

ELSAMEX MAINTENANCE SERVICES LIMITED

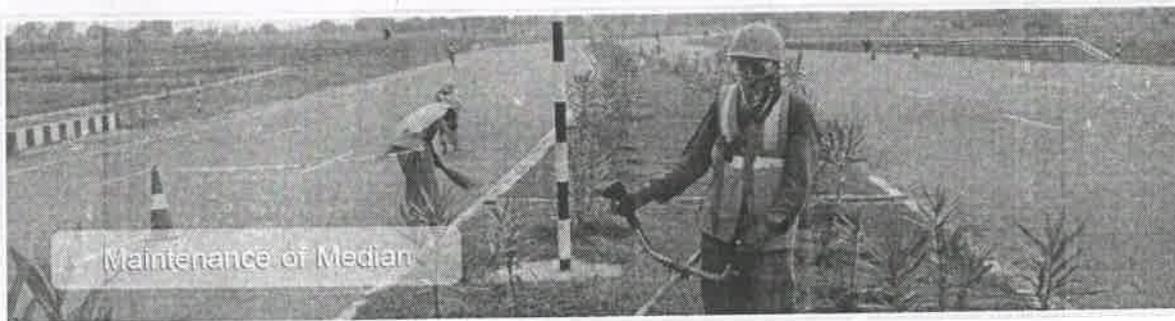
FINANCIAL STATEMENT

2014-15

2ND ANNUAL ACCOUNTS & REPORT
FOR THE YEAR ENDED
31ST MARCH, 2015



ELSAMEX MAINTENANCE SERVICES LIMITED



AUDITOR
LUTHRA & LUTHRA
CHARTERED ACCOUNTANTS
NEW DELHI

Regd. Office: 306, AGGARWAL MALL, PLOT NO-03, SECTOR-5, DWARKA, NEW DELHI -110075 (INDIA)

INDEPENDENT AUDITOR'S REPORT

To The Members of
Elsamex Maintenance Services Limited

Report on the Financial Statements

We have audited the accompanying financial statements of Elsamex Maintenance Services Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2015, 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 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, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. 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, 2015, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure 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, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations which would impact its financial position.
 - 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



Naresh Chandra Agrawal
Partner
M.No: 504922

Place: New Delhi
Date: May 11, 2015

ANNEXURE TO THE AUDITORS' REPORT

(Statement on the matters specified in Companies (Auditor's Report) Order, 2015)

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.
2.
 - a. As per the information and explanations given to us, inventory have been physically verified by the Management at reasonable intervals, and no discrepancy was noticed.
 - b. In our opinion and according to the information and explanation given to us. there is adequate and reasonable procedure of physical verification of inventory followed by the management in relation to the size of the company and nature of its business.
 - c. As per the information and explanations given to us, the company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification.
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 or other parties covered in the register maintained under Section 189 of the Companies Act 2013. Consequently, requirement of clauses (iiia) and (iiib) of the paragraph 3 of the order are not applicable.
4. In our opinion and according to the information and explanations given to us, there is adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchases of fixed assets & inventory and the sale of services. We have not observed any continuing failure on the part of the company to correct major weakness in internal control system.
5. According to the information and explanations given to us the company has not accepted deposits.
6. According to the information and explanation given to us, the Company is not required to maintain cost records u/s 148(1) of the Companies Act, 2013
7.
 - a. According to the information and explanations given to us, the company is generally regular in depositing undisputed statutory dues including provident fund, employees state insurance, income tax, sales tax, wealth tax, service tax, duty of custom, duty of excise, value added tax, cess and other statutory dues applicable to it with the appropriate authorities during the year. However professional Tax of Rs.42,440/- was in arrear as at the last date of the financial year for a period of more than six months from the date they became payable which has subsequently been paid on April 18, 2015.



- b. According to the information and explanation given to us, there is no due on account of income tax, sales tax, wealth tax, service tax, duty of custom, duty of excise, value added tax or cess which have not been deposited on account of dispute.
- c. According to the information and explanation given to us, no amount is required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 and rules made thereunder.
8. The Company does not have accumulated losses at the end of the financial year. The Company has not incurred cash losses during the financial year and in the immediately preceding financial year.
9. In our opinion and as per the information and explanation given to us, the Company has not defaulted in repayment of dues to a financial institution or bank or debenture holders.
10. As per the information and explanation given to us, the company has not given any guarantee for loans taken by others from bank or financial institutions.
11. In our opinion and according to the information and explanation given to us, the Company has applied the term loan for the purpose for which the loan was obtained.
12. Based upon the audit procedures performed and information and explanations given by the management, no fraud on or by the company has been noticed or reported during the year.

For Luthra & Luthra
Chartered Accountants
FRN: 002081N




Naresh Chandra Agrawal
Partner
M.No: 504922

Place: New Delhi
Date: May 11, 2015

ELSAMEX MAINTENANCE SERVICES LIMITED

Balance Sheet as at March 31, 2015

| | Particulars | Note | As at March 31, 2015 | As at March 31, 2014 |
|-----------|-----------------------------------|------|-------------------------|-------------------------|
| I | EQUITY AND LIABILITIES | | | |
| 1 | SHAREHOLDERS' FUNDS | | | |
| | (a) Share capital | 2 | 500,000 | 500,000 |
| | (b) Reserves and surplus | 3 | 150,924,351 | 12,535,009 |
| | | | 151,424,351 | 13,035,009 |
| 2 | NON-CURRENT LIABILITIES | | | |
| | (a) Long-term borrowings | 4 | 1,351,519 | - |
| | (b) Long-term provisions | 5 | 7,025,185 | 1,192,184 |
| | | | 8,376,704 | 1,192,184 |
| 3 | CURRENT LIABILITIES | | | |
| | (a) Trade payables | 6 | 373,210,509 | 78,710,101 |
| | (b) Other current liabilities | 7 | 178,963,910 | 7,963,779 |
| | (c) Short-term provisions | 8 | 12,687,651 | 2,704,837 |
| | | | 564,862,070 | 89,378,717 |
| | TOTAL | | 724,663,125 | 103,605,910 |
| II | ASSETS | | | |
| 1 | NON CURRENT ASSETS | | | |
| | (a) Fixed assets | 9 | 26,299,751 | 522,533 |
| | (b) Deferred Tax Assets (Net) | 10 | 2,395,755 | 306,229 |
| | (c) Long-term loans and advances | 11 | 48,455,657 | 114,441 |
| | (d) Other Non-Current Assets | 12 | 210,000 | 400,000 |
| | | | 77,361,163 | 1,343,203 |
| 2 | CURRENT ASSETS | | | |
| | (a) Inventory | | 8,926,753 | - |
| | (b) Trade receivables | 13 | 356,946,397 | 84,299,397 |
| | (c) Cash and bank balances | 14 | 174,188,039 | 7,043,821 |
| | (d) Short-term loans and advances | 15 | 87,675,570 | 4,415,029 |
| | (e) Other current assets | 16 | 19,565,203 | 6,504,460 |
| | | | 647,301,962 | 102,262,707 |
| | TOTAL | | 724,663,125 | 103,605,910 |

Accompanying notes are an integral part of the financial statements

As per our separate report of even date attached

For LUTHRA & LUTHRA
Chartered Accountants
Reg. No. 002081N

Naresh Chandra Agrawal

Naresh Chandra Agrawal
Partner
M. No. 504922
Place: New Delhi
Date: 11-05-2015



For and on behalf of the Board

Mallikarjun Baswanappa Bajulge

Mallikarjun Baswanappa Bajulge
Managing Director
DIN 02503289

Rajiv Subhashchandra Dubey

Rajiv Subhashchandra Dubey
Director
DIN 05190718

ELSAMEX MAINTENANCE SERVICES LIMITED

Statement of Profit and Loss for the Year ended March 31 , 2015

| | Particulars | Notes | For the Year ended Mar 31, 2015 | For the Year ended March 31, 2014 |
|-----|---|-------|------------------------------------|--------------------------------------|
| I | Revenue from operations | 17 | 2,071,707,379 | 140,823,146 |
| II | Other income | 18 | 5,937,561 | 6,550 |
| III | Total revenue (I + II) | | 2,077,644,940 | 140,829,696 |
| IV | Expenses | | | |
| | Operating expenses | 19 | 1,607,532,695 | 101,746,136 |
| | Employee benefits expense | 20 | 131,084,057 | 11,906,846 |
| | Administrative and general expenses | 21 | 122,477,064 | 8,589,602 |
| | Finance Cost | 22 | 406,021 | - |
| | Depreciation | 9 | 6,273,382 | 31,847 |
| | Total expenses | | 1,867,773,219 | 122,274,431 |
| V | Profit / (Loss) before taxation (III-IV) | | 209,871,722 | 18,555,264 |
| VI | Tax expense: | | | |
| | (1) Current tax | | 73,555,949 | 6,326,484 |
| | (2) Tax Pertaining to earlier year | | 15,957 | |
| | (2) Deferred tax | | (2,089,526) | (306,229) |
| | Total tax expenses (VI) | | 71,482,380 | 6,020,255 |
| VII | Profit / (Loss) for the period (V-VI) | | 138,389,342 | 12,535,009 |
| | Earnings per equity share (Face value per share Rupees 10/-): | 23 | | |
| | (1) Basic | | 2,767.79 | 250.70 |
| | (2) Diluted | | 2,767.79 | 250.70 |

Accompanying notes are an integral part of the financial statements

In terms of our report attached.

For LUTHRA & LUTHRA

Chartered Accountants

Reg. No. 002081N

Naresh Chandra Agrawal



Naresh Chandra Agrawal

Partner

M. No. 504922

Place: New Delhi

Date : 11-05-2015

For and on behalf of the Board

Mallikarjun Baswanappa Bajulge

Mallikarjun Baswanappa Bajulge

Managing Director

DIN 02503289

Rajiv Subhashchandra Dubey

Rajiv Subhashchandra Dubey

Director

DIN 05190718

ELSAMEX MAINTENANCE SERVICES LIMITED
Cash Flow Statement for the Year ended March 31, 2015

| | For the Year ended Mar 31, 2015 | For the Year ended March 31, 2014 |
|--|------------------------------------|--------------------------------------|
| Cash Flow from Operating Activities | | |
| Profit Before Taxes | 209,871,722 | 18,555,264 |
| Adjustments for :- | | |
| Depreciation | 6,273,382 | 31,847 |
| Finance Cost | 406,021 | |
| Operating profit before Working Capital Changes | 216,551,124 | 18,587,111 |
| Adjustments changes in working capital: | | |
| Decrease / (Increase) in Trade receivables | (272,647,000) | (84,299,397) |
| Decrease / (Increase) in other assets & loans and advances (current and non current) | (152,217,526) | (11,740,159) |
| Increase / (Decrease) in Liabilities (current and non current) | 480,487,576 | 90,570,901 |
| Cash Generated from Operations | 272,174,175 | 13,118,456 |
| Direct Taxes paid (Net) | (74,753,633) | (6,020,255) |
| Net Cash generated from Operating Activities (A) | 197,420,542 | 7,098,201 |
| Cash flow from Investing Activities | | |
| Additions to fixed assets | (32,050,599) | (554,380) |
| Net Cash used in Investing Activities (B) | (32,050,599) | (554,380) |
| Cash flow from Financing Activities | | |
| Proceeds from Issue of Shares | - | 500,000 |
| Proceeds from Borrowings (Long Term) | 2,560,000 | - |
| Repayment of Borrowings | (379,703) | - |
| Interest Paid on Borrowings | (406,021) | - |
| Net Cash generated from Financing Activities (C) | 1,774,276 | 500,000 |
| Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C) | 167,144,218 | 7,043,821 |
| Cash and Cash Equivalent at the beginning of the year | 7,043,821 | - |
| Cash and Cash Equivalent at the end of the period | 174,188,039 | 7,043,821 |
| Net Increase / (Decrease) in Cash and Cash Equivalents | 167,144,218 | 7,043,821 |

| Components of Cash and Cash Equivalents | | |
|--|-------------|-----------|
| Cash on hand | 2,161,530 | 285,796 |
| Balances with Banks in current accounts | 166,151,509 | 6,733,025 |
| Balances with Banks in deposit accounts | 5,875,000 | 25,000 |
| Cash and Cash Equivalents as per Balance Sheet | 174,188,039 | 7,043,821 |

In terms of our report attached.

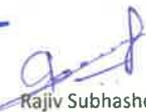
For LUTHRA & LUTHRA
Chartered Accountants
Reg. No. 002081N



Naresh Chandra Agrawal
Partner
M. No. 504922
Place: New Delhi
Date : 11-05-2015

For and on behalf of the Board


Mallikarjun Baswanappa Bajulge
Managing Director
DIN 02503289


Rajiv Subhashchandra Dubey
Director
DIN 05190718

Elsamex Maintenance Services Limited

Notes to the financial statement for the year ended March 31, 2015

1. Background:

The Company was incorporated under the Companies Act 1956 on September 12, 2013 with an objective to engage in the business of providing consultation, supervisions, constructions, operation and maintenance, repairing and other related activities in connection with the infrastructure projects including roads, highways, tunnel, city street, sports stadium-tracks, runways for airport and R&D activity etc.

2. Significant Accounting Policies:

1. Basis of Accounting

The Financial Statements have been prepared under the historical cost convention and in accordance with the generally accepted accounting principles in India (IGAAP) including the applicable Accounting Standards ("AS") as per section 133 of the companies act 2013 read with rule 7 of companies (accounts) rule 2014. The Company generally follows the mercantile system of accounting and recognises income and expenditure on accrual basis.

These financial statements are prepared in accordance with the going-concern principle and on historical cost basis. The presentation and grouping of individual items in the balance sheet, the income statements and the cash flow statements are based on the principle of materiality.

2. Use of estimates

The preparation of financial statements in conformity with IGAAP 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.

3. Classification of Current / Non-current Assets and Liabilities

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

- It is expected to be realized in or is intended for sale or consumption in, the company's operating cycle;
- It is expected to be realized within 12 months after the reporting date;
- 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:

- It is expected to be settled in the company's normal operating cycle;
- It is due to be settled within 12 months after the reporting date;
- 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.



Elsamex Maintenance Services Limited

Notes to the financial statement for the year ended March 31, 2015

4. Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue comprises:

Operation & Maintenance Fees: Operation & Maintenance Fees is recognised on accrual basis in accordance with contractual rights.

Interest on deployment of surplus funds has been recognised using the time proportion method, based on the interest rate implicit in the transaction.

5. Inventory

Inventories are valued at cost or net realisable value whichever is lower. Costs are determined on the FIFO basis. Net realizable value is estimated at the expected selling price less estimated selling costs.

6. Fixed Assets

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

Any difference on carrying amount of assets and amount received at the time of disposal is charge to income statement in the year of disposal.

7. Depreciation

- Assets individually costing Rs. 5,000 or less are depreciated fully in the period when such assets are put to use.
- Depreciation is provided pro-rata for the period of use of the Fixed Assets, under the Straight Line Method in the manner and as per useful life prescribed under Schedule II to the Companies Act, 2013, as amended from time to time.

8. 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.

9. Employee Costs

Employee Costs include Short term employee benefits such as Salaries, Incentives etc., as defined in AS -15 on Employee Benefits. The same are recognised as an expense in the period in which the service is rendered by the concerned employee to the company.

Compensated absences which accrue to employees and which can be carried to future periods but are expected to be encashed or availed in twelve months immediately following the year end are reported as expenses in the year in which the employees perform the services that the benefit covers at the undiscounted amount of the benefits after deducting amounts already paid. Where there are restrictions on availment or encashment of such accrued benefit or where the availment or encashment is otherwise not expected to wholly occur in the next twelve months, the liability on account of the benefit is actuarially determined using the projected unit credit method.

The Gratuity plan for the company is a defined benefit plan. The cost of providing benefits under gratuity is determined using the projected unit credit actuarial valuation method. Actuarial gains and losses are recognised in full in the period in which they occur.

10. Borrowing Cost:

Borrowing costs attributable to the acquisition of qualifying assets are capitalised as part of the cost of that asset. Other borrowing costs are recognised as expense in the year in which these are incurred

11. Leases:

Finance leases which effectively transfer to the company substantial risks and benefits incidental to ownership of the leased item, are capitalized and disclosed as leased assets. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged directly against income.



Elsamex Maintenance Services Limited

Notes to the financial statement for the year ended March 31, 2015

Leases where the Lessor retains substantially all the risks and benefits of ownership of the asset are classified as operating leases. Operating lease payments are recognised as an expense in the income statement on the straight line basis over the lease term.

12. 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.

13. Foreign Currency Transactions

Transactions denominated in foreign currencies are recorded at the exchange rates prevalent at the date of transaction. At the year end, monetary items denominated in foreign currencies other than those covered by forward contracts are converted into rupee equivalent at the yearend exchange rate. All the exchange difference on settlement and conversion of foreign currency transaction are included in the Statement of Profit and Loss.

14. Preliminary Expenditure

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

15. Taxes

Provision for tax comprises of current income tax and deferred income tax. The current charge for the income tax has been calculated in accordance with the relevant tax regulations applicable to the Company. Deferred tax assets and liabilities have been recognized for the future tax consequences of timing differences, subject to prudence.

16. Cash Flow Statements:

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.



Elsamex Maintenance Services Limited

Notes to the financial statement for the year ended March 31, 2015

17. Earnings per Share

Basic earnings per share is calculated by dividing the net profit after tax for the year attributable to equity shareholders of the Group by the weighted average number of equity shares in issue during the year.

Diluted earnings per share is calculated by dividing the net profit after tax for the year attributable to equity shareholders of the Group by the weighted average number of equity shares determined by assuming conversion on exercise of conversion rights for all potential dilutive securities.

For LUTHRA & LUTHRA

For and on behalf of board

Chartered Accountant
Regn. No. 002081N



Naresh Chandra Agrawal
Partner
M. No. 504922



Mallikarjun Baswanappa Bajulge
Managing Director
DIN 02503289



Rajiv Subhashchandra Dubey
Director
DIN 05190718

Please: New Delhi

Date : 11-05-2015

ELSAMEX MAINTENANCE SERVICES LIMITED

Notes forming part of the Financial Statements for the year ended March 31, 2015

Note 2: Share capital

| Particulars | As at March 31, 2015 | | As at March 31, 2014 | |
|---|----------------------|----------------|----------------------|----------------|
| | Number | Rs. | Number | Rs. |
| Authorised Equity Shares of Rupees 10/- each | 50,000 | 500,000 | 50,000 | 500,000 |
| Issued, Subscribed and Paid up Equity Shares of Rupees 10/- each fully paid (refer foot note) | 50,000 | 500,000 | 50,000 | 500,000 |
| Total | 50,000 | 500,000 | 50,000 | 500,000 |

Foot Notes:

i. The company has only one class of ordinary 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, 2015 | | As at March 31, 2014 | |
|--|----------------------|---------|----------------------|---------|
| | No. of Shares | Rs. | No. of Shares | Rs. |
| Shares outstanding at the beginning of the year | 50,000 | 500,000 | - | - |
| Shares issued during the year / period | - | - | 50,000 | 500,000 |
| Shares bought back during the year / period | - | - | - | - |
| Shares outstanding at the end of the year / period | 50,000 | 500,000 | 50,000 | 500,000 |

iii. 50,000 (P.Y.- 49,940) equity shares are held by the holding Company, Elsamex SA Spain

iv. Shareholding more than 5% shares

| Name of Shareholder | As at March 31, 2015 | | As at March 31, 2014 | |
|---------------------|----------------------|--------------------|----------------------|--------------------|
| | No. of Shares held | % of total holding | No. of Shares held | % of total holding |
| Elsamex SA Spain | 50,000 | 100.00% | 49,940 | 99.88% |
| Total | 50,000 | 100.00% | 49,940 | 99.88% |

Note 3: Reserves and surplus

| Particulars | As at March 31, 2015 | As at March 31, 2014 |
|-----------------------------------|----------------------|----------------------|
| Profit / (Loss) Surplus | | |
| Profit / (Loss) Brought Forward | 12,535,009 | - |
| (+) Profit for the current period | 138,389,342 | 12,535,009 |
| Total | 150,924,351 | 12,535,009 |



ELSAMEX MAINTENANCE SERVICES LIMITED

Notes forming part of the Financial Statements for the year ended March 31, 2015

Note 4 : Long Term Borrowings

| Particulars | As at March 31, 2015 | As at March 31, 2014 |
|--|----------------------|----------------------|
| Term Loans (Secured): | | |
| -From Banks-Vehicle loan (Refer foot note) | 1,351,519 | - |
| Total | 1,351,519 | - |

Foot Note:

Vehicle Loan is secured against hypothecation of Tractors & Loader and repayable in monthly installments, repayment schedule is as under:

| Financial Year | Installment amount |
|----------------|--------------------|
| 2015-16 | 828,779 |
| 2016-17 | 930,708 |
| 2017-18 | 420,810 |

Note 5: Long-term provisions

| Particulars | As at March 31, 2015 | As at March 31, 2014 |
|---------------------------------|----------------------|----------------------|
| Provision for employee benefits | 7,025,185 | 1,192,184 |
| Total | 7,025,185 | 1,192,184 |

Note 6 : Trade Payables

| Particulars | As at March 31, 2015 | As at March 31, 2014 |
|----------------------|----------------------|----------------------|
| From related parties | 64,016,100 | 7,654,049 |
| From others | 309,194,409 | 71,056,052 |
| Total | 373,210,509 | 78,710,101 |

Note 7: Other current liabilities

| Particulars | As at March 31, 2015 | As at March 31, 2014 |
|---|----------------------|----------------------|
| Current maturity of long term borrowings - From Banks | 828,778 | - |
| Mobilisation advance- Related party | 118,019,821 | 1,500,000 |
| Statutory dues | 27,170,401 | 2,290,967 |
| Retention money deducted | 24,268,682 | - |
| Expenses Payable | 8,676,228 | 4,165,361 |
| Advance received | - | 6,851 |
| Share Application Money pending for refund | - | 600 |
| Total | 178,963,910 | 7,963,779 |

Note 8: Short-term provisions

| Particulars | As at March 31, 2015 | As at March 31, 2014 |
|--|----------------------|----------------------|
| Provision for employee benefits | 9,900,076 | 1,211,800 |
| Provision for tax (net of advance tax) | - | 425,520 |
| Provision for other expenses | 2,787,575 | 1,067,517 |
| Total | 12,687,651 | 2,704,837 |



ELSAMEX MAINTENANCE SERVICES LIMITED

Notes forming part of the Financial Statements for the year ended March 31, 2015

Note 9: Fixed assets

| Particulars | Gross block (at cost) | | | | Depreciation and Amortisation | | | Net block | |
|--------------------------------|-----------------------|-------------------|-----------|----------------------|-------------------------------|---------------------|-----------|----------------------|----------------------|
| | Opening | Additions | Deletions | As at March 31, 2015 | Opening Depreciation | Charge for the year | Deletions | As at March 31, 2015 | As at March 31, 2014 |
| End User Devices | 105,000 | 3,007,194 | - | 3,112,194 | 2,500 | 885,881 | - | 888,381 | 102,500 |
| Office equipments | 238,265 | 5,879,718 | - | 6,117,983 | 25,773 | 1,112,655 | - | 1,138,428 | 212,492 |
| Furniture and fixtures | 186,440 | 2,608,712 | - | 2,795,152 | 3,320 | 1,015,312 | - | 1,018,632 | 183,120 |
| Plant and machinery | 24,675 | 12,918,609 | - | 12,943,284 | 254 | 2,315,844 | - | 2,316,098 | 24,421 |
| Vehicles | - | 6,197,146 | - | 6,197,146 | - | 873,228 | - | 873,228 | - |
| Building (Temporary Structure) | - | 1,439,220 | - | 1,439,220 | - | 70,462 | - | 70,462 | - |
| Total | 554,380 | 32,050,599 | - | 32,604,979 | 31,847 | 6,273,382 | - | 6,305,229 | 522,533 |
| Previous year Figure | - | 554,380 | - | - | - | 31,847 | - | - | 522,533 |



ELSAMEX MAINTENANCE SERVICES LIMITED

Notes forming part of the Financial Statements for the year ended March 31, 2015

Note 10: Deferred Tax Assets (Net)

| Particulars | As at March 31, 2015 | As at March 31, 2014 |
|--|-------------------------|-------------------------|
| Deferred Tax Assets: | | |
| Timing differences in respect of employee benefits | 2,045,500 | 315,539 |
| Timing differences in respect of depreciation | 350,255 | - |
| Deferred Tax Liability: | | |
| Timing differences in respect of depreciation | - | 9,310 |
| Total | 2,395,755 | 306,229 |

Note 11: Long-term loans and advances

| Particulars | As at March 31, 2015 | As at March 31, 2014 |
|-----------------------------|-------------------------|-------------------------|
| Retention Money | | |
| Unsecured, considered good | | |
| - Related Party | 30,501,331 | - |
| - Others | 6,465,205 | - |
| Performance Security | | |
| Unsecured, considered good | | |
| - Related Party | 10,773,750 | - |
| Security Deposits | | |
| Unsecured, considered good | | |
| - Others | 715,371 | 114,441 |
| Total | 48,455,657 | 114,441 |

Note 12: Other Non-current assets

| Particulars | As at March 31, 2015 | As at March 31, 2014 |
|---|-------------------------|-------------------------|
| Fixed deposits having maturity more than 12 months under lien | 210,000 | 400,000 |
| Total | 210,000 | 400,000 |

Note 13: Trade receivables

| Particulars | As at March 31, 2015 | As at March 31, 2014 |
|--|-------------------------|-------------------------|
| Outstanding for more than six months from the date they are due for payment | | |
| Unsecured, considered good | | |
| - Related party | 866,298 | - |
| - Others | - | - |
| Outstanding for less than six months from the date they are due for payment | | |
| Unsecured, considered good | | |
| - Related party | 316,973,543 | 84,299,397 |
| - Others | 39,106,556 | - |
| Total | 356,946,397 | 84,299,397 |



ELSAMEX MAINTENANCE SERVICES LIMITED

Notes forming part of the Financial Statements for the year ended March 31, 2015

Note 14: Cash and Bank Balances

| Particulars | As at March 31, 2015 | As at March 31, 2014 |
|---|-------------------------|-------------------------|
| a. Cash and cash equivalents | | |
| Cash on hand | 2,161,530 | 285,796 |
| Balances with Banks in current accounts | 166,151,509 | 6,733,025 |
| b. Other bank balances | | |
| Bank balances / deposits held as margin money | 2,425,000 | 25,000 |
| Fixed deposits having maturity less than 12 months under lien | 3,450,000 | - |
| Total | 174,188,039 | 7,043,821 |

Note 15: Short-term loans and advances

| Particulars | As at March 31, 2015 | As at March 31, 2014 |
|-----------------------|-------------------------|-------------------------|
| Security deposit | | |
| - Others | 1,657,101 | 293,300 |
| Retention Money | | |
| - Related Party | 10,790,844 | - |
| WCT Receivable | 12,848,289 | 1,030,765 |
| Earnest money deposit | | |
| - Related Party | 100,000 | - |
| Advance to staff | 614,189 | 1,092,140 |
| Mobilization advance | 27,834,762 | - |
| Prepaid expenses | 21,476,703 | 1,011,424 |
| Advance to Suppliers | 12,353,682 | 987,400 |
| Total | 87,675,570 | 4,415,029 |

Note 16: Other current assets

| Particulars | As at March 31, 2015 | As at March 31, 2014 |
|--|-------------------------|-------------------------|
| Unbilled revenue | 16,832,324 | 6,497,910 |
| Interest accrued but not due on FD | 172,263 | 6,550 |
| CENVAT Credit | 1,345,321 | - |
| Advance Tax (Net of Provision for tax) | 1,181,727 | - |
| Withheld against labour cess | 33,568 | - |
| Total | 19,565,203 | 6,504,460 |



ELSAMEX MAINTENANCE SERVICES LIMITED

Notes forming part of the Financial Statements for the year ended March 31, 2015

Note 17: Revenue from operations

| Particulars | For the year ended March 31, 2015 | For year ended March 31, 2014 |
|--------------------------------|--------------------------------------|----------------------------------|
| Periodical Maintenance Income | 846,959,766 | - |
| Toll Collection Income | 84,848,640 | - |
| Operation & Maintenance Income | 1,139,898,973 | 140,823,146 |
| | 2,071,707,379 | 140,823,146 |

Note 18: Other Income

| Particulars | For the year ended March 31, 2015 | For year ended March 31, 2014 |
|---------------------------------------|--------------------------------------|----------------------------------|
| Interest on bank deposits | 184,254 | 6,550 |
| Rent Received | 3,265,250 | - |
| Reimbursement of Expenses (Income) | 1,207,788 | - |
| Receipt Against Slurry Machine Hiring | 1,050,087 | - |
| Other Income | 230,182 | - |
| | 5,937,561 | 6,550 |

Note 19: Operating expenses

| Particulars | For the year ended March 31, 2015 | For year ended March 31, 2014 |
|----------------------------------|--------------------------------------|----------------------------------|
| Periodical Maintenance Expenses | 655,122,923 | - |
| Toll Collection Expenses | 86,676,205 | - |
| Operation & Maintenance Expenses | 865,733,567 | 101,746,136 |
| | 1,607,532,695 | 101,746,136 |

Note 20: Employee benefit expenses

| Particulars | For the year ended March 31, 2015 | For year ended March 31, 2014 |
|---|--------------------------------------|----------------------------------|
| Salaries, Wages and allowances | 113,974,594 | 11,168,061 |
| Contribution to provident and other funds | 8,351,502 | 348,084 |
| Staff Training & Welfare expenses | 8,757,961 | 390,701 |
| | 131,084,057 | 11,906,846 |

Note 21: Administrative and general expenses

| Particulars | For the year ended March 31, 2015 | For year ended March 31, 2014 |
|-----------------------------|--------------------------------------|----------------------------------|
| Audit Fee | 651,688 | 308,990 |
| Donation Paid | 500,000 | - |
| Legal and consultation fees | 2,312,026 | 441,571 |
| Preliminary Expenses | - | 21,000 |
| Travelling and conveyance | 8,485,640 | 220,764 |
| Rent | 7,491,459 | 244,629 |
| Rates and taxes | 34,018,524 | 764,444 |
| Repairs and maintenance | 1,526,816 | 1,156,861 |
| Sales & Business Promotion | 1,597,825 | 25,822 |
| Communication expenses | 5,776,062 | 574,004 |
| Insurance | 4,777,057 | 129,038 |
| Printing and stationery | 12,145,271 | 954,379 |
| Electricity charges | 14,173,036 | 3,400,993 |
| Fees For Technical Services | 21,373,919 | - |
| Other Expenses | 7,647,741 | 347,107 |
| | 122,477,064 | 8,589,602 |

Payment to Auditors

| | | |
|--------------------|----------------|----------------|
| Statutory Auditors | 500,000 | 225,000 |
| Tax Auditors | 50,000 | 50,000 |
| Certification fees | 30,000 | - |
| Service tax | 71,688 | 33,990 |
| | 651,688 | 308,990 |

Note 22: Finance Costs

| Particulars | For the year ended March 31, 2015 | For year ended March 31, 2014 |
|---|--------------------------------------|----------------------------------|
| Interest on Loan expenses | 137,787 | - |
| Interest on delay payment of statutory dues | 268,234 | - |
| | 406,021 | - |



ELSAMEX MAINTENANCE SERVICES LIMITED

Notes forming part of the Financial Statements for the year ended March 31, 2015

Note 23: Earnings per equity share

| Particulars | Unit | For the Year ended March 31, 2015 | For period ended March 31, 2014 |
|--|---------|--------------------------------------|------------------------------------|
| Profit / (loss) after tax | ₹ | 138,389,342 | 12,535,009 |
| Weighted number of Equity Shares outstanding | Numbers | 50,000 | 50,000 |
| Nominal Value of equity shares | ₹ | 10 | 10 |
| Basic Earnings per share | ₹ | 2,767.79 | 250.70 |
| Equity shares used to compute diluted earnings per share | Numbers | 50,000 | 50,000 |
| Diluted Earnings per share | ₹ | 2,767.79 | 250.70 |

24. Contingent Liabilities and Commitments

Fixed deposits of ₹ 24,25,000/- have been kept in lein with bankers in respect of bank guarantee of ₹ 23,75,000/- Further, Fixed deposits of ₹ 36,60,000/- are kept under lein with various parties & authorities.

Bank Guarantee of ₹4,04,31,111 provided by IL&FS Transportation Networks Limited to GRICL on behalf of Elsamex Maintenance Services Limited.

25. Employees Post Retirement Benefits:

The Group offers its employees Defined Contribution Benefits in the form of Provident Fund. The fund cover substantially all regular employees. Contributions are paid during the year into separate funds under certain statutory /fiduciary type arrangements. Both the employees and the Group pay predetermined contributions into the provident fund. The contributions are normally based on a certain proportions of the employee's salary.

The Group offers its employees Defined Benefit Plans in the form of Gratuity (a lump sum amount). Amout payables under defined benefit plans are typically based on years of service rendered and the employees' eligible compensation (immedaitely before retirement). The Gratuity scheme covers substantially all regular employees. Commitments are actuarially determined at year end. Actuarial Valuation is based on "Projected Unit Credit" Method. Gains and losses due to changes in actuarial assumptions are charged to the Consolidated Statement of Profit and Loss.

The following table summarises the components of net expense recognised in the income statement and amounts recognised in the balance sheet for gratuity.

Net Benefit Expenses

| | For the Year ended March 31, 2015 (₹) | Year ended March 31, 2014 (₹) |
|--|---|-------------------------------------|
| Current service cost | 3,309,647 | 82,750 |
| Interest cost on benefit obligation | 45,977 | - |
| Expected return on plan assets | - | - |
| Net actuarial(gain)/loss recognised | 668,181 | - |
| Annual expenses | 4,023,805 | 82,750 |
| Benefit Asset/ (Liability) | | |
| Defined benefit obligation | 6,100,329 | 586,435 |
| Fair value of plan assets | - | - |
| Benefit Asset/ (Liability) | (6,100,329) | (586,435) |
| Changes in the present value of the defined benefit obligation: | | |
| Opening defined benefit obligation | 586,435 | - |
| Transferred In | 1,490,089 | 503,685 |
| Interest cost | 45,977 | - |
| Current service cost | 3,309,647 | 82,750 |
| Benefits Paid | - | - |
| Net actuarial(gain)/loss recognised in year | 668,181 | - |
| Closing defined benefit obligation | 6,100,329 | 586,435 |

The principal assumptions used in determining pension and post-employment benefit obligations for the Company's plans are shown below:

| | | |
|-------------------------|---|---|
| Discount rate | 7.75% | 9.27% |
| Future salary increases | 10.00% | 10.00% |
| Mortality table used | Indian Assured Lives (2006-2008) Ultimate Table | Indian Assured Lives (2006-2008) Ultimate Table |

The estimates of future salary increases considered in the actuarial valuation take into account inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market



The amounts for the current year and previous annual periods are given below:

| | 31-Mar-15 | 31-Mar-14 |
|--|-------------|------------|
| Defined benefit obligation | 61,00,329 | 5,86,435 |
| Defined benefit Assets | - | - |
| Surplus/(Deficit) | (61,00,329) | (5,86,435) |
| Experience adjustments on plan liabilities | 1,73,208 | - |
| Experience adjustments on plan assets | - | - |

26. Changes in Accounting Policy

The assets which are existing in the books as at March 31, 2015 are depreciated over the balance useful life as per provisions of the Companies Act, 2013 based on Straight Line Method Basis including the assets which are depreciated based on Written Down Value till March 31st, 2014 other than those specified otherwise. Effect of the change in the method of depreciation is calculated respectively. Effect in the change in estimated useful life in accordance with the Schedule II of the Companies Act 2013 is applied prospectively over the remaining useful life. Assets whose useful life under Schedule II of the Companies Act 2013, has been completed as at March 31, 2015 are fully depreciated and such depreciation is adjusted against the opening balance of retained earnings.

Consequent of adoption of the revised policy of depreciation:

- A sum of Rs. NIL has been adjusted against the opening balance of Retained Earnings.
- Had the company followed the earlier method of depreciation of tangible assets the charge to the Statement of Profit & Loss for the year ended March 31, 2015 would have been higher by Rs.694,799/- and consequently reserves and surplus would have been higher by Rs.694,799/-.

27. Foreign Exchange Exposure

| Expenditure in Foreign Currency: | As at | As at |
|----------------------------------|-------------------|----------------|
| | March 31, 2015 | March 31, 2014 |
| Fees for technical services | 213,73,919 | - |
| | 213,73,919 | - |

Derivative Instrument and unhedged foreign currency exposure

| | As at March 31, 2015 | | As at March 31, 2014 | |
|---------------------------------------|----------------------|--------------------------|----------------------|--------------------------|
| | In Rs. | Foreign Currency in Euro | In Rs. | Foreign Currency in Euro |
| a. Hedged Foreign Currency Exposure | - | - | - | - |
| b. Unhedged foreign currency exposure | | | | |
| Elsamex SA | 146,19,684 | 2,18,517 | - | - |

28. a) List of Related parties and Transactions / Outstanding Balances:

| Nature of Relationship | Name |
|--------------------------|---|
| Ultimate Holding Company | IL&FS Transportation Networks Limited |
| Holding Company | Elsamex SA |
| Fellow Subsidiary | Yala Construction Company Private Limited Elsamex India Private Limited Grusamar India Ltd MP Border Check posts Development Company Limited Kiratpur Ner Chowk Expressway Ltd. Gujrat Road & Infrastructure Co. Ltd |
| Key Management Personnel | M B Bajulge Ajay Menon Rajiv S Dubey George Cherian |
| Associate | IL&FS Technologies Limited |

b) Transactions / Balances with related parties as mentioned (a) above

| Account head | Name of Entity | As at March 31, 2015 | As at March 31, 2014 |
|--|-------------------------------|----------------------|----------------------|
| Balances: | | | |
| Share Capital | Elsamex SA | 5,00,000 | 5,00,000 |
| Current Liabilities (Share Application Money Pending for refund) | Elsamex SA | - | 600 |
| Current Liabilities (Payables) | Elsamex India Private Limited | 372,17,547 | 723691 |



| | | | |
|--|---|--------------------------------------|--|
| Current Liabilities (Mobilization advance) | IL&FS Transportation Networks Limited | 118,019,821 | - |
| Current Liabilities (Payables) | MP Border Check posts Development Company Limited | 1,494,714 | 1,500,000 |
| Current Liabilities (Payables) | IL&FS Technologies Limited | 10,684,155 | 6,930,358 |
| Current Liabilities (Payables) | Elsamex SA | 14,619,684 | - |
| Current Asset (Receivables) | IL&FS Transportation Networks Limited | 184,984,172 | 54,946,170 |
| Current Asset (Receivables) | Gujrat Road & Infrastructure Co. Ltd | 8,403,651 | - |
| Current Asset (Receivables) | Kiratpur Ner Chowk Expressway Ltd. | 1,522,778 | - |
| Current Asset (Receivables) | MP Border Check posts Development Company Limited | 62,946,620 | 29,353,227 |
| Current Asset (Receivables) | Road Infrastructure Dev.Co. of Rajasthan | 59,982,620 | - |
| Current Asset (Retention money & withheld) | Road Infrastructure Dev.Co. of Rajasthan | 28,328,954 | - |
| Current Asset (Retention money) | IL&FS Transportation Networks Limited | 14,772,915 | - |
| Current Asset (Retention money) | Kiratpur Ner Chowk Expressway Ltd. | 3,292,357 | - |
| Current Asset (Retention money) | Gujrat Road & Infrastructure Co. Ltd | 5,671,699 | - |
| | | | |
| Account head | Name of Entity | Year ended March 31, 2015 | Period ended March 31, 2014 |
| Transactions: | | | |
| Share Issued | Elsamex SA | - | 499,400 |
| Direct Income | IL&FS Transportation Networks Limited | 977,461,275 | 89,556,919 |
| Direct Income | MP Border Check posts Development Company Limited | 400,759,716 | 51,266,227 |
| Direct Income (Slurry Machine Hiring) | Elsamex India Private Limited | 800,000 | - |
| Direct Income | Gujrat Road & Infrastructure Co. Ltd | 178,400,021 | - |
| Direct Income | Kiratpur Ner Chowk Expressway Ltd. | 65,648,053 | - |
| Direct Income | RIDCOR | 227,465,492 | - |
| Direct Expense | MP Border Check posts Development Company Limited | 2,956,200 | - |
| Reimbursements of Expenses | Yala Construction Company Private Limited | 512,150 | 130,800 |
| Reimbursements of Expenses | Elsamex India Private Limited | 1,927,956 | 1,227,376 |
| Reimbursements of Expenses (Income) | Yala Construction Company Private Limited | 540,780 | - |
| Reimbursements of Expenses (Income) | Elsamex India Private Limited | 557,838 | - |
| Reimbursements of Expenses (Income) | Grusamar India Ltd | 109,170 | - |
| Direct Expense | Yala Construction Company Private Limited | 7,288,254 | - |
| Purchase of Assets | Yala Construction Company Private Limited | 8,897,250 | - |
| Liability Taken Over | Yala Construction Company Private Limited | 1,895,464 | - |
| Direct Expenses | Elsamex India Private Limited | 25,517,040 | - |
| Purchase of Assets | Elsamex India Private Limited | 9,622,137 | - |
| Liability Taken Over | Elsamex India Private Limited | 117,164 | - |
| Direct Expenses | IL&FS Technologies Limited | 38,095,828 | 6,930,358 |
| Direct Expenses (Fee for technical services) | Elsamex SA | 19,022,712 | - |
| Fees to Directors | M B Bajulge | 50,000 | - |
| Fees to Directors | Ajay Menon | 40,000 | - |
| Fees to Directors | Rajiv S Dubey | 40,000 | - |
| Fees to Directors | George Cherian | 40,000 | - |

29. Segment Reporting

The Company is engaged in the business of operation and maintenance and thus operates in a single business and geographical segment. As a result, disclosures required under AS-17 on 'Segment Reporting' have not been given.

30. Lease Obligations

Operating Lease

The Company has entered into operating lease agreement for office premises. The minimum future lease payment during non-cancellable period is ₹ 13,25,000/- for not later than one year.

31. Previous Year's Comparatives:

Figures for the previous year have been regrouped / reclassified to conform to current year's presentation. Figures in brackets represent negative balance except otherwise stated.

The accompanying notes are an integral part of the financial statements

For LUTHRA & LUTHRA
Chartered Accountants
Reg. No. 002081N



Naresh Chandra Agrawal
Partner
M No. 504922
Place: New Delhi
Date : 11-05-2015



For and on behalf of the Board



Mallikarjun Baswanappa Bajulge
Managing Director
DIN 02503289



Rajiv Subhashchandra Dubey
Director
DIN 05190718