

HAZARIBAGH RANCHI EXPRESSWAY LIMITED

ANNUAL REPORT

2015-16

Board's Report

To,
The Shareholders
Hazaribagh Ranchi Expressway Limited

Your Directors have pleasure in presenting the Seventh Annual Report along with the Audited Financial Statements for the year ended March 31, 2016

FINANCIAL RESULTS

The financial results of the Company are as under

(Amount in Rupees)

Particulars	For the Year ended 31.03.2016	For the Year ended 31.03.2015
Total Income	1,283,685,886	1,284,477,771
Less: Total Expenditure	75,548,870	7,15,93,874
Profit /(Loss) before finance charges, Tax, Depreciation/Amortization (PBITDA)	1208,137,016	1,212,883,897
Less : Finance Charges	1,132,649,957	1,114,714,197
Profit /(Loss) before Depreciation/Amortization (PBTDA)	75,487,059	98,169,700
Less/ (Loss) : Depreciation	724,646,463	701,824,541
Net Profit /(Loss) before Taxation (PBT)	(649,159,404)	(603,654,841)
Provision for taxation	-	-
Profit/(Loss) after Taxation (PAT)	(649,159,404)	(603,654,841)
Provision for proposed dividend	-	-
Dividend tax	-	-

DIVIDEND AND RESERVES

Due to inadequacy of profits, your Directors have not recommended any dividend for the year under review and no amount was transferred to reserve

OPERATIONS OF THE COMPANY

Your Company continued to maintain and operate the Hazaribagh Ranchi Road project to the performance standards in accordance with the contractual requirements. During the year under review, the Company received annuity payment of Rs. 128.16 Crores from National Highways Authority of India.



The Concession Agreement (CA) was signed on October 08, 2009 and Appointed Date for the project was August 1, 2010. The Concession Period is for 18 years from the appointed date. The Commercial Operation Date as September 15, 2012.

INTERNAL CONTROL SYSTEM

The Company had implemented an internal control framework (ICF) covering various aspects of the business which enables a stage-wise/process-wise confirmation of the compliance of the control self-assessment to be provided by the maker and reviewer of transactions and also facilitates audit, both at the Corporate and at the project levels. The internal audit is carried out by a firm of Chartered Accountants using the ICF and they report directly to the Audit Committee of the Board of Directors. The Corporate Audit function plays a key role in providing both the operating management and the Board's Audit Committee with an objective view and reassurance of the overall control systems.. The ICF is periodically modified so as to be consistent with operating changes for improved controls and effectiveness of internal control and audit.

The Internal Auditor's scope and authority are derived from the Internal Audit Plan, which is approved by the Audit Committee. The plan is modified from time to time to meet requirements arising from changes in law as well as out of the improved controls resulting from the implementation of the ICF. Internal audits are conducted every quarter and covers operations, accounting, secretarial and administration functions. It also provides special reference to compliances based on the audit plan. Internal audit reports are placed before the Audit Committee at regular intervals for review discussion and suitable action.

STATUTORY AUDITORS

M/s. Luthra & Luthra, Chartered Accountants, (Firm Registration No. 002081N) Statutory Auditors, were re-appointed as the Auditors of the Company to hold office from the conclusion of the Annual General Meeting (AGM) held on September 30th, 2014 till the conclusion of the 10th AGM of the Company to be held in 2019 for a period of five years, subject to ratification of their appointment by the Members at every AGM. A Certificate confirming their eligibility under Section 141 of the Companies Act, 2013 and Rules framed thereunder to continue as Auditors for the Financial Year (FY) 2016-17 have been received Statutory Auditors . The Members are requested to ratify the appointment of M/s. Luthra & Luthra as Statutory Auditors of the Company till the conclusion of the next AGM and to authorise the Board to fix their remuneration for the FY 2016-17

The report of the Statutory Auditor for the FY 2015-16 does not contain any qualifications, reservations or adverse remarks or disclaimers.

COST AUDITOR AND COST AUDIT REPORT

Pursuant to Section 148 of the Companies Act 2013 and the Companies (Cost Records and Audit) Rules 2014 framed thereunder, the Board of Directors at their meeting held on 22nd July, 2015 had on the recommendation of the Audit Committee appointed Mr. Dattatray D Chivilkar, Cost Accountant as the Cost Auditor of the Company for the FY 2015-16.



Since, Mr. Dattatray D Chivilkar passed away on August 5, 2016 due to cardiac arrest, the Board of Directors at their Meeting held on August 25th, 2016 had on the recommendation of the Audit Committee appointed M/s Chivilkar Solanki & Associates, Cost Accountant as the Cost Auditor of the Company for the FY 2016-17. M/s Chivilkar Solanki & Associates has confirmed their eligibility for appointment for the F.Y 2016-17 and that they are free from any disqualifications for being appointed as Cost Auditors under the provisions of the Companies Act, 2013

The Board of Directors has recommended to the Members remuneration payable to Chivilkar Solanki & Associates, Cost Auditor for the F.Y 2016-17 to be approved at the ensuing AGM

SECRETARIAL AUDIT & SECRETARIAL AUDIT REPORT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company has appointed M/s Jayshree Dagli & Associates, Mumbai, (CP No. 487), Company Secretaries in whole-time practice to carry out the Secretarial Audit of the Company for the Financial Year 2015-16

The report of the Secretarial Auditor is enclosed as Annexure A. The report does not contain any qualification

SHARE CAPITAL/DEBENTURES

During the year under review there was no change in the Share Capital of the Company.

During the year under review, the Company had partially redeemed the Unlisted Secured Redeemable Non- Convertible Debentures by Face Value on September 30, 2015 and March 31, 2016 respectively

During the year under review, your Company has not allotted any equity shares with differential voting rights nor has granted any stock option or sweat equity. As on 31st March, 2015, none of the directors of the Company hold instruments convertible into Equity Shares of the Company

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any subsidiary Joint Venture, Associate Company or LLPs during the year under review

CHANGE IN THE NATURE OF BUSINESS

During the year under review there is no change in the nature of Business of the Company.



OTHER DISCLOSURES REQUIRED UNDER COMPANIES ACT, 2013

Extract of the annual return

The extract of annual return as on the financial year ended March 31, 2016 in Form No. MGT-9 is enclosed as Annexure B

Corporate Governance

(i) Board of Directors

During the year under review, the Board of Directors on recommendation of Nomination and Remuneration Committee appointed Mr. M. B. Bajulge (DIN No.: 02503289) and Mr. Prashant Agarwal (DIN No: 02348083) as Additional Directors of the Company w.e.f April 29, 2016 and January 20, 2016 respectively. However, Mr. M. B. Bajulge (DIN No.: 02503289) resigned as Director of the Company w.e.f. January 19, 2016

Mr. Vijay Kini (DIN No.: 06612768) is liable to retire by rotation at the ensuing Annual General Meeting and being eligible offer himself for re-appointment. Your Directors recommend his appointment

The Company has received from the Independent Directors confirming the fulfilment of the criteria of independence provided in Section 149(6) of the Companies Act, 2013

The Board of Directors met 4 times during the year viz. April 29, 2015, July 22, 2015, October 20, 2015 and January 21, 2016. The details of the board meetings and the attendance of the Directors are provided below:

Sr. No	Name of Directors	No. of Board Meetings held during tenure	Meetings attended
1	Mr. M B Bajulge	3	3
2	Mr. Sumathy Iyer	4	4
3	Mr. Sanjay Minglani	4	4
4	Mr. Vijay Kini	4	4
5	Mr. Milan Chakravarti	4	4
6	Mr. Paresh Shah	4	4
7	Mr. Prashant Agrawal	1	0

(ii) Key Managerial Personnel

The Company is having Mr. Gautam Kumar Tandasi, Manager, Mr. Chandrakant Jagasia, Chief Financial Officer and Mr. Dilip Darji, Company Secretary as the Key Managerial Personnel of the Company

(iii) Audit Committee

The Board of Directors has duly constituted the Audit Committee in terms of Section 177 of the Companies Act, 2013. The Audit Committee met 4 times during the year viz April 29, 2015,



July 22, 2015, October 20, 2015 and January 20, 2016. The details of the meetings and the attendance of the Members are provided below:

Sr. No	Name of Directors	No. of Meetings held during tenure	Meetings attended
1	Mr. Vijay Kini	4	4
2	Mr. Paresh Shah	4	4
3	Mr. Milan Chakravarti	4	4

All the recommendations of the Audit Committee during the year were accepted by the Board of Directors of the Company

(iv) Corporate Social Responsibility Committee

In terms of Section 135 of the Companies Act, 2013, constitution of CSR Committee is not applicable to the Company

(v) Nomination & Remuneration Committee

In terms of Section 178 of the Companies Act, 2013, the Board of Directors at its Meeting held on January 21, 2015 constituted a Nomination & Remuneration Committee and also adopted a Managerial Remuneration Policy

The Nomination and Remuneration Committee met once as on July 22, 2015. The details of the meetings and the attendance of the Members are provided below:

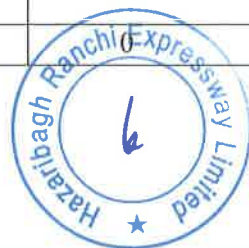
Sr. No	Name of Directors	No. of Meetings held during tenure	Meetings attended
1	Mr. Vijay Kini	1	1
2	Mr. Paresh Shah	1	1
3	Mr. Milan Chakravarti	1	1

The Manager appointed by the Company are not paid any remuneration. Further, there are no employees on the rolls of the Company. In view of the aforesaid, no disclosures are required to made in terms of Rule 5 of the Appointment and Remuneration of Managerial Personnel Rules 2014

(vi) Committee of Directors:

The Board of Directors has duly constituted the Committee of Directors in terms of Section 179(3) of the Companies Act, 2013 on July 22, 2015 comprising of Mr. Vijay Kini (DIN: 06612768), Ms. Sumathy Iyer (DIN: 06720409) and Mr. M. B. Bajulge (DIN No.: 02503289) as its members. There were no committee meetings were held during the year under review

Sr. No	Name of Directors	No. of Meetings held during tenure	Meetings attended
1	Mr. Vijay Kini	0	



2	Ms. Sumathy Iyer	0	0
3	Mr. Prashant Agarwal	0	0

Due to resignation of Mr. M. B. Bajulge, the Committee was reconstituted in the Board Meeting held on January 20, 2016 by inducting Mr. Prashant Agarwal (DIN: 02348083) as its member. Presently the Committee comprises of Mr. Vijay Kini (DIN: 06612768), Ms. Sumathy Iyer (DIN: 06720409) and Mr. Prashant Agarwal (DIN: 02348083) as its Members

Related Party Transactions

All related party transactions during the year have been entered into in ordinary course of business and on arm's length basis and are in compliance with the applicable provisions of the Companies Act, 2013. There are no materially significant transactions made with any of the related parties of the Company

Accordingly, there are no contracts or arrangements with related parties to be disclosed in Form AOC-2 pursuant to Clause (h) of Sub section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014

The Company has developed a Related Party Transactions Policy & Framework for the purpose of identification and approval of such transactions. A Statement of all related party transactions consummated as per the Related Party Transactions Policy & Framework is placed before the Audit Committee every quarter for their approval.

Conservation of energy, technology absorption, foreign exchange earnings and outgo

Since, the Company does not have any manufacturing facility, the other particulars required to be provided in terms of the disclosures required under Rule 8(3) of the Companies (Accounts) Rules, 2014 are not applicable to the Company. There was no earning or outgoing of foreign exchange during the year under review

Vigil mechanism for directors and employees

In accordance with the provisions of the Companies Act, 2013 the Company has established a vigil mechanism by adopting a Whistle Blower Policy for the directors and employees to report genuine concerns or grievances

The administration of the vigil mechanism is being done through Audit Committee

We confirm that during the financial year 2015-16, no employee of the Company was denied access to the Audit Committee

Deposits

During the year under review the Company has not accepted Fixed Deposits



Particulars of loans, guarantees or investments under Section 186 of the Companies Act, 2013

During the year under review, the Company has not made any investments nor given any loans / guarantees / provided security in connection with a loan granted to any person or body corporate in terms of Section 186 of the Companies Act, 2013

Performance Evaluation:

The Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and individual directors. Schedule IV of the Companies Act, 2013 states that the performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated.

The performance evaluation of all the Directors, Committees and the Board was carried out by the Nomination & Remuneration Committee, Independent Directors and Board at their respective meetings

Policy for Prevention of Sexual Harassment at workplace

The Company has provided a safe and dignified work environment for its employees which is free of discrimination, intimidation and abuse. The Company has adopted a Policy for Prevention of Sexual Harassment of Women at Workplace under the provisions of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("Act"). The objective of this policy is to provide protection against sexual harassment of women at workplace and for redressal of complaints of any such harassment. The Internal Complaints Committee to redress the complaints received under the Act is in place

No complaints have been received during the year under review

Material Changes and Commitments affecting the financial position of the Company

Except as disclosed elsewhere in this report, there have been no material changes and commitments which can affect the financial position of the Company occurred between the end of the financial year of the Company and date of this report.

Significant and Material Orders passed by the Regulators or Courts or Tribunals

There are no significant material orders passed by the Regulators/Courts which would impact the going concern status of the Company and its future operations

Particulars of Employees

There were no such employees of the Company for which the information required to be disclosed pursuant to Section 197 of the Companies Act 2013 read with Rule 5(2)&(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014



Risk Management

Your Company recognizes that risk is an integral part of business and is committed to managing the risks in a proactive and efficient manner. There are no risks which in the opinion of the Board affect the Company operations on going concern basis.

The Board periodically reviews the risks and measures are taken for mitigation

Directors' Responsibility Statement

In terms of provisions of Section 134(5) of the Companies Act, 2013, your Directors based on the representations received from the Operating Management confirm that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the [profit / loss] of the company for that period;
- (c) they 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) they have prepared the annual accounts on a going concern basis;
- (e) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.


Acknowledgements

The Directors place on record their appreciation for the support and co-operation received from various Government Authorities including National Highway Authority of India and other Regulatory Authorities, Banks, Financial Institutions and Shareholders of the Company




Vijay Kini
Director
(DIN: 06612768)

For and behalf of the Board


Sumathy Iyer
Director
(DIN: 06720409)

Mumbai, August 25, 2016

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2016

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

I. REGISTRATION & OTHER DETAILS:

1.	CIN	U45203MH2009PLC191070
2.	Registration Date	19/03/2009
3.	Name of the Company	Hazaribagh Ranchi Expressway Limited
4.	Category/Sub-category of the Company	Company Limited by Shares
5.	Address of the Registered office & contact details	The IL&FS Financial Centre, Plot C 22, G Block, Bandra Kurla Complex, Mumbai-400051, Contact No. 022-26533333, Email ID: itnl.secretarial@ilfsindia.com
6.	Whether listed company	No
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Link InTime India Pvt Limited, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai 400 078, Phone: +91 22 25963838

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	Construction and maintenance of motorways, roads, other vehicular and pedestrian ways, highways, bridges, tunnels and subways	42101	100 %

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

S.no.	Name and Address of The company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable section
1	IL&FS Transportation Networks Limited	L45203MH2000PLC129790	Holding	99.99%	2 (87)(ii)



VI. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter s									
(1) Indian	-	-	-	-	-	-	-	-	-
a) Individual/HUF	-	-	-	-	-	-	-	-	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	13,10,00,000	13,10,00,000	100%	-	13,10,00,000	13,10,00,000	100%	Nil
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A) (1):-	-	13,10,00,000	13,10,00,000	100%	-	13,10,00,000	13,10,00,000	100%	Nil
(2) Foreign	-	-	-	-	-	-	-	-	-
a) NRIs-Individual	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any Other...	-	-	-	-	-	-	-	-	-
Sub-total (A) (2):-	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	-	13,10,00,000	13,10,00,000	100%	-	13,10,00,000	13,10,00,000	100%	Nil
B. Public Shareholding									
1. Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-



92

c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-									
2. Non-Institutions									
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	-	-	-	-	-	-	-	-
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	-	-	-	-	-	-	-	-
c) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	-	-	-	-	-	-	-	-	-
Total Public Shareholding (B)=(B)(1)+(B)(2)	-	-	-	-	-	-	-	-	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	13,10,00,000	13,10,00,000	100%	-	13,10,00,000	13,10,00,000	100%	Nil



[Handwritten signature]

ii) Shareholding of Promoter-

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	IL&FS Transportation Networks Limited	13,09,86,900	99.99 %	-	13,09,86,900	99.99 %	-	Nil
	Total	13,09,86,900	99.99 %		13,09,86,900	99.99 %	-	Nil

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

There is no change in the Promoters' Shareholding during the year under review

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



2

iv) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):

All the shares are held by promoters only.

SN	For Each of the Top 10 Shareholders	Name of the Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
		Punj Llyod				
	At the beginning of the year	13,100	-	-	13,100	-
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-	-
	At the end of the year	13,100	-	-	13,100	-

v) Shareholding of Directors and Key Managerial Personnel:

S. No.	Name of the Director		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
		Shareholding of each Directors and each Key Managerial Personnel				
1	Mr. Vijay Kini	At the beginning of the year	10	-	10	-
		Date wise Increase / Decrease in Share holding during the year specifying the reasons for	Nil	Nil	Nil	Nil



		increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
		At the End of the year	10	-	10	-
2	Mr. Prashant Agarwal	At the beginning of the year	10	-	10	-
		Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Nil	Nil	Nil	Nil
		At the End of the year	10	-	10	-

Note: Mr. Vijay Kini and Mr. Prashant Agarwal is holding the aforesaid equity shares jointly with IL&FS Transportation Networks Limited

V) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	6,561,360,861	2,989,514,286	-	9,550,875,147
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	6,561,360,861	2,989,514,286	-	9,550,875,147
Change in Indebtedness during the financial year				
* Addition	-	1,969,477,160	-	1,969,477,160
* Reduction	(1,166,421,554)	(690,000,000)	-	(1,856,421,554)



Net Change	(1,166,421,554)	1,279,477,160	-	113,055,606
Indebtedness at the end of the financial year				
i) Principal Amount	6,180,653,593	3,483,277,160	-	9,663,930,753
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	395,674	-	-	395,674
Total (i+ii+iii)	6,181,049,267	3,483,277,160		9,664,326,427

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

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

Sl. no.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total amount
1.	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	Nil	Nil	Nil	Nil
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil	Nil	Nil
2.	Stock Option	Nil	Nil	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil	Nil	Nil
4.	Commission - as % of profit - others, specify	Nil	Nil	Nil	Nil	Nil
5.	Others, please specify	Nil	Nil	Nil	Nil	Nil
	Total (A)	Nil	Nil	Nil	Nil	Nil
	Ceiling as per the Act	being 1% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013				



B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors					Total Amount
1	Independent Directors	Milan Chakravarti	Paresh Shah				
	Fee for attending board committee meetings	90,000	90,000				180,000
	Commission						
	Others, please specify						
	Total (1)	90000,	90,000				180,000
2	Other Non-Executive Directors	Sanjay Minglani	M B Bajulge	Vijay Kini	Sumathy Iyer	Prashant Agarwal	
	Fee for attending board committee meetings	40,000	30,000	90,000	40,000	Nil	200,000
	Commission						
	Others, please specify						
	Total (2)	40,000	30,000	90,000	40,000	Nil	200,000
	Total (B)=(1+2)	130,000	120,000	90,000	40,000	Nil	380,000
	Total Managerial Remuneration	130,000	120,000	90,000	40,000	Nil	380,000
	Overall Ceiling as per the Act	being 1% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013					

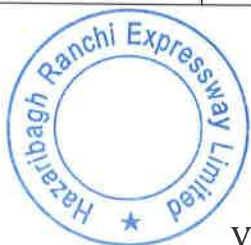
C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary	Nil	Nil	Nil	Nil
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	Nil	Nil	Nil
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil	Nil
4	Commission	Nil	Nil	Nil	Nil
	- as % of profit	Nil	Nil	Nil	Nil
	others, specify...	Nil	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil	Nil
	Total				



VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
B. DIRECTORS					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
C. OTHER OFFICERS IN DEFAULT					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil



[Signature]
Vijay Kini
Director
(DIN: 06612768)

For and behalf of the Board

[Signature]
Sumathy Iyer
Director
(DIN: 06720409)

Mumbai, August 25, 2016

Jayshree S. Joshi

B. Com. (Hons.), LL.B., F.C.S.
PROPRIETRESS



PHONE : 2262 2341 - 2 - 3
E-MAIL : jayshreedagli@gmail.com
suyashri@vsnl.com

JAYSHREE DAGLI & ASSOCIATES
COMPANY SECRETARIES

Date: 28th April, 2016.

To,
The Members,
HAZARIBAGH RANCHI EXPRESSWAY LIMITED
Mumbai

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 processes 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 processes 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 provisions of corporate and other applicable laws, rules, regulation, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For JAYSHREE DAGLI & ASSOCIATES
COMPANY SECRETARIES


JAYSHREE S. JOSHI
F.C.S.1451 C.P.487

PS: Attached hereto is our Secretarial Audit Report (Form No. MR-3) of Even Date.

Page 1 of 4



Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March, 2016

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

To,
The Members,
HAZARIBAGH RANCHI EXPRESSWAY LIMITED
Mumbai

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Hazaribagh Ranchi Expressway Limited** (hereinafter called "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 Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended 31st March, 2016 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:

(A) We have examined the books, papers, minute books, forms and returns filed and other records maintained by **Hazaribagh Ranchi Expressway Limited** ("the Company") for the financial year ended 31st March, 2016 according to the provisions of:

1. The Companies Act, 2013 ("the Act") and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999, and the rules and regulations made there under to the extent of Overseas Direct Investment; **(Not applicable to the Company during the Audit period)**





JAYSHREE DAGLI & ASSOCIATES

COMPANY SECRETARIES

5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):-

(a) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 & Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(b) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

6. We further report that having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, the Company has complied with the provisions of Concession Agreement entered into by the Company with National Highway Authority of India .

(B) We have also examined the compliance with the applicable clauses of:

1. Secretarial Standards as prepared by the Institute of Company Secretaries of India and notified by the Ministry of Corporate Affairs effective from 1st July, 2015;

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

During the year under review, the provisions of following Regulations were not applicable to the Company:

- (i) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations 2014;
- (ii) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations 2009;
- (iii) The Securities and Exchange Board of India (Buyback of Securities) Regulations 1998.
- (iv) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (v) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (vi) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (vii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Page 3 of 4



Jayshree S. Joshi

B. Com. (Hons.), LL.B., F.C.S.
PROPRIETRESS



PHONE : 2262 2341 - 2 - 3
E-MAIL : jayshreedagli@gmail.com
suyashri@vsnl.com

JAYSHREE DAGLI & ASSOCIATES

COMPANY SECRETARIES

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 year under review were carried out in compliance with the provisions of the relevant Act.

Adequate notice had been given to all the Directors to schedule the Board & Committee Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and that 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.

Unanimous decisions were carried through as there was no case of dissent of any Director in respect of any decision and was accordingly captured and recorded as part of the minutes.

We further report that

There are adequate systems and processes in place 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 the company has no specific events / actions having a major bearing on the Company's affairs in pursuance of the laws, rules, regulations, guidelines, standards, etc. referred to herein above.

We further report that compliance of applicable financial laws including Direct and Indirect Tax Laws by the Company has not been reviewed in this Audit since the same has been subject to review by the Statutory Auditors and other designated professionals.

Place : Mumbai

Date : 28th April, 2016.

For **JAYSHREE DAGLI & ASSOCIATES**
COMPANY SECRETARIES

JAYSHREE S. JOSHI
F.C.S. 1451 C.P. 487

INDEPENDENT AUDITOR'S REPORT

To The Members of
Hazaribagh Ranchi Expressway Limited

Report on the Financial Statements

We have audited the accompanying financial statements of Hazaribagh Ranchi Expressway Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss, the Cash Flow Statement, and a summary of the significant accounting policies and other explanatory information for the year then ended.

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

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



An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2016, and its loss and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure A, a statement on the matters specified in paragraph 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, and the Cash Flow Statement dealt with by this report are in agreement with the books of accounts
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in



"Annexure B"; and

- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statement- Refer note 19 to financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For Luthra & Luthra
Chartered Accountants

FRN: 002081N



Akhilesh Gupta

Partner

M.No: 89909

Place: Mumbai

Date: April 28, 2016

Annexure - A to the Auditors' Report**The Annexure referred to in Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31 March 2016**

1.
 - a. The Company is generally maintaining proper records showing full particulars including quantitative details and situation of fixed assets.
 - b. As per the information and explanations given to us, fixed assets have been physically verified by the Management at reasonable intervals, and no discrepancy was noticed.
 - c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company does not own any immovable properties.
2. As the Company does not hold any inventory, Clause 3(ii) of the order is not applicable to the Company.
3. In our opinion and according to the information and explanation given to us, the Company has not granted any loan, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Companies Act 2013.
4. In our opinion and according to the information and explanations given to us, the Company has not given/make any loan, investment, guarantee and security and accordingly provisions of section 185 and 186 of the Act are not applicable.
5. According to the information and explanations given to us the company has not accepted deposits.
6. We have broadly reviewed the books of account maintained by the company pursuant to the Rules made by the Central Government for the maintenance of cost records under section 148 of the Act, and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained.
7.
 - a. According to the information and explanations given to us, the company is regular in depositing undisputed statutory dues including provident fund, employees state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues applicable to it with the appropriate authorities during the year. There were no undisputed amounts payable on account of the above dues in arrears as at March 31, 2016 for a period of more than six months from the date they became payable
 - b. According to the information and explanation given to us, there is no due on account of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax which have not been deposited on account of dispute other than as given below:

Name of the statute	Nature of the dues	Amount (Rs.)	Period to which the amount relates	Forum where Dispute is pending
Income tax	Income tax	Rs. 16,97,720	FY 2010-11	ITAT
Income tax	Income tax	Rs. 28,01,010	FY 2011-12	CIT(A)



8. As per the information and explanation given to us, the Company has not defaulted in repayment of loans or borrowing to banks and financial institutions during the year.
9. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
10. According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
11. 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/provided for managerial remuneration. Accordingly, paragraph 3(xi) of the Order is not applicable.
12. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
13. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
14. According to the information and explanations give 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.
15. 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 non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
16. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For Luthra & Luthra
Chartered Accountants
FRN: 002081N

Akhilesh Gupta
Partner
M.No: 89909



Place: Mumbai
Date: April 28, 2016

Annexure - B to the Auditors' Report**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 Hazaribagh Ranchi Expressway Limited ("the Company") as of 31st March 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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



Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting


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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place: Mumbai
Date: April 28, 2016

For Luthra & Luthra
Chartered Accountants
FRN: 002081N


Akhilesh Gupta
Partner
M.No: 89909



HAZARIBAGH RANCHI EXPRESSWAY LIMITED
Balance Sheet As at March 31, 2016

	Particulars	Note	As At March 31, 2016		As At March 31, 2015	
I	EQUITY AND LIABILITIES					
1	SHAREHOLDERS' FUNDS					
	(a) Share capital	2	1,310,000,000		1,310,000,000	
	(b) Reserves and surplus	3	(2,109,854,543)	(799,854,543)	(1,460,695,139)	-150,695,139
2	NON-CURRENT LIABILITIES					
	(a) Long-term borrowings	4	5,747,793,657	5,747,793,657	6,709,225,022	6,709,225,022
3	CURRENT LIABILITIES					
	(a) Current maturities of long-term debt	5	432,859,936		637,850,125	
	(b) Short-term borrowings	6	3,483,277,160		2,203,800,000	
	(c) Trade payables :					
	- Dues to micro and small enterprise		-		-	
	- Dues to others		680,114		4,171,602	
	(d) Other current liabilities	7	467,767,460	4,384,584,670	452,663,322	3,298,485,049
	TOTAL			9,332,523,784		9,857,014,932
II	ASSETS					
1	NON CURRENT ASSETS					
	(a) Fixed assets	8				
	(i) Tangible assets		8,972,312,743		9,607,909,387	
	(ii) Intangible assets	3		8,972,312,746	18	9,607,909,405
	(b) Long-term loans and advances (Net)	9		3,474,933		11,882,314
2	CURRENT ASSETS					
	(a) Trade receivables (Net)	10	-		3,229,158	
	(b) Cash and bank balances	11	305,799,210		177,931,711	
	(c) Short-term loans and advances	12	50,882,648		55,316,487	
	(d) Other current assets	13	54,247	356,736,105	745,857	237,223,213
	TOTAL			9,332,523,784		9,857,014,932

Notes 1 to 23 form part of financial statements

In terms of our report attached.

For LUTHRA & LUTHRA

Chartered Accountants

Firm Registration No. 002081N

Akhilesh Gupta

Partner

Mem. No. : 89909

Place: Mumbai

Date: April 28, 2016



For and on behalf of the Board

Director

Chief Financial Officer

Place: Mumbai

Date: April 28, 2016

Director

Company Secretary

HAZARIBAGH RANCHI EXPRESSWAY LIMITED
Statement of Profit and Loss for the year ended March 31, 2016

	Particulars	Note	For the year ended March 31, 2016	For the year ended March 31, 2015
I	Revenue from operations	14	1,281,600,000	1,281,600,000
II	Other income	15	2,085,886	2,877,771
III	Total revenue (I + II)		1,283,685,886	1,284,477,771
IV	Expenses			
	Operating expenses	16	58,101,583	55,334,843
	Finance costs	17	1,132,649,957	1,114,714,197
	Administrative and general expenses	18	17,447,287	16,259,031
	Depreciation and amortization expense	8	724,646,463	701,824,541
	Total expenses		1,932,845,290	1,888,132,612
V	Profit / (Loss) before taxation (III-IV)		(649,159,404)	(603,654,841)
VI	Tax expense:			
	(1) Current tax		-	-
	(2) Excess provisions of Earlier Year Written Back		-	-
	(3) MAT credit entitlement		-	-
	(2) Deferred tax (net)		-	-
	Total tax expense (VI)		-	-
VII	Profit / (Loss) for the period (V-VI)		(649,159,404)	(603,654,841)
	Earnings per equity share (Face value per share Rupees 10/-):	19		
	(1) Basic		(4.96)	(4.61)
	(2) Diluted		(4.96)	(4.61)

Notes 1 to 23 form part of financial statements

In terms of our report attached.

For LUTHRA & LUTHRA
Chartered Accountants
Firm Registration No.002081N

Akhilash Gupta
Partner
Mem. No. : 89909



Place: Mumbai
Date: April 28, 2016

For and on behalf of the Board







Director

Director

Chief Financial Officer
Place: Mumbai
Date: April 28, 2016

Company Secretary

HAZARIBAGH RANCHI EXPRESSWAY LIMITED
Cash Flow Statement for the year ended March 31, 2016

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015
Cash Flow from Operating Activities		
Profit Before Taxes, Minority Interest and Share of Associates	(649,159,404)	(603,654,841)
Adjustments for :-		
Depreciation	724,646,463	701,824,541
Interest Received on Fixed Deposit	(2,085,886)	(2,877,771)
Interest & Finance Expenses	1,132,649,957	1,114,714,197
Bad Debts and Preliminary expenses written off	2,865,800	-
Operating profit/(Loss) before Working Capital Changes	1,208,916,930	1,210,006,126
Adjustments for changes in working capital:		
(Increase)/Decrease in Trade receivables	3,229,158	-
(Decrease) / Increase in other assets & loans and advances (current and non current)	16,249,240	24,257,697
Increase in liabilities (current and non current)	87,031	(10,340,068)
Operating Cash Flows after Working Capital Changes	1,228,482,359	1,223,923,755
Direct Taxes paid (Net)	(3,408,019)	(13,050,768)
Net Cash generated from Operating Activities (A)	1,225,074,340	1,210,872,987
Cash flow from Investing Activities		
Purchase of Fixed Assets (Including Construction of "Road")	(89,049,804)	(568,457,447)
Increase / (Decrease) in Other Current, Other Non-Current Liabilities & Trade Payables	8,264,144	(171,315,995)
Bank balances not considered as Cash and cash equivalents	-	(140,344,137)
Interest Received	2,777,496	2,877,771
Net Cash used in Investing Activities (B)	(78,008,164)	(877,239,808)
Cash flow from Financing Activities		
Proceeds from Short-term Borrowings	1,969,477,160	1,268,800,000
Repayment of Non-Convertible Debentures	(108,340,000)	1,700,000,000
Repayment of Short-term Borrowings	(690,000,000)	(385,000,000)
Repayment of Long-term Borrowings	(1,058,081,554)	(2,150,235,253)
Interest and Finance Charges Paid	(1,132,254,283)	(1,115,460,054)
Net Cash generated from Financing Activities (C)	(1,019,198,677)	(681,895,307)
Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)	127,867,499	(348,262,128)
Cash and Cash Equivalent at the beginning of the year	177,931,711	385,849,702
Cash and Cash Equivalent at the end of the year	305,799,210	37,587,574
Net Increase / (Decrease) in Cash & Cash Equivalents	127,867,499	(348,262,128)
Notes:		
Components of Cash & Cash Equivalent		
Cash on Hand	2,343	839
Balance with Scheduled Banks - Current Accounts	85,796,867	37,586,735
Balance with Scheduled Banks in term deposits (maturity less than 3 months)	220,000,000	-
	305,799,210	37,587,574
Unpaid Dividend Accounts		
Bank balances / deposits held as margin money or as security against borrowings		140,344,137
Cash and Cash Equivalents as per Balance Sheet	305,799,210	177,931,711
Notes 1 to 23 form part of financial statements		
In terms of our report attached.		
For LUTHRA & LUTHRA		
Chartered Accountants		
Firm Registration No.002081N		
 		
Akhilesh Gupta		
Partner		
Mem. No. : 89909		
Place: Mumbai		
Date: April 28, 2016		
For and on behalf of the Board		
 		
Director		
 		
Chief Financial Officer		
Company Secretary		
Place: Mumbai		
Date: April 28, 2016		

HAZARIBAGH RANCHI EXPRESSWAY LIMITED

Notes forming part of the Financial Statements for the year ended March 31, 2016

Note 2: Share capital

Particulars	As at March 31, 2016		As at March 31, 2015	
	Number	₹	Number	₹
Authorised Equity Shares of Rupees 10/- each	132,000,000	1,320,000,000	132,000,000	1,320,000,000
Issued Equity Shares of Rupees 10/- each	131,000,000	1,310,000,000	131,000,000	1,310,000,000
Subscribed and Paid up Equity Shares of Rupees 10/- each fully paid (refer foot note no. i, ii, iii and iv)	131,000,000	1,310,000,000	131,000,000	1,310,000,000
Total	131,000,000	1,310,000,000	131,000,000	1,310,000,000

Foot Notes:**i. Terms / Rights attached to Equity Shares**

The Company has only one class of equity shares having a par value of Rs.10/- per share. Each holder of equity shares is entitled to one vote per share. Each holder of these ordinary shares are entitled to receive dividends as and when declared by the company. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportionate to the number of equity shares held by the shareholders.

ii. Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting year

Particulars	As at March 31, 2016		As at March 31, 2015	
	Equity Shares		Equity Shares	
	No. of Shares	₹	No. of Shares	₹
Shares outstanding at the beginning of the year	131,000,000	1,310,000,000	131,000,000	1,310,000,000
Shares issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	131,000,000	1,310,000,000	131,000,000	1,310,000,000

iii. Shareholding more than 5% shares

Name of Shareholder	As at March 31, 2016		As at March 31, 2015	
	No. of Shares held	% of total holding	No. of Shares held	% of total holding
IL&FS Transportation Networks Limited (Holding Company)	130,986,900	99.99	130,986,900	99.99
Punj Llyod Limited	13,100	0.01	13,100	0.01
Total	131,000,000	100.00	131,000,000	100.00

iv. Of the above 13,09,86,900 shares are held by the holding Company and its nominees (As at March 31, 2015 : 130,986,900 shares)

Note 3: Reserves and surplus

Particulars	As at March 31, 2016		As at March 31, 2015	
Profit / (Loss) Surplus				
Opening balance	(1,460,695,139)		(857,040,298)	
(+) Profit/(Loss) for the current year	(649,159,404)	(2,109,854,543)	(603,654,841)	(1,460,695,139)
Total		(2,109,854,543)		(1,460,695,139)



HAZARIBAGH RANCHI EXPRESSWAY LIMITED

Note – 1: Background and Significant Accounting Policies

(A) Background:

The Company was incorporated under the Companies Act 1956 on March 19, 2009. It was issued "Certificate of Commencement of Business" on May 19, 2009. The Company was originally formed as "ITNL Highways Development Company Ltd" and its name was changed to 'Hazaribagh Ranchi Expressway Limited' with effect from May 11, 2009.

The Company is a special purpose vehicle (SPV) promoted by IL&FS Transportation Networks Limited (ITNL). The Company has entered into a Concession Agreement with National Highways Authority of India (NHAI) on October 08, 2009 to Design, Engineer, Finance, Procure, Construct, Operate and Maintain 4 laning Hazaribagh-Ranchi section of NH-33 from km 40.500 to km 114.000 in the State of Jharkhand on Build, Operate and Transfer (Annuity) basis. The Concession Agreement envisages concession for a period of 18 years commencing from the appointed date including construction period of 910 days required for 4 laning of the Project.

(B) Significant Accounting Policies

1. Basis of Accounting:

These Financial Statements have been specifically prepared in accordance with the Accounting Principles generally accepted in India, including the Accounting Standard specified under Section 133 of the Companies Act 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 .All income and expenditure having a material bearing on the financial statements are recognised on an accrual basis

2. Presentation and disclosure of financial statements :

During the year, the Revised Schedule VI notified under the Act has become applicable to the Company, for preparation and presentation of its financial statements. The adoption of revised Schedule VI does not impact the recognition and measurement principles followed for preparation of financial statements. However, it has significant impact on presentation and disclosure made in the financial statements.

3. Use of estimates:

The preparation of financial statements in conformity with Generally Accepted Accounting Principles (GAAP) requires the Management to make estimates and assumptions that affect the reported amount of assets, liabilities, revenues and expenses and disclosure of contingent liabilities on the date of financial statements. The recognition, measurement, classification or disclosures of an item or information in the financial statements have been made relying on these estimates to a greater extent.



HAZARIBAGH RANCHI EXPRESSWAY LIMITED

4. Revenue Recognition

The Concession Agreement envisages Revenue in the form of Annuity of a fixed sum on pre-determined dates (not more than twice a year). The Annuity payment will start accruing to the Company, six months after the Commercial Operation Date ("COD"). As the Project is still under construction stage, no revenue has been recognised.

5. Accounting Claim

Price Escalation and other claims or variation are recognized and reduced from the capital cost only when:-

- (a) Negotiations have reached to an advanced stage such that it is probable that authority will accept the claim; and/or
- (b) The amount that is probable will be accepted by the authority and can be measured reliably.

6. Current and Non Current Classification

An asset is classified as current when it satisfies following criteria:

- a) It is expected to be realized in or is intended for sale or consumption in, the company's operating cycle;
- b) It is expected to be realised within 12 months after the reporting date;
- c) It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

All other assets are classified as Non-current.

A liability is classified as current when it satisfies any of following criteria:

- a) It is expected to be settled in the company's normal operating cycle;
- b) It is due to be settled within 12 months after the reporting date;
- c) The company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

All other liabilities are classified as Non-current.



HAZARIBAGH RANCHI EXPRESSWAY LIMITED

7. Fixed Assets & Depreciation

Tangible Fixed assets depreciation

All fixed assets are stated at cost less accumulated depreciation. For this purpose cost includes purchase price and all other attributable costs of bringing assets into working condition and location for intended use. Assessment of indication of impairment of an asset is made as at the reporting date and impairment loss, if any is recognised.

Tangible fixed assets acquired by the Group are reported at acquisition cost, with deductions for accumulated depreciation and impairment losses, if any.

The acquisition cost includes the purchase price (excluding refundable taxes) and expenses, such as delivery and handling costs, installation, legal services and consultancy services, directly attributable to bringing the asset to the site and in working condition for its intended use.

Where the construction or development of any asset requiring a substantial period of time to set up for its intended use is funded by borrowings, the corresponding borrowing costs are capitalised up to the date when the asset is ready for its intended use.

Depreciation on tangible fixed assets is computed as under:

All assets are depreciated on a Straight Line Method (SLM) of Depreciation, over the useful life of assets as prescribed under Schedule II of the Companies Act 2013 other than assets specified in para below

Following assets are depreciated over a useful life which is shorter than the life prescribed under Schedule II of the Companies Act 2013 based on internal technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes etc.:

Asset	Useful Life (years)	Method
Data Processing Equipment (Server & Networking)	4	SLM
Mobile Phones and I pad / Tablets	Fully depreciated in the year of purchase	-
Specialised office equipment's	3	SLM
Vehicles	8	SLM
Assets provided to employees	3	SLM
Leasehold improvement costs	Amortised over Primary period of Lease	SLM
All categories of assets costing less than Rs.5,000/- each	Fully depreciated in the year of purchase	-

The residual value of all the assets is retained at Rs.1/- each



HAZARIBAGH RANCHI EXPRESSWAY LIMITED

8. Capital Work-in-Progress

Capital Work-in-progress includes direct and attributable expenses for construction of Road net of interest earned on Fixed deposits.

9. Impairment of Assets

The carrying values of assets of the Company's cash-generating units are reviewed for impairment annually or more often if there is an indication of decline in value. If any indication of such impairment exists, the recoverable amounts of those assets are estimated and impairment loss is recognised, if the carrying amount of those assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the estimated future cash flows to their present value based on appropriate discount factor.

10. Preliminary Expenditure

Preliminary Expenses incurred on incorporation of the Company are charged to the Profit & Loss Account for the period during which these expenses are incurred.

11. Borrowing costs

Borrowing costs attributable to construction of the road are treated as a part of Capital Work in progress for subsequent capitalization on commencement of commercial operations of the road.

12. Accounting for Taxes on Income

Provision for current income tax is made after taking into consideration benefits admissible under the provisions of the Income - tax Act, 1961. Deferred tax resulting from "timing differences" between book and tax profits is accounted for using the tax rates and laws that have been enacted or substantively enacted as on the balance sheet date. Deferred tax assets are recognized and carried forward only if there is a virtual/ reasonable certainty that the assets will be realized in future. The carrying amount of deferred tax asset is reviewed at each balance sheet date.

13. Provisions, Contingent Liabilities and Assets

The Company recognizes a provision when there is a present obligation as a result of a past event that probably requires outflow of resources, which can be reliably estimated. Disclosures for a contingent liability is made, without a provision in books, when there is an obligation that may, but probably will not, require outflow of resources. Contingent Assets are neither recognized nor disclosed.



HAZARIBAGH RANCHI EXPRESSWAY LIMITED

14. Cash Flow Statement:

Cash flows are reported using the indirect method, whereby net profits / loss before tax are adjusted for the effect of transaction of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The Cash flows from regular revenue generating; investing and financing activities are segregated.

Cash and cash equivalents in the cash flow statement comprises of cash at bank and in hand and term deposits with banks, if any.

15. Earnings per Share (EPS):

Basic Earnings per share is calculated by dividing the net profit / (loss) after tax for the year attributable to equity shareholders of the Company by the weighted average number of equity shares issued during the year.

The number of shares used in computing Diluted EPS comprises the weighted average number of equity shares considered for deriving Basic EPS, and also the weighted average number of equity shares that could have been issued on the conversion of all Dilutive potential equity shares. Dilutive potential shares are deemed to be converted as at the beginning of the period unless issued at a later date.



Note 4: Long-term borrowings

Particulars	As at March 31, 2016		As at March 31, 2015	
(a) Debentures				
(i) Secured				
Non convertible debentures		1,465,200,000		1,591,660,000
(b) Term Loans				
(i) Secured				
From banks	1,673,790,914		1,806,280,962	
From financial institutions	2,108,802,743		2,282,712,631	
From Holding Company	500,000,000		500,000,000	
		4,282,593,657		4,588,993,593
(ii) Unsecured				
From banks	-		457,142,857	
From financial institutions	-	-	71,428,572	528,571,429
Total		5,747,793,657		6,709,225,022

1. Non-Convertible Debentures:

The Company had issued 1,70,000 Secured Non- Convertible Debentures at the face value of Rs. 10,000/- each to "India Infradebt Limited" carrying interest at 9.75%. The Debentures are secured by hypothecation of:

- All movable, tangible and intangible assets, receivables, cash and investments created as part of the project other than the Project Assets.
- Monies lying in Escrow Account into which all the investments in the Project and all Project revenues and insurance proceeds are to be deposited.
- Assignment of all rights, title, benefits, claims and demands of the Issuer/Company under Project Agreements i.e. Concession agreement, Substitution agreement, Construction contract and operations contract, etc.
- Assignment of all rights under project guarantees obtained pursuant to development contract or operations contract, if any relating to the project.
- First ranking assignment of all contract, documents, insurance, clearances and interests of the Issuer/Company

2. Term Loans Secured By:

(i) Term loans from banks and financial institutions are secured by hypothecation of:

- All movable, tangible and intangible assets, receivables, cash and investments created as part of the projects.
- All the monies lying in Escrow Account into which all the investments in the Project and all Project revenues and insurance proceeds are to be deposited.
- Assignment of all rights, title, benefits, claims and demands of the Borrowers under Project Agreements i.e. Concession agreement, Substitution agreement, Construction contract and operations contract, etc.
- Assignment of all rights under project guarantees obtained pursuant to development contract or operations contract, if any relating to the project.
- First ranking assignment of all contract, documents insurance contracts/insurance Proceeds (Security Trustee to be named as loss payee), clearances and interests of the Borrower.
- Debt Service Reserve Account and any other accounts required to be created by the Borrower under any Project agreement contract.

(ii) Term loan from Holding Company is secured by way of second pari passu charge over all assets other than project assets

3. Repayment Schedule:

Secured Non Convertible Debentures: In 21 unequal half yearly installments commencing from September 2015 and terminating on September 2025.

Senior Debt from Banks: In 45 unequal quarterly installments commencing in the quarter ending December 31, 2012 and terminating on December 31, 2023.

Senior Debt From Financial Institute: In 45 unequal quarterly installments commencing in the quarter ending September 30, 2014 and terminating on September 30, 2025.

Sub -Debt in 5 unequal quarterly installments commencing in the quarter ending September 30, 2025 and terminating on September 30, 2026:

Financial Year	Amount of Secured Non Convertible Debentures - Repayment (Amt. in Rs.)	Amount of Senior Debt from Banks Repayment (Amt. in Rs.)	Amount of senior debt from Financial Institution Repayment (Amt. in Rs.)	Amount of Sub Debt Repayment (Amt. in Rs.)
2016-17	126,460,000	132,490,044	173,909,892	
2017-18	126,460,000	141,322,716	152,909,892	
2018-19	129,960,000	150,155,384	173,909,892	
2019-20	144,260,000	158,988,056	194,909,892	
2020-21	149,820,000	167,820,724	203,309,892	
2021-22	171,440,000	185,486,068	230,647,252	
2022-23	171,420,000	194,318,732	252,929,672	
2023-24	162,380,000	675,699,235	411,936,247	
2024-25	189,540,000		268,800,000	
2025-26	219,920,000		219,450,000	275,000,000
2026-27				225,000,000
	1,591,660,000	1,806,280,959	2,282,712,631	500,000,000



Note 5: Current maturities of long-term debt

Particulars	As at March 31, 2016		As at March 31, 2015	
(a) Debentures				
(i) Secured				
Non convertible debentures		126,460,000		108,340,000
(b) Term Loans				
(i) Secured				
From banks	132,490,044		123,657,376	
From financial institutions	173,909,892	306,399,936	148,709,892	272,367,268
(ii) Unsecured				
From banks	-		228,571,429	
From financial institutions	-	-	28,571,428	257,142,857
Total		432,859,936		637,850,125

Note 6: Short-term borrowings

Particulars	As at March 31, 2016		As at March 31, 2015	
Loans repayable on demand				
Unsecured				
From Related party	3,483,277,160	3,483,277,160	2,203,800,000	2,203,800,000
Total		3,483,277,160		2,203,800,000



HAZARIBAGH RANCHI EXPRESSWAY LIMITED

Notes forming part of the Financial Statements for the year ended March 31, 2016

Note 7: Other Current liabilities

Particulars	As at March 31, 2016		As at March 31, 2015	
(a) Interest accrued but not due on borrowings - Debentures		395,674		-
(b) Statutory Dues		560,476		1,313,889
(c) Expenses Payable		3,461,407		2,522,520
(d) Payable to Related Parties for capital expenditure for others		47,268,808 -		35,513,175 98,443
(e) Income received in Advance		416,081,095		413,215,295
Total		467,767,460		452,663,322

Footnote:

According to the records available with the Company, there were no dues to Micro and Small Enterprises under the Micro, Small and Medium Enterprises Development Act, 2006. Hence disclosures, if any, relating to amounts unpaid as at the end of the year with the interest paid / payable as required under the said Act have not been given.



HAZARIBAGH RANCHI EXPRESSWAY LIMITED
Notes forming part of the Financial Statements for the year ended March 31, 2016

Note 8: Fixed assets

Particulars	Gross block (at cost)			Accumulated depreciation		Net block	
	Balance as at April 1st 2015	Additions	Balance as at March 31, 2016	Adjustments	Depreciation charge for the year	Balance as at March 31, 2016	Balance as at March 31, 2015
a) Tangible assets							
Roads and bridges	11,316,175,480	89,049,804	11,405,225,284	-	724,633,185	2,432,957,307	9,607,851,358
Data processing equipments	294,871	-	294,871	-	1,940	293,453	3,358
Office equipments	55,280	-	55,280	-	2	55,276	6
Furniture and fixtures	89,592	-	89,592	-	11,321	46,248	54,665
Total	11,316,615,223	89,049,804	11,405,665,027	-	724,646,448	2,433,352,284	9,607,909,387
b) Intangible assets							
Software / Licences	63,358	-	63,358	-	15	63,355	18
Total	63,358	-	63,358	-	15	63,355	18
Grand total	11,316,678,581	89,049,804	11,405,728,385	-	724,646,463	2,433,415,639	9,607,909,405
Previous period	10,710,481,024	606,197,557	11,316,678,581	(53,567)	701,878,108	1,708,769,176	9,703,536,389



HAZARIBAGH RANCHI EXPRESSWAY LIMITED

Notes forming part of the Financial Statements for the year ended March 31, 2016

Note 9: Long-term loans and advances

Particulars	As at March 31, 2016		As at March 31, 2015	
Other loans and advances				
Unsecured, considered good				
- Pre-Paid Expenses	2,669,421		11,076,802	
- Security Deposits	805,512	3,474,933	805,512	11,882,314
Total		3,474,933		11,882,314



Note 10: Trade receivables

Particulars	As at March 31, 2016		As at March 31, 2015	
Trade receivables outstanding for a period exceeding six months from the date they are due for payment				
Unsecured, considered good				
- Others		-		3,229,158
Total		-		3,229,158

Note 11: Cash and cash equivalents

Particulars	As at March 31, 2016		As at March 31, 2015	
a Cash and cash equivalents				
Cash on hand	2,343		839	
Balance with banks				
-on Escrow / Current accounts (refer foot note below)	85,796,867		37,586,735	
-Fixed Deposits placed for a period less than 3 months	220,000,000	305,799,210	-	37,587,574
b Other Bank Balance				
Bank balances / deposits held as margin money or as security against borrowings or under lien less than 12 months		-		140,344,137
Total		305,799,210		177,931,711

Footnote

As per the Concession agreement entered into by the Company, the Company is required to maintain an Escrow Account with the Lead Bank and route all the receipts on account of borrowings / capital contribution / earnings / other receipts and project related expenditure through the same.

Note 12: Short-term loans and advances

Particulars	As at March 31, 2016		As at March 31, 2015	
Other loans and advances				
Unsecured, considered good				
- Advance payment of taxes (net of provision)	39,600,482		36,192,463	
- Cess Receivable	193,945		193,945	
- WCT Receivable	7,493,240		7,493,240	
- Pre-Paid Expenses	3,594,981		11,419,985	
- Others	-	50,882,648	16,854	55,316,487
Total		50,882,648		55,316,487

Note 13: Other current assets

Particulars	As at March 31, 2016		As at March 31, 2015	
Interest accrued but not due on Fixed Deposits		54,247		745,857
Total		54,247		745,857



HAZARIBAGH RANCHI EXPRESSWAY LIMITED

Notes forming part of the Financial Statements for the year ended March 31, 2016

Note 14: Revenue from operations

₹

Particulars	For the year ended March 31, 2016		For the year ended March 31, 2015	
Income from services Annuity Income		1,281,600,000		1,281,600,000
Total		1,281,600,000		1,281,600,000

Note 15: Other income

₹

Particulars	For the year ended March 31, 2016		For the year ended March 31, 2015	
Interest Income Interest on bank deposits		2,085,886		2,877,771
Total		2,085,886		2,877,771



HAZARIBAGH RANCHI EXPRESSWAY LIMITED

Notes forming part of the Financial Statements for the year ended March 31, 2016

Note 16: Operating expenses

Particulars	For the year ended March		For the year ended March	
Operation and maintenance expenses		58,101,583		55,334,843
Total		58,101,583		55,334,843

Note 17: Finance costs (net)

Particulars	For the year ended March		For the year ended March	
		31, 2016		31, 2015
(a) Interest expenses				
Interest on loans for fixed period		1,100,076,159		1,097,849,657
(b) Other borrowing costs				
Finance charges		32,573,798		16,864,540
Total		1,132,649,957		1,114,714,197

Note 18: Administrative and general expenses

Particulars	For the year ended March		For the year ended March	
		31, 2016		31, 2015
Legal and consultation fees	7,978,460		9,929,317	
Travelling and conveyance	308,904		673,187	
Rates and taxes	28,477		11,754	
Repairs and maintenance	3,109,070		-	
Bank commission	632,389		1,130,612	
Bad Debts	2,865,800			
Registration Expenses	-		2,500,000	
Deputation Cost	1,110,304		1,050,022	
Printing and stationery	24,100		-	
Communication expenses	50,875		47,965	
Insurance	799		799	
Electricity Charges	-		82,114	
Directors' fees	432,124		89,888	
Auditors' Remuneration	900,958		740,451	
Miscellaneous expenses	5,027	17,447,287	2,922	16,259,031
Total		17,447,287		16,259,031

Disclose the amount paid/Payable to Auditors (Including Service Tax) :

Sr. No.	Name of Party	Description	For the year ended March 31, 2016	For the year ended March 31, 2015
1	Luthra & Luthra	As a Auditor	714,875	561,800
		Other Services	186,083	178,651
		TOTAL	900,958	740,451



HAZARIBAGH RANCHI EXPRESSWAY LIMITED

Notes forming part of the Financial Statements for the year ended March 31, 2016

Note 19: Contingent liabilities, Capital Commitments and Other Information**A) Contingent liabilities :**

Sr. No. Particulars		As at March 31, 2016	As at March 31, 2015
1	Demand for Assessment Year 2011-12 for which the Company's appeal is pending with the appellate authority	1,697,720	1,697,720
2	Demand for Assessment Year 2012-13 for which the Company's appeal is pending with the appellate authority	2,801,010	2,801,010

B) Operating commitments pending to be executed :

Particulars			As at March 31, 2016	As at March 31, 2015
Sr. No.	Name of Party	Description		
1	IL&FS Trust Company Limited	Estimated amount of contracts to be executed on security trusteeship fees Rs.500,000/- p.a. (upto the end of repayment of last installment of term loan)	3,500,000	4,000,000

C) Estimated amount of contracts remaining to be executed on capital and other account :

Particulars			As at March 31, 2016	As at March 31, 2015
Sr. No.	Name of Party	Description		
1	IL&FS Transportation Networks Limited	Estimated amount of contracts to be executed on capital account (net of capital advances of Rs. NIL [previous year ended March 31, 2015 Rs.NIL])	17,427,808	40,726,188
2	IL&FS Transportation Networks Limited	Estimated amount of contracts to be executed on Operation & Maintenance (Base Price Rs.44,500,000/- p.a. escalated @5% p.a. for the period upto the end of concession period)	998,044,448	1,056,146,031



Note 20: Earnings per equity share

Particulars	Unit	For the year ended March 31, 2016	For the year ended March 31, 2015
Profit after tax and minority interest	₹	(649,159,404)	(603,654,841)
Profit available for Equity Shareholders	₹	(649,159,404)	(603,654,841)
Weighted number of Equity Shares outstanding	Numbers	131,000,000	131,000,000
Nominal Value of equity shares	₹	10.00	10.00
Basic Earnings per share	₹	(4.96)	(4.61)
Equity shares used to compute diluted earnings per share	Numbers	131,000,000	131,000,000
Diluted Earnings per share	₹	(4.96)	(4.61)



HAZARIBAGH RANCHI EXPRESSWAY LIMITED
Notes forming part of the Financial Statements for the year ended March 31, 2016
Note 21: Related Party Statement

Nature of Relationship	Name of Entity	Acronym used
Holding Company :	IL&FS Transportation Networks Limited	ITNL
Fellow Subsidiaries	IL&FS Trust Company Limited	ITCL
	IL&FS Securities Services Limited	ISSL
	IL&FS Financial Services Limited	IFIN
	ISSL CPG BPO Pvt. Ltd.	ICBPL
Associates :	NIL	NIL
Co - Venture :	NIL	NIL
Key Management personnel and Directors:	Rajesh Dwivedi upto.22.07.2015	Manager
	Gautamkumar Tandasi w.e.f.22-07.2015	Manager
	Chandrakant Jagasia	Chief Financial Officer
	Dilip Darji	Company Secretary
	Harish Mathur upto 04.03.2015	Director
	Sanjay Minglani	Director
	Vijay Kini	Director
	M. B. Bajulge upto 19.01.2016	Director
	Milan Chakravati from 27.05.2015	Independent Director
	Paresh Shah from 27.05.2015	Independent Director
	Sumathy Iyer	Director
Other Enterprises having significant influence over HREL	Punj Lyod Limited	PLL

2. Details of balances and transactions during the period with related parties

Account head	Name of Entity	As at March 31, 2016	As at March 31, 2015
Balances:			
Share Capital	ITNL	1,309,869,000	1,309,869,000
Sundry Creditors	ITNL	47,268,808	35,611,618
Secured Loan - Sub Debt	ITNL	500,000,000	500,000,000
Unsecured Short Term Loan	ITNL	3,483,277,160	2,203,800,000
Punj Llyod Ltd	PLL	131,000	131,000
Deposit Given	ITCL	1,000	1,000
Sundry Creditors	IFIN	-	1,921
Transactions:		For the year ended March 31, 2016	For the year ended March 31, 2015
Milestone Payment	ITNL	89,049,804	557,534,048
O & M Fees	ITNL	58,101,583	55,334,843
Interest Cost	ITNL	462,263,699	282,715,506
Deputation Cost	ITNL	1,110,304	1,050,022
Security Trustee Fees paid	ITCL	568,633	898,880
Finance Charges	IFIN	11,400,000	-
Loan Taken	ITNL	1,969,477,160	1,268,800,000
Loan Repaid	ITNL	690,000,000	385,000,000
Legal & Consultation Fees	ISSL	-	16,854
Legal & Consultation Fees	ICBPL	17,175	-
Director Sitting Fees	Harish Mathur	-	15,000
Director Sitting Fees	Mukund Sapre	-	20,000
Director Sitting Fees	Sanjay Minglani	40,000	35,000
Director Sitting Fees	M. B. Bajulge	30,000	-
Director Sitting Fees	Vijay Kini	90,000	10,000
Director Sitting Fees	Milan Chakravati	90,000	-
Director Sitting Fees	Paresh Shah	90,000	-
Director Sitting Fees	Sumathy Iyer	40,000	-



HAZARIBAGH RANCHI EXPRESSWAY LIMITED

Notes forming part of the Financial Statements for the year ended March 31, 2016

Note 22: Segment Information

As the Company operates in a single business as well as geographical segment, the disclosures required under the Accounting Standard on "Segment Reporting" (AS-17) notified under the Companies Accounting Standards Rules, 2006 is not applicable.

Note 23: Previous year

Figures for the previous year have been regrouped, reclassified where necessary, to conform to the classification of the current year.

For LUTHRA & LUTHRA

Chartered Accountants

Firm Registration No.002081N

Akhilesh Gupta

Partner

Mem. No. : 89909



Place: Mumbai

Date: April 28, 2016

For and on behalf of the Board

Director

Chief Financial Officer

Place: Mumbai

Date: April 28, 2016

Director

Company Secretary

Hazaribagh Ranchi Expressway Limited

Regd. Office : The IL&FS Financial Center, Plot C-22, G Block,
Bandra Kurla Complex, Mumbai- 400051
Tel : 022-26533333 **Fax :** 022-26523979
CIN : U45203MH2009PLC191070

NOTICE OF THE SEVENTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Seventh Annual General Meeting of the Members of Hazaribagh Ranchi Expressway Limited will be held at the Registered Office of the Company at The IL&FS Financial Center, Plot No. C-22, G Block, Bandra Kurla Complex, Bandra (East), Mumbai- 400 051 on Wednesday, September 21, 2016, at 11.00 a.m. to transact the following business:

ORDINARY BUSINESS:

- (1) To receive, consider and adopt the Financial Statement containing the Balance Sheet as at March 31, 2016 and the Profit & Loss Account, Cash Flow Statement, notes and schedules forming part of the Financial Statement for the year ended March 31, 2016 on that date together with the Report of the Directors and the Auditors thereon.

“RESOLVED THAT pursuant to section 134 of the Companies Act, 2013 Financial Statement containing the Balance Sheet as at March 31, 2016 and the Profit & Loss Account, Cash Flow Statement, notes and schedules forming part of the Financial Statement for the Financial Year ended 31st March 2016 together with the Directors’ Report and Auditors’ Report thereon be and are hereby received, considered and adopted.”

- (2) To appoint a Director in place of Mr. Vijay Kini, who retires by rotation and being eligible offers himself for re-appointment

“RESOLVED THAT Mr. Vijay Kini who retires by rotation, and being eligible, offers himself for re-appointment be and is hereby re-appointed as Director”.

- (3) To ratify the appointment of M/s. Luthra & Luthra Associates, Statutory Auditors of the Company, and to fix their remuneration and to pass the following resolution as an ordinary resolution thereof:

“RESOLVED THAT, pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the appointment of M/s. Luthra & Luthra Associates, Chartered Accountants, Registration No. 002081N, as the Statutory Auditors of the Company be and is hereby ratified for the Financial Year 2016-17, who shall hold office till the next Annual General Meeting and authorized the Board of Directors to determine their remuneration

Hazaribagh Ranchi Expressway Limited

Regd. Office : The IL&FS Financial Center, Plot C-22, G Block,
Bandra Kurla Complex, Mumbai- 400051
Tel : 022-26533333 **Fax :** 022-26523979
CIN : U45203MH2009PLC191070

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications(s) or re-enactment(s) thereof, M/s Chivilkar Solanki & Associates, Cost Accountant appointed by the Board of Directors to conduct the audit of the cost records of the Company for FY 2016-17 be paid a remuneration of ₹ 60,000/- plus service tax as applicable and reimbursement of out of pocket expenses incurred by him in connection with the aforesaid audit”

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

“RESOLVED THAT Mr. Prashant Agarwal (DIN: 02348083), who was appointed as an Additional Director on the Board of the Company with effect from January 20, 2016 in terms of Section 161 of the Companies Act, 2013 (“the Act”) and subject to other applicable provisions, if any, of the Act and the rules made there under (including any statutory modification(s) or re-enactment thereof and any rules made thereunder, for the time being in force) and pursuant to provisions of Articles of Associations of the Company and subject to such other approvals as may be required and in respect of whom the Company has received a notice from a Member in writing, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation”

- (6) To consider and, if thought fit, to give assent or dissent to the following resolution to be passed as a **Special Resolution**:

Amendments to Clause III B and Clause III C of the Memorandum of Association of the Company

“RESOLVED THAT in accordance with the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, read with applicable Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (the “Act”) and as per the guidelines, regulations, circulars and clarifications issued by the Ministry of Corporate Affairs and any other statutory or regulatory authorities and subject to all necessary approvals, consents, permissions and/ or sanctions as may be necessary and subject to any such conditions and modifications as may be prescribed or imposed in such approvals, consents, permissions or sanctions agreed to by the Board of Directors of the Company (including any committee thereof), consent of the Members be and is hereby

Hazaribagh Ranchi Expressway Limited

Regd. Office : The IL&FS Financial Center, Plot C-22, G Block,
Bandra Kurla Complex, Mumbai- 400051
Tel : 022-26533333 **Fax :** 022-26523979
CIN : U45203MH2009PLC191070

accorded for alteration of existing Clause III B and Clause III C in relation to the Object incidental or ancillary to the attainment of the main objects and other objects of the Memorandum of Association of the Company by:

(i) substituting the existing heading of Clause III B by the following text:

MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE
OBJECTS SPECIFIED IN CLAUSE III(A) ARE:—

(ii) deleting the heading “Clause III C- OTHER OBJECTS”

AND RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution and to delegate all or any of the powers conferred on it by or under this Resolution to any Director(s) of the Company or any Officer(s) of the Company as it may consider appropriate in order to give effect to this Resolution”

(7) To consider, and if thought fit, to pass the following resolution as a Special Resolution:

Adoption of new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013

“RESOLVED THAT pursuant to the provisions of section 14 and all other applicable provisions of the Companies Act, 2013 (the Act), read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association being available for inspection by the Members of the Company at the Registered Office of the Company are hereby approved and adopted in substitution and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution

Hazaribagh Ranchi Expressway Limited

Regd. Office : The IL&FS Financial Center, Plot C-22, G Block,
Bandra Kurla Complex, Mumbai- 400051
Tel : 022-26533333 **Fax :** 022-26523979
CIN : U45203MH2009PLC191070

RESOLVED FURTHER THAT the Board of Directors be and is hereby also authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution”

For and on behalf of the Board of Directors
Hazaribagh Ranchi Expressway Limited



[Signature]
Dilip Darji
Company Secretary

Mumbai
August 25, 2016

Registered Office:

The IL&FS Financial Centre
Plot No.C-22, G Block, Bandra-Kurla Complex
Bandra (East), Mumbai 400 051

NOTE:

- a) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING
- b) All the documents referred to in the accompanying notice are open for inspection at the registered office of the company during the office hours between 9:30 a.m. to 06:00 p.m. up to the time of Annual General Meeting.
- c) The relative Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, in respect of the business at Item Nos. 4 to 7 of the accompanying notice are annexed hereto

Hazaribagh Ranchi Expressway Limited

Regd. Office : The IL&FS Financial Center, Plot C-22, G Block,
Bandra Kurla Complex, Mumbai- 400051
Tel : 022-26533333 **Fax :** 022-26523979
CIN : U45203MH2009PLC191070

EXPLANATORY STATEMENT

THE FOLLOWING EXPLANATORY STATEMENT SETS OUT THE MATERIAL FACTS WITH RESPECT TO THE NOTICE DATED AUGUST 25, 2016 AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No 4:

The Board of Directors on the recommendation of the Audit Committee, had approved the appointment of M/s Chivilkar Solanki & Associates, Cost Accountants, to conduct the audit of the cost records of the Company for FY 2015-16

In terms of the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Members are requested to approve the remuneration payable to the Cost Auditor for the financial year ending March 31, 2015, as set out in the Resolution Nos. 4 of the Notice

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise in the said Resolutions

The Board of Directors recommend the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members

Item No 5:

The Board of Directors of the Company has appointed Mr. Prashant Agarwal (DIN: 02348083) as an Additional Director of the Company with effect from January 20, 2016 pursuant to the provisions of Section 161 of the Companies Act, 2013. In terms of the provisions of Section 161 of the Act, Mr. Prashant Agarwal (DIN: 02348083) would hold office up to the date of the ensuing Annual General Meeting

In terms of Section 160 and any other applicable provisions of the Companies Act, 2013 and read with rules under the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), he is proposed to be appointed as a Director of the Company with effect from the date of this Annual General Meeting

In terms of Section 160 of the Companies Act, 2013, a notice has been received from a member along with the requisite deposit, proposing Mr. Prashant Agarwal (DIN: 02348083) as a candidate for the office of Director of the Company

The Board considers that Mr. Prashant Agarwal (DIN: 02348083) continued association would be of immense benefit to the Company and it is desirable to continue to avail services

Hazaribagh Ranchi Expressway Limited

Regd. Office : The IL&FS Financial Center, Plot C-22, G Block,
Bandra Kurla Complex, Mumbai- 400051
Tel : 022-26533333 **Fax :** 022-26523979
CIN : U45203MH2009PLC191070

of his as a Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Prashant Agarwal (DIN: 02348083) as Director, for the approval by the Members of the Company.

Except Mr. Prashant Agarwal (DIN: 02348083) being an appointee, none of the Directors and the Key Managerial Personnel of the Company and their relatives are concerned or interested, in the resolution set out at Item No. 5

The details as prescribed under Secretarial Standard -2 (SS-2) issued by the Institute of Company Secretaries of India are tabled below:-

No	Particulars
Name	Prashant Agarwal
Age	38 Years
Qualification	CA, B.Com
Experience	16 Years
Terms and Conditions of Appointment	Additional Director
Date of appointment in the Board	January 20, 2016
Shareholding in the Company	NIL
Relationship with other Directors, Manager and KMP	NA
No. of Board meetings attended during the year	1
Other Directorships	Directorships : 4 Public Companies & 3 Private Company
Membership/Chairmanship of the Committees of Board held in other company	He is a member in the : 1. Audit Committee of 2 Companies 2. Nomination and Remuneration Committee of 2 Companies 3. Committee of Directors of 1 Company

Hazaribagh Ranchi Expressway Limited

Regd. Office : The IL&FS Financial Center, Plot C-22, G Block,
Bandra Kurla Complex, Mumbai- 400051
Tel : 022-26533333 **Fax :** 022-26523979
CIN : U45203MH2009PLC191070

Item No. 6:

In terms of Section 4(1)(c) of the Companies Act, 2013, the requirement of separately indicating the “main objects”, “incidental or ancillary objects” and “other objects” as required in the Memorandum of Association of a company under the erstwhile legislation has changed. Accordingly, it is proposed to replace the existing heading of Clause III B to move Clauses 47 to 56 of “Other Objects” in the existing Memorandum of Association as relevant

and may be required, to Clause III B of the revised Memorandum of Association and delete the heading “Other Objects” in the existing Memorandum of Association in order to comply with the provisions of the Companies Act, 2013

The revised Memorandum of Association after incorporating the above amendment as approved by the Board will be available for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public holidays) between 2.00 pm and 5.00 pm up to the date of this date of Annual General Meeting of the Company

The Board of Directors of the Company recommends passing of the Resolutions set out in Item No. 6 of the accompanying Notice as a Special Resolution

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in this resolution, except to the extent of their equity shareholding in the Company

Item No. 7

The existing Articles of Association (“Articles”) of the Company are based on the Companies Act, 1956 and several regulations in the existing Articles contain reference to the Sections of the Companies Act, 1956. Some regulations in the existing Articles are no longer in conformity with the provisions of the Companies Act, 2013 (“Act”)

With the enactment of the Companies Act, 2013, several regulations of the existing Articles of the Company require alteration and/or deletion. Given this position, it is considered expedient to wholly replace the existing Articles by a new set of Articles

The draft new set of Articles shall be open for inspection by the Members at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 2.00 p.m to 5.00 p.m upto the date of this Annual General Meeting

Hazaribagh Ranchi Expressway Limited

Regd. Office : The IL&FS Financial Center, Plot C-22, G Block,
Bandra Kurla Complex, Mumbai- 400051
Tel : 022-26533333 **Fax :** 022-26523979
CIN : U45203MH2009PLC191070

The Board of Directors of the Company recommends passing of the Resolutions set out in Item No. 7 of the accompanying Notice as a Special Resolution

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in this resolution, except to the extent of their equity shareholding in the Company

For and on behalf of the Board of Directors
of **Hazaribagh Ranchi Expressway Limited**




Dilip Darji
Company Secretary

August 25, 2016

Registered Office:

The IL&FS Financial Centre
Plot No.C-22, G Block, Bandra-Kurla Complex
Bandra (East), Mumbai 400 051

Hazaribagh Ranchi Expressway Limited

Regd. Office : The IL&FS Financial Center, Plot C-22, G Block,
Bandra Kurla Complex, Mumbai- 400051
Tel : 022-26533333 **Fax :** 022-26523979
CIN : U45203MH2009PLC191070

ATTENDANCE SLIP

Seventh Annual General Meeting held on Wednesday, September 21, 2016, at 11.00 a.m.

I hereby record my presence at the Seventh Annual General Meeting of Hazaribagh Ranchi Expressway Limited to be held at the Registered Office of the Company at The IL&FS Financial Centre, Plot No. C-22, G-Block, Bandra-Kurla Complex, Bandra (East), Mumbai - 400051 on Wednesday, September 21, 2016, at 11.00 a.m.

Member's Folio No. :

Name of Member / Proxy Holder :

No. of Shares held :

Member's / Proxy Holders Signature :

NOTES:

1. Members / Proxy Holders are requested to produce the attendance slip duly signed for admission to the meeting hall.
2. Members are requested to bring their copy of the Annual Report.
3. Formal system of entry will be strictly adhered.

Hazaribagh Ranchi Expressway Limited

Regd. Office : The IL&FS Financial Center, Plot C-22, G Block,
Bandra Kurla Complex, Mumbai- 400051
Tel : 022-26533333 **Fax :** 022-26523979
CIN : U45203MH2009PLC191070

Form No. MGT-11

Proxy form

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

CIN: U45203MH2009PLC191070

Name of the company : **HAZARIBAGH RANCHI EXPRESSWAY LIMITED**

Registered office: **The IL&FS Financial Center, Plot No. C-22, G Block, Bandra Kurla Complex,
Bandra (East), Mumbai- 400 051**

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:....., or failing him

2. Name:

Address:

E-mail Id:

Signature:....., or failing him

Hazaribagh Ranchi Expressway Limited

Regd. Office : The IL&FS Financial Center, Plot C-22, G Block,
Bandra Kurla Complex, Mumbai- 400051
Tel : 022-26533333 **Fax :** 022-26523979
CIN : U45203MH2009PLC191070

3. Name:

Address:

E-mail Id:

Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 7th Annual General Meeting of the company, to be held on Wednesday, September 21, 2016, at 11.00 a.m. at The IL&FS Financial Center, Plot No. C-22, G Block, Bandra Kurla Complex, Bandra (East), Mumbai- 400 051 and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business:

Resolution No.

1.Adoption of Audited Financial Statements for the financial year ended March 31, 2016 and reports of the Board of Directors and Auditors thereon.
2. Re-appointment of Mr. Vijay Kini, who retires by rotation
3. To ratify the appointment of M/s. Luthra & Luthra Associates, Chartered Accountant as Statutory Auditors of the Company and to fix their remuneration

Special Business:

4.Approval of Cost Auditor's Remuneration for the F.Y. 2015-16
5. Appointment of Mr. Prashant Agarwal as a Director of the Company
6. Amendments to Clause III B and Clause III C of the Memorandum of Association of the Company
7. Adoption of new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013

Hazaribagh Ranchi Expressway Limited

Regd. Office : The IL&FS Financial Center, Plot C-22, G Block,
Bandra Kurla Complex, Mumbai- 400051
Tel : 022-26533333 **Fax :** 022-26523979
CIN : U45203MH2009PLC191070

Signed this..... day of..... 20....

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed, filled, signed, stamped and/or deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ROAD MAP FOR ANNUAL GENERAL MEETING

