347.12)	95.38	-	9.85
Interest accrued but not due on borrowings	24.92	-	(24.92)	22.83	-	22.83

(iii) The cash flow statement has been prepared under indirect method as per Indian Accounting Standard -7 "Cash Flow Statement".

(iv) Figures in brackets represent outflows.

As per our report of even date

For Gianender & Associates
Chartered Accountants
ICAI Firm Registration No. 004661N

G.K. Agarwa
Partner
Membership No.08160



Date : June 24, 2020
Place: Ahmedabad

For & On behalf of the Board of Directors of
Nagpur Seoni Express Way Ltd

Subramanian Janakiraman
Director
DIN No.: 05299205

Mathew George
Director
DIN No.:07402208

Date : June 24, 2020
Place: Ahmedabad

Nagpur Seoni Express Way Limited
Notes to Financial Statements for the period ended March 31, 2020

5 Investment Properties		(INR In Million)	
	Particulars	Land	Total
Cost			
As at March 31, 2018		4.82	4.82
Addition		-	-
Disposal		-	-
As at March 31, 2019		4.82	4.82
Addition		-	-
Disposal		(4.82)	-
As at March 31, 2020		-	4.82
Net Book Amount			
As at March 31, 2019		4.82	4.82
As at March 31, 2020		-	4.82

Note:

- 1 There are no income arise from above investment properties. Further, the company has not incurred any expenditure for above properties.
- 2 The above land has been mortgaged against Secured borrowings.
- 3 The Company has no contractual obligations to purchase, construct or develop investment properties or for repairs, maintenance and enhancements.
- 4 The fair value disclosure for investment property is not presented as the property specifically acquired for offering as security for borrowings and based on the information available with the management that there are no material development in the area where land is situated and accordingly, they believe that there is no material difference in fair value and carrying value of property.



Nagpur Seoni Express Way Limited
Notes to Financial Statements for the period ended March 31, 2020

6 Financial Assets	March 31, 2020 (INR In Million)	March 31, 2019 (INR In Million)
Non Current Financial Assets		
Receivable under service concession arrangement	1,352.95	1,567.75
Fixed Deposit (VAT)	0.01	0.01
Total (A)	1,352.95	1,567.76
Current Financial Assets		
Receivable under service concession arrangement	435.80	435.80
Other Receivable from NHAI	-	11.36
Total (B)	435.80	447.16
Total (C=A+B)	1,788.75	2,014.92

Note:

- 1 Annuity receivable from NHAI of Rs.435.80 Millions is the current portion i.e annuity receivable in the year 2020-2021 or in the next 12 months.
- 2 Fair value disclosures for financial assets are given in Note No. 40

7 Current Assets	March 31, 2020 (INR In Million)	March 31, 2019 (INR In Million)
Non Current Assets		
Interest Accrued but not Due	0.00	0.00
Advance Income Tax (Net of Provision)	15.21	14.23
Total	15.21	14.24
Current Assets		
Prepaid expenses	0.18	0.14
Total	0.18	0.14

* Amount INR 3686 in current year & previous year is below the rounding off norm of the company

8 Investments	March 31, 2020 (INR In Million)	March 31, 2019 (INR In Million)
Unquoted Investments in Mutual Funds		
5,765.24 units in Union Liquid Fund-Growth (March 31, 2019: 1,000,000 units in Union Corporate Bond Fund Regular Plan-Growth)	11.02	10.69
26,573.24 units in SBI Liquid Fund Direct-Growth	82.62	-
64,835.57 units in L&T Overnight Fund-Growth (March 31, 2019: 144,411.54 units in L&T Cash Fund-Growth)	96.32	205.33
Total	189.96	216.02
Aggregate amount of Unquoted Investments	189.96	216.02

9 Cash and Cash Equivalents	March 31, 2020 (INR In Million)	March 31, 2019 (INR In Million)
Cash on Hand	0.01	0.01
Balance with Bank in Current Accounts#	425.92	0.54
Total	425.93	0.55

- # Balance with Bank includes balance of INR 425.93 million (March 31, 2019: INR 0.54 million) are lying in Escrow Accounts, as per the terms of the borrowings with the lenders

10 Assets held for sale	March 31, 2020 (INR In Million)	March 31, 2019 (INR In Million)
Assets held for sale (refer note 45)	4.82	-
Total	4.82	-



Nagpur Seoni Express Way Limited
Notes to Financial Statements for the period ended March 31, 2020

11 Equity Share Capital

	March 31, 2020		March 31, 2019	
	No. of shares	INR In Million	No. of shares	INR In Million
Authorized Share Capital				
Equity Shares of INR 10 each	5,80,00,000	580.00	5,80,00,000	580.00
	5,80,00,000	580.00	5,80,00,000	580.00
Issued, Subscribed and fully paid up				
Equity Shares of Rs 10 each	4,80,00,000	480.00	4,80,00,000	480.00
	4,80,00,000	480.00	4,80,00,000	480.00

(a) Reconciliation of shares outstanding at the beginning and at the end of the reporting period

Particulars	March 31, 2020		March 31, 2019	
	No. of shares	INR In Million	No. of shares	INR In Million
At the beginning of the year	4,80,00,000	480.00	4,80,00,000	480.00
Add: Issue during the year	-	-	-	-
Outstanding at the end of the year	4,80,00,000	480.00	4,80,00,000	480.00

(b) Terms/Rights attached to the equity shares:

The Company has one class of shares referred to as equity shares having a par value of INR 10 each. Each shareholder is entitled to one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

(c) Share held by holding Company:

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

	March 31, 2020 (INR In Million)	March 31, 2019 (INR In Million)
IndInfra Trust		
4,80,00,000 (March 31, 2019: Nil) equity shares (refer note below)	480.00	-
Sadbhav Infrastructure Project Limited, holding company	-	480.00
Nil (March 31, 2019: 4,80,00,000 equity shares) (refer note below)		

(d) Number of Shares held by each shareholder holding more than 5% Shares in the company

Particulars	March 31, 2020		March 31, 2019	
	No. of shares	% Holding	No. of shares	% Holding
Equity Shares of Rs 10 each fully paid				
Sadbhav Infrastructure Project Limited and its nominees	-	-	4,79,99,900	100%
Srei Infrastructure Finance Limited	-	-	100	0%
IndInfra Trust and its nominees	4,80,00,000	100%	-	-
Total	4,80,00,000		4,80,00,000	

As per the records of the company, including its registers of shareholders/member and other declaration received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

(e) Sadbhav Infrastructure Project Limited ('SIPL'), erstwhile holding company pursuant to the terms of the definitive share purchase agreement date 1 July 2019 has transferred 100% of the equity shareholding in the Company to IndInfra Trust ('IndInfra Trust') on 14 February 2020 (the closing date), thereby making IndInfra Trust, the holding company, with effect from that date.



Nagpur Seoni Express Way Limited
Notes to Financial Statements for the period ended March 31, 2020

12 Other Equity

Equity Component of Compound Financial Instrument - Sub Ordinate debts

Balance as per last financial statement

Add: Addition during the period/year

Less: Change during the year

Balance at the end of the year

	March 31, 2020 (INR in Million)	March 31, 2019 (INR in Million)
	118.29	118.29
	-	-
	(118.29)	-
Total	-	118.29

Debenture Redemption Reserve

Balance at the beginning of the year

Add : Transfer from surplus of statement of Profit & Loss

Balance at the end of the period/year

	132.79	-
	-	132.79
Total	132.79	132.79

Retained Earnings

(Deficit) as at the beginning of the year

Add: Net Profit/(Loss) for the year

Transfer to Debenture Redemption Reserve

Balance at the end of the year

	(856.38)	(1,206.17)
	37.63	482.59
	-	(132.79)
Total	(818.75)	(856.38)
Total	(685.96)	(605.30)

Note

- (i) The Project of the Company was funded through sub ordinate debt of INR 118.29 million from the Sponsors in accordance with Sponsor Support and Equity Contribution Agreement / Sponsor Undertaking. Such sub ordinate debts is considered as sponsor's contribution to ensure Promoters commitment for the project. Sub-ordinate debt was interest free and was repayable at the end of the concession period or earlier at the option of the company in accordance with terms of contract. As per the definitive share purchase agreement (SPA) dated 1 July 2019 between Sadbhav Infrastructure Project Limited (SIPL) and Indinfravit Trust, whereby 100% of the equity shareholding in the company sold by SIPL to Indinfravit Trust on 14 February 2020 (the closing date), the outstanding sub-debt of INR 118.29 million on closing date would be repaid to SIPL. Accordingly, Indinfravit Trust has repaid sub-debt amounting to INR 118.29 million before closing date till March 31, 2020.



Nagpur Seoni Express Way Limited
Notes to Financial Statements for the period ended March 31, 2020

13 Non-Current Borrowings

Secured*

Non convertible debentures

Unsecured

Indinfravit Loan

March 31, 2020 (INR In Million)	March 31, 2019 (INR In Million)
------------------------------------	------------------------------------

	1,076.83	1,603.12
	756.20	-
Total (A)	1,833.03	1,603.12

Less: Current maturities of non-current borrowing

Secured*

Non convertible debentures

Unsecured

Indinfravit Loan

	80.16	155.29
	93.09	-
Total (B)	173.25	155.29

Total Non-Current Borrowings (C=A+B)

	1,659.78	1,447.83
--	-----------------	-----------------

* Includes the effect of transaction cost paid to Lenders on upfront basis.

Note:

(i)

Security details:

The details of Security in respect of Non Convertible Debentures are as under:

- a The Facility, and the payment and other obligations of the Borrower under the Finance Documents, Shall be secured by a first ranking:
- b Charge on all the borrower's immovable and movable property (both present and future) except Project Assets
- c An assignment by way of security over all the borrower's right, title and interest in and to each transaction document.
- d A share pledge, at all times, over not more than 99% of the sponsors shareholding in the borrower.
- e The Security created under the Debenture Trust Deed shall rank pari passu inter se, amongst the trustees.

(ii) Terms of Repayment of Debentures & Loans:

Series of NCDs	No. of NCDs issued	Coupon Rate p.a. %	Terms of Repayment	Earliest date of Redemption
Series A	10000	8.72%	Partial Repayment	01-Aug-20
Series B	9500	8.91%	Partial Repayment	01-Aug-25

At the time of redemption of any Debentures on any Redemption Date, the company shall pay the relevant Debenture Holders the unpaid Interest on such Debentures, accrued upto such Redemption Date.

- a Non Convertible Debentures:
The redemption of debenture for SERIES A (8.72%) shall be made in 18 semi annually installments on the first day of each half year i.e. 1st February and 1st August of the year ,commencing from 1st August 2016.
- b The redemption of debenture for for SERIES B (8.91%) shall be made in 3 Semi annually installments on the first day of each half year i.e. 1st February and 1st August of the year ,commencing from 1st August 2025.
- c Interest on such Debentures shall be paid along with the Redemption of Debentures on the same day i.e. 1st February and 1st August of each year.

Terms of Unsecured of Indinfravit Loan

14 Short Term Borrowings

Loans Repayable on Demand - Unsecured*

Loan from Holding Company-SIPL (upto Feb 14, 2020)*

Loan from Holding Company-Indinfravit (w.e.f Feb 15, 2020)#

March 31, 2020 (INR In Million)	March 31, 2019 (INR In Million)
------------------------------------	------------------------------------

	-	663.03
	752.23	-
Total	752.23	663.03

*Loan is repayable on demand / call notice from the lender and it carry interest of 10% per annum.

#Loan is repayable on demand / call notice from the lender and it carry interest of 13% per annum.

15 Trade Payables

Trade Payables

Dues to Micro & small enterprises*

Dues to other

Dues to related parties

March 31, 2020 (INR In Million)	March 31, 2019 (INR In Million)
------------------------------------	------------------------------------

	-	-
	11.30	1.75
	-	2.72
Total	11.30	4.47

- * As per information available with the Company, there are no Micro, Small and Medium Enterprisess defined in the Micro, Small and Medium Enterprise Development Act, 2006 to whom the Company owes dues on account of principal amount togrtther with interest and accordingly no additional disclosure has been made. The same is relied upon by the auditors.



Nagpur Seoni Express Way Limited
Notes to Financial Statements for the period ended March 31, 2020

16 Financial Liabilities

Current maturities of long-term borrowings
Interest accrued but not due on borrowings
Interest accrued on borrowings
Retention Money of Contractor
Others

March 31, 2020 (INR In Million)	March 31, 2019 (INR In Million)
173.25	155.29
15.28	22.83
15.70	9.85
0.29	0.17
0.02	0.01
Total	204.54
	188.15

Note: Fair value disclosures for financial liabilities are given in Note 40

17 Current Liabilities

Statutory dues

March 31, 2020 (INR In Million)	March 31, 2019 (INR In Million)
2.97	1.16
Total	2.97
	1.16

18 Current Tax Liabilities (Net)

Provision for Income Tax (Net of Tds Receivable 18-19)

March 31, 2020 (INR In Million)	March 31, 2019 (INR In Million)
-	71.33
Total	-
	71.33



Nagpur Seoni Express Way Limited
Notes to Financial Statements for the period ended March 31, 2020

19 Revenue From Operations

Routine Road Management Income

March 31, 2020 (INR In Million)	March 31, 2019 (INR In Million)
38.30	46.12
Total	38.30

20 Other Income

Gain on Sale of Mutual Funds (Net)

*Total Net gains (losses) on fair value changes include Rs 9.83 million (March 31, 2019 Rs 9.13 million) as 'Net gain or loss on sale of investments'

Interest on Annuity Receivables

Miscellaneous Income

Interest Income on Income Tax Refund

Excess Provision written Back

March 31, 2020 (INR In Million)	March 31, 2019 (INR In Million)
11.81	10.82
185.71	157.01
0.92	-
0.01	0.02
Total	198.44

21 Operating Expenses

Routine Road Maintenance Expenses

Other Expenses

March 31, 2020 (INR In Million)	March 31, 2019 (INR In Million)
20.14	19.96
0.58	0.51
20.71	20.47

22 Employee Benefits Expenses

Salaries, wages, bonus and other allowances

Contribution to provident fund and other fund

March 31, 2020 (INR In Million)	March 31, 2019 (INR In Million)
0.21	0.14
0.02	0.02
0.23	0.15

23 Finance Costs

Interest Expenses on:

Non-Convertible Debentures

Loan from related party (refer note 28)

Short Term Borrowings

Other Borrowing costs

Others

Bank Charges

March 31, 2020 (INR In Million)	March 31, 2019 (INR In Million)
135.68	149.01
15.70	-
5.52	105.98
156.90	254.99
8.91	-
0.00	0.01
8.91	0.01
Total	165.81

Note

During the period, the company has recognized total interest expense of Rs. 55.21 Million in terms of loan agreement executed with SIPL. However, as per the Share purchase agreement date 1 July 2019 between SIPL and Indinfravit the interest expense to extent of Rs. 49.69 Million is not payable to SIPL as at closing date and therefore the same has been written back and netted against interest expense in these financial statement.



Nagpur Seoni Express Way Limited
Notes to Financial Statements for the period ended March 31, 2020

24 Other Expenses

	March 31, 2020 (INR In Million)	March 31, 2019 (INR In Million)
Rent	1.06	1.06
Rates & Taxes	0.03	0.07
Office Expenses	0.02	0.09
Insurance	0.93	0.75
Professional fees & Legal Fees (Director sitting fees added)	9.16	31.55
Auditors' remuneration	0.32	0.25
Project Management Fees	0.30	-
Miscellaneous expenses	0.55	0.42
Total	12.37	34.19

Note

- (i) Sadbhav Infrastructure Project Limited (SIPL) pursuant to the definitive share purchase agreement (SPA) dated 1 July 2019 has transferred 100% of the equity shareholding in the Company to IndInfra Trust on 14 February 2020. As per the aforementioned SPA, certain assets such as arbitration claim receivable, land and investment properties ('carve out assets') have not been taken over by IndInfra Trust and all beneficial rights of the same are retained by SIPL. Accordingly, the company has accounted such carve out assets in accordance with requirement of Indian accounting standard in these financial statement.

Auditors' remuneration comprises following:

	March 31, 2020 (INR In Million)	March 31, 2019 (INR In Million)
Statutory Audit fees	0.27	0.24
Certification Fees	-	0.00
Tax Audit fees	0.05	0.01
Total	0.32	0.25

25 Exceptional Items

	March 31, 2020 (INR In Million)	March 31, 2019 (INR In Million)
Contract Revenue (Arbitration Award Income)	-	440.64
Interest on delayed payment of Annuity	-	239.81
Other Income	-	7.07
Total	-	687.52

Note As at 05th October, 2018, the Company received the award from the Arbitral Tribunal in which the semi annuity amount was increased from INR 191.98 million to INR 217.90 million from the initial date of annuity. Accordingly, the Company has received INR 440.64 million towards differential amount of annuity along with interest of INR 239.81 million on 29th January, 2019 from NHAI.



Nagpur Seoni Express Way Limited
Notes to Financial Statements for the year ended March 31, 2020

26 Income tax

The major component of income tax expense for the year ended March 31, 2020 and March 31, 2019 are as under:

A) Profit and Loss section

	March 31, 2020 (INR In Million)	March 31, 2019 (INR In Million)
Current tax	-	109.09
Deferred tax	-	-
Total	-	109.09

B) Reconciliation of tax expense and the accounting profit multiplied by domestic tax rate for the year ended March 31, 2020 and March 31, 2019

	March 31, 2020 (INR In Million)	March 31, 2019 (INR In Million)
Accounting profit before tax	37.63	482.59
Tax @ 27.82% (March 31, 2019: 27.82%)	10.47	134.26
Adjustment		
Tax losses not recognised due to absence of probable certainty of reversal (refer note 2 below)	(10.47)	(25.17)
Other non-deductible expenses	-	-
At the effective income tax rate of Nil (March 31, 2019: 22.61%)	-	109.09

C) Deferred tax

Particulars	Balance sheet		Statement of Profit and Loss	
	March 31, 2020	March 31, 2019	2019-20	2018-19
Impact of fair valuation of investment	-	-	-	-
Impact of fair valuation of derivative contract	-	-	-	-
Impact of fair valuation of asset	(275.45)	(312.07)	-	(64.45)
Expenditure allowable over the period	(0.12)	(0.24)	-	(0.10)
Unused losses available for offsetting against future taxable income (refer note 2)	442.57	633.96	-	64.55
Deferred tax expense/(income)			-	-
Net deferred tax assets/(liabilities)	167.00	321.65	-	-
Deferred Tax Asset not recognized (refer note 2 below)	-	-	-	-

Note

- The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.
- As a matter of prudence, the company has recognised deferred tax assets on deductible temporary differences and carry forward of unused tax losses in the books to the extent of deferred tax liability balance as it is not probable that future taxable profit will be available against which those temporary differences, losses and tax credit against which deferred tax asset can be utilized.



Nagpur Seoni Express Way Limited
Notes to Special Purpose Interim Financial Statements for the period ended March 31, 2020

27 Earning Per Share (EPS):

The following reflects the income and share data used in the basic and diluted EPS computations:

	March 31, 2020 (INR In Million)	March 31, 2019 (INR In Million)
Net (Loss) attributable to Equity Shareholders:	37.63	482.59
Total no. of equity shares at the end of the year	4,80,00,000	4,80,00,000
Weighted average number of equity shares for basic and diluted EPS	4,80,00,000	4,80,00,000
Nominal value of equity shares	10.00	10.00
Basic and Diluted earnings/(loss) per share	0.78	10.05

28 Related Party Disclosures:

Related party disclosures as required under the Indian Accounting Standard – 24 on “Related Party Disclosures” are given below:

A Name of Related Parties and Nature of Relationship :

Description of Relationship

Ultimate Holding Company
Holding Company

Key Managerial Personnel

Name of the Related Party

Sadbhav Engineering Limited (SEL) (Upto February 14, 2020)
Sadbhav Infrastructure Project Ltd (SIPL) (Upto February 14, 2020)
Indinfravit Trust (w.e.f. February 15, 2020)
Mr. Arun S. Patel, Independent Director
Mrs. Daksha N. Shah, Independent Director
Ms. Pooja Shah, Company Secretary (upto Sept 2019)
Mr. Daksh Parikh, Company Secretary (upto Feb 29, 2020)

B Transactions with Related Parties during the period:

	March 31, 2020 (INR In Million)	March 31, 2019 (INR In Million)
Short Term Borrowings received		
SIPL	5.18	67.80
Indinfravit	1494.93	-
Long Term Borrowings received		
Indinfravit	756.20	-
Short Term Borrowings repaid (including Interest paid)		
SIPL	97.08	591.17
Indinfravit	742.70	-
Interest on Short Term & Long Term Borrowings		
SIPL	5.52	105.98
Indinfravit	15.70	-
Operation and Maintenance Services Availed		
SIPL	17.44	19.96
Rent , Allocation of Expenses & Reimbursement		
SEL	0.88	1.06
SIPL	0.06	-
Director Sitting Fees		
Mrs. Daksha N. Shah	0.07	0.04
Mr. Arun S. Patel	0.07	0.04
Remuneration		
Mr. Anand Rohan	-	0.15
Ms. Pooja Shah	0.13	-
Mr. Daksh Parikh	0.12	-



Nagpur Seoni Express Way Limited
Notes to Special Purpose Interim Financial Statements for the period ended March 31, 2020

C Balances outstanding as at:

	March 31, 2020 (INR In Million)	March 31, 2019 (INR In Million)
Compound financial instrument (sub-ordinate debts)		
SIPL	-	118.29
Short Term Borrowings outstanding including interest payable		
SIPL	-	672.88
Borrowing outstanding		
IndInfra Trust	1,508.43	-
Interest on term borrowings		
IndInfra Trust	15.70	-
Trade Payables and other current liabilities (unsecured)		
SEL	-	2.72
Remuneration Payable		
Mr. Anand Rohan	-	0.01
Mr. Daksh Parikh	0.02	-

Note: During the period, the company has recognized total interest expense of Rs. 55.21 Million in terms of loan agreement executed with SIPL. However, as per the Share purchase agreement date 1 July 2019 between SIPL and IndInfra the interest expense to extent of Rs. 49.69 Million is not payable to SIPL as at closing date and therefore the same has been written back and netted against interest expense in these financial statement.

D Terms and conditions of the balance outstanding:

1. The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free excepts short term loan and settlement occurs in cash as per the terms of the agreement.
2. The Company has not provided any commitment to the related party as at March 31, 2020 (March 31, 2019: Rs.Nil)
3. Borrowing received from related party carries interest rate 13%.

29 Segment Reporting

Basis for Segmentation

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

Information About Geographical Areas

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

Information About Major Customers

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

30 There are no Micro, Small and Medium Enterprises, to whom the Company owes dues, which are outstanding for more than 45 days at the balance sheet date. This is based on the information available with the Company.

31 The Company does not have any transaction to which the provision of IND AS-2 relating to Valuation of Inventories applies.

32 Disclosure pursuant to Ind AS 115 - "Revenue from Contracts with Customers"

Amount of contract revenue recognised in the year : Rs 38.30 million (March 31, 2019 Rs 486.76 million which includes arbitration award income of Rs. 440.64 million, refer note no. 24)

(a) Reconciliation and disaggregated Revenue Information

Having regard to the nature of contract with customer, there is only one type of category of revenue; hence disclosure of disaggregation of revenue is not given.

(b) Changes in amount of Contract Assets:

Opening Balance

Less: Annuity Received for Construction and Operations and Maintenance

Add: Notional Finance Income on Annuity Receivable

Operation and Maintenance Contract Revenue

Closing Balance

	March 31, 2020 (INR in Million)	March 31, 2019 (INR in Million)
Opening Balance	2,004.13	2,184.39
Less: Annuity Received for Construction and Operations and Maintenance	(438.82)	(383.39)
Add: Notional Finance Income on Annuity Receivable	185.14	157.01
Operation and Maintenance Contract Revenue	38.30	46.12
Closing Balance	1,788.75	2,004.13

Notional Finance Income on Annuity Receivable is recognised during the year using effective interest rate method where the effective interest rate is taken as 11.19% per annum.



33 Employee benefits

The Company has one employee, the Company Secretary, on its payroll during the period and therefore, there is no reportable information under Ind AS-19. Please refer note 28 for information related to remuneration paid to him.

34 Disclosure pursuant to Ind AS 23 "Borrowing Costs"

Borrowing cost capitalised during the year INR Nil. (March 31, 2019 : INR Nil).

35 Capital Commitment and Contingent Liabilities

The Company does not have any capital commitment and contingent liabilities as on 31.3.2020. There are no litigation pending against the company which could be materially impact its financial position as at the end of the year.

36 Impairment of Financial Assets

The credit risk on the financial assets has not increased since the initial recognition, therefore company measure the loss allowance for the financial assets at an amount equal to 12 month expected credit losses. Since the financial assets are expected to be realised within the contractual period of the invoice raised, as such, there is no ECL (expected credit loss) envisaged in the value of financial assets under SCA (Service Concession agreement) by the management.

37 Disclosure for INDAS 116 (Leases)

On March 30, 2019, the Ministry of Corporate Affairs (MCA) notified new Ind AS on leases, Indian Accounting Standard (Ind AS) 116 applicable from 01/04/2019. Ind AS 116 has been implemented w.e.f. April 1, 2019 and the associated disclosure requirements are applicable for financial statements for the year ended March 31, 2020. As per the Standard it is optional to apply the standard for short term leases. Since the lease agreements are for a short period, the company has availed the exception of short term leases.

Total amount of lease payments towards short term leases is Rs. 1.06 million (March 31, 2019: Rs 1.06 million) and shown as expense in the profit & Loss statement.



Nagpur Seoni Express Way Limited
Notes to Financial Statements for the year ended March 31, 2020

38 Disclosure of Financial Instruments by Category

(INR In Million)							
Financial instruments by categories	Note no.	March 31, 2020			March 31, 2019		
		FVTPL	FVTOCI	Amortized cost	FVTPL	FVTOCI	Amortized cost
Financial asset							
Security Deposits	6	-	-	0.01	-	-	0.01
Investment in Mutual Fund	8	189.96	-	-	216.02	-	-
Cash and Cash Equivalent	9	-	-	425.93	-	-	0.55
Other Financial Assets	6	-	-	1,788.75	-	-	2,014.92
Total Financial Asset		189.96	-	2,214.68	216.02	-	2,015.47
Financial liability							
Long Term Borrowings	13	-	-	1,833.03	-	-	1,603.12
Loans Repayable on Demand	14	-	-	752.23	-	-	663.03
Trade Payables	15	-	-	11.30	-	-	4.47
Other Financial Liabilities	16	-	-	31.29	-	-	32.86
Total Financial Liabilities		-	-	2,627.85	-	-	2,303.48

39 Default and breaches

There are no defaults with respect to payment of principal interest, sinking fund or redemption terms and no breaches of the terms and conditions of the loan.

There are no breaches during the year which permitted lender to demand accelerated payment.

40 Fair value disclosures for financial assets and financial liabilities

Set out below is a comparison, by class, of the carrying amounts and fair value of the Company's financial instruments, other than those with carrying amounts that are reasonable approximations of fair values:

(INR In Million)						
Particular		March 31, 2020		March 31, 2019		
		Carrying amount	Fair value	Carrying amount	Fair value	
Financial Assets						
Investment in Mutual Fund	Level-1	189.96	189.96	216.02	216.02	
Security Deposits	Level-3	0.01	0.01	0.01	0.01	
Cash and Cash Equivalent	Level-3	425.93	425.93	0.55	0.55	
Other Financial Assets	Level-3	1,788.75	1,788.75	2,014.92	2,014.92	
Total Financial Assets		2,404.64	2,404.64	2,231.49	2,231.49	
Financial Liabilities						
Non Current Borrowings	Level-3	1,833.03	1,833.46	1,603.12	1,604.00	
Loans Repayable on Demand	Level-3	752.23	752.23	663.03	663.03	
Trade Payables	Level-3	11.30	11.30	4.47	4.47	
Other Financial Liabilities	Level-3	31.29	31.29	32.86	32.86	
Total Financial Assets		2,627.85	2,628.28	2,303.48	2,304.36	

Notes:

a. The management assessed that the fair values of Investment in mutual fund, cash and cash equivalents, other financial assets, trade payables and other financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

b. The carrying value of Company's interest-bearing borrowings are reasonable approximations of fair values as the borrowing carry floating interest rate.

c. The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

a) Investments in units of Mutual Funds which are not traded in active market is determined using closing NAV.

41 Fair value hierarchy

The following table provides the fair value measurement hierarchy of the Company's assets and liabilities:

Quantitative disclosures fair value measurement hierarchy for financial assets as at March 31, 2020 and March 31, 2019

(INR In Million)			
	Note	Fair value measurement using Significant observable inputs (Level 1)	
	No.	March 31, 2020	March 31, 2019
Assets measured at fair value			
Fair value through profit & loss			
Investment in Mutual Fund	8	189.96	216.02

There have been no transfers between level 1 and level 2 during the years.



42 Financial instruments risk management objectives and policies

The Company's principal financial liabilities comprise borrowings and trade & other payables. The main purpose of these financial liabilities is to finance the Company's operations and to support its operations. The Company's principal financial assets include Investments, other receivables and cash and bank balance that derive directly from its operations.

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. 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

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk. Financial instruments affected by market risk include borrowings, Investments, other receivables, trade and other payables.

Within the various methodologies to analyse and manage risk, Company has implemented a system based on "sensitivity analysis" on symmetric basis. This tool enables the risk managers to identify the risk position of the entities. Sensitivity analysis provides an approximate quantification of the exposure in the event that certain specified parameters were to be met under a specific set of assumptions. The risk estimates provided here assume:

- a parallel shift of 25-basis points of the interest rate yield curves in all currencies
- a simultaneous, parallel foreign exchange rates shift in which the INR appreciates / depreciates against all currencies by 2%

The potential economic impact, due to these assumptions, is based on the occurrence of adverse / inverse market conditions and reflects estimated changes resulting from the sensitivity analysis. Actual results that are included in the Statement of profit & loss may differ materially from these estimates due to actual developments in the global financial markets.

The analyses exclude the impact of movements in market variables on: the carrying values of gratuity and provisions.

(b) 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 maintains its borrowings at fixed rate using interest rate swaps to achieve this when necessary. The company manages its cash flow interest rate risk by using floating-to-fixed interest rate swaps. The company measures risk through sensitivity analysis. The banks are now finance at variable rate only, which is the inherent business risk.

Interest rate sensitivity

The Company is not exposed to interest rate risk because its borrowings in Non convertible debenture carries fixed interest rate.

(c) Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is not exposed to credit risk from its operating activities as the company is under Service concession arrangement with National Highway Authority of India and the Annuity amount of the project is fixed and receivable from government semi annually. However, The Company is exposed to credit risk related to financing activities, including temporary Investment in mutual fund.

(d) Temporary Investment in Mutual Fund

Credit risk from balances with banks and financial institutions is managed by the Company's finance department in accordance with the Company's policy. Investments of surplus funds are made only in accordance with company policy. The Company monitors the ratings, credit spreads and financial strength of its counterparties. Based on its on-going assessment of counterparty risk, the Company adjusts its exposure to various counterparties. The Company's maximum exposure to credit risk for the components of the Balance sheet as of March 31, 2020 is Rs. 189.96 million and March 31, 2019 is Rs.216.02 million.

(e) Liquidity risk

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



Nagpur Seoni Express Way Limited
Notes to Financial Statements for the year ended March 31, 2020

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments:

Particulars	(Rs. In Million)					
	Total Amount	On Demand	upto 1 year	1-2 years	2 - 5 years	> 5 years
As at March 31, 2020						
Long term borrowings#	1,833.46	-	173.35	167.00	611.44	881.67
Short term borrowings	752.23	752.23	-	-	-	-
Trade Payables	11.30	-	11.30	-	-	-
Other Financial Liabilities#	31.29	-	31.29	-	-	-
Total	2,628.28	752.23	215.94	167.00	611.44	881.67
As at March 31, 2019						
Long term borrowings#	1,604.00	-	155.50	181.50	551.00	716.00
Short term borrowings	663.03	663.03	-	-	-	-
Trade Payables	4.47	-	4.47	-	-	-
Other Financial Liabilities#	32.86	-	32.86	-	-	-
Total	2,304.36	663.03	192.83	181.50	551.00	716.00

Current maturity of long term borrowings is included in long term borrowing part in above note from other financial liabilities.

(f) Collateral

The Company's all financial assets has been pledged against Non-current borrowings in order to fulfill the collateral requirement of the Lenders. The fair value of such financial assets disclosed in the note 39.

43 Capital Management

For the purpose of the Company's capital management, Capital consist of share capital, Other equity in form of Subordinate Debt and all other reserves attributable to the equity holders of the Company.

The primary objective of the Company's capital management is to ensure that it maintains an efficient capital structure and healthy capital ratios in order to support its business and maximise shareholder value.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions or its business requirements. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders, issue new shares or obtained additional sub-ordinate debts. The Company monitors capital using debt equity ratio, which is total long term borrowings divided by total equity excluding balance of deficit in statement of profit & loss.

The key performance ratios as at 31 March are as follows

	March 31, 2020 (Rs. In Million)	March 31, 2019 (Rs. In Million)
Long term Borrowings (refer note 13)	1,833.46	1,604.00
Total Debts - A	1,833.46	1,604.00
Equity Share Capital (refer note 11)	480.00	480.00
Equity Component of Compound Financial Instruments (refer note 12.1)	-	118.29
Total Equity - B	480.00	598.29
Debt equity ratio (A/B)	3.82	2.68



Nagpur Seoni Express Way Limited
Notes to Financial Statements for the year ended March 31, 2020

44 Disclosure pursuant to Appendix - E of IND AS 115 " Revenue from Contracts with Customer

A Description and classification of the arrangement

The Company has entered into Service Concession Agreement ('SCA') with National Highway Authority of India (NHAI) dated May 30, 2007 for the purpose of widening of two lane portion from 596.750 kms to 653.225 Kms covering 56.475 Kms on NH-7 in the state of Madhya Pradesh to 4 lanes through a Concession under North-South Corridor on Build Operate and Transfer on BOT Annuity basis. The Concession Period is of 20 years including construction period of 30 Months. The Company obtained completion certificate on 25th May 2010 from the NHAI.

During the year, Sadbhav Infrastructure Project Limited (SIPL) pursuant to the share purchase agreement has transferred 100% of the equity shareholding in the Company to Indinfravit Trust on 14 February 2020.

B Significant Terms of the arrangements

(i) Annuity Payment:

The company is, performing and discharging its obligations in accordance with the terms and conditions and covenants set forth in SCA, eligible for the receipt of fixed amount of annuity on each annuity payment date.

Annuity payment date means each period for which the annuity is payable under the terms of the SCA and as described under schedule G of the SCA. The annuity payments dates fall in months of May and November of every year.

(ii) Bonus or reduction in annuity:

In terms of the SCA the company shall receive bonus for early completion of the project or incur reduction in annuity for delay completion of the project.

The project has been timely completed by the company i.e. May 25, 2010. There is no any impact of bonus and reduction in annuity except the proportionate reduction in annuity amount due to reduction in the overall length of the project road.

(iii) Levy and collection of fee from the users:

In terms of the SCA, NHAI shall have the authority to levy toll or fee on the vehicles using the project facilities and to demand, collect, retain and appropriate the fee in accordance with the applicable laws.

(iv) Details of Termination

SCA can be terminated on account of default of the company or NHAI in the circumstances as specified under article 30 of the SCA.

C There has been no change in the concession arrangement during the year.




Nagpur Seoni Express Way Limited
Notes to Financial Statements for the year ended March 31, 2020

- 45 The company has accumulated losses of INR 818.75 million (March 31, 2019: INR 856.37 million) as at the March 31, 2020, which have resulted in erosion of the company's net worth. The Company has been able to meet its obligations in the ordinary course of the business complimented by the continuing financial support offered from Indinfravit Trust. Accordingly, these financial statements have been prepared assuming that the Company will continue as a going concern.
- 46 Pursuant to the definitive share purchase agreement (SPA) dated 1 July 2019, all beneficial rights related to Land and Investment properties amounting to INR 4.82 million are retained by Sadbhav Infrastructure Project Limited (SIPL). Considering that the legal title is with the company and it will facilitate to SIPL for sale of these assets, the company has currently classify as assets held for sale in these financial statement.
- 47 World Health Organization declared the outbreak of a novel coronavirus (COVID-19) as a pandemic in March 2020. To contain virus spread, Indian Government has announced national wide lockdown from March 24, 2020 till May 31, 2020, accordingly National Highway Authority of India also announced suspension of toll collection across the country from 25 March 2020 to 20 April 2020. Since it is Fixed Annuity Project with NHAI there is no impact on revenue due to suspension of tolling. Therefore the Management assessed that there is no impact on financial position & financial results of the company in the current year as well as future years.
- 48 Previous year figures have been regrouped/reclassified wherever necessary, to facilitate comparability with current year's classification.

As per our report of even date


For Gianender & Associates
Chartered Accountants
ICAI Firm Registration No. 004661M


G.K. Agarwal
Partner
Membership No.081603


Date : June 24, 2020
Place: Ahmedabad



For & On behalf of the Board of Directors of
Nagpur Seoni Express Way Ltd


Subramanian Janakiraman
Director
DIN No.: 05299205

Date : June 24, 2020
Place: Ahmedabad


Mathew George
Director
DIN No.:07402208

Nagpur Seoni Expressway Limited - Accounting Policies
Notes to Financial statement for the year ended March 31, 2020

1. Company information:

Nagpur Seoni Expressway Limited ("the Company") is a company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India.

The Company was incorporated as a Special Purpose Vehicle (SPV) in February, 2007, to augment the existing road from km 596.750 to km 653.225 (approximately 56.475 kms) in the state of Madhya Pradesh by Four-Laning thereof on Built, Operate and Transfer ("BOT Annuity") basis. The Company has entered into Concession Agreement with National Highways Authority of India (NHAI) in which NHAI grants to the Company exclusive right, license and authority to construct, operate and maintain the project during the Consession Period of 20 years which includes Construction Period of 30 Months

Sadbhav Infrastructure Project Limited ("SIPL"), erstwhile holding company, pursuant to the terms of the definitive share purchase agreement date 1 July 2019 has transferred 100% of the equity shareholding in the Company to Indinfravit Trust on February 14, 2020 (the closing date).

The financial statements were authorized for issue in accordance with a resolution of the directors on June 24, 2020.

2. Basis of preparation and presentation of financial statement:

(a.) Compliance with IND AS:

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 and relevant amendment rules issued thereafter.

The company has applied the applicable standards and/or amendments to existing standards effective from April 1, 2018 in the preparation and presentation of financial statements for the year ending on March 31, 2020.

Most of the amendments did not have any impact on the amounts recognized in prior periods and are not expected to significantly affect the current or future periods.

(b.) Basis of Presentation:

The Balance Sheet, the Statement of Profit and Loss and Statement of Changes in Equity 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 financial statements are presented in INR, which is the functional currency and all values are rounded to the nearest million (INR 000,000), except when otherwise indicated.

(c.) Basis of Measurement:

The financial statements have been prepared on historical cost basis, except for certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments).

(d) Use of estimates and judgements:

The preparation of these financial statements is in conformity with IND AS which 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 are recognised in the periods in which the results are known / materialize. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

2.1 Changes accounting policies and disclosure

New and amended standards

The Company applied Ind AS 116 Leases for the first time. The nature and effect of the changes as a result of adoption of this new accounting standard is described below.

Several other amendments apply for the first time for the year ending 31 March 2020, but do not have an impact on the financial statements of the Company. The Company has not early adopted any standards, amendments that have been issued but are not yet effective/notified.

Ind AS 116 Leases

Ind AS 116 supersedes Ind AS 17 Leases including its appendices. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to recognize most leases on the balance sheet.

Lessor accounting under Ind AS 116 is substantially unchanged from Ind AS 17. Lessors will continue to classify leases as either operating or finance leases using similar principles as in Ind AS 17. The Company adopted Ind AS 116 using the modified retrospective method of adoption. There were no significant adjustments required to the retained earnings as at April 01, 2019. The adoption of the standard did not have any material impact on these financial statements.

Appendix C to Ind AS 12 Uncertainty over Income Tax Treatment

The appendix addresses the accounting for income taxes when tax treatments involve uncertainty that affects the application of Ind AS 12 Income Taxes. It does not apply to taxes or levies outside the scope of Ind AS 12, nor does it specifically include requirements relating to interest and penalties associated with uncertain tax treatments. The Appendix specifically addresses the following:

- Whether an entity considers uncertain tax treatments separately;
- The assumptions an entity makes about the examination of tax treatments by taxation authorities;
- How an entity determines taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates;
- How an entity considers changes in facts and circumstances.

The Company determines whether to consider each uncertain tax treatment separately or together with one or more other uncertain tax treatments and uses the approach that better predicts the resolution of the uncertainty. The Appendix did not have an impact on the financial statements of the company.

3. Summary of significant accounting policies

The following are the significant accounting policies applied by the company in preparing its financial statements:

3.1 Current versus non-current classification

The Company presents assets and liabilities in the Balance Sheet based on current/non-current classification. An asset is current when it is:

- expected to be realised or intended to be sold or consumed in the normal operating cycle;
- expected to be realised within twelve months after the reporting period; or
- cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- it is expected to be settled in the normal operating cycle;
- it is due to be settled within twelve months after the reporting period; or
- there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

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The terms of the liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

The Company classifies all other liabilities as non-current.

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

Operating cycle

The operating cycle is the time between the acquisition of the assets for processing and their realization in cash and cash equivalents. The Company has identified twelve months as its normal operating cycle.

3.2 Foreign Currencies

Transactions and balances

Foreign currency transactions are recorded in the functional currency, by applying to the foreign currency amount the exchange rate between the functional currency and the foreign currency at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Differences arising on settlement of such transaction and on translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rate are recognised in profit or loss with the exception of long-term foreign currency monetary items related to acquisition of a fixed asset are capitalized and depreciated over the remaining useful life of the asset.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

3.3 Revenue Recognition

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

Revenue from Service Concession Arrangement:

a. Revenue from Operations

The Company earns revenue from construction, operation and maintenance, other related services and interest from financial asset.

(i) Construction, operation and maintenance and other related services:

Revenue is recognised upon transfer of control of promised services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those goods or services.

For construction, operation and maintenance and other related services, the performance obligation is satisfied over time. For determining performance obligation of services; the company uses output method for measurement of revenue.

Revenue is measured based on the transaction price which is the consideration, as specified in contract with the customer. Revenue excludes taxes collected from the customers.

(ii) Construction services

Revenue from construction services is recognised over a period as the customer simultaneously receives and consumes the benefits provided by the Company and measure revenue based on input method i.e. revenue recognised on the basis of cost incurred to satisfaction of a performance obligation relative to the total expected cost to the satisfaction of that performance obligation. If the outcome of a performance obligation satisfied over time cannot be reasonably measured, revenue is calculated using the zero-profit method in the amount of the contract costs incurred and probably recoverable.

Contract Balances

Contract Assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the company performs by transferring goods or services to a customer pays consideration or before payment is due, a contract asset is recognized for the earned consideration that is conditional.

Contract Liabilities

A contract liability is recognised if a payment is received or a payment is due (whichever is earlier) from a customer before the Company transfers the related goods or services. Contract liabilities are recognised as revenue when the Company performs under the contract (i.e., transfers control of the related goods or services to the customer).

b. Annuity income

Revenue from annuity based projects is recognised in the Statement of Profit and Loss over the concession period of the respective projects based on the implicit rate of return embedded in the projected cash flows. Such income is duly adjusted for any variation in the amount and timing of the cash flows in the period in which such variation occurs.

c. Gain or loss on sale of Mutual Fund

Gain or Loss on sale of mutual fund is recorded on transfer of title from the Company, and is determined as the difference between the sale price and carrying value of mutual fund and other incidental expenses.

d. Dividend

Income from dividend on investments is accrued in the year in which it is declared, whereby right to receive is established.

e. Interest

Interest income is recognised using effective interest method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through expected life of the financial asset to the gross carrying amount of the financial asset. When calculating the effective interest rate, the company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.

f. Government Grants

Government Grants are recognized where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognized as income on systematic basis over the periods that the related cost, for which it is intended to compensate, are expensed. When the grant relates to asset, it is as income in equal amounts over the expected useful life of the related asset.

g. Other Income

Other items of income are recognised as and when the right to receive arises.

3.4 Impairment – Non-financial assets

The company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, the company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs to sell and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. The impairment loss is recognized in the statement of profit and loss.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

The Company bases its impairment calculation on detailed budgets and forecasts calculation. These budgets and forecasts calculations generally covering a period of the concession agreements using long terms growth rates applied to future cash flows

Intangible assets with indefinite useful lives are tested for impairment annually either individually or at the CGU level, as appropriate and when circumstances indicate that the carrying value may be impaired

3.5 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the year they occur. Borrowing cost consist of interest and other costs that company incurs in connection with the borrowing of funds. Investment income earned on temporary investment of specific borrowing pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

3.6 Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases of building (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office building that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

3.7 Investment Property

Investment Property is measured initially at cost including related transaction costs. Such cost comprises the purchase price, borrowing cost if capitalization criteria are met. All day-to-day repair and maintenance expenditure are charged to the statement of profit and loss for the period during which such expenses are incurred.

An investment property is derecognised on disposal or on permanently withdrawal from use or when no future economic benefits are expected from its disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Statement of Profit and Loss when the asset is derecognised.

3.8 Financial Instruments

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

a) Financial assets

i. Initial recognition and measurement of financial assets

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

ii. Subsequent measurement of financial assets

For purposes of subsequent measurement, financial assets are classified in three categories:

- Financial assets at amortized cost
- Financial assets at fair value through other comprehensive income (FVTOCI)
- Financial assets at fair value through profit or loss (FVTPL)

• Financial assets at amortized cost:

A financial asset is measured at amortized cost if it is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

• Debt instruments at amortized cost

A 'debt instrument' is measured at the amortized cost if both the above conditions mentioned in "Financial assets at amortized cost" are met. After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the profit or loss. The losses arising from impairment are recognized in the profit or loss.

• Financial assets at fair value through other comprehensive income:

A financial asset is measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets, and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding. Financial assets included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI).

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- **Financial assets at fair value through profit or loss:**

FVTPL is a residual category for financial assets. Any financial asset which does not meet the criteria for categorization as at amortized cost or as FVTOCI is classified as at FVTPL.

iii. De-recognition of financial assets

A financial asset is de-recognized when the contractual rights to the cash flows from the financial asset expire or the Company has transferred its contractual rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

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

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

iv. Impairment of financial assets

The Company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets. Expected credit losses are measured at an amount equal to the 12- month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognized as an impairment gain or loss in profit or loss.

b) Financial Liabilities

i. Initial recognition and measurement of financial liabilities

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

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

ii. Subsequent measurement of financial liabilities

For purposes of subsequent measurement, financial liabilities are classified in two categories:

- Financial liabilities at fair value through profit or loss
- Financial liabilities at amortized cost (loans and borrowings)

- **Financial liabilities at fair value through profit or loss**

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

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Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in Ind-AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses on changes in fair value of such liability are recognized in the statement of profit or loss.

• **Financial liabilities at amortised cost (Loans and Borrowings)**

After initial recognition, interest-bearing borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss. This category generally applies to borrowings.

iii. Derecognition of financial liabilities

A financial liability (or a part of a financial liability) is derecognized from its balance sheet when, and only when, it is extinguished i.e. when the obligation specified in the contract is discharged or cancelled or expired.

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

c) Offsetting of financial instruments

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

3.9 Fair Value Measurement

The company measures financial instrument such as Investment in Mutual Fund at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement assumes that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefit by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

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

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

For assets and liabilities that are recognized in the financial statements on a recurring basis, the company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The company's management determines the policies and procedures for both recurring fair value measurement, such as derivative instruments.

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

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

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy, as explained above.

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

- Significant accounting judgements, estimates and assumptions
- Quantitative disclosures of fair value measurement hierarchy
- Financial instruments (including those carried at amortized cost)

3.10 Income tax

Income tax expense comprises current tax and deferred tax.

Current Tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities in accordance with Income tax 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date.

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

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Deferred Tax

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

Deferred tax liabilities are recognised for all taxable temporary differences excepts when the deferred tax liability arises from the initial recognition of an asset or liability in a transaction that affects neither the accounting profit nor taxable profit or loss.

Deferred tax assets are recognized for all deductible temporary differences, carry forward of unused tax losses and carry forward of unused tax credits to the extent that it is probable that taxable profit will be available against which those temporary differences, losses and tax credit can be utilized excepts when the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that affects neither the accounting profit nor taxable profit or loss.

As per provision of Income Tax Act 1961, the Company is eligible for a tax holiday under section 80IA for a block of 10 consecutive assessment years out of 20 years beginning of toll operation. The current year is third year of company's operation and of claiming tax holiday. No deferred tax (assets or liabilities) is recognized in respect of temporary difference which reverse during tax holiday period, to the extent such gross total income is subject to the deduction during the tax holiday period. Deferred tax in respect of timing difference which is reverse after the tax holiday period is recognized in the year in which the timing difference originate. However, the company restricts recognition of deferred tax assets to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. For recognition of deferred tax, the timing difference which originate first are considered to reverse first.

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on the tax rules and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset, where company has a legally enforceable right to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

3.11 Provisions

General

Provision is recognized when the company has a present obligation (legal or constructive) as a result of past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the statement of profit or loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

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Contractual obligation to restore the infrastructure to a specified level of serviceability

The Company has contractual obligations to maintain the road to a specified level of serviceability or restore the road to a specified condition before it is handed over to the grantor of the Concession Agreements. Such obligations are measured at the best estimate of the expenditure that would be required to settle the obligation at the balance sheet date. The timing and amount of such cost are estimated and determined by estimated cash flows, expected to be incurred in the year of overlay. The cash flows are discounted at a current pre-tax rate that reflects the risks specific to such obligation. The unwinding of the discount is expensed as incurred and recognised in the statement of profit and loss as a finance cost. The estimated future costs of such obligation are reviewed annually and adjusted as appropriate.

3.12 Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

3.13 Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, that are readily convertible to a known amount of cash and subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consists of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered as integral part of the Company's cash management.

3.14 Earnings per share

Basic EPS is calculated by dividing the profit / loss for the year attributable to ordinary equity holders by the weighted average number of ordinary shares outstanding during the year.

Diluted EPS is calculated by dividing the profit / loss attributable to ordinary equity holders by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on conversion of all the dilutive potential ordinary shares into ordinary shares.

3.15 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

4. A.) Significant accounting judgements, estimates and assumptions

The preparation of the Company's financial statements requires management to make estimates, judgments and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities and the accompanying disclosure, 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.

(i) 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.

(ii) Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

(iii) Taxes

Deferred tax assets are recognized for unused tax credits to the extent that it is probable that taxable profit will be available against which the credits can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

(iv) Impairment of non-financial assets

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a DCF model. The cash flows are derived from the budget generally covering a period of the concession agreements using long terms growth rates and do not include restructuring activities that the Company is not yet committed to or significant future investments that will enhance the asset's performance being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes.