

PATEL KNR INFRASTRUCTURES LTD.

13TH ANNUAL REPORT

2018-2019

PATEL KNR INFRASTRUCTURES LTD.

CIN: U45201MH2006PLC162856

BOARD OF DIRECTORS	Mr. Bollampally Sudaschander Reddy Mr. Kamidi Narasimha Reddy Mr. Chittaranjan Kumar Singh Mr. K Ramasubramanian, Independent Director Ms. Parul Khanna, Independent Director
CHIEF EXECUTIVE OFFICER	Mr. Bollampally Sudaschander Reddy
CHIEF FINANCIAL OFFICER	Mr. Rishi R Vyas
COMPANY SECRETARY	Mr. Anurag Kankaria
AUDITORS	M/S. MKPS & Associates. Chartered Accountants, Hyderabad.
BANKERS	AXIS BANK LTD.
REGISTERED OFFICE	PATEL ESTATE ROAD JOGESHWARI (W) MUMBAI – 400 102.
NAME AND ADDRESS OF DEBENTURE TRUSTEES	IDBI TRUSTEESHIP SERVICES LIMITED Asian Bldg, Ground floor, 17, R Kamani Marg, Ballard Estate, Mumbai -400 001. T: +91 022 40807007 Fax: +91 022 66311776 Email: itsl@idbitrustee.com Website: www.idbitrustee.com

PATEL KNR INFRASTRUCTURES LTD.

CIN: U45201MH2006PLC162856

REGD OFFICE: Patel Estate Road, Jogeshwari (W), Mumbai - 400102.

BOARDS' REPORT

The Directors are pleased to present the Thirteenth Annual report together with the Audited Accounts for the year ended March 31, 2019.

Financial highlights

The performance of the Company for the year ended on 31st March 2019 is summarized as follows:

Particulars	(Rs. in Lakhs)	
	2018-19	2017-18
Income for the year	5310.95	5784.32
Less: Expenditure	4951.02	5512.71
Profit/Loss before Depreciation & Tax (PBDT)	359.93	271.61
Less: Depreciation	8.12	7.49
Profit /Loss before Tax (PBT)	351.81	264.12
Less: Provision for Tax	134.25	115.08
Profit /Loss after Tax (PAT)	217.56	149.04
Balance brought forward from previous year	149.82	0.78
Transfer to Debenture Redemption Reserve	149.82	-
Balance carried to Balance sheet	-	149.82

Dividend:

To conserve funds, the Board of Directors has not recommended any dividend for the financial year 2018-19.

Reserves

Due to inadequate profits, there is no transfer to Reserves for the year ended March 31, 2019.

Share Capital

A. Buy Back of Securities

The Company has not bought back any of its securities during the year under review.

B. Sweat Equity

The Company has not issued any Sweat Equity Shares during the year under review.

C. Bonus Shares

No Bonus Shares were issued during the year under review.

D. Employees Stock Option Plan

The Company has not provided any Stock Option Scheme to the employees.

Information on state of affairs of the Company

During the year under review, the Company has received two annuities of Rs. 6598 Lakhs each from NHAI. However, as per the disclosure requirements of IND-AS the amount of total income stood at Rs. 5310.95 Lakhs which comprises of Interest Income of Rs. 2793.20 Lakhs and O& M income of Rs. 2279.90 Lakhs on the carriage way which is to be recognized as a financial asset.

As per
KM Heddy

Operation and Maintenance (O&M) of project is as per O&M Agreement. M/s Patel-KNR JV is executing O&M. The Company received the final completion certificate from NHA on 31.03.2017, though provisional completion Certificate was received on 29.12.2009.

Subsidiaries / Joint Ventures / Associate Companies

The Company has no subsidiaries / joint ventures / associate companies.

Related party transactions:

All the transactions entered by the Company with Related Parties during the financial year 2018-19 were in the ordinary course of Business and at arm's length basis.

There were no materially significant transactions with related parties during the financial year 2018-19 which were in conflict with the interest of the Company. All the Related Party Transactions as required under AS-18 are reported in the Notes to the financial statements.

Particulars of loans given, Investments made, Guarantees given and Securities provided under Section 186

Since the Company falls under the category of providing infrastructural facilities under Schedule VI of the Companies Act, 2013, none of the provisions of Section 186 except sub-section (1) are applicable to the Company. Hence no separate disclosures are made with respect to the particulars of loans given, investments made, guarantees given and securities provided by the Company.

Internal Financial Controls

The Management continuously reviews the internal control systems and procedures for the efficient conduct of the Company's business.

Directors and Key Managerial Persons:

The Board of Directors of the Company comprise of:

1. Mr. Bollampally Sudaschander Reddy, Chief Executive Officer and Director
2. Mr. Kamidi Narasimha Reddy, Non Executive Director
3. Mr. Chittaranjan Kumar Singh, Non Executive Director
4. Mr. K Ramasubramanian, Independent Director
5. Ms. Parul Khanna, Independent Director

The Company has received necessary declarations from the Independent directors under Section 149(7) of the Companies Act, 2013 that they meet the criteria of independence as laid down in Section 149(6) of the Companies Act, 2013.

Retirement by Rotation of the Director: Mr. C K Singh, Director, retire by rotation at the Annual General Meeting and being eligible, offer himself for re-appointment.

Key Managerial Personnel:

Mr. B.S Reddy, Mr. Rishi K Vyas and Mr. Anurag Kankaria act as the Chief Executive Officer, Chief Financial Officer and Company Secretary of the Company respectively and are the Key Managerial Personnel (KMP) of the Company as per the provisions of the Companies Act, 2013 (the Act).

BS Reddy
BS Reddy

Number of meetings of the Board of Directors

The Company held five (5) meetings of the Board of Directors during the financial year 2018-19.

Evaluation of Board's performance:

In compliance with the Companies Act, 2013, the Company has a formal mechanism for evaluating the performance of the individual Director(s) of the Board.

Directors' Responsibility statement:

As required under Section 134 (3)(c) of the Companies Act, 2013, your Board of Directors of the Company hereby states and confirms that:

- a) in the preparation of the annual accounts for the financial year ended March 31, 2019, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the directors had 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 as at March 31, 2019 and of the profit and loss of the company for that period;
- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis; and
- e) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Audit Committee:

The Audit committee consists of two independent directors and one Non-executive director. The present members of the Committee are:

1. Mr. K Ramasubramanian – Independent Director
2. Ms. Parul Khanna – Independent Director and
3. Mr. K N Reddy – Non Executive Director

The Committee's composition meets with requirements of Section 177 of the Companies Act, 2013. The Committee's role, terms of reference, the authority and the power of Chairman are in conformity with the requirements of the Companies Act, 2013.

The audit committee met periodically during the year.

Nomination and Remuneration Committee:

The Nomination and Remuneration committee consists of two independent directors and one Non-executive director. The present members of the Committee are:

1. Mr. K Ramasubramanian – Independent Director

for
K N Reddy

2. Ms. Parul Khanna – Independent Director and
3. Mr. K N Reddy – Non Executive Director

The Committee's composition and terms of reference are in compliance with provisions of the Companies Act, 2013.

Remuneration Policy:

The Company has framed a Remuneration policy pursuant to Section 178 of the Companies Act, 2013 and the said policy is annexed as **Annexure A**.

Corporate Social Responsibility Policy (CSR):

The provisions relating to CSR are not applicable to the Company.

Auditors:

i) Statutory Auditors:

The Auditors, M/s. MKPS & Associates, Chartered Accountants, Hyderabad bearing ICAI Registration No.302014E were appointed as Statutory Auditors of the Company for a period of 5 years (2017-2022) at the 11th Annual General Meeting of the company held on September 29, 2017.

ii) Secretarial Auditor:

In pursuance of Section 204 of the Companies Act, 2013, M/s. Neena Deshpande & Co., Company Secretaries, Thane was appointed to conduct the Secretarial Audit of the Company for the financial year 2018-19.

The Secretarial Audit report for the financial year 2018-19 is annexed to this report as **Annexure B**.

Auditors' Report:

The Auditors' Report for the financial year ended March 31, 2019 to the Shareholders does not contain any qualifications, reservations or any significant observations or remarks.

Reporting of fraud by Auditors

During the year under review, no instance of fraud was reported by Statutory auditors, as having been committed against the Company by its officers or employees.

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

(A) Conservation of Energy and Technology Absorption:

The provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 are not applicable to the Company. However, Conservation of energy continues to be one of the important objectives of the Company and all possible efforts have been made to minimize its consumption. The Company has made all possible efforts to absorb the technology to its fullest capacity.

(B) Foreign exchange earnings and Outgo:

There are no Foreign exchange earnings and outgo during the year.

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K N Reddy

Extract of the annual return

Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014, the extract of the annual return in Form No. MGT - 9 is annexed as **Annexure C**.

Risk management policy

In compliance with the requirement of the Companies Act, 2013 and to effectively and efficiently manage risk and address challenges, the Company has formulated Risk Management Policy.

Vigil Mechanism:

The Company has established a system of Vigil Mechanism for the employees to report genuine concerns/grievances. The vigil mechanism is presently overseen by the Board. There are no complaints / grievances received from any Directors or employees of the Company under this policy during the year.

Particulars of Employees:

The information required under section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not applicable to the company for the year under review.

Significant and material orders passed by the regulators:

During the year under review, no significant and material orders were passed by the Regulators or Courts or Tribunals impacting the going concern status and the Company's operations.

Material changes and commitments if any, affecting the financial position of the Company after March 31, 2019:

There are no material changes and commitments to report.

Deposits:

The Company has neither accepted nor renewed any amount falling within the purview of provisions of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposit) Rules, 2014 during the year under review. Hence the requirement of furnishing of details relating to deposits covered under chapter V of the said Act or details of deposits which are not in compliance with the chapter V of the said Act is not applicable.

Acknowledgement:

The Directors acknowledge and thank the Parent Companies, business associates, Government authorities and bankers for their support and co-operation.

By order of the Board,
for Patel KNR Infrastructures Ltd.

B. S. Reddy, Chandan Dube

B S Reddy
CEO & Director
DIN: 01675600

By order of the Board,
for Patel KNR Infrastructures Ltd.

K N Reddy

K N Reddy
Director
DIN: 00382412

Hyderabad
28.05.2019

Nomination and Remuneration Policy

PATEL KNR INFRASTRUCTURES LIMITED
CIN: U45201MH2006PLC162856
PATEL ESTATE ROAD,
JOGESHWARI (WEST), MUMBAI – 400102.

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Introduction

Patel KNR Infrastructures Limited ('the Company') has adopted this Policy upon the recommendation of the Board and the said Policy is in compliance with the requirements of Section 178 of the Companies Act, 2013 and rules thereunder('the Act').

This policy shall be applicable to the company with effect from March 31, 2015.

Objective

The key objective of the policy would be:

- a) To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management;
- b) To formulate criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of Directors, key managerial personnel and other employees;
- c) Formulation of criteria for evaluation of Independent Director and the Board;
- d) To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board;
- e) To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management;
- f) To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations;
- g) To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage;
- h) To devise a policy on Board diversity;
- i) To develop a succession plan for the Board and to regularly review the plan.

Scope and Applicability

The policy shall apply to

- a) Directors (Executive, Non Executive and Independent);
- b) Key Managerial person;
- c) Senior management personnel.

Definitions

The following words shall have the meanings as provided in the policy, unless otherwise mentioned in the Act:

Board	"Board" means the Board of Directors of the Company as defined under the Act.
Directors	Directors mean Directors of the company.
Policy	"Policy or this Policy" means Policy on Nomination and Remuneration of this company.
Senior Management	As per explanation to Section 178, Senior Management means personnel of the company who are members of its core management team excluding the Board of Directors comprising all members of management one level below the executive directors, including functional Heads.
Key managerial personnel (KMP)	<p>Key managerial personnel means whole-time key managerial personnel of the Company appointed under section 203 of the Act, which include:</p> <ul style="list-style-type: none">(i) Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time director;(ii) Company Secretary;(iii) Chief Financial Officer; and(iv) Such other officer as may be prescribed.
Remuneration	Remuneration means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961.
Independent Director	means an independent director referred to in sub-section (5) of section 149.
Employees' stock option	means the option given to the directors, officers or employees of a company or of its holding company or subsidiary company or companies, if any, which gives such directors, officers or employees, the benefit or right to purchase, or to subscribe for, the shares of the company at a future date at a pre-determined price.

Words and expressions used and not defined in the Policy shall have the same meanings as assigned to them in the Act.

Interpretation

Terms that have not been defined in this Policy shall have the same meaning assigned to them in the Companies Act, 2013 as amended from time to time.

Guiding Principles

The Policy ensures that

- The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
- Relationship of remuneration to performance is clear and meets appropriate performance benchmarks and
- Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee will consist of three or more non-executive directors, out of which at least one-half shall be independent director(s), provided that chairperson of the Company may be appointed as a member of this Committee but shall not chair such Committee. In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman. Chairman of the Nomination and Remuneration Committee could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

Frequency of Meetings

The meeting of the committee shall be held at such intervals as may be required.

Minutes of Committee Meeting

Proceedings of all meetings must be minuted and signed by the Chairman of the said meeting or the Chairman of the next succeeding meeting. Minutes of the Committee meeting will be tabled at the subsequent Board and Committee meeting.

Committee Members' Interests

- A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

Voting

- Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- In the case of equality of votes, the Chairman of the meeting will have a casting vote.

Duties of the Committee

The duties of the Committee in relation to nomination matters include:

- Ensuring that there is an appropriate induction in place for new Directors and members of Senior Management and reviewing its effectiveness;
- Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Act;
- Identifying and recommending Directors who are to be put forward for retirement by rotation;
- Determining the appropriate size, diversity and composition of the Board;
- Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;
- Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
- Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract;
- Delegating any of its powers to one or more of its members or the Secretary of the Committee;
- Recommend any necessary changes to the Board; and
- Considering any other matters, as may be requested by the Board.

The duties of the Committee in relation to remuneration matters include:

- Considering and determining the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate;
- Approving the remuneration of the Senior Management including key managerial personnel of the Company maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company;
- Delegating any of its powers to one or more of its members or the Secretary of the Committee;
- Considering any other matters as may be requested by the Board.

Policy for Appointment /Resignation /Retirement /Succession of Director /KMP /Senior Management personnel

Appointment

- a) The committee shall define the qualification/experience and expertise of the person for appointment as Director/KMP/Senior management personnel;
- b) The committee shall also take into consideration the provisions of Section 164 of the Companies Act 2013 relating to disqualifications for the appointment of directors;
- c) Appointment of Independent Directors is subject compliance of provisions of section 149 of the Companies Act, 2013, read with schedule IV and rules thereunder;
- d) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment;
- e) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to

decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position;

- f) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

Term/Tenure

a) Term for Managing Director/Whole time Director

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

b) Term for Independent Director

i) An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

ii) No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

iii) At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

Evaluation

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

The Committee shall evaluate the performance of Directors taking into account the various parameters such as:

- Attendance at Board Meeting
- Participation in discussion
- Contribution in decision making,

While evaluation is been done, the Director who has been evaluated shall not participate in the discussion. The recommendations of the Committee will be sent to the Board for its review.

Retirement

The Director/ KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

Removal

The Committee may recommend, to the Board with reasons recorded in writing, removal of Director, KMP or Senior Management Personnel subject to the provisions of the Act and the rules made thereunder and all other applicable Acts, Rules and Regulations, if any.

Policy on Executive Succession Plan

1. A change in executive leadership is inevitable for all organizations and can be a very challenging time. Therefore, it is the policy of Patel Realty (India) Limited (hereinafter to be referred to as "the Company") to be prepared for an eventual / permanent change in leadership, either planned or unplanned, to ensure the stability and accountability of the organization until such time as new permanent leadership is identified.
2. This policy covers the guideline for identification and development of future leaders from the pool of internal talents working within the Company or Group.
3. The Board of Directors shall be responsible for implementing this policy and its related procedures. It is also the policy of the Board to assess the permanent leadership needs of the organization and to ensure the selection of a qualified and capable leader who is representative of the community; a good fit for the organization's mission, vision, values, goals, and objectives; and who has the necessary skills for the organization.
4. To ensure that the organization's operations are not interrupted while the Board of Directors assesses the leadership needs and recruit a permanent executive officer, the Board will appoint interim executive leadership, in accordance with the policy described below.
5. The Interim Chief Executive Officer ('CEO') director shall ensure that the organization continues to operate without disruption and that all organizational commitments previously made are adequately executed, including but not limited to, loans approved, reports due, contracts, licenses, certifications, memberships, obligations to lenders or investors of the Company, and others.
6. It is also the policy of the Company, to develop a diverse pool of candidates and consider at least such number of finalist candidates for its permanent CEO position as may be determined by the Nomination and Remuneration Committee of the Company.

7. The Company shall implement an external recruitment and selection process, while at the same time encouraging the professional development and advancement of current employees. The interim CEO and any other interested internal candidates are encouraged to submit their qualifications for review and consideration by the Nomination and Remuneration Committee according to the guidelines established for the search and recruitment process.

Procedures for succession:

1. For a temporary change in executive leadership (i.e., illness or leave of absence) the immediate junior officer, reporting to such executive, shall take charge of his senior till he joins the office or if he is not competent then such other person who is competent to take the charge as may be decided by the Managing Director.
2. In the event the Managing / Executive Director of the Company is no longer able to serve in this position (i.e., leaves the position permanently), the Nomination and Remuneration Committee of the Board of Directors shall fill the vacancy for the time being, in the following manner:
 - a. Within 30 business days (if appointed from within the Organisation) or 120 business days (if appointed from outside the organisation), appoint an interim CEO according to the following line of succession:
 - Senior Executive Director / Executive Director of the Company;
 - President / Vice president of the Company.

(Note:- In case there is more than one candidate eligible for the interim CEO, then Nomination and Remuneration Committee shall select one candidate based on his experience and expertise after consulting the Chairman of the Board and Audit Committee.)

- b. Within 30 days business days, the Nomination and Remuneration Committee shall take the responsibility and implement the following preliminary transition plan:
 - Communicate with key stakeholders regarding appointment of interim CEO;
 - Establish a time frame and plan for the recruitment and selection process in consultation with the recruitment agency from among the existing pool of talent or from outside, depending upon the requirement of the Company.
 - c. The Board may authorize the Managing / Executive Director for framing an internal policy for identifying and developing internal pool of talent for future leadership role in different department(s) / division in accordance with the requirement of such department(s) / division.

- d. The Board shall review the succession policy periodically and if required, will make suitable changes in the policy keeping in view to the regulatory changes or changes due to business environment.

Policy for Remuneration of Director/KMP/Senior Management personnel

Remuneration for Executive and Whole time Directors

The remuneration payable to the whole time directors shall be determined by the company as per the Articles of the company and the provisions of the Act and the rules made thereunder. The remuneration so determined shall be proposed to the board for approval and shall be subject to the approval of the shareholders/central government as applicable, wherever required.

Increments to the remuneration shall be recommended by the committee to the board which shall be well within the slabs as approved by the shareholders for the whole time director.

Remuneration for Non-Executive and Independent Directors

The remuneration to Non-Executive independent directors shall be as per the provisions of the Companies Act 2013. The amount of sitting fees shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force.

Criteria for making payments to Non-Executive Directors:

Criteria of making payments to Non-Executive Directors will be decided by the Board, it can be on the basis of:

- Contribution during the Meeting.
- Active Participation in strategic decision making.

Heads under which payments can be made

Any fee/remuneration payable to the Non- Executive Directors of the Company shall be in following manner:

Sitting Fee

Non- Executive Director(s) may receive remuneration by way of fee for attending meetings of the Board or Committee thereof or any other meeting as required by Companies Act, 2013 or other applicable law or for any other purpose whatsoever as may be decided by the Board.

Remuneration and Commission

Under the Companies Act, 2013, Section 197 allows a company to pay remuneration to its Non- Executive Director(s) either by way of a monthly payment or at a specified percentage of the net profits of the company.

The Company is however not obligated to remunerate its Non- Executive Director(s).

Further, the section 197 of the Act provides that the remuneration payable to directors who are neither managing directors nor whole time directors, shall not exceed-

(i) one percent of the net profits of the Company, if there is a managing or whole time director or manager,

(ii) three percent of the net profits in any other case.

Additional commission, apart from remuneration referred above, may be paid to Non-Executive Directors as may be decided by the Board of Directors of the company from time to time, depending on the extra time and effort as may be devoted and contribution as may be made by the Non-Executive Directors.

Refund of excess remuneration paid

If any such director draws or receives, directly or indirectly, by way of fee/remuneration any such sums in excess of the limit as prescribed or without the prior sanction of the Central Government, where it is required, he shall refund such sum to the company and until such sum is refunded, hold it in trust for the company. The company shall not waive the recovery of any sum refundable to it unless permitted by the Central Government.

Reimbursement of actual expenses incurred

Non- Executive Director(s) may also be paid/reimbursed such sums either as fixed allowance and /or actual as fair compensation for travel, boarding and lodging and incidental and /or actual out of pocket expenses incurred by such Directors for attending Board/Committee Meetings.

The Nomination and Remuneration Committee is entrusted with the role of reviewing the compensation of Non- Executive Director(s).

Payment to Non- Executive Directors and Independent Directors

The Company has no stock options plans and no payment by way of bonus, pension, incentives etc to its Non- Executives.

The Independent Director shall not be entitled to any stock option and may receive remuneration only by way of fees and reimbursement of expenses for participation in meetings of the Board or Committee thereof.

Remuneration to Key management personnel and Senior Management personnel

The remuneration of the Key management personnel and senior management personnel shall be decided by the Human resource team of the company and shall be presented to the committee for its perusal and approval.

Disclosures

Significant disclosures are required in the Directors report relating to the Remuneration of the Directors/Independent Directors/Key management personnel and the senior management personnel.

Conclusion

The committee shall have authority to modify or waive any procedural requirements of this policy.

In the event of any conflict between the provisions of this Policy and provisions of the Act and Rules framed thereunder or any other applicable laws for the time being in force, the

later shall prevail over the Policy.

This Policy or the relevant provisions of this policy shall be disseminated to all concerned employees of the Company and shall also be uploaded on the website of the Company.

The policy shall be amended as required from time to time in case of any changes in the Act and the rules made thereunder.

March 31, 2015.

Address: Flat No. 201 M, 2nd Mezzanine Floor, Govardhan Dham CHSL,
Opp. ST Workshop, LBS Road, Khopat, Thane West - 400601
Email: csneenadeshpande@gmail.com, Mob: 9223393811

SECRETARIAL AUDIT REPORT

Form No. MR-3

For the financial year ended 31st March, 2019

[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,
PATEL KNR INFRASTRUCTURES LTD.
Jogeshwari, Mumbai - 400102

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Patel KNR Infrastructures Limited** (CIN: U45201MH2006PLC162856) (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the 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, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2019 ('Audit Period'), complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **Patel KNR Infrastructures Limited** ("the Company") for the financial year ended on 31st March, 2019 according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the Rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;



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Opp. ST Workshop, LBS Road, Khopat, Thane West - 400601
Email: csneenadeshpande@gmail.com, Mob: 9223393811

- III. The Depositories Act, 1996 and the Regulations & Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 (FEMA) & the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings: Not Applicable as the Company has not availed any FDI or ECB.
- V. 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 (Substantial Acquisition of Shares and Takeovers) Regulations, 2011: Not Applicable
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015: Not Applicable
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009: Not Applicable
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014: Not Applicable
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - f. 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: Not Applicable
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009: Not Applicable



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- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998: Not applicable.

VI. I have relied on the representation made by the Company and its Officers for systems and mechanism put in place by the Company for Compliances under other applicable Act, Laws and Regulations to the Company.

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

- a. Secretarial Standards issued by The Institute of Company Secretaries of India.
- b. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- c. The Debt Listing Agreement entered into by the Company with the National Stock Exchange.

I 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.

During the Audit period under review and as per representations and clarifications provided by the management, I confirm that the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Debt Listing Agreement etc. as mentioned hereinabove.

I further report that:

1. 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 Act.
2. Adequate notice was given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for



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seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

3. Decisions at the Board Meetings, as represented by the management and recorded in minutes, were taken unanimously.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, there were no events / actions taken place in the Company having a major bearing on its affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

Date: 28th May, 2019
Place: Thane

For NEENA DESHPANDE & CO.
COMPANY SECRETARIES



Neena Deshpande
NEENA DESHPANDE
PROPRIETOR
FCS 7240
COP 7833

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on March 31, 2019

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i)	CIN	U45201MH2006PLC162856
ii)	Registration Date	26-06-2006
iii)	Name of the company	PATEL KNR INFRASTRUCTURES LIMITED
iv)	Category / Sub-Category of the Company	NON-GOVERNMENT PUBLIC LIMITED COMPANY
v)	Address of the Registered office and contact details	PATEL ESTATE ROAD, JOGESHWARI (W), MUMBAI - 400102. PH.NO.022-26767500; FAX NO.022 26782455
vi)	Whether listed company (Yes / No)	Listed (Debt)
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Pvt. Ltd. C-13 Pannalal Silk Mills Compound L.B.S Marg, Bhandup (W) Mumbai - 400078 Tel: 022-25963838, Fax No. 022-25946969 Email: mumbai@linkintime.co.in

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 Development	45202	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	Patel Engineering Limited Patel Estate Road, Jogeshwari (W) Mumbai - 400102.	L99999MH1949P LC007039	Holding	60	2(6)
2	KNR Constructions Limited C-125, AnandNiketan, New Delhi - 110021.	L74210DL1995P LC238364	Associate	40	2(6)

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

i) Category-wise Share Holding

Category of Shareholders	No. of shares held 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									
(1) Indian									

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a) Individual/HUF	-	6	6	-	-	5	5	-	-
b) Central Govt.									
c) State Govt.									
d) Bodies Corp.	3,69,99,994	-	3,69,99,995	100	3,69,99,994	1	3,69,99,995	100	-
e) Banks / FI									
f) Any Other									
Sub-total (A)(1):-	3,69,99,994	6	3,70,00,000	100	3,69,99,994	6	3,70,00,000	100	-
(2) Foreign									
a) NRIs									
b) Other Individuals									
c) Bodies Corp.									
d) Banks/FI									
e) Any Other									
Sub-total (A)(2):-									
Total shareholding of Promoter (A) = (A) (1) + (A) (2)	3,69,99,994	6	3,70,00,000	100	3,69,99,994	6	3,70,00,000	100	-
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds/UTI									
b) Banks/ Financial Institutions									
c) Central Govt.									
d) State Govt.(s)									
e) Venture Capital Funds									
f) Insurance Companies									
g) Foreign Institutional Investors									
h) Foreign Venture Capital Investors									
i) Others (specify)									
Sub-total (B)(1):-									
2. Non-Institutions									
a) Bodies Corporate									
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 Custodians for GDRs & ADRs									
GRAND TOTAL (A)+(B)+(C)	3,69,99,994	6	3,70,00,000	100	3,69,99,994	6	3,70,00,000	100	-

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(ii) Shareholding of Promoters

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	Patel Engineering Ltd. along with its nominees	2,22,00,000	60	-	2,22,00,000	60	-	-
2	KNR Constructions Ltd. along with its nominee	1,48,00,000	40	-	1,48,00,000	40	-	-

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

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

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

Sl. No.	Name of the shareholder	Shareholding at the beginning of the year		Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment /transfer/bonus/sweat equity etc.):			Share-holding at the end of the year	
		No. of shares	% of total shares of the company	Date	No. of shares	Reason	No. of shares	% of total shares of the company
	Nil	Nil					Nil	Nil

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(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.		Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	For Each of the Directors and KMP				
2	At the beginning of the year	NIL	NIL	NIL	NIL
3	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	NIL	NIL	NIL	NIL

V. INDEBTEDNESS -**(In Rs.)**

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	275,28,00,000	2,94,968	-	275,30,94,968
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	12,19,77,699	-	-	12,19,77,699
Total (i+ii+iii)	287,47,77,699	2,94,968		287,50,72,667
Change in Indebtedness during the financial year				
• Addition	-	-	-	-
• Reduction	35,75,77,699	62,650	-	35,76,40,349
Net Change	-35,75,77,699	-62,650	-	-35,76,40,349
Indebtedness at the end of the financial year				
i) Principal Amount	251,72,00,000	2,32,318	-	251,74,32,318
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	11,15,38,166	-	-	11,15,38,166
Total (i+ii+iii)	262,87,38,166	2,32,318		262,89,70,484

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole-time Directors and/or Manager: NOT APPLICABLE**

Sl.No.	Particulars of Remuneration	Name of Managing Director	Total Amount
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	-	-
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission	-	-




	- as % of profit - others, specify...		
5.	Others, please specify	-	-
	Total (A)	-	-
	Ceiling as per the Act		N.A.

B. Remuneration to other directors:

Sl.No	Particulars of Remuneration	Name of Directors		Total Amount
		Ms. Parul Khanna	Mr. K Ramasubramanian	
1.	Independent Directors • Fee for attending board /Committee meetings • Commission • Others, please specify	30,000 - -	30,000 - -	60,000
	Total (1)	30,000	30,000	60,000
		Mr. K N Reddy	Mr C.K.Singh	
2.	Other Non-Executive Directors • Fee for attending board /Committee meetings • Commission • Others, please specify	40,000 - -	10,000 - -	50,000
	Total (2)	40,000	10,000	50,000
	Total (B)=(1+2)		-	1,10,000
	Total Managerial Remuneration		-	-
	Overall Ceiling as per the Act*		N.A.	N.A.

C. Remuneration to Key Managerial Personnel other than MD /Manager/ WTD:-

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	-	1,60,000	-	1,60,000
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission - as % of profit - others, specify...	-	-	-	-
5.	Others, please specify	-	-	-	-
	Total	-	1,60,000	-	1,60,000

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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	NONE				
Punishment					
Compounding					
B. Directors					
Penalty	NONE				
Punishment					
Compounding					
C. Other Officers in Default					
Penalty	NONE				
Punishment					
Compounding					

B. Suresh chander Reddy
W. H. Reddy

Independent Auditors' Report

To
The Members,
PATEL-KNR INFRASTRUCTURES LIMITED

Report on the Audit of the financial statements**Opinion**

We have audited the accompanying financial statements of **PATEL-KNR INFRASTRUCTURES LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss (Including other comprehensive income), the Statement of Changes in Equity, and the Statement Cash Flow for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "Financial statements").

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 Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. We have determined that there are no Key audit matters to communicate in our report.

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

The Company's Board of Directors is responsible for the preparation of other information. The other information comprises the Management Discussion and Analysis and Board's Report including Annexures to Board's Report, but does not include the financial statements and our auditor's report thereon. The Board's



H.O. AT MUMBAI

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Report including Annexures to Board's Report is expected to be made available to us after the date of this auditor's report.

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

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

When we read the Board's Report including Annexures to Board's Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

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 including other comprehensive income, cash flows and changes in Equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act, read with relevant rules issued there under. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting 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.

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

Those Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement



resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

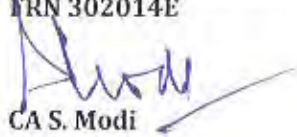
Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of section 143(11) of the Act, we give in the Annexure -A, a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.



- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss including other comprehensive income, the statement of changes in Equity and the statement of Cash flows and dealt with by this Report are in agreement with the relevant books of account.
- d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, relevant rules issued there under.
- e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 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 the requirements of section 197(16) of the act, as amended:
In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the company to its directors during the year is accordance with the provisions of section 197 of the act
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended 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 MKPS & Associates
Chartered Accountants
FRN 302014E


CA S. Modi

Partner
M No. 051361

Place: Hyderabad
Date: 28.05.2019



Annexure - A to the Independent Auditors Report

Referred to in para 8 of our report of even date, to the members of PATEL-KNR INFRASTRUCTURES LIMITED for the year ended March 31, 2019

- i) (a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The fixed assets of the company have been physically verified by the management during the year and no material discrepancies have been noticed on such verification. In our opinion, the frequency of verification is reasonable.
- (c) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to information and explanations given by the management, the title deeds of immovable properties included in property, plant and equipment/ fixed assets are held in the name of the Company.
- ii) In our opinion, and according to the information and explanations given to us, The Company is engaged in the business of infrastructure development and maintenance and hence clause 3(ii) of the companies (Auditor's Report) Order 2016 relating to inventory is not applicable.
- iii) According to the information and explanations given to us, the Company has not granted during the year any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3(iii)(a) of the Order are not applicable to the Company and hence not commented upon.
- iv) In our opinion and according to the information and explanations given to us, there are no loans, investments, guarantees, and securities granted during the year in respect of which provisions of section 185 and 186 of the Companies Act, 2013 are applicable. Accordingly, the provisions of clause 3(iv) of the Order are not applicable to the Company and hence not commented upon.
- v) In our opinion and according to the information and explanations given to us, the company has not accepted any deposits during the period under audit. Consequently, the directives issued by Reserve Bank of India and the provisions of sections 73 to 76 of the Act and the rules framed there under are not applicable.
- vi) According to the information and explanations given to us, the company is maintaining cost records as specified by central government under sub section (1) of the section 148 of the Companies Act, 2013 in respect of services carried out by the company
- vii) (a) According to the information and explanations given to us and based on the records of the company examined by us, the company is generally regular in depositing the undisputed statutory dues except income tax with the appropriate authorities in India.



- (b) According to the information and explanations given to us, the following statutory dues have not been deposited on account of disputes.

Name of the statute	Nature of dues	Amount (in Rs.)	Period to which the amount Relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	1,75,63,800	Assessment Year 2012-13	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	16,07,67,210	Assessment Year 2013-14	Commissioner of Income Tax (Appeals)

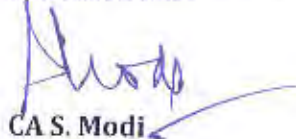
- viii) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to information and explanations given by the management, the Company has not defaulted in payment of Interest on Borrowings, repayment of loans or borrowings to a financial institution, bank, government or dues to debenture holders.
- ix) In our opinion and according to the information and explanations given to us, funds raised by way of debt instruments and were applied for the purposes for which they were taken. Further, the company has not raised any funds by way of initial / further public offer.
- x) Based on the audit procedures performed by us for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given to us by the management, we report that we have neither come across any instance of fraud by the company or on the company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the management.
- xi) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that the managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- xii) The company is not a Nidhi Company and hence the reporting requirements under clause (xii) of paragraph 3 of the order are not applicable.
- xiii) According to the information and explanations given to us, all transactions entered into by the company with related parties are in compliance with section 177 and 188 of the Act where applicable and the details thereof have been disclosed in the standalone Ind AS financial statements as required by the applicable accounting standards.
- xiv) According to the information and explanations given to us and based on our examination of the records of the company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under audit.
- xv) According to the information and explanations given to us and based on our examination of the records of the company, the company has not entered into any non-cash transactions with directors



or persons connected with them. Accordingly, Para 3(xv) of the order is not applicable and hence not commented upon.

- xvi) In our opinion and according to the information and explanations given to us, the company is not required to be registered under Section 45 - IA of the Reserve Bank of India, 1934.

For MKPS & Associates
Chartered Accountants
FRN 302014E



CA S. Modi
Partner
M No. 051361



Place: Hyderabad
Date: 28.05.2019

Annexure – B to the Independent Auditors Report

Referred to in para 9 of our report of even date, to the members of PATEL-KNR INFRASTRUCTURES LIMITED for the year ended March 31, 2019

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 PATEL-KNR INFRASTRUCTURES LIMITED ("the Company") as of March 31, 2019 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 judgement, 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.

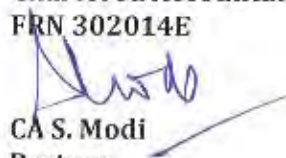
Inherent Limitations of Internal Financial Controls Over Financial Reporting

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 March 31, 2019, 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.

For MKPS & Associates
Chartered Accountants
FRN 302014E


CA S. Modi
Partner
M No. 051361



Place: Hyderabad

Date: 28.05.2019

PATEL KNR INFRASTRUCTURES LTD.
Balance Sheet as at March 31, 2019

(Amount in ₹ Lakhs.)

Particulars	Note	As at March 31, 2019	As at March 31, 2018
		Audited	Audited
ASSETS			
(1) Non-current assets			
a) Property, Plant and Equipment	1	41.31	49.43
b) Financial Assets			
i) Lease Receivable	2	19,893.60	21,408.50
ii) Investments	2	-	326.58
c) Other Non-Current Assets			
Deposits	3	0.25	0.25
	A	19,935.16	21,784.76
Current assets			
a) Financial Assets			
i) Lease Receivable	2	6,588.00	6,588.00
ii) Trade receivables	2	3,267.38	38.58
iii) Investments	2	2,736.36	1,553.25
iv) Cash and cash equivalents	4	3,278.11	6,417.98
b) Current Tax Assets (net)	3	619.23	578.97
c) Other current assets	3	114.83	21.91
	B	16,603.91	15,198.69
TOTAL	A+B	36,539.07	36,983.45
EQUITY AND LIABILITIES			
EQUITY			
a) Equity Share capital	5	3,700.00	3,700.00
b) Other Equity	6	510.60	163.34
	C	4,210.60	3,863.34
LIABILITIES			
(1) Non-current liabilities			
a) Financial liabilities			
Borrowings	7	22,751.32	25,174.95
b) Provisions	8	-	1,980.90
	D	22,751.32	27,155.85
Current liabilities			
a) Financial liabilities			
i) Borrowings	7	2,423.00	2,356.00
ii) Trade payables	11	333.15	333.04
iii) Other Financial Liabilities	9	1,115.38	1,219.78
b) Other current liabilities	10	45.17	19.32
c) Provisions	8	5,660.45	2,036.12
	E	9,577.15	5,964.26
Total Equity and Liabilities	C+D+E	36,539.07	36,983.45
Other notes forming part of accounts	20-34		
Significant accounting policies	35		

As per our report attached
M.K.P.S & ASSOCIATES

Chartered Accountants

Firm's Registration No.: 302014E

by the hand of

S. Modi

Partner

Membership No.: 051361

Place: Hyderabad

Date: 28/05/2019

For and on behalf of the Board

K.N.Reddy
K.N.Reddy

Director

Din - 00382412

Rishi Vyas
Rishi Vyas

Chief Financial Officer

Place : Hyderabad

Date : 28/05/2019

B.Sudaschander Reddy
B.Sudaschander Reddy

Director

Din - 01675600

Anurag Kankaria
Anurag Kankaria

Company Secretary



Anurag Kankaria

PATEL KNR INFRASTRUCTURES LTD.
Statement of Profit and loss for the Year ended March 31, 2019

(Amount in ₹ Lakhs.)

Particulars	Note	Year ended March 31, 2019	Year ended March 31, 2018
		Audited	Audited
REVENUE (I)			
Revenue from Operations	12	2,793.20	2,934.33
O&M Revenue	12	2,279.90	2,512.08
Other income	13	237.85	337.91
Total Revenue		5,310.95	5,784.32
EXPENSES (II)			
Operating expenses	14	2,279.90	2,539.30
Employee benefit expenses	15	1.60	0.40
Finance costs	16	2,474.29	2,698.24
Depreciation and amortisation	1	8.12	7.49
Administration Expenses	17	18.08	22.83
Other Expenses	18	177.15	251.94
Total Expenses		4,959.14	5,520.20
Profit/(loss) before tax (III = I-II)		351.81	264.12
Tax Expense:			
Current tax (MAT)	19	134.25	115.08
MAT credit entitlement		-	-
Deferred tax		-	-
Profit/(loss) after tax for the year (V = III-IV)		217.56	149.04
Prior period adjustments (VI)		-	-
Profit for the year (VII=V+VI)		217.56	149.04
Other Comprehensive Income (VIII)		129.69	-
Total Comprehensive Income for the year (IX = VII-VIII)		347.26	149.04
Earnings per equity share (Basic and Diluted)		0.59	0.40
Face value per equity share		10.00	10.00

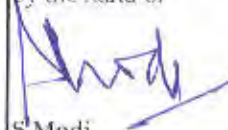
As per our report attached

M.K.P.S & ASSOCIATES

Chartered Accountants

Firm's Registration No.: 302014K

by the hand of

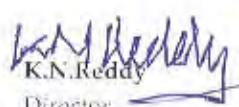

S.Modi

Partner

Membership No.: 051361



For and on behalf of the Board


K.N.Reddy


Director

Din - 00382412


B.Sudaschander Reddy

Director

Din - 01675600



Rishi Vyas

Chief Financial Officer


Anurag Kankaria

Company Secretary

Place: Hyderabad

Date: 28/05/2019

Place: Hyderabad

Date : 28/05/2019

PATEL KNR INFRASTRUCTURES LTD.
Cash Flow Statement as on March 31, 2019

(Amount in ₹ Lakhs.)

S. No.	Particulars	Year ended March 31, 2019	Year ended March 31, 2018
A	Net profit / (loss) before tax and extraordinary items	351.81	264.13
	Adjustment for	-	-
	Depreciation and amortisation expense	8.12	7.49
	Interest expense	2,474.29	2,698.24
	Interest income	(237.85)	(337.91)
	Operating profit before working capital changes	2,596.38	2,631.95
	Adjustments for:		
	Increase / (Decrease) in Non Current Liabilities	(1,981.53)	
	Increase / (Decrease) in trade payables	0.11	313.82
	Increase / (Decrease) in other current liabilities	92.85	310.71
	Increase / (Decrease) in other current financial liabilities	(104.40)	(83.21)
	Increase / (Decrease) in short term provisions	3,490.08	1,848.15
	(Increase) / Decrease in loan term loans and advances	1,514.90	1,141.59
	(Increase) / Decrease in Trade Receivables	(3,228.80)	60.19
	(Increase) / Decrease in other current assets	(92.92)	(4.82)
	(Increase) / Decrease in Current Tax	(40.26)	86.56
	(Increase) / Decrease in short term Mutual funds	(1,183.11)	(1,553.25)
	Net cash generated from/(used in) operating activities	1,063.31	4,751.68
	Direct taxes paid (net of refunds)	-	-
	Net Cash/(used in)/generated from Operating Activities	1,063.31	4,751.68
B	Cash flow from investing activities		
	Purchase of fixed assets	-	(14.86)
	Interest received	367.54	337.91
	Intercompany deposits (placed)/refunded (net)	-	-
	Dividend received from current investments	-	-
	Investments	326.58	(326.58)
	Net cash (used in)/generated from investing activities	694.12	(3.53)
C	Cash flow from financing activities		
	Proceeds from issue of capital	-	-
	Proceeds from long term borrowings	-	-
	Repayment of long term borrowings	(2,423.00)	(2,355.88)
	Interest paid	(2,474.29)	(2,698.24)
	Net cash (used in)/generated from financing activities	(4,897.29)	(5,054.12)
	Net increase / (decrease) in cash and cash equivalents (A+B+C)	(3,139.86)	(305.97)
	Cash and cash equivalents as at the beginning of the year	6,417.98	6,723.94
	Cash and cash equivalents as at the end of the year	3,278.11	6,417.98
DISCLOSURE REQUIRED BY IND AS 7			
Particulars		Short term borrowings	Long term borrowings
Balance at 1st April, 2017		2,053.00	27,530.83
Cash Flow		-	(2,356.00)
Non - Cash Changes (Others)		303.00	0.12
Balance at 31st March, 2018		2,356.00	25,174.95
Cash Flow		-	(2,423.00)
Non - Cash Changes (Others)		67.00	(0.63)
Balance at 31st March, 2019		2,423.00	22,751.32

Notes:

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

As per our report attached
M.K.P.S & ASSOCIATES
Chartered Accountants
Firm's Registration No.: 302014E

by the hand of

Partner

Membership No.: 051361

Place: Hyderabad

Date: 28/05/2019

For and on behalf of the Board

K.N.Reddy

Director

Din - 00382412

Rishi Vyas

Chief Financial Officer

Place : Hyderabad

Date : 28/05/2019

B.Sudaschander Reddy

Director

Din - 01675000

Anurag Kankaria

Company Secretary

PATEL KNR INFRASTRUCTURES LTD.

Statement of changes in equity for the year ended 31 March 2019

a. Equity share capital

(Amount in ₹ Lakhs.)

	Amount
Balance as at 1 April 2018	3,700.00
Changes in equity share capital during the year	-
Balance as at the 31 March 2019	3,700.00

b. Other equity

(Amount in ₹ Lakhs.)

	Reserves and surplus	Items of OCI	Total
	Retained earnings	Other items of OCI	
Balance at 1 April 2018	163.34	-	163.34
Total comprehensive income for the year ended 31 March 2019			
Changes during the period	217.57	129.69	347.26
Total comprehensive income	217.57	129.69	347.26
Transactions with owners, recorded directly in equity	-	-	-
Balance at 31 March 2019	380.91	129.69	510.60

Other notes forming part of accounts

In terms of our report attached.

For MKPS & Associates

Chartered Accountants

Firm Registration No. 302014E

S. Modi

Partner

Membership Number : 051361



For and on behalf of the Board

K.N.Reddy

Director

Din - 00382412

B.Sudaschander Reddy

Director

Din - 01675600

Rishi Vyas

Chief Financial Officer

Anurag Kankaria

Company Secretary



Place : Hyderabad

Date: 28/05/2019

PATEL KNR INFRASTRUCTURES LTD.

Notes forming part of Accounts

1 Property, plant and equipment

(Amount in ₹ Lakhs.)

	Building	Vehicles	Total
Deemed cost (gross carrying amount)			
Balance at 1 April 2018	11.25	51.75	63.00
Additions	-	-	-
Disposals	-	-	-
Balance at 31st March 2019	11.25	51.75	63.00
Accumulated depreciation and impairment losses:			
Balance at 1 st April 2018	2.60	10.97	13.57
Depreciation for the year	0.87	7.25	8.12
Disposals	-	-	-
Balance at 31st March 2019	3.47	18.22	21.69
Carrying amounts (net)			
At 31st March 2019	7.78	33.53	41.31
At 1st April 2018	8.65	40.78	49.43



PATEL KNR INFRASTRUCTURES LTD.
Notes forming part of Accounts

2 Financial Assets

(Amount in ₹ Lakhs.)

Particulars	As at March 31, 2019			As at March 31, 2018		
	Current	Non Current	Total	Current	Non Current	Total
a) Financial Lease receivables	6,588.00	19,893.60	26,481.60	6,588.00	21,408.50	27,996.50
	6,588.00	19,893.60	26,481.60	6,588.00	21,408.50	27,996.50
b) Trade receivables						
Unsecured, considered good						
Others	3,228.12	-	-	-	-	-
Debts outstanding for a period exceeding six months	39.26	-	-	38.58	-	38.58
Less: Allowance for expected credit losses	-	-	-	-	-	-
	3,267.38	-	-	38.58	-	38.58
c) Investments						
Mutual Funds	2,736.36	-	2,736.36	1,553.25	326.58	1,879.83
	2,736.36	-	2,736.36	1,553.25	326.58	1,879.83

3 Other non-current and current assets

(Amount in ₹ Lakhs.)

Particulars	As at March 31, 2019			As at March 31, 2018		
	Current	Non-current	Total	Current	Non-current	Total
a) Security deposits						
Unsecured, considered good	-	0.25	0.25	-	0.25	0.25
	-	0.25	0.25	-	0.25	0.25
b) Advances other than capital advances						
Advances to related parties	89.09	-	89.09	0.00	-	0.00
c) Advance recoverable other than in cash						
Prepaid expenses	15.63	-	15.63	12.84	-	12.84
NHA1		-	-		-	-
Others	10.11	-	10.11	9.07	-	9.07
	114.83	-	114.83	21.91	-	21.91
d) Income tax						
Income tax net of provisions	619.23	-	619.23	578.97	-	578.97
	619.23	-	619.23	578.97	-	578.97

4 Cash and cash equivalents

(Amount in ₹ Lakhs.)

Particulars	As at March 31, 2019	As at March 31, 2018
a) Balances with banks	28.17	3,336.88
b) Cheques on hand	-	-
c) Cash on hand	-	-
d) Fixed deposits with banks	3,249.94	3,081.10
Less : Bank overdraft	-	-
	3,278.11	6,417.98



5 Share Capital

(i) Authorised, issued, subscribed and paid up

(Amount in ₹ Lakhs.)

Particulars	As at March 31, 2019		As at March 31, 2018	
	No. of shares		No. of shares	
Authorised:				
Equity shares of ₹ 10 each	400.00	4,000.00	400.00	4,000.00
Issued, subscribed and fully paid up	370.00	3,700.00	370.00	3,700.00
Equity shares of ₹ 10 each	370.00	3,700.00	370.00	3,700.00

(ii) Reconciliation of the number of equity shares and share capital issued, subscribed and paid-up:

Particulars	As at March 31, 2019		As at March 31, 2018	
	No. of shares		No. of shares	
At the beginning of the year	370.00	3,700.00	370.00	3,700.00
Issued during the year as fully paid	-	-	-	-
Others	-	-	-	-
At the end of the year	370.00	3,700.00	370.00	3,700.00

(iii) Terms / rights attached to shares

Equity shares

The Company has only one class of equity share having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote.

The Company has not issued any securities during the year with the right/option to convert the same into equity shares at a later date.

The Company has not reserved any shares for issue under options and contracts/commitments for the sale of shares/disinvestment.

The shares issued carry equal rights to dividend declared by the company and no restrictions are attached to any specific shareholder.

No dividend is declared by Board of Directors for the year ended 31st March, 2019. (Previous year - Nil)

(iv) Details of Shares held by Holding Company/Ultimate Holding Company/its subsidiaries or associates:

Particulars	As at March 31, 2019		As at March 31, 2018	
	No. of shares		No. of shares	
Patel Engineering Ltd (Holding Company)	222.00	2,220.00	222.00	222.00
Equity Share of Rs.10 each.	222.00	2,220.00	222.00	222.00

(v) Details of Shareholders holding more than 5% shares in the company:

Particulars	As at March 31, 2019		As at March 31, 2018	
	No. of shares	%	No. of shares	%
Patel Engineering Ltd	222.00	60%	222.00	60%
KNR Constructions Ltd	148.00	40%	148.00	40%

(vi) Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date: NIL.

(vii) Calls unpaid : NIL; Forfeited Shares : NIL.



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PATEL KNR INFRASTRUCTURES LTD.
Notes forming part of Accounts

6 Other Equity as on 31.03.2019

(Amount in ₹ Lakhs.)

Particulars	Share application money pending allotment	Equity component of compound financial	Reserves & Surplus					Total
			Capital reserve	Securities premium reserve	General Reserve	Revaluation Reserve	Debt Redemption Reserve	Retained earnings
Balance at the beginning of the reporting period	-	-	-	-	-	-	13.50	149.83
Profit for the year	-	-	-	-	-	-	217.57	217.57
Other comprehensive income	-	-	-	-	-	-	129.69	129.69
Issue of share capital	-	-	-	-	-	-	-	-
Transfer from / (to) debt redemption reserve	-	-	-	-	-	-	-	-
Balance at the end of the reporting period	-	-	-	-	-	-	149.83	(149.83)
							510.60	510.60

Other Equity as on 31.03.2018

Particulars	Share application money pending allotment	Equity component of compound financial	Reserves & Surplus					Total
			Capital reserve	Securities premium reserve	General Reserve	Revaluation Reserve	Debt Redemption Reserve	Retained earnings
Balance at the beginning of the reporting period	-	-	-	-	-	-	13.50	0.79
Transfer to retained earnings	-	-	-	-	-	-	-	-
Profit for the year	-	-	-	-	-	-	-	-
Other comprehensive income	-	-	-	-	-	-	-	-
Transfer from / (to) debt redemption reserve	-	-	-	-	-	-	-	-
Balance at the end of the reporting period	-	-	-	-	-	-	13.50	149.84
								163.34

The company has issued redeemable non convertible debentures. Accordingly, the companies (share capital and debenture) Rules, 2014(as amended), require the company to create DRR out of the profits of the company available for payment of dividend, DRR is required to be created for an amount which is equal to 25% of the value of the debentures issued. Due to inadequate profits during the year the management has decided that Debt Redemption Reserve will be created to the extent profits available.



7 Borrowings

Particulars	As at March 31, 2019			As at March 31, 2018		
	Current	Non current	Total	Current	Non current	Total
Secured borrowings						
Debentures	2,423.00	22,749.00	25,172.00	2,356.00	25,172.00	27,528.00
Unsecured borrowings						
Loans from related parties	-	2.32	2.32	-	2.95	2.95
	2,423.00	22,751.32	25,174.32	2,356.00	25,174.95	27,530.95

Foot Notes :

i). The Company has issued 9.57% rated taxable Redeemable Non-Convertible Debentures of face value of Rs.10 Lakhs each amounting to Rs. 409 Crores on April, 2nd 2010. The same are redeemable partly every year with the redemption starting from Oct'2010 and would be completed by 2027. The said debentures carry a interest rate of 9.57% payable half yearly. These debentures were subsequently listed on 01/06/2010 in NSE. Interest during the year have been paid fully without delay.

ii). All the above debentures are secured by 1) First charge on the entire assets, movable and immovable, present and future of the company, 2) First charge on the revenues and receivables of the company including the annuity, 3) First Charge on the debt service, reserve account, and other reserves, Trust and retention account and all other bank accounts of the company, 4) Assignment of all the contracts, project documents and insurance policies as regards the road project on NH-7 on annuity and 5) Assignment of a revolving letter of credit of Rs.32.94 Crores in favour of Axis Bank 6) Next repayment date 14/04/2019.

8 Provisions

Particulars	As at March 31, 2019			As at March 31, 2018		
	Current	Non current	Total	Current	Non current	Total
Provisions for major maintenance reserve	5,526.21	-	5,526.21	1,921.04	1,980.90	3,901.94
Income Tax	134.25	-	134.25	115.08	-	115.08
	5,660.45	-	5,660.45	2,036.12	1,980.90	4,017.02

9 Other Financial liabilities

Particulars	As at March 31, 2019			As at March 31, 2018		
	Current	Non current	Total	Current	Non current	Total
i) Interest on Debentures	1,115.38	-	1,115.38	1,219.78	-	1,219.78
	1,115.38	-	1,115.38	1,219.78	-	1,219.78

10 Other liabilities

Particulars	As at March 31, 2019			As at March 31, 2018		
	Current	Non current	Total	Current	Non current	Total
i) Other liabilities	34.95	-	34.95	13.68	-	13.68
ii) Statutory payables	10.22	-	10.22	5.64	-	5.64
	45.17	-	45.17	19.32	-	19.32

11 Trade payables

Particulars	As at March 31, 2019	As at March 31, 2018
Due to related parties	327.28	311.64
Others	5.87	21.40
	333.15	333.04



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PATEL KNR INFRASTRUCTURES LTD.

Notes forming part of Accounts

12 Revenue from operations

(Amount in ₹ Lakhs.)

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Operating revenue:		
IND AS Adjustment (Finance Income)	2,793.20	2,934.33
IND AS Adjustment (O & M Income)	2,279.90	2,512.08
	5,073.10	5,446.41

13 Other income

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Interest income from:		
Bank deposits	224.20	214.30
Mutual Funds	13.23	82.78
Other Income	0.42	40.83
	237.85	337.91

14 Operating expenses

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Repairs and maintenance		
Regular Maintenance Cost	655.64	591.03
Periodic major maintenance	1,624.26	1,921.05
Other (USB)	-	27.23
	2,279.90	2,539.31

15 Employee benefit expenses

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Salaries, wages and bonus	1.60	0.40
	1.60	0.40

16 Finance costs

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Interest on Non Convertible Debenture	2,474.12	2,698.22
Bank Charges	0.17	0.02
	2,474.29	2,698.24



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PATEL KNR INFRASTRUCTURES LTD.

Notes forming part of Accounts

17 Administration Expenses

(Amount in ₹ Lakhs.)

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Insurance Expenses	15.01	14.78
Printing and stationery	-	0.02
Travel Rail/Road	0.30	0.14
Travel Loading/Boarding	1.56	0.41
Travel-meals/Food Expenses	0.54	0.46
Listing fee	-	0.30
General Expenses	0.06	0.19
Other Expenses	0.61	6.53
	18.08	22.83

18 Other Expenses

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Audit fee	5.13	4.13
Certification fee	0.65	2.79
Other Services	-	0.58
Rates and Taxes	6.37	5.39
Advertisement	0.36	0.40
Consultation Charges	99.82	109.67
Professional	47.22	24.16
Director's Fees	1.00	1.23
Interest on Delayed payments	8.26	0.52
Conveyance Exp	3.83	-
Bad debts	0.02	61.52
Other Expenses	4.49	41.55
	177.15	251.94

(a) Professional fees includes Auditors remuneration (including service tax) as follows:

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
a) As auditor	5.13	4.13
b) For Certification matters	0.65	2.79
c) For other services	-	0.58
Total	5.78	7.50

19 Current tax

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Current tax (MAT)	134.25	115.08
Total	134.25	115.08



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20 Corporate Information

The Company was formed as SPV namely Patel-KNR Infrastructures Ltd and has been awarded on Build Operate and Transfer (BOT) Annuity basis, the widening of existing two-lane portion from Km 463.60 (A.P-Karnataka border) to Km 524.00 (Avathi village), covering 60.4 Kilometers, on National Highway No.7 (NH-7) in the state of KARNATAKA, to 4 lanes under the Concession Agreement dated 28th September, 2006 with the National Highways Authority of India. The Concession Agreement is for a period of 18 years from the date of the Commencement stated in clause 1.1 of the said agreement. At the end of Concession period, the entire facility will be transferred to NHAI.

21 The Company has not earned any income/incurred any expenditure in foreign currency during the year. (previous year: ☐ Nil)

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

The company does not have eligible employees as specified under Ind AS -19 on 'Employee Benefits'. Hence, provision for post-employment benefits has not been provided.

23 Disclosure pursuant to Ind AS 23 "Borrowing Costs"

Borrowing cost capitalised during the year : Nil. (previous year : Nil).

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

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

25 Disclosure of related parties / related party transactions pursuant to Ind AS 24 "Related Party Disclosures"**a) List of related parties**

Sl. No.	Name of the Related Party	Nature of Relationship
1)	Patel Engineering Limited	Holding Company
2)	KNR Constructions Limited	Associate company
Key Managerial Personnel:		
1)	K.N.Reddy	Director
2)	B.Sudaschander Reddy	Director

b) Disclosure of related party transactions:

Particulars	2018-19	2017-18
	₹	₹
Operation and Maintenance Expenses		
Associate company		
KNR Constructions Limited	655.64	591.03
Major Maintenance		
Associate company		
KNR Constructions Limited	89.09	-
Written Back		
Associate company		
KNR Constructions Limited	0.07	-
Expenses Incurred		
Holding Company		
Patel Engineering Limited	8.37	-
Unsecured loan repaid		
Holding Company		
Patel Engineering Limited	0.63	-
	753.80	591.03

c) Amount due to and due from related parties(net):

Particulars	Amounts due (to)/from	
	As at As at March 31, 2019	As at As at March 31, 2018
Holding Company		
Patel Engineering Limited	(2.32)	(2.95)
Share Holder		
KNR Constructions Limited	(238.19)	(311.64)

d) **Terms and conditions of transactions with related parties**

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. For the year ended 31 March 2019, the Company has not recorded any impairment of receivables relating to amounts owed by related parties (31 March 2018: INR Nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

- e) There is no provision for bad and doubtful debts to related parties with regard to outstanding expenses and there is no expense recognized in respect of bad and doubtful debts due from related parties.

26 **Disclosure pursuant to Ind AS 17 "Leases"**

The Company has not acquired any assets either under Finance lease or under Operating lease. Hence disclosures pertaining to Ind AS 17 - "Leases" are not applicable.

27 **Disclosure pursuant to Ind AS 33 "Earnings per share"**

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

Particulars	2018-19	2017-18
	₹	₹
Basic and Diluted		
Profit after tax as per accounts (□) A	217.56	149.05
Weighted average number of shares outstanding B	370	370
Basic and Diluted EPS(□) A / B	0.59	0.40
Face value per equity share (□)	10	10

28 **Disclosure pursuant to Ind AS 36 "Impairment of Assets"**

Based on a review of the future discounted cash flows of the project facility, the recoverable amount is higher than the carrying amount and hence no provision for impairment is made for the year.

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

The company is required to operate and maintain the project highway during the entire concession period and hand over the project back to the Authority (NHAI) as per the maintenance standards prescribed in Concession agreement.

For this purpose, a regular maintenance along with periodic maintenances is required to be performed. Normally periodic maintenance includes resurface of pavements, repairs of structures and other equipments and maintenance of service roads.

As per industry practice, the periodic maintenance is expected to occur after 5 years. The maintenance cost / bituminous overlay may vary based on the actual usage during maintenance period. Accordingly on the grounds of matching cost concept and based on technical estimates, a provision for major maintenance expenses is reviewed and is provided for in the accounts annually.

30 **Disclosure as per Ind AS 1 - "Presentation of Financial Statements"**

For the purpose of the company's capital management, capital includes issued equity capital, and all other equity reserves attributable to the equity holders of the parent. The primary objective of the company's capital management is to maximise the shareholder value.

(Ind AS 1 requires the company to make quantitative and qualitative disclosures regarding objectives policies and processes for managing capital. Also, if comparative amounts are reclassified, nature amount and reason to be disclosed and not just the fact of reclassification.)



PATEL - KNR INFRASTRUCTURES LIMITED

Notes forming part of Accounts

31 Disclosure of Financial Instruments

31.1 Disclosure of Financial Instruments by Category

(Amount in ₹ Lakhs.)

Financial instruments by categories	Note no.	31.03.2019			31.03.2018		
		FVTPL	FVTOCI	Amortized cost	FVTPL	FVTOCI	Amortized cost
Financial asset							
Deposits	3	-	-	0.25	-	-	0.25
Cash and cash equivalents	4	-	-	3,278.12	-	-	6,417.98
Other Current Assets	3	-	-	734.06	-	-	600.88
Total Financial Asset		-	-	4,012.43	-	-	7,019.11
Financial liability							
Borrowings	7	-	-	-	-	-	-
Loans from related parties	7	-	-	25,172.00	-	-	27,528.00
Other Current Financial Liabilities	10	-	-	2.32	-	-	2.95
Trade Payables	11	-	-	1,160.55	-	-	1,239.10
Total Financial Liabilities		-	-	333.15	-	-	333.04
		-	-	26,668.03	-	-	29,103.09

31.2 Default and breaches

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

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

31.3 Fair value of Financial asset and liabilities at amortized cost

Particulars	Note no.	31.03.2019		31.03.2018	
		Carrying amount	Fair value	Carrying amount	Fair value
Financial Assets					
Deposits	3	0.25	0.25	0.25	0.25
Cash and cash equivalents	4	3,278.12	3,278.12	6,417.98	6,417.98
Other Current Assets	3	734.06	734.06	600.88	600.88
Total Financial Assets		4,012.43	4,012.43	7,019.11	7,019.11
Financial liability					
Borrowings	7	25,172.00	25,172.00	27,528.00	27,528.00
Loans from related parties	7	2.32	2.32	2.95	2.95
Other Current Financial Liabilities	10	1,160.55	1,160.55	1,239.10	1,239.10
Trade Payables	11	333.15	333.15	333.04	333.04
Total Financial Liabilities		26,668.03	26,668.03	29,103.09	29,103.09

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

The carrying amount of Security Deposit measured at amortized cost is considered to be the same as its fair value due to its insignificant value.

The carrying value of Rupee Term Loan and Loan from Related Party approximate fair value as the instruments are at prevailing market rate.



PATEL - KNR INFRASTRUCTURES LIMITED

Notes forming part of Accounts

32 Fair Value Measurement
32.1 Fair value hierarchy

As at March 31, 2019

(Amount in ₹ Lakhs.)

Financial Asset & Liabilities Measured at Amortized cost for which fair values are to be disclosed	Note No.	Level 1 (₹)	Level 2 (₹)	Level 3 (₹)	Total (₹)
Financial Assets					
Deposits	3	-	0.25	-	0.25
Total of Financial Assets		-	0.25	-	0.25
Financial Liabilities					
Borrowings	7	-	25,172.00	-	25,172.00
Loans from related parties	7	-	2.32	-	2.32
Other Current Financial Liabilities	10	-	1,160.55	-	1,160.55
Trade Payables	11	-	333.15	-	333.15
Total Financial liabilities		-	26,668.03	-	26,668.03

As at March 31, 2018

Financial Asset & Liabilities Measured at Amortized cost for which fair values are to be disclosed	Note No.	Level 1 (₹)	Level 2 (₹)	Level 3 (₹)	Total (₹)
Financial Assets					
Deposits	3	-	0.25	-	0.25
Total Financial Assets		-	0.25	-	0.25
Financial Liabilities					
Borrowings	7	-	27,528.00	-	27,528.00
Loans from related parties	7	-	2.95	-	2.95
Other Current Financial Liabilities	10	-	1,239.10	-	1,239.10
Trade Payables	11	-	333.04	-	333.04
Total Financial Liabilities		-	29,103.09	-	29,103.09

There are no transfer between level 1 and level 2 during the year

The company policy is to recognise transfers into and transfer out of fair values hierarchy levels as at the end of the reporting

32.2. Valuation technique and inputs used to determine fair value

Financial assets and liabilities	Valuation method	Inputs
Financial assets		
Security deposit & other loans and advances	Income	Cash flow
Financial liabilities		
Loans from Related parties	Income	Effective rate of borrowing
Other financial liabilities	Income	Cash flow

32.3 Asset pledged as security

The Debentures together with the payments to be made are inter alia secured by the first charge created by the company in favour of the debenture Trustee over the mortgage properties together with any immoveable property that the company acquires at a future date. In addition as a further security for the redemption and payment of the principal amount and all other amounts payable in connection with the debentures, the following shall be charged to the debenture trustee:

all rights title, interest and benefit in all and singular, the company's moveable plant and machinery whether affixed to earth or not as all tangible moveable assets both present and future ; all intangible assets together with all benefits, rights and incidentals attached thereto which are now or shall at any time thereafter be owned by the company and all estate, right, title, interest, property, claims and demands whatsoever of the company unto and upon the same which description including the above description whether presently in existence or acquired hereafter; all, right, title, interest, property, claims and demands whatsoever of the company in, to, under and in respect of the bank accounts of the company including ESCROW accounts, the sub-accounts, the DSRA account and/or any replacement of any of the said accounts, together with any investment made therefrom and all other assets or securities which represent all amounts in such accounts and all monies securities, investments, instruments and other properties deposited in, credited to or required to be deposited in or credited to such accounts; all amounts owing to or received or receivable by in each case from time to time the company, whether now or at any time during the continuance of this deed, whether in relation to the project or otherwise, including all amounts and monies received or to be received by the company by way of annuity at anytime and all, right, title, interest, claims and demands whatsoever of the company in to or in respect of all the amounts owing to the company and/or received or receivable by the company whether now or any time thereafter.



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33 Disclosure in pursuant to Ind AS 107- Financial Instruments:**33.1 Financial Risk Management**

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

33.2 Market risk

The market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and other price risk.

33.2.1 Foreign Currency Risk

Foreign currency risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. The company is not exposed to foreign currency risk as it has no borrowing in foreign currency.

33.2.2 Interest rate risk

Interest rate risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. The Interest risk arises to the company mainly from Long term borrowings with variable rates. The company measures risk through Currently, Lending by Commercial Banks is at variable rate only, which is the inherent business risk.

33.2.3 Price risk

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

The company is not exposed to any price risk during the year.

The company measures risk through sensitivity analysis.

33.2.4 Liquidity risk

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

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

The company measures risk by forecasting cash flows.

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

The following are the contractual maturities of financial liabilities

As at March 31, 2019	Carrying Amount	upto 1 year	1 - 2 years	2 - 5 years	> 5 years
Non Derivative Financial Liability					
Borrowings	25,172.00	2,423.00	2,211.00	7,977.00	12,561.00
Trade Payables	333.15	333.15	-	-	-
Other financial liabilities	1,160.55	1,160.55	-	-	-

As at March 31, 2018	Carrying Amount	upto 1 year	1 - 2 years	2 - 5 years	> 5 years
Non Derivative Financial Liability					
Borrowings	27,528.00	2,356.00	2,423.00	13,683.00	9,066.00
Trade Payables	333.04	333.04	-	-	-
Other financial liabilities	1,239.10	1,239.10	-	-	-

33.2.5 Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The company generally does not have trade receivables as collection of toll income coincide as and when the traffic passes through toll - plazas. The company has other receivables primarily from government authority i.e. NHAI. Hence, the management believes that the company is not exposed to any credit risk.



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34 Disclosure pursuant to Appendix - A to Ind AS 11 - "Service Concession Arrangements"

34.1 Description and classification of the arrangement

The Company was formed as SPV namely Patel-KNR Infrastructures Ltd and has been awarded on Build Operate and Transfer (BOT) Annuity basis, the widening of existing two-lane portion from Km 463.60 (A.P-Karnataka border) to Km 524.00 (Avathi village), covering 60.4 Kilometers, on National Highway No.7 (NH-7) in the state of KARNATAKA, to 4 lanes under the Concession Agreement dated 28th September, 2005 with the National Highways Authority of India. The Concession Agreement is for a period of 18 years from the date of the Commencement stated in clause 1.1 of the said agreement. At the end of Concession period, the entire facility will be transferred to NHAI.

34.2 Significant Terms of the arrangements

34.2.1 Concession Fee, Other Fees and Excess Revenue Sharing:

As per Article 7 A.1 of the Concession Agreement, the company is liable to pay Concession Fee Re 1 every year. The concession fee shall be paid in advance within 90 days of the commencement of the year for which it is due and payable.

34.2.2 Obligation of the Company

- a The company shall not assign, transfer or sublet or create any lien or Encumbrance on the CA or the Concession granted or on the whole or any part of the Project Highway nor transfer, lease or part possession thereof, save and except as expressly permitted by CA or the Substitution Agreement.
- b The company is under obligation to carry out the routine and periodic maintenance of Project Highway as per Schedule I. of the CA.

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

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

34.2.5 Details of Termination

CA can be terminated on account of default of the company or NHAI in the circumstances as specified under Article 37 of the CA.

35 Significant Accounting Policies

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

35.1 2. Basis of preparation

a. Statement of compliance

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act.

b. Functional and presentation currency

These financial statements are presented in Indian Rupees (INR), which is also the Company's functional currency. All amounts have been rounded-off to the nearest rupee, unless otherwise indicated.

c. Basis of measurement

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

Items

Measurement Basis

Certain financial assets and liabilities

Fair value

d. Current Assets and Current Liabilities

Current Assets:

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

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

All other assets shall be classified as non-current.

Current Liabilities:

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

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

All other liabilities shall be classified as non-current.



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35.2 Basis of accounting

The Company maintains its accounts on accrual basis following the historical cost convention. Further, the guidance notes/ announcements issued by the Institute of Chartered Accountants of India (ICAI) are also considered, wherever applicable except to the extent where compliance with other statutory promulgations override the same requiring a different treatment.

Fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that entity can access at measurement date
- Level 2 inputs are inputs, other than quoted prices included in Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability

35.3 Use of estimates

The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Actual results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialize. Estimates include the useful lives of property plant and equipment and intangible fixed assets, allowance for doubtful debts/advances, future obligations in respect of retirement benefit plans, provisions for resurfacing obligations, fair value measurement etc.

The financial statements of the Company have been prepared in accordance with the significant accounting policies duly considering Management's assessment of various matters relating to arbitration/termination proceedings, future projections etc, which are significant to the Company and the final outcome of these matters, including legal/contractual interpretations, where applicable, could have a significant impact on the financial statements and the Management's evaluation of the same is very critical and fundamental to the preparation of these financial statements.

35.4 Presentation of financial statements

The Balance Sheet and the Statement of Profit and Loss are prepared and presented in the format prescribed in Schedule III to the Companies Act, 2013 ("the Act"). The Cash Flow Statement has been prepared and presented as per the requirements of Ind AS 7 "Statement of Cash Flows". The disclosure requirements with respect to items in the Balance Sheet and Statement of Profit and Loss, as prescribed in Schedule III to the Act, are presented by way of notes forming part of accounts along with the other notes required to be disclosed under the notified Accounting Standards and the SEBI (Listing Obligations & Disclosure requirements) Regulations, 2015.

Amounts in the financial statements are presented in Indian Rupees rounded off to nearest rupee in line with the requirements of Schedule III. Per share data are presented in Indian Rupees to two decimal places.

35.5 Cash and Cash Equivalents

Cash and cash equivalents also include fixed deposits, margin money deposits, earmarked balances with banks and other bank balances which have restrictions on repatriation. Short term highly liquid investments being not free from more than insignificant risk of change are not included as part of cash and cash equivalents. Bank overdrafts which are part of the cash management process is included as part of cash and cash equivalents.

35.6 Cash Flow Statement

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

- i. changes during the period in inventories and operating receivables and payables and transactions of a non-cash nature;
- ii. non-cash items such as depreciation, provisions, unrealised foreign currency gains and losses, and undistributed profits of associates; and
- iii. all other items for which the cash effects are investing or financing cash flows.

The cash flows from operating, investing and financing activities of the company are segregated based on the available information. Cash and cash equivalents (including bank balances) are reflected as such in the Cash Flow Statement.

35.7 a.) Property, Plant and Equipment

Property, Plant and Equipment is recognised when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. PPE is stated at original cost net of tax/duty credits availed, if any, less accumulated depreciation.

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labor, any other costs directly attributable to bringing the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located. If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in profit or loss.

For transition to Ind AS, the carrying value of PPE under previous GAAP as on 01 April 2015 is regarded as its cost. The carrying value was original cost less accumulated depreciation.

Administrative and other general overhead expenses that are specifically attributable to construction or acquisition of PPE or bringing the PPE to working condition are allocated and capitalised as a part of the cost of the PPE.

Property, Plant and Equipment not ready for the intended use on the date of the Balance Sheet are disclosed as "Capital work-in-progress".

Depreciation is calculated on cost of items of property, plant and equipment in the manner and as per the useful life prescribed under Schedule-II to the Act, and is generally recognised in the statement of profit and loss. Depreciation on additions (disposals) is provided on a pro-rata basis i.e. from (up to) the date on which asset is ready for use (disposed of).

The estimated useful lives of items of property, plant and equipment for the current and comparative periods are as follows:

Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate.

Assets individually costing less than Rs.5,000 are fully depreciated in the year of purchase.



PATEL - KNR INFRASTRUCTURES LIMITED

Notes accompanying the Financial Statements for the year ended 31 March 2019

b.) Rights under Service Concession Arrangements (Annuity Project)

Financial Asset under SCA

Where Company has acquired contractual rights to receive specified determinable amounts, such rights are recognised and classified as "Financial Assets", even though payments are contingent on Company ensuring that the infrastructure meets the specified quality or efficiency requirements. Such financial assets are classified as "Receivables against Service Concession Arrangements".

The cost incurred for work beyond the original scope per Concession agreement (normally referred as "Change of Scope") is recognised and classified as "Financial Assets as and when incurred.

Pre-operative expenses including administrative and other general overhead expenses that are directly attributable to the development or acquisition of right under service Concession Arrangements are allocated and recognised and classified as "Financial Assets".

35.8 Revenue Recognition

i. Construction contracts

Construction contract revenue arises from construction of road as per the agreement with NHAI. Contract revenue includes the initial amount agreed in the contract plus any variations in contract work, claims and incentive payments, to the extent that it is probable that they will result in revenue and can be measured reliably.

If the outcome of a construction contract can be estimated reliably, contract revenue is recognised in profit or loss in proportion to the stage of completion of the contract. The stage of completion is assessed by reference to surveys of work performed. Otherwise, contract revenue is recognised only to the extent of contract costs incurred that are likely to be recoverable.

Contract costs are recognised as expenses as incurred unless they create an asset related to future contract activity. An expected loss on a contract is recognised immediately in profit or loss.

ii. Service concession arrangements

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are inclusive of duties and taxes and net of discounts, rebates and other similar allowances.

The Company recognises revenue when the amount of revenue can be reliably measured, it is probable that the future economic benefits would flow to the entity and specific criteria have been met for each of the activities described below. The Company bases its estimates on historical results, taking into consideration the type of customer, type of transaction and specifics of the arrangement.

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

iii. Other Income

Interest income is accrued at applicable interest rate on time proportion basis. Dividend income is accounted when the right to receive the same is established.

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

35.9 Employee Benefits

The Company does not have eligible employees as specified under Ind AS-19 on 'Employee Benefits'. Hence, provision for post-employment benefits has not been provided.

35.10 Borrowing Costs

Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

35.11 Segment reporting

The Board of Directors assess the financial performance of the Company and make strategic decisions and has been identified as being the Chief Operating Decision Maker (CODM). Based on the internal reporting provided to the CODM, the Company has only one reportable segment i.e. the BOT road project and hence no separate disclosures are required under Ind AS 108.

35.12 Earnings Per Share

Basic earnings per share is computed by dividing the profit / (loss) for the year by the weighted average number of equity shares outstanding during the year.

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



35.13 Taxes on income

Income tax comprises of current and deferred tax. It is recognized in profit or loss except to the extent that it relates to an item recognized directly in equity or in other comprehensive income.

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Minimum Alternative Tax ("MAT") under the provisions of the Income-tax Act, 1961 is recognised as current tax in the statement of profit and loss. The credit available under the Act in respect of MAT paid is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the period for which the MAT credit can be carried forward for set-off against the normal tax liability. MAT credit recognised as an asset is reviewed at each balance sheet date and written down to the extent the aforesaid convincing evidence no longer exists.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Company recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realized. Deferred tax assets – unrecognized or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is improbable/ no longer probable respectively that the related tax benefit will be realized.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date. The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

35.14 Impairment of Assets

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

(a) an intangible asset that is not yet available for use; and (b) an intangible asset that is amortized over a period exceeding ten years from the date when the asset is available for use.

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

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

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



PATEL - KNR INFRASTRUCTURES LIMITED

Notes accompanying the Financial Statements for the year ended 31 March 2019

35.15 Provisions, contingent liabilities and contingent assets

A provision is recognised when the company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in notes in case of a present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation or a present obligation arising from past events, when no reliable estimate is possible the Notes. Contingent assets have to be recognised in the financial statements in the period in which if it is virtually certain that an inflow of economic benefits will arise. Contingent assets are assessed continually and no such benefits were found for the current financial year.

35.16 Insurance claims

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

35.17 Operating Cycle

Based on the nature of products / activities of the Group and the normal time between acquisition of assets and their realization in cash or cash equivalents, the Group has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

35.18 Claims

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

35.19 Previous year figures have been regrouped/reclassified wherever necessary

as per our report attached

M.K.P.S & ASSOCIATES

Chartered Accountants

Firm's Registration No.: 302014E

by the hand of

S.Modi

Partner

Membership No.: 051361

Place: Hyderabad

Date: 28/05/2019

For and on behalf of the Board of Directors

K.N.Reddy

Director

Din - 00382412

Rishi Vyas

Chief Financial Officer

Place: Hyderabad

Date : 28/05/2019

B.Sudaschander Reddy

Director

Din - 01675600

Anurag Kankaria

Company Secretary