

Independent Auditor's Report

To
The Members,
WESTERN UP TOLLWAY LIMITED,

We have audited the accompanying financial statements of **WESTERN UP TOLLWAY LIMITED** ("the Company"), which comprises the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134 (5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting the fraud and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and the matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion



on whether the Company has in place an adequate internal financial controls system over financial reporting and other operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates, made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

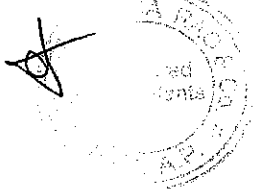
We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at March 31, 2015, and its Losses and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements:

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India, in terms of Section 143(11) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 of the Order.
2. As required by section 143(3) of the Act, we report that:
 - a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books
 - c) the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) According to the information and explanations given to us and in our opinion, there are no financial transactions or matters which have any adverse effect on the functioning of the Company;
 - f) On the basis of written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of sub-section (2) of Section 164 of the Act.
 - 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, to the best of our



information and according to the explanations given to us and in our opinion:

- i. There were no pending litigations which would impact the financial position of the Company.
- ii. The Company did not have any material foreseeable losses on long-term contracts including derivative contracts.
- iii. There are no amounts which are required to be transferred to the Investor Education and Protection Fund by the Company.

M Bhaskara Rao & Co
Chartered Accountants

Firm Registration Number: 000459S



V K Muralidhar

V K Muralidhar
Partner

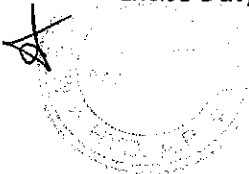
Membership Number: 201570

Hyderabad, April 30, 2015

WESTERN UP TOLLWAY LIMITED


STATEMENT REFERRED TO IN PARAGRAPH (1) OF OUR REPORT OF EVEN DATE

- i. In respect of its fixed assets:
 - a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
 - b) The management has conducted physical verification of major fixed assets during the year and as explained to us, no material discrepancies have been noticed on such verification.
- ii. In respect of its inventories the company does not hold any inventories. Accordingly the provisions of clauses 3 (ii) (a), (b) and (c) of the Order are not applicable to the company.
- iii. According to the information and explanations given to us, the Company has not granted any loans secured or unsecured loans to companies, firms or other parties covered in the register maintained under section 189 of the Act. Hence the provisions of clauses 3 (iii) (a) and (b) of the Order are not applicable to the company.
- iv. According to the information and explanations given to us and in our opinion, there are adequate internal control systems commensurate with the size of the Company and nature of its business for the purchase of fixed assets and for the sale of services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
- v. According to the information and explanations given to us, the Company has not accepted deposits from the Public under the provisions of Section 73 and Section 74 of the Act and the rules framed there under. Therefore, the provisions of clause 3(v) of the Order are not applicable.
- vi. According to the information and explanations given to us and in our opinion, on the basis of records produced to us, prima facie, the cost records and accounts prescribed by the Central Government under Section 148(1) of the Act have been maintained. However, we are not required to and not carried out any detailed examinations of such accounts and records.
- vii.
 - a) The Company has been regular in depositing undisputed applicable statutory dues including Provident Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities. The provisions of Investor Education and Protection Fund are not applicable to the Company. According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, Cess were in arrears, as at 31st March 2015 for a period of more than six months from the date they became payable.
 - b) According to the information and explanation given to us, there are no dues of Provident Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, Cess which have not been deposited on account of any dispute




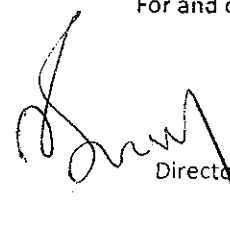

- viii. Accumulated losses of the company at the end of the financial year are less than fifty percent of net worth of the company. The Company has not incurred cash losses during the year covered by the report and in the financial year immediately preceding the financial year.
- ix. According to the information and explanations given to us and in our opinion, as at March 31, 2015, the Company has not defaulted in repayments of dues to financial institutions / banks and the company has not issued debentures.
- x. According to the information and explanations given to us, the Company has not given any guarantees for loans taken by others from Banks or Financial Institutions.
- xi. According to the information and explanations given to us and in our opinion, the term loans availed by the company were applied for the purpose for which the same were obtained.
- xii. During the course of our examinations of the books and records of the Company carried out in accordance with the generally accepted practices in India and accordance to the information and explanations given to us, no instance of fraud on or by the Company was reported during the year, nor have we been informed of such case by the management.

For M Bhaskara Rao & Co.
Chartered Accountants
Firm's Registration Number: 000 459 S


V K Muralidhar
Membership Number: 201570

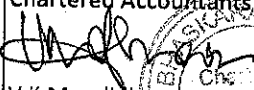
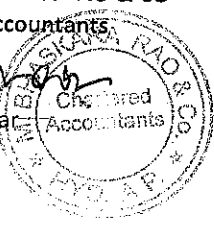
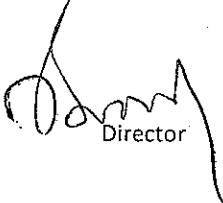
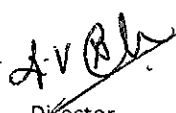
Hyderabad April 30, 2015

WESTERN UP TOLLWAY LIMITED
BALANCE SHEET AS AT MARCH 31, 2015

Particulars	Note No	As at March 31, 2015	As at March 31, 2014
		Rupees.	Rupees.
<u>EQUITY AND LIABILITIES</u>			
Shareholders' funds			
Share capital	3	100,752,040	100,752,040
Reserves and surplus	4	823,592,115	937,453,877
		924,344,155	1,038,205,917
Non-Current Liabilities			
Long-Term borrowings	5	4,397,625,428	4,752,161,852
Other Long term Liabilities	6	629,953,014	567,240,696
Long term provisions	7	130,518,000	151,494,000
		5,158,096,442	5,470,896,548
Current liabilities			
Trade payables	8	7,955,015	5,475,523
Other current liabilities	9	393,078,082	308,621,447
Short term provisions	10	120,000,000	
		521,033,097	314,096,970
Total		6,603,473,694	6,823,199,435
<u>ASSETS</u>			
Non current assets			
Fixed assets			
- Tangible assets	11	1,596,850	2,927,246
- Intangible assets	11	6,371,437,505	6,723,199,957
Long term loans and advances	12	609,887	2,472,188
Other Non-Current Assets	13	32,923,879	20,700,120
		6,406,568,121	6,749,299,511
Current assets			
Cash and cash equivalents	14	119,361,730	9,188,868
Short term loan and advances	15	1,643,843	1,311,056
Other Current Assets	16	75,900,000	63,400,000
		196,905,573	73,899,924
Total		6,603,473,694	6,823,199,435
Corporate Information and Significant accounting policies	1 & 2		
See accompanying notes forming part of the financial Statements.			
As per our Audit Report of even date attached For M. BHASKARA RAO & CO Chartered Accountants			
 V K Muralidhar Partner		For and on behalf of the Board  Director  Director	
Place: Hyderabad Date: 30.04.2015			

WESTERN UP TOLLWAY LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED MARCH 31, 2015

Particulars	Note No.	Year ended March 31., 2015 Rupees	Year ended March 31., 2014 Rupees
INCOME			
Revenue from Operations	17	1,078,762,501	1,004,712,748
Other Income - Interest Income		1,868,671	-
Total Revenue-A		1,080,631,172	1,004,712,748
EXPENSES			
Toll Operating Expense	18	49,573,769	49,738,099
Employee Benefits Expense	19	11,503,294	10,680,347
Finance Cost	20	576,771,200	620,272,509
Depreciation & Amortization expense	21	352,593,400	337,101,027
Other expenses	22	203,507,742	203,686,531
Total Expenses-B		1,193,949,405	1,221,478,513
Profit /(Loss) before tax(A-B)		(113,318,233)	(216,765,765)
Tax Expense			
a. Current Tax		-	-
b. Deferred Tax		-	-
Profit /(Loss) for the Period		(113,318,233)	(216,765,765)
Earnings per Equity share of Rs. 10/- each fully paid	29		
Basic		(11.25)	(21.51)
Diluted		(11.25)	(21.51)
Corporate Information and Significant accounting policies	1 & 2		
See accompanying notes forming part of the financial Statements.			
As per our limited Review Report of even date attached			
For M. BHASKARA RAO & CO Chartered Accountants		For and on behalf of the Board	
 V K Muralidhar Partner		 Director	 Director
Place: Hyderabad			
Date: 30.04.2015			

WESTERN UP TOLLWAY LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2015

	Year Ended March 31, 2015 Rupees	Year Ended March 31, 2014 Rupees
Cash Flow from Operating Activities:		
Net Profit before Tax	(113,318,233)	(216,765,765)
Adjustment for:		
Non Cash adjustments		
Depreciation	352,593,400	337,101,027
Interest and Financial Charges	576,771,200	620,272,509
Loss on Discarded Assets	-	-
Operating Profit before Working Capital Changes	816,046,367	740,607,771
Movements in Working Capital :		
Increase/(decrease) in long term provisions	(20,976,000)	90,678,000
Increase/(decrease) in trade payables	2,479,492	(5,736,383)
Increase/(decrease) in other current liabilities	6,626,661	(17,349,574)
Decrease/(increase) in long term loans and advances	1,862,301	(6,000)
Increase/(decrease) in other long term liabilities	62,712,318	49,449,358
Increase/(decrease) in trade receivables	(23,691,675)	31,700,000
Decrease/(increase) in other non current assets	375,010	-
Decrease/(increase) in short term loans and advances	(332,787)	76,393
Cash generated from operations	965,101,687	889,419,565
Taxes Paid	(1,407,094)	(3,170,000)
Net Cash from Operating activities: (A)	963,694,593	886,249,565
Cash Flow from Investing Activities:		
Movement in Fixed Assets and other capital work in progress	(44,080)	-
Net Cash used in Investing activities (B)	(44,080)	-
Cash Flow from Financing Activities:		
Proceeds from issue of Shares and Advance against Shares	-	-
Proceeds from Borrowings	(247,611,423)	(170,755,442)
Proceeds from sub debt	-	-
Interest Paid	(605,866,227)	(722,338,157)
Net Cash used in Financing activities (C)	(853,477,650)	(893,093,599)
Net change in Cash and Cash Equivalents (A+B+C)	110,172,862	(6,844,034)
Cash and Cash Equivalents as at 1st April 2013 (Opening Balance)	9,188,868	16,032,902
Cash and Cash Equivalents as at 31st Mar' 2014(Closing Balance)	119,361,730	9,188,868
NET CASHFLOW	110,172,862	(6,844,034)
Note: 1) The Cash Flow Statement is prepared in accordance with the indirect Method stated in Accounting Standards 3 on Cash Flow Statements and presents the cash flows by operating, investing and financing activities. 2) Cash and Cash Equivalents comprises of cash and bank balances. 3) Figures in bracket represent cash outflows. 4) Notes to the financial statements form an integral part of Cash Flow Statement.		
As per our report of even date attached For M.Bhaskara Rao & Co. Chartered Accountants V K Muralidhar Partner Place : Hyderabad Date: 30.04.2015		
for and on behalf of the Board Director Director		

1. CORPORATE INFORMATION

The company is a special purpose vehicle incorporated for execution of the project "Improvement, Operation and Maintenance, Rehabilitation and Strengthening of existing 2-Lane Road and widening to 4-Lane Divided Highways of NH – 58 in the State of Uttar Pradesh on Built Operate Transfer basis under the Concession Agreement dated September 09, 2005 with National Highways Authority of India (NHAI). The Concession Agreement is for a period of Twenty years from March 09, 2006, the appointed date stated in clause "F" of the said agreement.

The company achieved provisional completion for a part of the Carriageway and started toll collections from 25th April, 2011. For the remaining part of Carriageway, the Company received the provisional completion certificate on 21st October 2011 and toll collections for the complete stretch of the Carriageway commenced from 22nd October 2011.

2. SIGNIFICANT ACCOUNTING POLICIES

a) Basis of preparation of financial statements

The financial statements have been prepared on accrual basis under historical cost convention in accordance with the Generally Accepted Accounting Principles in India to comply in all material respects with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 which continues to be applicable under Companies Act, 2013 and other applicable provisions of Companies Act, 2013. The accounting policies adopted in the preparation of financial statements are consistent with those of the previous year.

b) Use of Estimates :

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future 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 / materialise.

c) Grants :

Equity support received from National Highways Authority of India for meeting capital cost of the project during the construction period is classified as Capital Reserve and treated as part of share holder's funds in accordance with the provisions of the Concession Agreement entered into with National Highways Authority of India.

Grant received during the Operation period - "O & M Support" for meeting the operational expenditure during the first Six years of the operation period is recognized in accordance with the Concession Agreement entered into with National Highways Authority of India.

d) Tangible Fixed Assets and Depreciation

Tangible fixed assets are stated at cost, less accumulated depreciation and impairment losses if any. The cost of fixed asset include interest on borrowings attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use and other incidental expenses incurred up to that date. Subsequent expenditure relating to fixed assets is capitalized only if such expenditure results in an increase in the future benefits from such assets beyond its previously assessed standards of performance. Depreciation upto March 31, 2014 was provided on Straight line method at the rates prescribed in Schedule XIV to the Companies Act, 1956 and from April, 2014 onwards in accordance with methods and useful lives stated in Schedule II to the Companies Act, 2013.

e) Intangible Assets and Amortization

Carriageways represents commercial rights to collect toll fee in relation to road project, which has been accounted at the cost incurred on the project activity towards reconstruction strengthening, widening, rehabilitation of the roads on Built Operate and Transfer basis less accumulated amortization and impairment losses, if any. It includes all direct material, labour and subcontracting costs, inward freight, duties, taxes, Borrowing cost up to date of commercial operations and any directly attributable expenditure on making the commercial right ready for its intended use.

The cost of Carriageway is amortized based on proportion of actual revenue received during the accounting year to the aggregate of actual revenue received upto the reporting period and the estimated projected revenue receivable till the end of the concession period. Total projected revenue for the entire useful life is reviewed at the end of each financial year for expected changes in Traffic and Toll rates and adjusted to reflect any changes in the estimate which will lead to actual collection at the end of useful life



f) Borrowing Costs

Borrowing Costs that are directly attributable to acquisition, construction or production of a qualifying asset are capitalized as part of the cost of such asset. A Qualifying asset is one that necessarily takes substantial period of time i.e., more than 12 months to get ready for its intended use. All other borrowing costs are charged to revenue.

g) 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.

(a) Toll collection from users of facility are accounted for as and when the amount is due and the recovery is certain.

(b) Interest Income is recognized on accrual basis.

(c) O & M support received from National Highway Authority of India (NHAI) is recognized on accrual basis in accordance with the provisions of the concession Agreement entered into with NHAI.

h) Taxes

i) **Current Tax:** Provision for Current Tax is made based on taxable income computed for the year under the Income Tax Act,

ii) **Deferred Taxes:** The Company is entitled for deduction of profits U/s 80IA of the Income Tax Act for 10 (ten) consecutive years. In accordance with the Accounting Standard Interpretation the company recognizes deferred tax to the extent of timing differences that reverses after the tax holiday period.

i) Employee Benefits

Liability for employee benefits both Short Term and Long Term, for present and past services which are due as per the terms of employment are recorded in accordance with Accounting Standard (AS)-15 "Employee Benefits" notified by the Companies (Accounting Standards) Rules, 2006.

i) **Gratuity:** In accordance with the payment of Gratuity Act, 1972 the company provides for gratuity covering eligible employees (a defined benefit plan). Liability on account of gratuity is provided on the basis of valuation of the liability by an independent actuary as at year end.

ii) **Provident Fund:** Contributions to Provident Fund (a defined contribution plan) made to Regional Provident Fund Commissioner are recognized as expense.

iii) **Compensated Absences:** Liability for compensated absence is treated as a long term liability and is provided on the basis of valuation by an independent actuary as at year end.

j) Earning Per Share

The Company reports basic and diluted earnings per share in accordance with Accounting Standard (AS-20), Earnings per Share notified by the Company's (Accounting Standards) Rules 2006. Basic Earnings per Equity Share is computed by dividing the Net Profit for the year attributable to the Equity Shareholders by the Weighted Average Number of Equity Shares outstanding during the year. Diluted Earnings per Share is computed by dividing the Net Profit for the year, adjusted for the effects of dilutive potential Equity Shares, attributable to the Equity Share holders by the Weighted Average Number of the Equity Shares and dilutive potential equity shares outstanding during the year except where the results are anti dilutive.

k) Provisions, Contingent Liabilities and Contingent Assets :

The Company recognizes provisions when there is present obligation as a result of past event and it is probable that there will be an outflow of resources and reliable estimate can be made of the amount of the obligation. A Disclosure for Contingent Liabilities is made in the notes on accounts when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Contingent assets are neither recognized nor disclosed in the financial statements.

WESTERN UP TOLLWAY LIMITED

Notes to the Financial Statements for the year ended March 31, 2015

3. SHARE CAPITAL	As at		As at	
	March 31, 2015		March 31, 2014	
	Number	Amount (Rupees)	Number	Amount (Rupees)
Authorised				
Equity Shares of Rs.10/- each	10,500,000	105,000,000	10,500,000	105,000,000
Issued, Subscribed and Fully Paid Up				
Equity Shares of Rs.10/- each	10,075,204	100,752,040	10,075,204	100,752,040
	<u>10,075,204</u>	<u>100,752,040</u>	<u>10,075,204</u>	<u>100,752,040</u>

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

	As at		As at	
	March 31, 2015		March 31, 2014	
	Number	Amount (Rupees)	Number	Amount (Rupees)
Shares outstanding at the beginning of the year	10,075,204	100,752,040	10,075,204	100,752,040
Shares Issued during the year	-	-	-	-
Shares outstanding at the end of the year	<u>10,075,204</u>	<u>100,752,040</u>	<u>10,075,204</u>	<u>100,752,040</u>

b. Rights, preferences and restrictions attached to Equity Shares

The company has only one class of shares referred to as equity shares having a par value of Rs.10/- per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed, if any, by the Board of Directors is subject to the compliance of all applicable laws and approval of the shareholders in the ensuing Annual general Meeting

In the event of liquidation of the company, the holders of equity shares will be entitled to receive surplus from sale of assets after setting off of the liabilities. The distribution will be in proportion to the number of equity shares held by the shareholders.

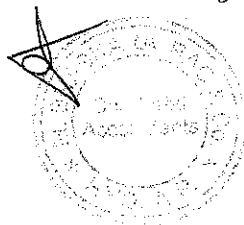
Pursuant to the Concession Agreement dated 9th September 2005 entered into between the company and National Highway Authority of India, the aggregate equity shareholding of the consortium members (NCC Limited and Gayatri Infra Ventures Limited) along with the Associates shall not be less than 51 % of the issued and paid up capital of the company during the construction period and 3 Years following the commencement of commercial operations and thereafter shall not be less than 26 % of the issued and paid up capital during the remaining operations period.

c. Shares held by Holding/Ultimate Holding company and /or their subsidiaries/ Associates

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

	As at		As at	
	March 31, 2015		March 31, 2014	
	Number	Amount (Rupees)	Number	Amount (Rupees)
NCC Infrastructure Holdings Limited, Holding company	4,913,354	49,133,540	4,913,354	49,133,540
NCC Limited, Ultimate holding company	225,000	2,250,000	225,000	2,250,000
	<u>5,138,354</u>	<u>51,383,540</u>	<u>5,138,354</u>	<u>51,383,540</u>

Note: NCC Infrastructure Holdings Limited and NCC Limited together hold 51% of the subscribed and paid up share capital of the company.



WESTERN UP TOLLWAY LIMITED

Notes to the Financial Statements for the year ended March 31, 2015

f. Details of share holders holding more than 5% shares in the company

	As at March 31, 2015		As at March 31, 2014	
	Number	% Holding	Number	% Holding
NCC Infrastructure Holdings Limited	4,913,354	48.77	4,913,354	48.77
Gayatri Infra Ventures Limited	4,936,850	49.00	4,936,850	49.00

4. RESERVES AND SURPLUS

	As at March 31, 2015 Amount (Rupees)	As at March 31, 2014 Amount (Rupees)
Capital Reserve *		
Opening Balance	563,800,000	563,800,000
Closing Balance	563,800,000	563,800,000

* Represents equity support received from National Highways Authority of India during the construction period. Refer Note No. 2(c)

Securities Premium Account		
Opening Balance	839,268,360	839,268,360
Closing Balance	839,268,360	839,268,360
Surplus/(deficit) in the Statement of Profit and Loss		
Opening Balance	(465,614,484)	(248,848,718)
Depreciation Adjustment pursuant to Schedule II to Companies Act, 2013	(543,528)	
Add : Profit / (Loss) for the year	(113,318,233)	(216,765,765)
Closing Balance	(579,476,245)	(465,614,483)
Total of Reserve and Surplus	823,592,115	937,453,877



WESTERN UP TOLLWAY LIMITED

Notes to the Financial Statements for the year ended March 31, 2015

5. LONG-TERM BORROWING

	As at March 31, 2015		As at March 31, 2014	
	Non - Current Rupees	Current Rupees	Non - Current Rupees	Current Rupees
a) Term Loans - Secured				
Rupee Loan from Banks	1,657,195,826	169,736,424	1,826,932,250	120,361,423
Rupee Loan from Financial Institutions	1,965,450,002	184,800,000	2,150,250,002	127,250,000
(A)	3,622,645,828	354,536,424	3,977,182,252	247,611,423
b) Loans and advances from related parties -Unsecured				
NCC Infrastructure Holdings Limited- Holding Company	396,189,596	-	396,189,596	-
Gayatri Infra Ventures Limited	378,790,004	-	378,790,004	-
(B)	774,979,600	-	774,979,600	-
Total (A+B)	4,397,625,428	354,536,424	4,752,161,852	247,611,423
Less: Amount disclosed under other Current Liabilities (Refer Note .9)		(354,536,424)		(247,611,423)
TOTAL	4,397,625,428	-	4,752,161,852	-

1) Term Loans - Secured

a) Term Loans from Banks and financial institutions viz. Punjab National bank, Bank of Baroda, Infrastructure Development Finance Company Limited and Infrastructure India Finance Company Limited are secured by:

(i) first mortgage and charge in a form satisfactory to the Security Agent of all the company's immovable properties, present and future except project assets;

(ii) A first charge by way of hypothecation of all the company's movables, including movable plant and machinery, machinery spares, tools and accessories, Furniture, Fixtures, Vehicles and all other movable assets, present and future, except the project assets,

(iii) A first charge on operating cash flows, book debts and receivables and any other revenues of whatsoever nature and wherever arising, present and future.

(iv) A first charge of all intangibles including but not limited to goodwill, uncalled capital, present and future.

(v) subject to the provisions of the Concession Agreement, a first charge on the Escrow Account, Debt service reserve, Major Maintenance Reserve and other reserves

(vi) A first pledge of 100% of paid up capital till three years of commencement of commercial operations and thereafter minimum of 51% of the total paid up capital of the company held by the promoter during the currency of the Loan.

b) Loans and advances from related parties -Unsecured

(i) Loan from NCC Infrastructure Holdings Limited and Gayatri Infra Ventures Limited carries zero percent interest and is repayable in six equal instalments with the approval of the lenders and after clearing their dues.

2. Term Loans from Banks and Financial Institutions carry an interest of 11.50% to 12.30% and are repayable as follows:

Period	Banks		Financial Institutions	
	Number of Instalments	Amount per Instalment (Rs.)	Number of Instalments	Amount per Instalment (Rs.)
15th Sep, 2011 to 15th March 2012	3	9,876,790	3	10,816,666
15th Jun, 2012 to 15th March 2013	4	14,502,673	4	15,787,500
15th June 2013 to 15th March 2014	4	17,125,923	4	19,225,000
15th June 2014 to 15th March 2015	4	28,855,750	4	31,812,500
15th June 2015 to 15th March 2016	4	42,434,106	4	46,200,000
15th June 2016 to 15th March 2017	4	49,379,539	4	55,112,500
15th June 2017 to 15th March 2018	4	48,604,870	4	55,475,000
15th June 2018 to 15th March 2019	4	60,796,856	4	69,512,500
15th June 2019 to 15th March 2021	8	61,259,014	8	70,212,500
15th June 2021 to 15th March 2022	4	42,896,316	4	54,150,000
15th June 2022 to 15th March 2023	4	51,228,172	4	61,662,500
15th June 2023 to 15th March 2024	4	38,900,176	4	55,025,000

3. The company has delayed in repayment of loans and interest of the following:

Particulars	As at March 31, 2015		As at March 31, 2014	
	Period of Default	Amount (Rs.)	Period of Default	Amount (Rs.)
a) Term Loans from Banks				
Principal		-	March'14	4,938,423
Interest		-	March'14	21,551,410
b) Term Loans from financial institutions				
Interest		-	March'14	7,526,853

WESTERN UP TOLLWAY LIMITED

Notes to the Financial Statements for the year ended March 31, 2015

	As at March 31, 2015 Rupees	As at March 31, 2014 Rupees
6. OTHER LONG TERM LIABILITIES		
Payable to EPC Contractors	501,682,353	501,682,353
Interest Accrued but not due on dues to EPC Contractors	116,894,012	54,181,694
EPC Payables to NCC Limited and Gayatri Projects Limited carries simple interest @12% p.a. and are repayable together with the accumulated interest thereon, in six equal instalments with the approval of the lenders and after clearing their dues.		
Payable to Sub Contractors	11,376,649	11,376,649
	629,953,014	567,240,696
7. LONG TERM PROVISIONS		
(a) Provision for Employee benefit		
Gratuity	302,000	101,000
Leave Encashment	216,000	93,000
	518,000	194,000
(b) Provision for Major Maintenance	250,000,000	151,300,000
Less : Amount disclosed under Short Term Provisions (Refer Note No.30)	120,000,000	-
	130,000,000	151,300,000
	130,518,000	151,494,000
8. TRADE PAYABLES		
Other than acceptances	7,955,015	5,475,523
	7,955,015	5,475,523
9. OTHER CURRENT LIABILITIES		
Current maturities of long term borrowings (Refer Note - 5)	354,536,424	247,611,423
Interest accrued and due on term loans	-	29,078,264
Interest accrued but not due term loans	12,250,047	12,266,810
Other Payables		
Statutory Remittances	12,675,722	2,199,079
Creditors for Capital Works	12,416,877	14,285,308
Retention Money payable	274,286	1,280,591
Security Deposits for smartcards	128,900	110,800
Independent Consultants Fee payable to NHAI	795,826	1,789,172
	393,078,082	308,621,447
10. SHORT TERM PROVISIONS		
Provision for Major Maintenance (Refer Note 7 (b))	120,000,000	-
	120,000,000	-

Western UP Tollway Limited

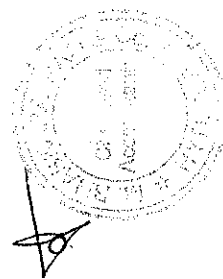
Notes to the Financial Statements for the year ended March 31, 2015

Note No.11

	Fixed Assets	Gross Block at cost				Accumulated Depreciation / Amortization				(Rupees)	
		As at April 01, 2014	Additions	Disposals / Discarded	As at March 31, 2015	Upto April 01, 2014	Depreciation for the period	Adjustments	Upto March 31, 2015	As at March 31, 2015	As at March 31, 2014
a	Tangible Assets										
	Plant and Machinery	80,678	-	-	80,678	27,667	10,387	-	38,054	42,624	53,011
	Furniture and Fixtures	1,496,026	7,000	-	1,503,026	731,060	141,680	-	872,741	630,285	764,966
	Vehicles	3,482,771	-	-	3,482,771	2,286,899	176,005	281,743	2,744,647	738,124	1,195,872
	Office Equipment	1,949,566	37,080	-	1,986,646	1,336,168	502,876	261,785	1,800,829	185,817	913,398
	Total	7,009,041	44,080	-	7,053,121	4,381,795	830,948	543,528	5,456,271	1,596,850	2,927,246
	31.03.2014	7,009,041	-	-	7,009,041	3,484,403	597,392	-	4,081,795	2,927,246	3,524,638
b	Intangible Assets										
	Carriageway*	7,545,492,111	-	-	7,545,492,111	822,292,154	351,762,452	-	1,174,054,606	6,371,437,505	6,723,199,957
	Total	7,545,492,111	-	-	7,545,492,111	822,292,154	351,762,452	-	1,174,054,606	6,371,437,505	6,723,199,957
	31.03.2014	7,545,492,111	-	-	7,545,492,111	485,788,519	336,503,635	-	822,292,154	6,723,199,957	7,059,703,592

Note:

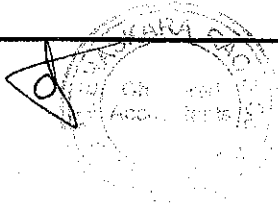
*Carriageways represents the Commercial Rights pursuant to "Improvement, Operation and Maintenance, Rehabilitation and Strengthening of existing 2 - lane Road and widening to 4-Lane Divided Highways of NH - 58 in the State of Uttar Pradesh on Built Operate Transfer basis under the Concession Agreement with National Highways Authority of India.



WESTERN UP TOLLWAY LIMITED

Notes to the Financial Statements for the year ended March 31, 2015

	As at March 31, 2015 Rupees	As at March 31, 2014 Rupees
12. LONG TERM LOANS AND ADVANCES		
Security Deposits		
Unsecured , Considered good	609,887	2,472,188
	609,887	2,472,188
13. OTHER NON-CURRENT ASSETS		
Unsecured , Considered good		
Exceeding Six Months		
Utility Bills receivable from NHAI	13,126,239	13,501,249
Not Exceeding Six Months		
Labour cess receivable from NHAI (Refer Note: 24)	11,191,675	-
Advance Tax - Income Tax (net of Provision for taxation Rs. 2,007,020/- (as at 31.03.2014 Rs. 2,007,020/-))	8,605,965	7,198,877
	32,923,879	20,700,126
14. CASH AND CASH EQUIVALENTS		
Cash on Hand	1,826,184	2,455,911
Balances with banks		
- In Current Account	27,535,546	6,732,953
Fixed Deposits with banks	90,000,000	-
	119,361,730	9,188,864
15. SHORT TERM LOANS AND ADVANCES		
Unsecured , Considered good		
Loans & Advances to Employees	179,083	36,000
Prepaid Expenses	1,464,760	1,268,051
Others		
Rent Advances	-	7,000
	1,643,843	1,311,051
16. OTHER CURRENT ASSETS		
Unsecured , Considered good		
Exceeding 6 months		
O & M Support receivable from NHAI	63,400,000	63,400,000
Not Exceeding Six Months		
Labour cess receivable from NHAI (Refer Note: 24)	12,500,000	-
	75,900,000	63,400,000



Western Up Tollway Limited

Notes to the Financial Statements for the year ended March 31, 2015

23. Contingent liabilities:

(i) Claims against the Company not acknowledged as Debt - NIL (31.03.2014 Rs. 2,49,00,000/-)

24. Labour Cess:

During the year under report, the company settled the matter relating to Labour cess payable to the regulatory authorities and paid an amount of Rs. 1,25,00,000/- and agreed to pay an amount of Rs. 1,11,92,674/- before March 31, 2016. The amount paid/payable is recoverable from NHAI and accordingly grouped in Other Non Current Assets Rs. 1,11,91,675/- (Note. 13) and in Other Current Assets Rs. 1,25,00,000/- (Note . 16). Short fall in recovery from NHAI will be adjusted in the year of settlement.

25. Auditors Remuneration

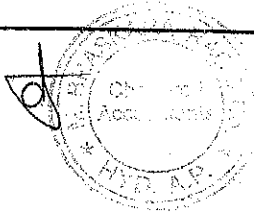
Payment to auditors comprises of :

	Year ended March 31, 2015 Rupees	Year ended March 31, 2014 Rupees
As auditors -statutory audit	100,000	100,000
For taxation matters	30,000	30,000
Limited Review services*	180,000	-
For other services	40,000	31,000
Service Tax	43,260	19,900
Total	393,260	180,900

*(includes fee for 2013-14 Rs. 90,000/-)

26. Disclosure under section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

The Company has not received any intimation from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures, if any, relating to amounts unpaid as at year end together with interest paid/payable as required under the said Act, have not been given.



27. Employee Benefits

Liability for retiring gratuity as on March 31, 2015 is Rs.302,000 (March 31, 2014: 101,000) and included in provision for gratuity. The liability for gratuity and cost of compensated absence Rs. 216,000 are unfunded and has been actuarially determined and provided for in books.

	Gratuity		Compensated Absence	
	March 31, 2015 (Rupees)	March 31, 2014 (Rupees)	March 31, 2015 (Rupees)	March 31, 2014 (Rupees)
Expenses recognised in Statement of Profit and Loss				
Current service cost	70,000	(151,000)	30,000	(78,000)
Interest cost	8,000	15,000	8,000	10,000
Benefits Paid	-	(18,000)	(302,000)	(302,000)
Net actuarial (gain)/loss	123,000	62,000	387,000	340,000
Net benefit expense	201,000	(92,000)	123,000	(30,000)
Benefit asset/liability	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
Present value of defined benefit obligation	302,000	101,000	216,000	93,000
Fair value of plan assets	-	-	-	-
Net asset/(liability)	302,000	101,000	216,000	93,000
The above Liability Classified as				
Long Term	302,000	101,000	216,000	93,000
Short Term	-	-	-	-
Change in present value of the defined benefit obligations	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
Opening defined benefit obligation	101,000	193,000	93,000	123,000
Current service cost	70,000	(151,000)	30,000	(78,000)
Interest cost	8,000	15,000	8,000	10,000
Benefits paid	-	(18,000)	(302,000)	(302,000)
Actuarial (gains)/losses on obligation	123,000	62,000	387,000	340,000
Closing defined benefit obligation	302,000	101,000	216,000	93,000
Actuarial (gain)/loss recognized	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
Actuarial (gain)/loss of obligation	123,000	62,000	387,000	340,000
Actuarial (gain)/loss of planned assets	-	-	-	-
Total (gain)/loss for the period	123,000	62,000	387,000	340,000
Actuarial (gain)/loss recognized	123,000	62,000	387,000	340,000
unrecognized actuarial (gain)/losses	-	-	-	-
Assumptions for gratuity and Leave encashment	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
Discount rate	8%	8%	8%	8%
Rate of increase in compensation levels	5%	5%	5%	5%
Rate of return on plan assets	0	0	0	0
Expected average future service of employees (years)	20	22	20	22

Western UP Tollway Limited

Notes to the Financial Statements for the period ended March 31, 2015

28) Related party transactions

a) Name of the Related party

M/s. NCC Limited

M/s. NCC Infrastructure Holdings Limited

M/s. Gayathri Infra Ventures Limited

M/s. Gayathri Projects Limited

Relationship

Ultimate Holding Company

Holding Company

Enterprises having Significant Influence

b) Related party transactions for the year ended March 31, 2015 are as follows

	March 31, 2015	March 31, 2014
(i) Interest on EPC Dues		
M/s. NCC Ltd	31,324,093	28,270,842
M/s. Gayathri Projects Limited	35,379,592	31,931,040
(ii) Management fee paid		
M/s. NCC Infrastructure Holdings Ltd	5,393,280	5,393,280
(iii) Bank Gurantee Commission reimbursed		
M/s. NCC Ltd	471,240	397,800
(iv) Credit balances at the period ended		
a. Interest Accrued But not Due on EPC Dues		
M/s. NCC Ltd	56,314,443	25,443,758
M/s. Gayathri Projects Limited	60,579,569	28,737,936
b. Unsecured Loans		
M/s. NCC Infrastructure Holdings Ltd	396,189,596	396,189,596
M/s. Gayathri Infra Ventures Limited	378,790,004	378,790,004
c. EPC Dues		
M/s. Gayathri Projects Limited	266,092,000	266,092,000
M/s. NCC Limited	235,590,353	235,590,353
d. Withheld Sub contractors		
M/s. Gayathri Projects Limited	6,140,741	6,140,741
M/s. NCC Ltd	5,235,908	5,235,908

29) Earning Per share

	March 31, 2015	March 31, 2014
Net Profit (Loss) after Tax available for Equity Share Holders	(113,318,233)	(216,765,765)
Weighted average no Equity Shares for Basic EPS (Nos)	10,075,204	10,075,204
Weighted average no Equity Shares for Diluted EPS (Nos)	10,075,204	10,075,204
Face Value per Share (Rupees)	10	10
Basic EPS (Rupees)	(11.25)	(21.51)
Basic Diluted (Rupees)	(11.25)	(21.51)

30. Details of Provisions

In terms of its concession agreement the company is required to carryout the Major Maintenance of the Carriageway at specified periodic intervals through the concession period. The cost of such maintenance for each such interval is estimated at the begining of such interval period and provided for uniformly in each Financial Year during that intervals. The actual cost of maintenance net of the amount already provided will be recognized in the accounts of the year in which such expenditure is incurred. Details of such provision made up to 31.03.2015 are -

Name of the Provision	Opening at 01.04.2014	Provision for 2014-15	Closing at 31.03.2015
	Rupees	Rupees	Rupees
Periodic Maintenance	151,300,000	98,700,000	250,000,000

31. The Company is primarily engaged in the business of operation and maintenance of toll road under BOT scheme. Hence, the quantitative details of sales and certain additional information as required under paragraphs 5(iii), (viii) (a), (b), (c), (d) and (e) of general instructions for preparation of the statement of profit and loss as per Schedule III to the Companies Act, 2013 do not arise in its case.

32. Previous year figures have been recast/ restated wherever necessary to conform to the current year classification.

33. Figures have been rounded off to nearest rupee.

For and on behalf of the Board

Place: Hyderabad

Date: 30.04.2015

Director

Director