

# DBL MANGALWEDHA SOLAPUR HIGHWAYS PRIVATE LIMITED

Aug 05, 2022

To  
BSE Limited  
P.J. Towers,  
Dalal Street,  
Mumbai - 400 001

Ref No. Scrip Code 973800; Scrip ID 632DBLMS35 and ISIN INE000O07018

Scrip Code: 973802; Scrip ID 632DBLM35 and ISIN INE000O07026

Ref: Disclosure in terms of Regulation 50 and 53 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

In compliance of the Regulation 50 and 53 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find enclosed the Annual Report including notice of Annual General Meeting ("AGM") of the Company for the Financial Year ended 31<sup>st</sup> March 2022.

The AGM of the Company is scheduled to be held on Monday, September 12<sup>th</sup>, 2022, and the Company has sent the same today through electronic mode to the Members.

Further, the Notice along with the Annual Report for the Financial Year 2021-22 is also available on the website of the Company i.e. [www.mshpl.co.in](http://www.mshpl.co.in).

This is for your information and records.

Thank you

Yours faithfully,

For DBL Mangalwedha Solapur Highways Private Limited



Bhumika Chugh  
Compliance Officer

**DBL MANGALWEDHA SOLAPUR HIGHWAYS  
PRIVATE LIMITED**

**4<sup>TH</sup>  
ANNUAL REPORT  
2021-22**

**CORPORATE INFORMATION**  
**CIN: U45203MP2018PTC045516**

**Board of Directors:**

Mr. Ravindranath Karati	- Non-Executive Director
Ms. Pragya Gupta	- Non-Executive Director
Mr. Bovin Kumar	- Non-Executive Director

**Statutory Auditors**

M/s. S.L. Chhajed & Co. LLP, Chartered Accountants

**Secretarial Auditors**

Piyush Bindal & Associates, Company Secretaries

**Internal Auditor**

M/s Ali Jain & Sharma, Chartered Accountant

**Registered Office Address**

Plot No.5, Inside Govind Narayan Singh Gate,  
Chuna Bhatti Kolar Road, Bhopal – 462016 (M.P.)

**Corporate Office Address**

Unit No. 1901, 19th Floor, Tower B World Trade Tower  
Plot No. C-1 Sector 16,  
Noida - 201301

**REGISTRAR & TRANSFER AGENT**

Link Intime India Pvt Ltd; and  
Bigshare Services Pvt Ltd

**SECURITIES TRUSTEE**

Axis Trustee Services Limited

# DBL MANGALWEDA SOLAPUR HIGHWAYS PRIVATE LIMITED

## NOTICE OF 4<sup>TH</sup> ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 4<sup>TH</sup> Annual General Meeting of the Members of DBL Mangalwedha Solapur Highways Private Limited, will be held on Monday, the 12<sup>th</sup> day of September 2022, at 11:30 A.M (IST) at the Registered Office of the Company situated at Plot No.5, Inside Govind Narayan Singh Gate, Chuna Bhatti Kolar Road, Bhopal – 462016 (M.P.) to transact the following business.

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2022 and Statement of Profit and Loss for the year ended on that date along with the Cash Flow Statement and notes forming part of accounts together with the Reports of Directors' and the Auditors' thereon.

### SPECIAL BUSINESS:

#### **2. APPOINTMENT OF MS. PRAGYA GUPTA (09614678) AS NON-EXECUTIVE DIRECTOR**

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

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) thereto or re-enactment thereof for the time being in force) and Articles of Association of the Company, consent of the members be and is hereby accorded to appoint Ms. Pragya Gupta having Director Identification Number – 09614678, who was appointed as Additional Director (category-Non Executive Director) of the Company w.e.f. July 28, 2022 and who has submitted necessary declarations under relevant provisions of the Act and Rules of the Companies Act, 2013.

**RESOLVED FURTHER THAT** any Director and/or Company Secretary of the Company of the Company be and is hereby authorized, jointly and/or severally, to do all such acts, deeds and things as may be required to give effect to above resolution including but not limited to the filing of necessary forms and/or returns with the jurisdictional Registrar of Companies and making necessary entries in the Statutory Registers of the Company.”

#### **3. APPOINTMENT OF MR. BOVIN KUMAR (08571658) AS NON-EXECUTIVE DIRECTOR**

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

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) thereto or re-enactment thereof for the time being in force) and Articles of Association of the Company, consent of the members be and is hereby accorded to appoint Mr. Bovin Kumar having Director Identification Number – 08571658, who has appointed as

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**Site Office:** &M Center of Pkg-4 - (Toll @ km. 343.455), Location- Ichgaon, District- Solapur (MH), Pin Code - 413253  
Ph.:0755-4029999, Fax:0755- 4029998, E-mail: [compliance@mshpl.co.in](mailto:compliance@mshpl.co.in)  
**(CIN No.: U45309MP2018PTC045517)**



# DBL MANGALWEDA SOLAPUR HIGHWAYS PRIVATE LIMITED

Additional Director (category-Non Executive Director) of the Company w.e.f. August 10, 2022 and who has submitted necessary declarations under relevant provisions of the Act and Rules of the Companies Act, 2013.

**RESOLVED FURTHER THAT** any Director and/or Company Secretary of the Company of the Company be and is hereby authorized, jointly and/or severally, to do all such acts, deeds and things as may be required to give effect to above resolution including but not limited to the filing of necessary forms and/or returns with the jurisdictional Registrar of Companies and making necessary entries in the Statutory Registers of the Company.”

#### 4. APPOINTMENT OF MR. RAVINDRANATH KARATI (07419535) AS NON-EXECUTIVE DIRECTOR

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) thereto or re-enactment thereof for the time being in force) and Articles of Association of the Company, consent of the members be and is hereby accorded to appoint Mr. Ravindranath Karati having Director Identification Number – 07419535, who was appointed as Additional Director (category-Non Executive Director) of the Company w.e.f. July 28, 2022 and who has submitted necessary declarations under relevant provisions of the Act and Rules under the Companies Act, 2013.

**RESOLVED FURTHER THAT** any Director and/or Company Secretary of the Company of the Company be and is hereby authorized, jointly and/or severally, to do all such acts, deeds and things as may be required to give effect to above resolution including but not limited to the filing of necessary forms and/or returns with the jurisdictional Registrar of Companies and making necessary entries in the Statutory Registers of the Company.”

#### 5. RATIFICATION OF COST AUDITORS' REMUNERATION

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

“**RESOLVED THAT** pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the consent of the Members be and is hereby accorded to ratify the remuneration of Rs. 25,000/- (Rupees Twenty-Five only) plus taxes plus out of pocket expenses payable to M/s. V. J. Talati & Co., Cost Accountants (Firm Registration No. R00213) who have been appointed by the Board of Directors as the Cost Auditors of the Company, to conduct the audit of the cost records of the Company, for the Financial Year ending March 31, 2023.

**RESOLVED FURTHER THAT** any Director and/or the Company Secretary be and is hereby singly authorized to settle any question, difficulty, or doubt, that may arise in giving effect to this resolution

# DBL MANGALWEDA SOLAPUR HIGHWAYS PRIVATE LIMITED

and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

## 6. ALTERATION OF NAME CLAUSE IN MEMORANDUM AND ARTICLES ASSOCIATION OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Section 13, 14 and other applicable provisions, if any of the Companies Act, 2013 read with rules and regulations made thereunder (including any statutory modification thereto or re-enactment thereof for the time being in force) and subject to any other approval as may be required, the consent of the shareholders of the Company be and is hereby accorded to change the name of the Company from “DBL Mangalwedha Solapur Highways Private Limited” to “Mangalwedha Solapur Highways Private Limited” or “Mangalwedha Solapur Tollways Private Limited” or any other name subject to the approval of concerned Registrar of Companies or such other Regulatory Authorities.”

**RESOLVED FURTHER THAT** in terms of Section 13 and 14 of the Companies Act, 2013 the Memorandum and Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

**RESOLVED FURTHER THAT** any Director and/or Company Secretary of the Company, be and is hereby severally authorized to do all such acts, deeds, matters and things, as he may in their absolute discretion deem necessary, proper or desirable, including any amendment or modification to the proposed Memorandum and Articles of Association, including but not limited to making requisite filings with the Registrar of Companies, that may be required to give effect to the said alteration in accordance with this resolution.

**RESOLVED FURTHER THAT** any Director and/or Company Secretary of the Company be and is hereby severally authorized to issue or forward a certified copy of the aforesaid resolution to the statutory authorities or banks and financial institutions from time to time, as may be required.”

**By Order of the Board**  
**For DBL Mangalwedha Solapur Highways Private Limited**

Sd/-  
**Bhumika Chugh**  
**(Company Secretary)**  
**Membership No. 44724**

**Regd. Office:** Plot No.5, Inside Govind Narayan Singh Gate, Chuna Bhatti Kolar Road, Bhopal – 462016 (M.P.),  
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**Site Office:** &M Center of Pkg-4 - (Toll @ km. 343.455), Location- Ichgaon, District- Solapur (MH), Pin Code - 413253  
Ph.:0755-4029999, Fax:0755- 4029998, E-mail: [compliance@mshpl.co.in](mailto:compliance@mshpl.co.in)  
**(CIN No.: U45309MP2018PTC045517)**

# DBL MANGALWEDA SOLAPUR HIGHWAYS PRIVATE LIMITED

**Date: August 18, 2022**

**Place: Noida**

## NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 AND HOLDING IN THE AGREEGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY.**
- 2. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**
3. Proxies in order to be effective must be received at the Registered Office of the Company at any time but not less than 48 hours before the Meeting. A format of proxy is enclosed.
4. The documents referred to in the proposed resolutions and explanatory statement are open for inspection at the Corporate Office of the Company during working hours between 9.30 A.M. and 1.00 P.M., except on holidays.
5. The Directors' Report, Auditors' Report and Audited Balance Sheet as at March 31, 2022 and the Profit and Loss Account & cash flow statement for the period ended on that date are enclosed.
6. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
7. Route Map for the venue of Annual General Meeting is enclosed herewith.
8. Members are requested to bring their copies of Annual Report to the General Meeting and are requested to sign at the place provided on the attendance slip and hand it over at the entrance of the venue.
9. A Member desirous of seeking any information on the accounts or operations of the Company is requested to forward his/her query in writing to the Company at least 24 hours prior to the Meeting, so that the required information can be made available at the Meeting.
10. Register of Directors & KMP and their Shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contract or Arrangements in which the Directors are interested maintained under Section 189 and all other statutory registers of the Act will be

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**Site Office:** &M Center of Pkg-4 - (Toll @ km. 343.455), Location- Ichgaon, District- Solapur (MH), Pin Code - 413253

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**(CIN No.: U45309MP2018PTC045517)**

# DBL MANGALWEDA SOLAPUR HIGHWAYS PRIVATE LIMITED

available for inspection by the Members at the General Meeting.

11. Members are requested to notify any change in their address to the Company immediately.
12. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of special business as set out above is annexed hereto.

**By Order of the Board  
For DBL Mangalwedha Solapur Highways Private Limited**

**Sd/-  
Bhumika Chugh  
(Company Secretary)  
Membership No. 44724**

**Date: August 18, 2022  
Place: Noida**

# DBL MANGALWEDA SOLAPUR HIGHWAYS PRIVATE LIMITED

## EXPLANATORY STATEMENT(S) AS REQUIRED UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013 AND FOR ORDINARY BUSINESS

### ITEM NO. 2: APPOINTMENT OF MS. PRAGYA GUPTA (DIN: 09614678) AS NON-EXECUTIVE DIRECTOR

Ms. Pragya Gupta was appointed as an Additional Director (Category- Non-Executive Director) by the circular resolution passed by the Board of Director on July 28, 2022.

In terms of Section 149, 152 and its related and applicable provisions of the Companies Act, 2013, read with the Rules made there under, Ms. Pragya Gupta being eligible and offers herself for appointment, is proposed to be appointed as Non-Executive Director.

Ms. Pragya Gupta has submitted declaration that she is not disqualified to become a Director under Section 164(2) of the Companies Act, 2013 and has also given her consent to hold office as Director.

The Board, based on the experience/expertise declared by Ms. Pragya Gupta, is of the opinion that Ms. Pragya possess the requisite qualification to act as a Non-Executive Director of the Company. The Board is also of the opinion that owing to the rich and varied experience of Ms. Pragya, her association would be of immense benefit to the Company and it is desirable to avail her services as Non-Executive Director.

Ms. Pragya has no relationship with any Director or Key Managerial Personnel of the Company.

Further, except, Ms. Pragya Gupta, None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

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

Name	Pragya Gupta
Age	36 years
Qualification	Post-Graduation in Mass Communication
Experience	14 years
Terms & Conditions of Appointment	As per resolution no. 2 of accompanying Notice
Date of first appointment on the Board	July 28, 2022
Shareholding in the Company	Nil

## DBL MANGALWEDA SOLAPUR HIGHWAYS PRIVATE LIMITED

Relationship with other Directors, Manager and KMP	No relationship
No. of Board meetings attended during the year	Nil
Other Directorships	Ghaziabad Aligarh Expressway Private Limited DA Toll Road Private Limited Cube Highways Project Management Private Limited DBL Borgaon Watambare Highways Private Limited DBL Mangloor Highways Private Limited
Membership/Chairmanship of the Committees of Board held in other company	Member of CSR Committee of Ghaziabad Aligarh Expressway Private Limited

The Board recommends resolution under item no. 2 to be passed as an ordinary resolution.

### ITEM NO. 3: APPOINTMENT OF MR. BOVIN KUMAR (DIN: 08571658) AS NON-EXECUTIVE DIRECTOR

Mr. Bovin Kumar was appointed as an Additional Director (Category- Non-Executive Director) by the Board in its Meeting held on on August 10, 2022.

In terms of Section 149, 152 and its related and applicable provisions of the Companies Act, 2013, read with the Rules made there under, Mr. Bovin Kumar being eligible and offers himself for appointment, is proposed to be appointed as Non-Executive Director.

Mr. Bovin Kumar has submitted declaration that he is not disqualified to become a Director under Section 164(2) of the Companies Act, 2013 and has also given his consent to hold office as Director.

The Board, based on the experience/expertise declared by Mr. Bovin Kumar, is of the opinion that Mr. Bovin possess the requisite qualification to act as a Non-Executive Director of the Company. The Board is also of the opinion that owing to the rich and varied experience of Mr. Bovin, his association would be of immense benefit to the Company and it is desirable to avail his services as Non-Executive Director.

Mr. Bovin has no relationship with any Director or Key Managerial Personnel of the Company.

# DBL MANGALWEDA SOLAPUR HIGHWAYS PRIVATE LIMITED

Further, Except Mr. Bovin Kumar, None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

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

Name	Bovin Kumar
Age	51 years
Qualification	M.Tech Civil Engineering
Experience	25 years
Terms & Conditions of Appointment	As per resolution no. 3 of accompanying Notice
Date of first appointment on the Board	August 10, 2022
Shareholding in the Company	Nil
Relationship with other Directors, Manager and KMP	No relationship
No. of Board meetings attended during the year	Nil
Other Directorships	- DBL Borgaon Watambare Highways Private Limited
Membership/Chairmanship of the Committees of Board held in other company	NIL

The Board recommends resolution under item no. 3 to be passed as an ordinary resolution.

## **ITEM NO. 4: APPOINTMENT OF MR. RAVINDRANATH KARATI (DIN: 07419535) AS DIRECTOR OF THE COMPANY**

The Board of Directors of the Company appointed Mr. Ravindranath Karati as Additional Director of the Company w.e.f. on July 28<sup>th</sup> 2022 by passing resolution by circulation.

In terms of Section 149, 152 and other applicable provisions of the Companies Act, 2013, read with the rules made there under, Mr. Ravindranath Karati being eligible and offers himself for appointment, is proposed to be appointed/regularized as Director (Non-Executive).

# DBL MANGALWEDA SOLAPUR HIGHWAYS PRIVATE LIMITED

Mr. Ravindranath Karati has submitted declaration that he is not disqualified to become a Director under Section 164(2) of the Companies Act, 2013 and has also given his consent to hold office as Director and He has no relationship with any Director or Key Managerial Personnel of the Company.

Further, except Mr. Ravindranath Karati, none of the Directors, and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

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

Name	Ravindranath Karati
Age	50 years
Qualification	Post-Graduate
Experience	25 years
Terms & Conditions of Appointment	As per resolution no. 4 of accompanying Notice
Date of first appointment on the Board	July 28, 2022
Shareholding in the Company	Nil
Relationship with other Directors, Manager and KMP	No relationship
No. of Board meetings attended during the year	-
Other Directorships	<ol style="list-style-type: none"> <li>1. Mahua Bharatpur Expressways Limited</li> <li>2. DA Toll Road Private Limited</li> <li>3. N.A.M. Expressway Limited</li> <li>4. Walayar Vadakkencherry Expressways Private Limited</li> <li>5. DBL Mangloor Highways Private limited</li> <li>6. Farakka-Raiganj Highways Limited</li> <li>7. Cube Highways Investment Advisory Private Limited</li> <li>8. Nelamangala Devihalli Expressway Private Limited</li> </ol>
Membership/Chairmanship of the Committees of Board held in other company <ul style="list-style-type: none"> <li>• Audit Committee</li> <li>• Nomination and Remuneration Committee</li> <li>• Risk Management Committee</li> <li>• Corporate Social Responsibility Committee</li> </ul>	<b>Audit Committee:</b> Mahua Bharatpur Expressways Limited  <b>Nomination and Remuneration Committee:</b> DA Toll Road Private Limited  <b>Risk Management Committee</b>



# DBL MANGALWEDA SOLAPUR HIGHWAYS PRIVATE LIMITED

	DA Toll Road Private Limited  <b>Corporate Social Responsibility Committee:</b>  Farakka Raiganj Highways Limited
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The Board recommends resolution set forth in item no. 4 for the approval of the Members as an ordinary resolution.

## **ITEM NO. 5 RATIFICATION OF COST AUDITORS' REMUNERATION**

As per the provisions of Section 148 of the Companies Act 2013, Company is required to have the audit of its cost records conducted by a Cost Accountant in Practice. The Board of Directors of the Company have approved the appointment and remuneration of M/s. V. J. Talati & Co., Cost Accountant in Practice as the Cost Auditors of the Company to conduct audit of cost records of the Company for the Financial Year ending March 31, 2023, at a remuneration of Rs. 25,000/- plus taxes plus reimbursement of out-of-pocket expenses.

In accordance with the provisions of Section 148 of the Act read with Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors, as approved by the Board of Directors has to be ratified by the Members of the Company. Accordingly, the consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors, to conduct audit of cost records of the Company for the Financial Year ending March 31, 2023.

None of the Directors and Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in passing of the aforesaid resolution.

The Board recommends the resolution set out at Item No. 5 for the approval by the Members of the Company as an Ordinary Resolution.

## **ITEM NO. 6: ALTERATION OF NAME CLAUSE IN MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY**

Pursuant to the acquisition of the Company by Cube Highways and Infrastructure III Pte. Ltd. (CH-III), it is proposed to change the name of the Company, from DBL Mangalwedha Solapur Highways Private Limited to "Mangalwedha Solapur Highways Private Limited" or "Mangalwedha Solapur Tollways Private Limited" or any other name approved by Registrar of the Company to reflect the change in promoter group/management.

Accordingly, pursuant to the resolution passed by the Board of Directors dated August 10, 2022, an application for reservation of name "Mangalwedha Solapur Highways Private Limited" or

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**Site Office:** &M Center of Pkg-4 - (Toll @ km. 343.455), Location- Ichgaon, District- Solapur (MH), Pin Code - 413253  
Ph.:0755-4029999, Fax:0755- 4029998, E-mail: [compliance@mshpl.co.in](mailto:compliance@mshpl.co.in)

(CIN No.: U45309MP2018PTC045517)

# DBL MANGALWEDA SOLAPUR HIGHWAYS PRIVATE LIMITED

“Mangalwedha Solapur Tollways Private Limited” shall be filed with the Registrar of the Companies, Ministry of Corporate Affairs.

As per the provisions of Section 13, 14 and other applicable provisions of the Companies Act, 2013, the Company is required to alter the name clause of the Memorandum and Article of Association of the Company in order to give effect to the name change.

The Directors recommend the Resolution at Item No. 6 of the accompanying Notice, for the approval of Members of the Company, as Special Resolution.

None of the directors and key managerial personnel of the company and their relatives has any concern or interest, financially or otherwise in proposed resolution.

**By Order of the Board  
For DBL Mangalwedha Solapur Highways Private Limited**

**Sd/-  
Bhumika Chugh  
(Company Secretary)  
Membership No. 44724**

**Date: August 18, 2022  
Place: Noida**

# DBL MANGALWEDA SOLAPUR HIGHWAYS PRIVATE LIMITED

## DBL MANGALWEDHA SOLAPUR HIGHWAYS PRIVATE LIMITED

Regd. Off: Plot No.5, Inside Govind Narayan Singh Gate, Chuna Bhatti Kolar Road, Bhopal – 462016  
(M.P.)

Ph. 0120-4868300, Email id: [compliance@mshpl.co.in](mailto:compliance@mshpl.co.in)

CIN: U45309MP2018PTC045517

### ATTENDANCE SLIP

Regd. Folio No. / DP ID – Client ID :

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Name and Address of First/Sole Shareholder :

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No. of Shares held :

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I certify that I am a registered shareholder/ proxy of the Company

I hereby record my presence at the 4<sup>th</sup> (Fourth) General Meeting of the Company to be held on Monday, the 12<sup>th</sup> day of September, 2022, at 11:30 A.M. (IST) at the Registered Office of the Company.

**Member's/Proxy's name in Block letters**

**Member's/Proxy's Signature**

Notes:

- a. Only Member/Proxy can attend the meeting. No minors would be allowed at the meeting
- b. Member / Proxy wish to attend the meeting must bring this attendance slip to the meeting and handover at the entrance duly filled in and signed

# DBL MANGALWEDA SOLAPUR HIGHWAYS PRIVATE LIMITED

## PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

DBL MANGALWEDHA SOLAPUR HIGHWAYS PRIVATE LIMITED

(CIN: U45309MP2018PTC045517)

Regd. Off: Plot No.5, Inside Govind Narayan Singh Gate, Chuna Bhatti Kolar Road, Bhopal – 462016 (M.P.)

Tel: 0120-4868323, Email ID: [compliance@mshpl.co.in](mailto:compliance@mshpl.co.in)

### 4<sup>th</sup> ANNUAL GENERAL MEETING

Name of Member(s): .....

Registered Address: .....

Email ID: .....

Folio No. / DP ID-Client ID: .....

I/We being the member(s) holding..... shares of DBL Mangalwedha Solapur Highways Private Limited, hereby appoint

1. Name .....

Address .....

Email ID .....

Signature ..... or failing him/her

2. Name .....

Address .....

Email ID .....

Signature ..... or failing him/her

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Monday, the 12<sup>th</sup> day of September 2022 at 11:30 A.M. (IST) at Plot No.5, Inside Govind Narayan Singh Gate, Chuna Bhatti Kolar Road, Bhopal – 462016 (M.P.).

Sr. No.	RESOLUTIONS	Option	
		For	Against
1.	TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS AS AT 31 <sup>ST</sup> MARCH 2022 AND STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON THAT DATE ALONG WITH THE CASH FLOW STATEMENT AND NOTES FORMING PART OF ACCOUNTS		

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**Corporate Office:** Unit No. 1901, 19th Floor, Tower B, World Trade Tower, Plot No. C-1, Sector-16, Noida-201301

**Site Office:** &M Center of Pkg-4 - (Toll @ km. 343.455), Location- Ichgaon, District- Solapur (MH), Pin Code - 413253

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(CIN No.: U45309MP2018PTC045517)

# DBL MANGALWEDA SOLAPUR HIGHWAYS PRIVATE LIMITED

	TOGETHER WITH THE REPORTS OF DIRECTORS' AND THE AUDITORS' THEREON		
2	APPOINTMENT OF MS. PRAGYA GUPTA (DIN: 09614678) AS DIRECTOR OF THE COMPANY		
3	APPOINTMENT OF MR. BOVIN KUMAR (08571658) AS NON-EXECUTIVE DIRECTOR		
4	APPOINTMENT OF MR. RAVINDRANATH KRATI (DIN: 07419535) AS DIRECTOR OF THE COMPANY		
5	RATIFICATION OF COST AUDITORS' REMUNERATION		
6	ALTERATION OF NAME CLAUSE IN MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY		

Signed this ..... day of.....2022

Signature of the Proxy Holder.....

Signature of the Member

Reference Folio No. / DP ID & Client ID

No. of Shares .....

Affix  
1 Rupee  
Revenue  
Stamp

## Notes:

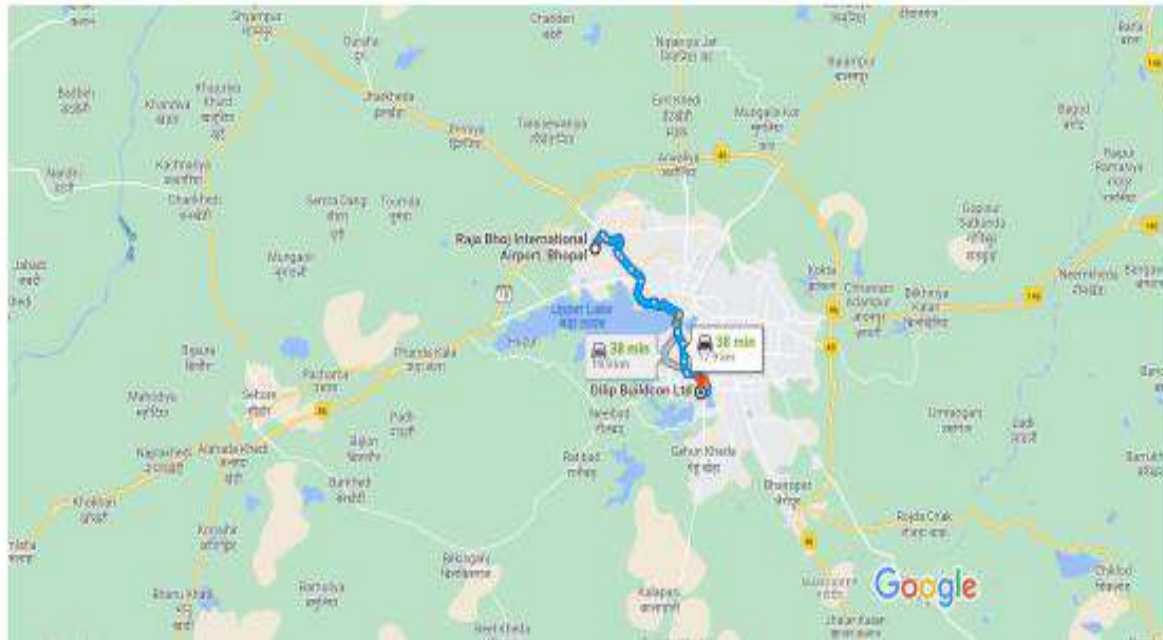
1. The Proxy form in order to be effective should be duly completed and deposited at the Corporate/Registered Office of the company not less than 30 minutes before the commencement of the meeting.
2. A Proxy need not be a member of the Company.
3. Pursuant to the provisions of Section 105 of Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.

## DBL MANGALWEDA SOLAPUR HIGHWAYS PRIVATE LIMITED

6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
7. Please complete all details including details of member (s) in above box before submission.

# DBL MANGALWEDA SOLAPUR HIGHWAYS PRIVATE LIMITED

**ROUTE MAP FOR 04TH (FOURTH) ANNUAL GENERAL MEETING OF DBL MANGALWEDA SOLAPUR HIGHWAYS PRIVATE LIMITED SCHEDULED TO BE HELD ON MONDAY, THE 12<sup>TH</sup> DAY OF SEPTEMBER 2022 AT 11:30 A.M. AT PLOT NO.5, INSIDE GOVIND NARAYAN SINGH GATE, CHUNA BHATTI KOLAR ROAD, BHOPAL – 462016 (M.P.)**



**Regd. Office:** Plot No.5, Inside Govind Narayan Singh Gate, Chuna Bhatti Kolar Road, Bhopal – 462016 (M.P.),  
**Corporate Office:** Unit No. 1901, 19th Floor, Tower B, World Trade Tower, Plot No. C-1, Sector-16, Noida-201301  
**Site Office:** &M Center of Pkg-4 - (Toll @ km. 343.455), Location- Ichgaon, District- Solapur (MH), Pin Code - 413253  
Ph.:0755-4029999, Fax:0755- 4029998, E-mail: [compliance@mshpl.co.in](mailto:compliance@mshpl.co.in)  
(CIN No.: U45309MP2018PTC045517)

# DBL MANGALWEDHA SOLAPUR HIGHWAYS PRIVATE LIMITED

## BOARD REPORT

(For Financial Year 2021-22)

To,  
The Members,  
DBL Mangalwedha Solapur Highways Private Limited

Your directors are pleased to present the 4<sup>th</sup> Annual Report of DBL Mangalwedha Solapur Highways Private Limited ("**the Company**") along with the Audited Financial Statements of the Company for the Financial Year ended March 31, 2022.

### FINANCIAL SUMMARY AND HIGHLIGHTS ON THE PERFORMANCE OF THE COMPANAY

The company's financial performance for the year ended 31<sup>st</sup> March 2022 is summarized below. The Financial Results (as per Ind AS) of the company are given as under:

Particulars	(Amount in Lakhs)	
	Financial Year ended 31 <sup>st</sup> March, 2022	Financial Year ended 31 <sup>st</sup> March, 2021
Total Revenue Earned (including other income)	11,890.31	31,858.51
Less: Total Expenses	10,296.99	32,287.68
Profit/Loss before Prior Period, Exceptional, Extraordinary items and Tax	1593.32	(429.17)
Profit/Loss Before Tax	(1,517.62)	(2,396.19)
Tax	-	-
Profit/Loss for the Period	<b>(1,517.62)</b>	<b>(2,396.19)</b>
Re-measurements of the defined benefit plans	-	-
Income tax relating benefit/(charge) on above	-	-
Profit /Loss carried over to Balance Sheet	(1517.62)	<b>(2396.19)</b>
Earning Per Share (In Rs.)	(790.95)	(1248.84)

### STATE OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK

During the year under review, the Gross revenue of the Company was INR 11,890.31 lakh and the Loss after Tax INR 1,517.62 lakh as compared to the gross revenue of INR 31,858.51 lakh and Loss after tax of INR 2396.19 in the previous year.

The Concessionaire has granted a concession by the National Highways Authority of India ("**Authority**") in connection with the four laning of Sangli-Solapur (Package-IV: Mangalwedha to Solapur) section of NH-166 from existing Ch. Km 314.969 to Ch. Km 370.452 (Design Ch. Km 321.600 to Km. 378.100) of length 56.500 km in the state of Maharashtra ("**Project Highway**") pursuant to the terms and conditions of a Concession Agreement executed between the Authority and the Concessionaire dated 10 May 2018 ("**Concession Agreement**")



The Company was a wholly owned subsidiary of Dilip Buildcon Limited till December 29, 2021. Pursuant to Share Purchase Agreement (SPA) entered into between the DBL Mangalwedha Solapur Highways Private Limited (the Company,) Dilip Buildcon Limited (its Holding Company) and Cube Highways and Infrastructure III Pte Ltd. (CH-III), 49% equity stake was transferred to Cube Highways and Infrastructure III Pte Ltd on December 30, 2021. Accordingly, the Company was subsidiary of Dilip Buildcon Limited.

Further on 28 July 2022, Dilip Buildcon Limited transferred balance 51% equity shares of DBL Mangalwedha Solapur Highways Private Limited to Cube Highways and Infrastructure III Pte Ltd. (CH-III). Pursuant to which the Company has become a wholly owned subsidiary of CH-III.

#### **DIVIDEND**

In view of the loss incurred by the Company, the Board of Directors do not recommend any dividend for the financial year ended on March 31, 2022.

#### **TRANSFER TO RESERVES**

The Company does not propose to transfer any money to reserves. Accordingly, no amount has been transferred to reserves during the Financial Year.

#### **DEPOSITS**

During the year under review, the Company has neither accepted any deposits under the provisions of the Companies Act, 2013 nor has any unpaid or unclaimed deposits at the end of the financial year.

#### **CHANGE IN THE NATURE OF THE BUSINESS**

During the year under review there has been no change in the nature of the business of the Company.

#### **MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT**

The Company was a wholly owned subsidiary of Dilip Buildcon Limited till December 29, 2021. Pursuant to Share Purchase Agreement (SPA) entered into between the DBL Mangalwedha Solapur Highways Private Limited (the Company,) Dilip Buildcon Limited (its Holding Company) and Cube Highways and Infrastructure III Pte Ltd. (CH-III) 49% equity stake was transferred to Cube Highways and Infrastructure III Pte Ltd. (CH-III) on December 30, 2021. Accordingly, the Company was subsidiary of Dilip Buildcon Limited.

Further on July 28<sup>th</sup>, 2022 Dilip Buildcon Limited transferred balance 51% equity shares of the DBL Mangalwedha Solapur Highways Private Limited to CH-III. Pursuant to which the Company has become a wholly owned subsidiary of CH-III.

#### **DETAILS OF SIGNIFICANT OR MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNAL IMPACTING THE GOING CONCERN STATUS AND COMPANIES OPERATION IN FUTURE**

No significant or material orders have been passed by the Regulators or Courts or Tribunal impacting the going concern status and the company's operation in future.

## **HOLDING COMPANY**

At the beginning of the Financial Year, Dilip Buildcon Limited along with its nominees was the Holding Company by virtue of holding 100% of Equity Share Capital of DBL Mangalwedha Solapur Highways Private Limited.

However, pursuant to Share Purchase Agreement (SPA) entered into between the DBL Mangalwedha Solapur Highways Private Limited (the Company), Dilip Buildcon Limited (its Holding Company) and Cube Highways and Infrastructure III Pte Ltd. (CH-III), 49% equity stake was transferred to Cube Highways and Infrastructure III Pte Ltd on December 30, 2021.

Further, on July 28<sup>th</sup>, 2022 Dilip Buildcon Limited transferred the remaining 51% stake in the Company to CH-III.

Accordingly, the Company is now a wholly owned subsidiary of CH-III.

## **DETAILS OF SUBSIDIARY, JOINT VENTURE AND ASSOCIATE COMPANY:**

The Company has no Subsidiary, Joint Venture and/or Associate Company. Therefore, the requirement pursuant to Rule 8(1) of the Companies Accounts Rules, 2014 of reporting of highlights of performance of subsidiary, joint venture and/or associate Company and their contribution to the overall performance of the Company during the period is not applicable.

## **SHARE CAPITAL**

### **AUTHORIZED SHARE CAPITAL:**

The Authorized Share Capital of Company is INR 25,00,000/- (Rupees Twenty-Five Lakhs only) divided into 2,50,000 (Two Lakh Fifty Thousand) Equity Shares face value of INR 10/- (Ten) each.

### **ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL:**

The Issued, Subscribed and Paid-up Share Capital of the Company is INR 1,918,740/- (Rupees Nineteen Lakh Eighteen Thousand Seven Hundred Forty Only) divided into 191,874 (One Lakh Ninety-One Thousand Eight Hundred Seventy Four) Equity Shares of face value of INR 10/- (Ten) each.

During the financial year, there was no change in the issued, subscribed, and paid share capital of the Company.

As on March 31, 2022, none of the directors of the Company hold any instrument convertible into equity shares of the Company

## **DEBENTURES:**

During the year under review, the Company has issued following debentures:

Sr. No.	Name of Allottee	Type of Debenture	No. of Debentures allotted	Face Value of Debentures (INR)	Date of Allotment	Total Consideration
1.	Cube Highways and	Unlisted, Unrated,	72,42,000	100	09-11-2021	72,42,00,000

	Infrastructure III Pte. Ltd	Unsecured Optionally Convertible Debentures				
2.	Axis Bank Limited Series - A	Listed, Rated and Secured Non-Convertible Debentures	3000	10,00,000	22-02-2022	3,000,000,000
3.	Axis Bank Limited Series – B	Listed, Rated and Secured Non-Convertible Debentures	249	10,00,000	22-02-2022	249,000,000
4.	Cube Highways and Infrastructure III Pte. Ltd	Unlisted, Unrated, Unsecured Optionally Convertible Debentures	200,000	100	24-03-2022	20,000,000

*The Company during the Financial Year 2021-22 had issued and allotted 3249 Listed, Rated and Secured Non-Convertible Debentures of INR 10,00,000 (Indian Rupees Ten lakh) each aggregating to INR 3,249,000,000 (Indian Rupees Three Hundred Twenty-Four Crores Ninety Lakhs Only) on a private placement basis on February 22, 2022, which were listed on the BSE Limited on February 22, 2022.*

#### **DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

As on 31<sup>st</sup> March, 2022 the Company's Board comprises of 5 Directors, comprising of Three Non-Executive Director and Two Non- Executive Independent Directors.

The Board is satisfied that the current composition reflects an appropriate mix of knowledge, skills experience, expertise, diversity, and Independence. The Board provides leadership, strategic guidance, an objective and independent view to the Company's management while discharging its fiduciary duties, thereby ensuring that the management adheres to the high standards of ethics, transparency, and disclosure.

The Directors on the Board of the Company as on the date of the Report are as follows:

1. Mr. Bovin Kumar - Non- Executive Director
2. Mr. Ravindranath Karati – Non-Executive Director
3. Ms. Pragya Gupta – Non- Executive Director

#### **CHANGES IN THE COMPOSITION OF BOARD OF DIRECTORS:**

During the Financial Year under review, following changes were made in the composition of Board of

Directors of the Company.

1. Mr. Gaurav Malhotra (DIN: 09422131) was appointed as an Additional Director in the category of Non-executive Director on December 02, 2021 and his appointment was regularized by the Shareholders of the Company in the Extra-Ordinary General Meeting held on December 29, 2022.
2. Mr. Kapil Nayyar (DIN: 00004058) was appointed as an Additional Director in the category of Non-Executive Independent Director on December 29, 2021 and his appointment was regularized by the Shareholders of the Company in the Extra-Ordinary General Meeting held on December 29, 2022.
3. Mr. Jayesh Ramniklal Desai (DIN: 00038123) was appointed as an Additional Director in the category of Non-Executive Independent Director on December 29, 2021 and his appointment was regularized by the Shareholders of the Company in the Extra-Ordinary General Meeting held on December 29, 2022.

**CHANGES IN THE KEY MANAGERIAL PERSONNEL OF THE COMPANY:**

During the year under review, following changes were made in the positions of Key Managerial Personnel of the Company.

1. Ms. Bhumika Chugh was appointed as Company Secretary of the Company with effect from January 17, 2022.

**In addition to the above following changes took place after the year under review:**

1. Ms. Seema Suryavanshi (DIN: **00039946**) tendered her resignation from the position of Director (Non-executive) of the Company with effect from July 28, 2022. The Board members placed on record its sincere appreciation for the valuable services rendered by Ms. Seema Suryavanshi during her tenure as a Non-Executive Director of the Company.
2. Mr. Javed Khan (DIN: **08099239**) tendered his resignation from the position of Director (Non-executive) of the Company with effect from July 28, 2022. The Board members placed on record its sincere appreciation for the valuable services rendered by Mr. Javed Khan during his tenure as a Non-Executive Director of the Company.
3. Mr. Ravindranath Karati (DIN: **07419535**) was appointed as an Additional Director (Non-Executive-Director) of the Company with effect from July 28, 2022. The Board of Directors recommend the appointment of Mr. Ravindranath Karati as Director at the forthcoming Annual General Meeting of the Company.
4. Ms. Pragya Gupta (DIN: **09614678**), was appointed as an Additional Director (Non-Executive-Director) of the Company with effect from July 28, 2022. The Board of Directors recommend the appointment of Ms. Pragya Gupta as Director at the forthcoming Annual General Meeting of the Company.
5. Mr. Kapil Nayyar (DIN: **00004058**) tendered his resignation from the position of Director (Non-executive Independent) of the Company with effect from August 03, 2022. The Board members

placed on record its sincere appreciation for the valuable services rendered by Mr. Kapil Nayyar during his tenure as a Non-Executive Director - Independent of the Company.

6. Mr. Jayesh Ramniklal Desai (DIN: **00038123**) tendered his resignation from the position of Director (Non-executive Independent) of the Company with effect from August 03, 2022. The Board members placed on record its sincere appreciation for the valuable services rendered by Mr. Jayesh Ramniklal Desai during his tenure as a Non-Executive Director - Independent of the Company.
7. Mr. Bovin Kumar (DIN: **08571658**) was appointed as an Additional Director (Non-Executive-Director) of the Company with effect from August 10, 2022. The Board of Directors recommend the appointment of Mr. Bovin Kumar as Director at the forthcoming Annual General Meeting of the Company.
8. Mr. Gaurav Malhotra (DIN: **09422131**) tendered his resignation from the position of Director (Non-executive) of the Company with effect from August 10, 2022. The Board members placed on record its sincere appreciation for the valuable services rendered by Mr. Gaurav Malhotra during his tenure as a Non-Executive Director - Independent of the Company.

#### **STATEMENT ON DECLARATION OF INDEPENDENCE**

The Company had two Independent Director on its Board as on 31<sup>st</sup> March 2022. Accordingly, the Company has received necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013, that he meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013. However, the provisions of Section 149(7) of the Companies Act, 2013 are not applicable on the Company as on the date of Directors Report.

#### **MEETINGS OF THE BOARD OF DIRECTORS:**

The Board of Directors of the Company met Ten (10) times during the financial year 2021-22 viz May 18, 2021, September 07, 2021, September 24, 2021, October 01, 2021, October 26, 2021, November 27, 2021, December 02, 2021, December 27, 2021, January 17, 2022 and February 07, 2022. The intervening gaps between the dates of meeting was pursuant to the provisions of Companies Act, 2013 and relevant rules framed thereunder and Articles of Association of the Company.

The details of attendance of the Directors of the Company are as under:

Sr. No.	Name of the Directors	Attendance		
		Held	Eligible to Attend	Attended
1.	Ms. Seema Suryavanshi	10	10	8
2.	Mr. Javed Khan	10	10	10
3.	Mr. Gaurav Malhotra	10	02	02
4.	Mr. Jayesh Ramniklal Desai	10	02	02
5.	Mr. Kapil Nayyar	10	02	02

#### **COMMITTEES OF THE BOARD:**

As on March 31, 2022, the Board had two committees: the audit committee and the nomination and remuneration committee. All committees comprise of optimum combination of Independent Directors and Non- Executive Directors. During the year, all recommendations made by the committees were approved by the Board.

**NOMINATION AND REMUNERATION COMMITTEE:**

As per the Companies Act, 2013 and relevant rules framed thereunder, there is an exemption for the Wholly Owned Subsidiary from formulation of Nomination and Remuneration Committee of Directors.

The Company was the Wholly Owned Subsidiary of Dilip Buildcon Limited till December 29, 2021 thereafter pursuant to transfer of 49% shares to Cube Highways and Infrastructure III Pte. Ltd on December 30, 2021, the Company ceased to be the wholly owned subsidiary of Dilip Buildcon Limited. Accordingly, the provisions of Section 178of Companies Act, 2013, regarding formulation of the Nomination and Remuneration Committee became applicable on the Company from such date.

The Nomination and Remuneration Committee was duly constituted in terms of Section 178 of the Companies Act 2013 by the Board of Directors of the Company in their meeting held on December 30, 2021. The composition of Nomination and Remuneration Committee is as follows:

S. No.	Directors	Position	Category
1.	Mr. Kapil Nayyar	Chairman	Independent Director
2.	Mr. Jayesh Ramniklal Desai	Member	Independent Director
3.	Mr. Gaurav Malhotra	Member	Non-Executive Director

The following meetings have been held during the Financial Year 2021-22:

Sr. No.	Name of the Members	Attendance		
		Held	Eligible to Attend	Attended
1.	Gaurav Malhotra	01	01	01
2.	Jayesh Ramniklal Desai	01	01	01
3.	Kapil Nayyar	01	01	01

\*Mr. Gaurav Malhotra has been appointed as an additional director of the Company w.e.f. 02<sup>nd</sup> December 2021 and resigned on August 10, 2022.

\*\*Mr. Kapil Nayyar and Mr. Jayesh Ramniklal Desai have been appointed as additional directors of the Company w.e.f. 29th December 2021 and resigned on Aug 03, 2022.

**NOTE:**

Dilip Buildcon Limited (Holding Company) of DBL Mangalwedha Solapur Highways Private Limited had transferred remaining 51% Shares to Cube Highways and Infrastructure III Pte. Ltd. (CH-III) on July 28, 2022. Accordingly, the Company is now the wholly owned Subsidiary of CH-III and it is no longer required to constitute Nomination and Remuneration Committee.

The Company in its Board Meeting held on August 10, 2022 had dissolved the Nomination and Remuneration Committee with effect from August 03, 2022.

#### **AUDIT COMMITTEE:**

As per the Companies Act, 2013 and relevant rules framed thereunder there is an exemption for the Wholly Owned Subsidiary from formulation of Audit Committee of Directors.

The Company was the Wholly Owned Subsidiary of Dilip Buildcon Limited till December 29, 2021 thereafter pursuant to transfer of 49% shares to Cube Highways and Infrastructure III Pte. Ltd on December 30, 2021, the Company ceased to be the wholly owned subsidiary of Dilip Buildcon Limited. Accordingly, the provisions of Section 177 of Companies Act, 2013, regarding formulation of the Audit Committee became applicable on the Company from such date.

The Audit Committee was duly constituted in terms of Section 177 of the Companies Act 2013 by the Board of Directors of the Company in their meeting held on December 30, 2021. The composition of Audit Committee is as follows:

<b>Sr. No.</b>	<b>Directors</b>	<b>Position</b>	<b>Category</b>
1.	Mr. Kapil Nayyar	Chairman	Independent director
2.	Mr. Jayesh Ramniklal Desai	Member	Independent director
3.	Mr. Gaurav Malhotra	Member	Non- Executive Director

The following meetings have been held during the Financial Year 2021-22:

<b>Sr. No.</b>	<b>Name of the Members</b>	<b>Dates of Audit Committee</b>		
		<b>Held</b>	<b>Eligible to Attend</b>	<b>Attended</b>
1.	Gaurav Malhotra	01	01	01
2.	Jayesh Ramniklal Desai	01	01	01
3.	Kapil Nayyar	01	01	01

#### **NOTE:**

Dilip Buildcon Limited (Holding Company) of DBL Mangalwedha Solapur Highways Private Limited had transferred remaining 51% Shares to Cube Highways and Infrastructure III Pte. Ltd. (CH-III) on July 28, 2022. Accordingly, the Company is now the Wholly Owned Subsidiary of CH-III and it is no longer required to constitute Nomination and Remuneration Committee and Audit Committee.

The Company on its Board Meeting held on Aug 10, 2022 had dissolved the Audit Committee with immediate effect from August 03, 2022.

#### **CORPORATE SOCIAL RESPONSIBILITY (CSR):**

The provisions of Section 135 of the Companies Act, 2013 are not applicable on the Company.

#### **STAKEHOLDER RELATIONSHIP COMMITTEE**

As per Section 178 of the Companies Act, 2013 there is no requirement for the Company to formulate Stakeholder Relationship Committee.

**STATUTORY AUDITORS OF THE COMPANY:**

M/s. S.L. Chhajer & Co. LLP, Chartered Accountants, (ICAI Firm Registration number 000709C) was appointed as Statutory Auditors of the Company at the first Annual General Meeting of the Company held on August 30, 2019 to hold the office until conclusion of the Sixth Annual General Meeting of the Company to be held in the calendar year 2024.

**AUDITORS REPORT:**

The report given by the Auditors on the Standalone Financial Statements of the Company for the year ended March 31, 2022, forms part of this Annual Report. The Auditor's comments on the Company's account are self-explanatory in nature and do not require any explanation and there is no qualification, reservation, adverse remark or disclaimer given by the Auditors in their reports.

The Auditors of the Company have not reported any fraud in terms of the second proviso to Section 143(12) of the Companies Act, 2013 and therefore no detail is required to be disclosed under Section 134 (3)(ca) of the Companies Act, 2013.

**COST RECORDS:**

As per Section 148 of the Companies Act, 2013 and relevant rules framed thereunder, the Company is not required to maintain the Cost Records

**INTERNAL AUDITORS OF THE COMPANY:**

M/s Ali Jain & Sharma, Chartered Accountant are the Internal Auditors of the company for the Financial Year ended 2022.

**SECRETARIAL AUDIT AND SECRETARIAL AUDITORS REPORT:**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and rules made there under, the Company has appointed M/s. Piyush Bindal & Associates to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is annexed as **Annexure 1** and forms an integral part of this report. There is no qualification for the financial year under review.

**ANNUAL RETURN**

Pursuant to the provisions of section 92 of the Companies Act, 2013, extract of the Annual Return of the previous year has been uploaded on the website of the Company i.e. [www.mshpl.co.in](http://www.mshpl.co.in) and for the F.Y. 2021-22 the same will be uploaded on website after filing with Registrar of Companies.

**PARTICULARS OF CONTRACT OR ARRANGEMENT WITH RELATED PARTIES:**

Pursuant to all the applicable laws, all the contracts and arrangements entered into by the Company with the related parties were in the ordinary course of business and at arm length basis, if any.



**PARTICULARS OF LOANS, GUARANTEES AND INVESTMENT UNDER SECTION 186 OF THE COMPANIES ACT, 2013:**

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

Further, since the Company is an Infrastructure Company, the provisions of Section 186 of the Companies Act, 2013 and relevant rules framed thereunder are not applicable.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:**

**a. CONSERVATION OF ENERGY:**

i. Steps taken for conservation of energy and its impact	Nil
ii. Steps taken for utilizing alternate sources of Energy	Nil
iii. Capital investment on energy conservation equipment	Nil

**b. TECHNOLOGY ABSORPTION:**

The Company is constantly updating its technology in the areas, wherever necessary, for improving the productivity, efficiency and quality of its performance.

i. Efforts made towards technology absorption	Nil
ii. Benefits derived	Nil
iii. In case of import technology:  ✓ Details of technology imported ✓ Year of import ✓ Whether the technology been fully absorbed ✓ Areas where absorption of imported technology has not taken place and the reasons thereof	N.A.
iv. Expenditure incurred on Research and Development	N.A.

**c. FOREIGN EXCHANGE EARNINGS/ OUTGO:**

Earning	NIL
Outgo	NIL

**FORMAL ANNUAL PERFORMANCE EVALUATION:**

The Board of Directors has carried out an annual evaluation of its own performance and individual directors pursuant to the provisions of the Act.

The performance of the board was evaluated by the board after seeking inputs from all the directors on the basis of criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc.

**RISK MANAGEMENT POLICY:**

The Policy oversees, review and monitor the Risk Management process, including the critical risks, on regular basis. The Policy facilitates in identification of risks (internal and external) at appropriate time and ensures necessary steps to be taken to mitigate the risks.

**INTERNAL FINANCIALS CONTROLS AND THEIR ADEQUACY:**

The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of fraud, error reporting mechanisms, accuracy and completeness of the accounting records, and timely preparation of reliable financial disclosures.

**VIGIL MECHANISM POLICY**

The Company has in place, proper vigil mechanism for Directors and employees to report their concerns or grievances to the Vigilance Officer, in terms Section 177 of Companies Act, 2013 and read with Rule 7 of the Companies (Meetings of Board and its Power) Rules, 2014. Mr. Bovin Kumar has been appointed as the Vigilance Officer and has been assigned the monitoring duty to ensure the effectiveness of this mechanism.

The mechanism provides adequate safeguard against the Victimisation of people by any Director or employee of the Company. The Board can take suitable action in consultation with the Vigilance officer of the Company.

**SECRETARIAL STANDARDS:**

The Company complies with Secretarial Standards – 1 & 2 issued by the Institute of Company Secretaries of India (ICSI).

**DISCLOSURE AS PER THE SEXUAL HARASSEMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT,2013:**

The Company is committed to provide a safe and dignified work environment to its employees which is free of discrimination, intimidation and abuse.

The Company has adopted the Policy on Prevention of Sexual Harassment of Women at Workplace in lines with the requirements of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The Objective of this Policy is to provide protection against sexual harassment of Women at Workplace and for the redressal of the Complaints of any such harassment.

The Company has also constituted an Internal Committee (IC), which currently consists of Ms. Pooja Agarwal (Presiding Officer), Ms. Meetali Chopra, Ms. Smita Tandon, Ms. Saumya, and Mr. Amit Bishen Singh.

Your directors further state that during the year under review, there were no cases filed or complaints received under the provisions of the Act.

**DIRECTORS RESPONSIBILITY STATEMENT:**

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 your Directors state that:

a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;

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 at the end of the financial year and of the Profit and Loss (including other comprehensive income) 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 Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

d) the annual accounts have been prepared on a going concern basis;

e) the Directors had laid down Internal Financial controls to be followed by the Company and that such Internal Financial Controls are adequate and operating effectively; and

f) the Directors, had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

**DETAILS OF APPLICATION MADE OR ANY PROCEEDINGS PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 DURING THE YEAR AND THEIR STATUS AS AT THE END OF THE YEAR:**

No application was made, or any proceedings was pending under the Insolvency and Bankruptcy Code, 2016 during the Year under review.

**DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS**

This provision is not applicable on the Company.

**CREDIT RATINGS**

The Company has been assigned a credit rating of IND AAA/ Stable by CRISIL Ratings Limited on Non Convertible Debenture (NCD's).

**DEBENTURE TRUSTEE OF THE COMPANY**

Axis Trustee Services Ltd,  
The Ruby, 2nd Floor (SW)  
29, Senapati Bapat Marg,  
Dadar West, Mumbai – 400 028

**ACKNOWLEDGEMENTS:**

The Board would like to express its grateful appreciation for the assistance and support extended by the Reserve Bank of India, Banks, Stakeholders, Clients, Auditors, all other government & semi government authorities and other business associates. The Board also wishes to express their deep appreciation for the valuable contribution made by the entire management team. Your directors look to future with confidence and optimism.

**For and on the behalf of Board of Directors  
For DBL Mangalwedha Solapur Highways Private Limited**

**Sd/-**

**Pragya Gupta**

**DIN: 09614678**

**Additional Director**

**Address: C-184, Sector-48, Noida  
Gautam Buddha Nagar-201301**

**Sd/-**

**Bovin Kumar**

**DIN: 08571658**

**Additional Director**

**Address: NGM 191, DLF New Town Heights  
Sector-90, Hayatpur 114 Wazirpur  
Gurgaon-122505, Haryana**

**Place: Noida**

**Date: Aug 10, 2022**

(on the letterhead of Cube Highways and Infrastructure III Pte. Ltd.)

Dated:

To

\_\_\_\_\_

Reference: Annual General Meeting (“AGM”) of DBL Mangalwedha Solapur Highways Private Limited dated 12/09/2022

**Subject: Voting Instruction**

Dear \_\_\_\_\_,

Cube Highways and Infrastructure III Pte. Ltd. (“**Company**”) has received attached notice to attend the AGM of DBL Mangalwedha Solapur Highways Limited. You are requested to attend the AGM and cast vote on behalf of Company as under:

**ITEM NO. 1**

**TO RECEIVE, CONSIDER AND ADOPT THE AUDITED BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2022 AND STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON THAT DATE ALONG WITH THE CASH FLOW STATEMENT AND NOTES FORMING PART OF ACCOUNTS TOGETHER WITH THE REPORTS OF DIRECTORS’ AND THE AUDITORS’ THEREON.**

Voting Instruction : Yes/No

**ITEM NO. 2**

**APPOINTMENT OF MS. PRAGYA GUPTA (09614678) AS NON-EXECUTIVE DIRECTOR**

Voting Instruction : Yes/No

**ITEM NO. 3**

**APPOINTMENT OF MR. BOVIN KUMAR (08571658) AS NON-EXECUTIVE DIRECTOR**

Voting Instruction : Yes/No

**ITEM NO. 4**

**TO APPOINT MR. RAVINDRANATH KARATI (DIN: 07419535) AS NON-EXECUTIVE DIRECTOR**

Voting Instruction : Yes/No

**ITEM NO. 5**

**RATIFICATION OF COST AUDITORS' REMUNERATION**

Voting Instruction : Yes/No

**ITEM NO. 6**

**ALTERATION OF NAME CLAUSE IN MEMORANDUM AND ARTICLES ASSOCIATION OF THE COMPANY**

Voting Instruction : Yes/No

You shall not vote on any other matters at the Meeting without the prior written consent of Mr.  
\_\_\_\_\_ (Director of the Company).

**For Cube Highways and Infrastructure III Pte. Ltd.**

\_\_\_\_\_  
(Director)



FORM NO. MR-3

**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2022

[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,  
DBL MANGALWEDHA SOLAPUR HIGHWAYS PRIVATE LIMITED  
CIN: U45309MP2018PTC045517  
Plot No. 5, Inside Govind Narayan Singh Gate,  
Chuna Bhatti, Kolar Road,  
Bhopal, Madhya Pradesh - 462016

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **DBL Mangalwedha Solapur Highways Private Limited** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on my verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in my opinion, the company has, during the audit period covering the financial year ended on **31<sup>st</sup> March 2022** (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 Company for the financial year ended on 31<sup>st</sup> March 2022 according to the provisions of:

- i) The Companies Act, 2013 (the Act) and the rules made thereunder including any re-enactment thereof;
- ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v) 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 to the Company during the Audit Period)**
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; **(Not Applicable to the Company during the Audit Period)**
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not Applicable to the Company during the Audit Period)**



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M.P. Nagar, Bhopal 462 011. Tel.: +91-755-421 8694. Mobile : 95225 62881  
e-mail : pbacsbp@gmail.com; piyush@dpaandassociates.com



**PIYUSH BINDAL & ASSOCIATES**  
**COMPANY SECRETARIES**

- d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not Applicable to the Company during the Audit Period)**
- e) 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 to the Company during the Audit Period)**
- f) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) regulations, 2015;
- g) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- h) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- i) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **(Not Applicable to the Company during the Audit Period) and**
- j) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not Applicable to the Company during the Audit Period)**
- vi) Other laws as specifically applicable to the Company, namely:
- (a) Indian Tolls Act, 1851 and rules made there under;
- (b) National Highways Authority of India Act, 1988 and rules made there under;
- (c) Indian Contract Act, 1872;
- (d) Control of National Highway (Land & Traffic) Act, 2002 and the rules made there under;
- (e) Motor Vehicle Act, 1988 and the rules made there under;
- (f) Information and Technology Act, 2000 and the rules made there under;
- (g) Environment Health & Safety Laws:
- The Air (Prevention and Control of Pollution) Act, 1981
  - The Water (Prevention and Control of Pollution) Act, 1974
  - The Environment (Protection) Act, 1986

I have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India and the Listing Agreements entered into by the Company with the Stock Exchanges;

I report that during the year under review the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards mentioned above.

I further report that, the compliance by the Company of applicable financial laws such as direct and indirect tax laws and maintenance of financial records and books of accounts have not been reviewed in this audit since the same have been subject to review by the statutory financial auditors, tax auditors and other designated professionals.

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

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent generally seven days in advance other than those held at shorter notice, and a system exists for seeking

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**PIYUSH BINDAL & ASSOCIATES**  
**COMPANY SECRETARIES**

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

All the decisions in the Board Meeting and Committee meeting are carried out unanimously and recorded in the minutes of the meetings of the Board of Directors and committee of the Board of Directors, as the case may be.


I further report that, based on the information provided and the representation made by the Company and also on the review of the compliance certificates/reports taken on record by the Board of Directors of the Company, in my opinion there are adequate systems and process 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 period under review there were no specific events/actions in pursuance of the above-referred laws, rules, regulations, guidelines etc. having a major bearing on the Company affairs.

Place: Bhopal  
Date: 08.08.2022

For Piyush Bindal & Associates  
"Company Secretaries"



  
Piyush Bindal  
(Proprietor)  
FCS - 6749  
CP. No. 7442

Peer Review Cert. No.: 922/2020  
Firm's Registration No. S2012MP186400  
UDIN:F006749D000760095

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

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M.P. Nagar, Bhopal 462 011. Tel.: +91-755-421 8694. Mobile : 95225 62881  
e-mail : pbacsbpl@gmail.com; piyush@dpaandassociates.com





**PIYUSH BINDAL & ASSOCIATES**  
**COMPANY SECRETARIES**

Annexure-A

To,  
The Members,  
DBL MANGALWEDHA SOLAPUR HIGHWAYS PRIVATE LIMITED  
CIN: U45309MP2018PTC045517  
Plot No. 5, Inside Govind Narayan Singh Gate,  
Chuna Bhatti, Kolar Road,  
Bhopal, Madhya Pradesh - 462016

The Secretarial Audit Report of even date is to be read along with this letter.

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

Place: Bhopal  
Date: 08.08.2022

For Piyush Bindal & Associates  
"Company Secretaries"



*Piyush Bindal*  
Riyush Bindal  
(Proprietor)  
FCS - 6749

CP. No. 7442

Peer Review Cert. No.: 922/2020

Firm's Registration No. S2012MP186400

UDIN: F006749D000760095

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**INDEPENDENT AUDITOR'S REPORT**

To  
The Members of  
DBL Mangalwedha Solapur Highways Private Limited

**Report on the Audit of the Financial Statements**

**Opinion**

We have audited the accompanying financial statements of DBL Mangalwedha Solapur Highways Private Limited which comprises the Balance Sheet as at March 31, 2022, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and Statement of Cash Flows 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 in the manner so required and give a true and fair view in conformity with accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, and loss, total comprehensive income, the 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 Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Information other than the standalone financial statements and Auditor's report thereon**

The Company's Board of Directors is responsible for the other information. The other information obtained at the date of this auditor's report is information included in the Annual report, [ but does not include the financial statements and our auditor's report thereon]

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





If, based on the work we have performed on the other information obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

#### **Responsibilities of Management and those charged with governance 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 standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with accounting principles generally accepted in India, including Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

#### **Auditor's Responsibilities for the Audit of financial statement**

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 standalone financial statements.

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



- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our qualified 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 the relevant internal financial controls relevant to audit in order to design adequate audit procedures that are appropriate in the circumstances. Under section 143(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 qualified 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 Standalone 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.

#### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A" statement on the matters specified in paragraph 3 and 4 of the Order, to the extent applicable.





2. As required by Section 143(3) of the Act, based on our audit we report that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement and the statement of changes in equity dealt with by this Report are in agreement with the books of account.

d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Account) Rules, 2015, as amended.

e) On the basis of the written representations received from the directors as on 31st March, 2022, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022, 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 Control over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B"

g) With respect to the other matters to be included in the Auditors Report in accordance with the requirements of Section 197(16) of the Act, as amended; the remuneration paid by the Company to its directors are in accordance with the provisions of section 197 of the Companies Act, 2013.

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

a) The Company does not have any pending litigations which would have impact on its financial position.

b) The Company did not have any long-term contracts including derivative contracts for which there are any material foreseeable losses.

c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

d) (i) Based on the representation received from the Management, other than those disclosed in the notes to the financial statements, no funds have been advanced/received or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding that the intermediary shall lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company/ funding party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;



(ii) Based on the representation received from the Management, that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(iii) Based on audit procedures we have considered reasonable and appropriate in the circumstances; nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement.

j) The Company has not declared/paid any dividend during the year hence reporting under clause Rule 11(f) of the Companies (Audit and Auditors) Rules, 2014, is not applicable

For S.L. Chhajed & Co. LLP  
Chartered Accountants  
Firm Registration No.: 000709C/ C400277

Vijit Baidmutha

Partner

Membership No. 406044

UDIN:22406044AJTSQX1453



Date : May 27<sup>th</sup>, 2022

Place: Bhopal



## Annexure- A to the Independent Auditors' Report:

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

- i. a) A. The Company has maintained proper records showing full particulars, including quantitative details and situation of its Property, Plant & Equipment.  
  
B. The Company does not hold any intangible assets, hence reporting under Clause i(a)B of the order is not applicable.  
  
b) The Company has a regular programme of physical verification of its Property, Plant and Equipment, by which all Property, Plant and Equipment are verified at reasonable interval. No material discrepancies were noticed on such verification.  
  
c) The company does not hold any immovable property, hence reporting requirement under this clause is not applicable.  
  
d) The Company has not revalued its Property, Plant & Equipment (including Right of Use assets) or intangible assets during the year.  
  
e) No proceedings have been initiated or are pending against the Unit for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- ii. a) The inventory has been physically verified by the Management during the year. In our opinion the frequency of verification, coverage and procedure of such verification by the management is appropriate. No material discrepancies were noticed on such physical verification. There are no inventories lying with third parties.  
  
b) The company has not been sanctioned any working capital limit in excess of five crore rupees during the reporting period, in aggregate, from the bank or financial institutions on the basis of security of current assets. Therefore, the reporting requirements under the paragraph 3(ii)(b) of the order is not applicable.
- iii. According to the documents and records produced before us the company has not made any investment or has not provided any loans or advances in the nature of loans or provided any guarantee or security, secured or unsecured, to the companies, firms, Limited Liability Partnerships or any other parties during the reporting period. Therefore, the reporting requirements under the paragraph (iii) (a-A, B), (iii) (b), (iii) (c), (iii) (d), (iii) (e) and (iii) (f) of Paragraph 3 of the Order are not applicable.
- iv. According to the information and explanations given to us, as per section 185 of the Companies Act, 2013, no loan has been given, investments made and no guarantee and security has been given attracting the provisions of section 185 and 186 of the Act. Hence, reporting requirements of paragraph 3(iv) of the Order are not applicable.





- v. Based on our examination of the Company's records and according to the information and explanations given to us, the company has not accepted any deposits from public (including deemed deposits) during the year within the meaning of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules 2014. Further, no order has been passed by Company Law Board or National Company Law Tribunal, or Reserve Bank of India or any court or any other tribunal. Hence reporting requirements of paragraph 3(v) of the Order are not applicable.
- vi. We have broadly reviewed the books of account and records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules 2014 prescribed by the Central Government under section 148(1) of the Companies Act, 2013 and are of the opinion that prima facie the prescribed accounts and records have been made and maintained. However, we are not required to and have not carried out any detailed examination of such accounts and records.
- vii. (a) According to information and explanations given to us and our examination of records the company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, goods and service tax and any other statutory dues to the appropriate authorities and no undisputed amount is payable in respect of provident fund, income tax, goods and service tax, cess and other material statutory dues which were arrear as on 31<sup>st</sup> March, 2022 for more than six months from the date it became payable.
- (b) According to information and explanations given to us there are no dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax have not been deposited on account of any dispute.
- viii. According to the records examined by us and the information and explanations given to us, there were no transactions found unrecorded in the books of accounts which have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- ix. a) According to the information and explanations and as verified from books of accounts, the company has not defaulted in repayment of loans or interest thereon to any lender.
- b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the company has not been declared wilful defaulter by any bank or financial institution or other lender.
- c) In our opinion and according to the information and explanations given to us, the company has utilized the money obtained by way of term loans during the year for the purposes for which they were obtained
- d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the company, we report that no funds raised on short-term basis have been used for long-term purposes by the company.
- e) According to the information and explanations given to us and on an overall examination of the financial statements of the company, we report that the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.



- x. In our opinion and according to the information and explanations given to us, the company has utilized funds raised by way of preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) for the purposes for which they were raised
- xi. a) During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, we have neither come across any instance of fraud or by the company, noticed or reported during the year, nor we have been informed of such case by the management.
- b) To the best of our knowledge and information with us there is no instance of fraud reportable under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- c) As per information and explanation given by management there were no whistle blower complaints received by the company during the year.
- xii. In our opinion and according to the information and explanations given to us the company is not a Nidhi Company. Accordingly, reporting under paragraph 3(xii) (a-c) of the order is not applicable.
- xiii. In our opinion and explanations given to us section 177 and 188 of Companies Act, 2013 with regard to transactions with related party have been complied with and all details as per accounting standard have been disclosed in the Financial Statements.
- xiv. a) In our opinion and based on our examination, the company has an internal audit system that commensurate with the size and nature of its business.
- b) We have considered the internal audit reports of the company issued till date, for the period under audit.
- xv. According to information and explanations given to us the company has not entered into any non-cash transaction with the directors or person connected with him. Hence, the reporting requirement under paragraph 3(xv) of the order is not applicable to the company
- xvi. a) In our opinion and information provided to us the company is not required to be registered under section 45-IA of Reserve Bank of India Act, 1934.
- b) Company is not a NBFC hence the reporting in this clause is not required
- c) Company is Non NBFC. Hence the reporting in this clause is not required
- d) This clause is not applicable to the company as it is not NBFC
- xvii. The company has incurred cash loss of Rs. 1,517.37 Lakhs & Rs. 2,396.19 Lakhs in current and previous year respectively.
- xviii. There being no resignation of the statutory auditors during the year, hence reporting under clause (xviii) of Para 3 of the order is not applicable





- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
- xx. According to information and explanation given to us and as verified by us, the company does not fall under the criteria of applicability of provisions of CSR, as per the clauses of Section 135 of the Companies Act, 2013, henceforth reporting requirement under clause (XX)(a) and (XX)(b) under para 3 of the order are not applicable.

For S.L. Chhajed & Co. LLP  
Chartered Accountants  
Firm Registration No.: 000709C/ C400277

**Vijit Baidmutha**  
Partner

Membership No. 406044  
UDIN: 22406044AJTSQX1453



Date : May 27<sup>th</sup>, 2022  
Place : Bhopal



**Annexure- B TO THE INDEPENDENT AUDITORS' REPORT**

(Referred to in paragraph 2(f) under "Report on Other Legal and Regulatory Requirements' of our report of even date)

**Report on the Internal Financial Control over Financial Reporting Under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013**

We have audited the internal financial control over financial reporting of DBL Mangalwedha Solapur Highways Private Limited as of 31 March, 2022 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 Accounts of India. 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 control 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) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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 auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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





## Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.


## Inherent Limitations of Internal Financial Control 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 period 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, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal finance controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2022, 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 S.L. Chhajed & Co. LLP  
Chartered Accountants  
Firm Registration No.: 000709C/ C400277



Vijit Baidmutha  
Partner

Membership No. 406044  
UDIN: 22406044AJTSQX1453



Date : May 27<sup>th</sup>, 2022  
Place : Bhopal

**DBL MANGALWEDHA SOLAPUR HIGHWAYS PRIVATE LIMITED**  
**Notes to the Financial Statements for the year ended March 31, 2022**

**1. Corporate Information**

DBL Mangalwedha Solapur Highways Private Limited (the 'company') is domiciled in India with its registered office at Bhopal, Madhya Pradesh, India. The Company has been incorporated under the provisions of the Companies Act, 2013. The company is a Special Purpose Vehicle which was formed to undertake the project of development of Sangli- Solapur Package- IV section on HAM basis in the State of Maharashtra.

**2. Significant Accounting Policies**

**2.1 Statement of Compliance**

The Financial Statements of the Company have been prepared in accordance with the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India.

**2.2 Basis of Preparation and Presentation**

The financial statements have been prepared on the historical cost basis using uniform policies for like transactions and other events in similar circumstances, except for following assets and liabilities that are measured at fair values at the end of each reporting period:

- certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments); and
- defined benefit plans - plan assets measured at fair value.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard required a change in accounting policy hitherto in use. Amounts in the financial statements are presented in Indian Rupees rounded off to lakhs until unless otherwise stated.

To provide more reliable and relevant information about the effect of certain items in the Balance Sheet and Statement of Profit and Loss, the Company has changed the classification of certain items. Previous year figures have been re-grouped or reclassified, to conform to such current year's grouping / classifications. There is no impact on Equity or Net Profit due to these regrouping / reclassifications.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company considers the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except for leasing transactions that are within the scope of Ind AS 116, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 or value in use in Ind AS 36.

In addition, for financial reporting purposes, fair value measurements are categorized 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





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- Level 2 inputs other than quoted prices included in Level 1, that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices); and
- Level 3 inputs for the asset or liability that are not based on observable market data (unobservable inputs).

### **2.3 Operating cycle**

Based on the nature of activities of the Company and the normal time between acquisitions of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as twelve months for the purpose of classifications of its assets and liabilities as current and non-current.

### **2.4 Current and non-current classification**

The Company presents assets and liabilities in the balance sheet based on current/non-current classification.

An asset is current when:

- It is expected to be realised, or is intended to be sold or consumed, in the normal operating cycle; or
- It is held primarily for the purpose of trading; or
- It is expected to realise the asset within 12 months after the reporting period; or
- The asset is a cash or equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

Similarly, a liability is classified as current if:

- It is expected to be settled in the normal operating cycle; or
- It is held primarily for the purpose of trading; or
- It is due to be settled within 12 months after the reporting period; or
- The Company does not have an unconditional right to defer the settlement of the liability for at least 12 months after the reporting period. Terms of a liability that could result in its settlement by the issue of equity instruments at the option of the counterparty does not affect this classification.

All other liabilities are classified as non-current.

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

### **2.5 Property, plant, and equipment**

Property, plant, and equipment are stated at historical cost less accumulated depreciation and cumulative impairment losses, if any. Historical cost includes purchase price, borrowing costs and any cost directly attributable to bringing the assets to its working condition for its intended use.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that the future economic benefits associated with the item will flow to the entity and the cost of the item can be measured reliably. Cost includes expenditure that is directly attributable to qualifying assets and includes borrowing costs capitalised in accordance with the Company's accounting policy. Such properties are classified to the appropriate categories of property, plant, and equipment when completed and ready for intended use.

Depreciation on assets has been provided on Straight line basis at the estimated useful lives. The estimated useful life and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimates being accounted for on a prospective basis. Depreciation on additions/ deductions is calculated pro-rata from/ to the month of additions/ deductions.

Property, Plant and Equipment acquired for an amount less than INR 5000 are depreciated completely in the year of acquisition itself.

The residual values, useful lives and methods of depreciation of Property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate



**DBL MANGALWEDHA SOLAPUR HIGHWAYS PRIVATE LIMITED**  
**Notes to the Financial Statements for the year ended March 31, 2022**

An item of property, plant and equipment is derecognised upon disposal. Any gains or losses arising from derecognition of a Property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

Depreciation charge for impaired assets is adjusted in future periods in such a manner that the revised carrying amount of the asset is allocated over its remaining useful life.

## **2.6 Intangible assets**

Intangible assets are recognised when it is probable that future economic benefits that are attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably. Intangible assets are stated at original cost net of tax/duty credits availed, if any, less accumulated amortisation, and cumulative impairment.

Amortization is recognized on a straight-line basis over their useful life. The estimated useful life is reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

The above periods also represent the management estimated economic useful life of the respective intangible assets.

Intangible assets that are not ready for the intended use on the date of the Balance Sheet are disclosed as "Intangible assets under development".

## **2.7 Foreign currency translation**

The financial statements are presented in Indian Rupee (INR), which is the company's functional and presentational currency. Foreign currency transactions are recorded at the exchange rate prevailing on the date of the respective transactions between the functional currency and the foreign currency

### **Monetary items**

Monetary foreign currency assets and liabilities remaining unsettled at the Balance Sheet date are translated at the rates of exchange prevailing on that date. Gains / losses arising on account of realisation / settlement of foreign currency transactions and on translation of foreign currency assets and liabilities are recognized in the Statement of Profit and Loss.

Exchange differences arising on the settlement of monetary items or on reporting date's monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expenses in the year in which they arise.

### **Non-monetary items**

Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction; and non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency, are reported using the exchange rates that existed when the values were determined.

The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

## **2.8 Service concession arrangements**





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The Company builds, operates, and maintain roads and other infrastructure assets under public-to-private Service Concession Arrangements (SCAs), which is an arrangement between the "grantor" (a public sector entity/authority) and the "operator" (a private sector entity) to provide services that give the public access to major economic and social facilities utilizing private-sector funds and expertise.

With respect to SCA, revenue and costs are allocated between those relating to construction services and those relating to operation and maintenance services and are accounted for separately. Consideration received or receivable is allocated by reference to the relative fair value of services delivered when the amounts are separately identifiable.

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 "Annuity receivables under Service Concession Arrangements".

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

Company has contractual obligations to maintain the infrastructure to a specified level of serviceability or restore the infrastructure to a specified condition before it is handed over to the grantor of the SCA. In case of SCA under financial asset model, such costs are recognized in the period in which such costs are actually incurred.

**Revenue recognition**

Revenue is measured based on fair value of consideration received or receivable and excludes amounts collected on behalf of third parties. A performance obligation is a promise in a contract to transfer a distinct good or service (or a bundle of goods and services) to the customer and is the unit of account in Ind AS 115. A contract's transaction price is allocated to each distinct performance obligation based on their relative stand-alone selling prices.

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made.

Revenue is recognised either at a point in time or over time, when (or as) the Company satisfies performance obligations by transferring the promised goods or services to its customers.

a. Once the infrastructure is in operation, the treatment of income is as follows:

Under annuity model, finance income for SCA under financial asset model is recognized using effective interest method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through expected life of the financial asset to the gross carrying amount of the financial asset. When calculating the effective interest rate, the company estimates the expected cash flows by considering all the contractual terms of the financial instrument. Finance income under the annuity model considered as revenue from operations and the corresponding cash flows are considered as operating cashflows.

Revenues from operations and maintenance services and overlay services are recognized in each period as and when services are rendered in accordance with Ind AS 115.

b. Revenue from construction contracts

Contract revenue for fixed price contracts is recognized only to the extent of cost incurred that it is probable will be recoverable till such time the outcome of the job cannot be ascertained reliably. When the outcome of the contract is ascertained reliably, contract revenue is recognized at cost of work performed on the contract plus proportionate margin, using the percentage of completion method.

Percentage of completion is determined based on the proportion of actual cost incurred to the total estimated cost of the project. The percentage of completion method is applied on a cumulative basis in each accounting period to the current estimates of contract revenue and contract costs. The effect of a change in the estimate of contract revenue or contract costs, or the effect of a change in the estimate of the outcome of a contract, is accounted for as a change in accounting estimate and the effect of which are recognized in the Statement of Profit and Loss in the period in which the change is made and in subsequent periods.



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For the purposes of recognising revenue, contract revenue comprises the initial amount of revenue agreed in the contract, the variations in contract work, claims and incentive payments to the extent that it is probable that they will result in revenue and they are capable of being reliably measured.

When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognized as an expense in the Statement of Profit and Loss in the period in which such probability occurs.

c. Accounting of receivable from the grantor

Receivable towards the concession arrangement from the grantor - When the arrangement has a contractual right to receive cash or other financial asset from the grantor specifically towards the concession arrangement (in the form of grants) during the construction period or otherwise, such a right, to the extent eligible, is recorded as financial asset in accordance with Ind AS 109 "Financial Instruments," at amortized cost.

**2.9 Interest income**

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest is accrued on time proportion basis, by reference to the principle outstanding at the effective interest rate.

**2.10 Dividends**

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

**2.11 Other income**

All other income is recognized on accrual basis when no significant uncertainty exists on their receipt.

**2.12 Government grant**

Grants from governments are recognized at fair value where there is reasonable assurance that the Company will comply with the conditions attaching to them and that the grants will be received.

Government grants related to income are deferred and recognized in profit or loss over the periods in which the Company recognizes as expenses the related costs for which the grants are intended to compensate.

Government grants whose primary condition is that the Company should purchase, construct, or otherwise acquire non-current assets are deducted from the carrying amount of such non-current assets.

**2.13 Financial instruments**

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss ("FVTPL") are recognized immediately in the Statement of Profit and Loss.

**Financial assets**

All regular way purchases or sales of financial assets are recognized and derecognized on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace. All recognized financial





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assets are subsequently measured in their entirety at either amortized cost or fair value, depending on the classification of the financial assets.

**1. Classification of financial assets**

Investments in debt instruments that meet the following conditions are subsequently measured at amortised cost (unless the same are designated as fair value through profit or loss (FVTPL)):

- The asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- The contractual terms of instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt instruments that meet the following conditions are subsequently measured at fair value through other comprehensive income (unless the same are designated as fair value through profit or loss)

- The asset is held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets; and
- The contractual terms of instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt instruments at FVTPL is a residual category for debt instruments and all changes are recognized in profit or loss.

**2. Amortized cost and effective interest method**

Income is recognized on an effective interest method as per Ind AS 109 for debt instruments other than those financial assets classified as at FVTPL. Interest income is recognized in the Statement of Profit and Loss and is included in the "Other income" line item.

**3. Impairment of financial assets (Expected credit loss model)**

An impairment loss on financial asset is established when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of the receivables. Impairment loss if any are recognised in Statement of Profit and Loss for the period.

**4. De-recognition of financial assets**

The Company derecognize a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

On de-recognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognized in other comprehensive income and accumulated in equity is recognized in profit or loss if such gain or loss would have otherwise been recognized in the Statement of Profit and Loss on disposal of that financial asset.

**5. Modification of cash flows of financial assets and revision in estimates of cash flows**

When the contractual cash flows of a financial asset are renegotiated or otherwise modified and the renegotiation or modification does not result in the de-recognition of that financial asset in accordance with Ind AS 109, Company recalculate the gross carrying amount of the financial asset and recognize a modification gain or loss in the Statement of Profit and loss. The gross carrying amount of the financial asset is recalculated as the present value of the renegotiated or modified contractual cash flows that are discounted at the financial asset's original effective interest rate. Any costs or fees incurred are adjusted to the carrying amount of the modified financial asset and are amortized over the remaining term of the modified financial asset.

If Company revise its estimates of payments or receipts (excluding modifications and changes in estimates of expected credit losses), it adjusts the gross carrying amount of the financial asset or amortized cost of a financial liability to reflect actual and revised estimated contractual cash flows. Company re-calculates the gross carrying amount of the financial asset or amortized cost of the financial liability as the present value of the estimated future contractual cash flows that are discounted at the financial instrument's original



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effective interest rate. The adjustment is recognized in the Statement of Profit and Loss as an income or expense.

**Financial liabilities**

Financial liabilities are classified at initial recognition, as financial liabilities as fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Loans and borrowings are subsequently measured at amortized costs using Effective Interest Rate method.

Financial liabilities at fair value through profit or loss (FVTPL) are subsequently measured at fair value. Financial guarantee contracts are subsequently measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognized less cumulative amortization.

Financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires.

**Classification as debt or equity**

Debt and equity instruments issued by Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

**2.14 Cash and cash equivalents**

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

**2.15 Statement of cash flows**

Statement of cash flows 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:

- a. transactions of a non-cash nature;
- b. any deferrals or accruals of past or future operating cash receipts or payments and,
- c. all other items of income or expense associated with 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 Statement of cash flow. Those cash and cash equivalents which are not available for general use as on the date of Balance Sheet are also included under this category with a specific disclosure.

**2.16 Investment properties**

Properties that are held for long-term rental yields or for capital appreciation (including property under construction for such purposes) or both and that is not occupied by the Company, is classified as investment property. Investment properties are measured initially at cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalized to the assets carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably.

An investment property is derecognized upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognized.

**2.17 Borrowings**





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Borrowings are initially recognized at fair value, net of transaction cost incurred. Borrowings are subsequently measured at amortized cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognized in profit or loss over the period of the borrowings using effective interest method. Fees paid on the establishment of loan facilities are recognized at transaction costs of the loan to the extent that it is probable that some or all the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all the facility will be drawn down, the fee is capitalized as prepayment for liquidity services and amortized over the period of the facility to which it relates.

The fair value of the liability portion of the optionally convertible debentures is determined using a market interest rate for equivalent non-convertible debentures. The amount is recorded as a liability on an amortized cost basis until extinguished on conversion or redemption of debentures. The remainder of the proceeds is attributable to the equity portion of the compound instrument. This is recognized and included in shareholders' equity, net of income tax effects, and not subsequently remeasured.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognized in profit or loss as other gains/(losses).

Where the terms of the financial liability are renegotiated and the entity issues equity instruments to a creditor to extinguish all or part of the liability (debt for equity swap), a gain or loss is recognized in profit or loss, which is measured as the difference between the carrying amount of financial liability and the fair value of equity instruments issued.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if lender agreed, after the reporting period and before the approval of the financial statement for issue, not to demand payment as a consequence of the breach.

#### **2.18 Borrowing cost**

Borrowing cost include interest calculated using the effective interest method, amortization of ancillary costs and other costs the Company incurs in connection with the borrowing of funds. General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying assets are capitalized during the period of time that is required to complete and prepare the qualifying asset for its intended use or sale. Capitalization of borrowing costs is suspended and charged to the Statement of Profit and Loss during extended periods when active development activity on the qualifying assets is interrupted.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying asset is deducted from the borrowing costs eligible for capitalization.

Other borrowing costs are expensed in the period in which they are incurred.

#### **2.19 Employee Benefits**

Employee benefits includes provident fund, superannuation fund, employee state insurance scheme, gratuity, compensated absences, long service awards and post-employment medical benefits.

##### **a. Short-term Employee Benefit**

All employee benefits falling due wholly within twelve months of rendering the service are classified as short-term employee benefits. The benefits like salaries, wages, short-term compensated absences etc. and the expected cost of bonus, and ex-gratia are recognised in the period the related service is rendered at undiscounted amount of benefits expected to be paid in exchange for that service.



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The cost of short-term compensated absences is accounted as under:

- in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and
- in case of non-accumulating compensated absences, when the absences occur.

**b. Post-employment benefits**

**1) Defined contribution plans:**

The Company offers its employees State governed provident fund linked with employee pension scheme as defined contribution plans. The contribution paid/ payable under the scheme is recognised during the period in which the employee renders the related service.

**2) Defined benefit plans:**

For defined benefit retirement benefit plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Re-measurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognized in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and will not be reclassified to profit or loss. Past service costs are recognised in profit or loss on the earlier of the date of the plan amendment or curtailment, and the date that the Company recognises related restructuring costs.

Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset.

Defined benefit costs are categorized as follows:

- service cost (including current service cost, past service cost, as well as gains and losses on curtailments and
- net interest expense or income; and
- re-measurement

The Company presents the first two components of defined benefit costs in profit or loss in the line item 'Employee benefits expense'. Curtailment gains and losses are accounted for as past service costs.

The present value of the defined benefit liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds.

**c. Other long-term employee benefit**

The obligation for other long-term employee benefits such as long-term compensated absences, are measured at the present value of the estimated future cash outflows expected to be made by the Company in respect of services provided by employees up to the reporting date.

**2.20 Inventories**

Inventories are stated at the lower of cost and net realisable value. Cost of inventories include all costs incurred in bringing the inventories to their present location and condition. Costs are assigned to individual items of inventory based on first-in-first-out basis. Cost of purchased inventory are determined after deducting rebates and discounts.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated cost of completion and the estimated costs necessary to make the sales.

**2.21 Insurance claims**

Insurance claims are accounted for based on 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.





## **2.22 Leases**

Leases are recognized as a right-to-use assets and corresponding liability at the date at which the leased asset is available for use by the Company. The Company currently does not have any leases which are to be accounted as per Ind AS 116.

## **2.23 Provisions, contingent liabilities and contingent assets**

Provisions are recognized when Company have a present obligation (legal or constructive) as a result of a past event, it is probable that Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that the reimbursement will be received, and the amount of the receivable can be measured reliably.

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.

Contingent assets are disclosed in the financial statements where an inflow of economic benefits is probable.

## **2.24 Segment reporting**

The Company identifies primary segments based on the dominant source, nature of risks and returns and the internal organization and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit / loss amounts are evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing performance. Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments based on their relationship to the operating activities of the segment. The identification of operating segments and reporting of amounts is consistent with performance assessment and resource allocation by the management.

## **2.25 Taxation**

### **Income tax**

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

Current income tax relating to items recognized outside statement of profit or loss is recognized outside statement of profit or loss. Current tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate based on amounts expected to be paid to the tax authorities.

### **Deferred Tax**

Deferred tax is recognised on temporary differences, being the differences between the tax bases of assets and liabilities and their carrying amount in the financial statements. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date. Deferred tax liabilities are recognised for all temporary differences. Deferred tax assets are recognised for temporary differences of items other than unabsorbed depreciation and carry forward losses only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realized. However, if there are unabsorbed depreciation and carry forward of losses and items relating to capital losses, deferred tax assets are recognised only if there is reasonable certainty supported by convincing evidence that there will be sufficient future taxable income available to realize the assets. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and



**DBL MANGALWEDHA SOLAPUR HIGHWAYS PRIVATE LIMITED**  
**Notes to the Financial Statements for the year ended March 31, 2022**

the entity has a legally enforceable right for such set off. Deferred tax assets are reviewed at each reporting date for their realisability.

The Company offsets deferred tax assets and deferred tax liabilities, and advance income tax and provision for tax, if it has a legally enforceable right and these relate to taxes in income levies by the same governing taxation laws.

Current and deferred tax relating to items directly recognised in other comprehensive income and reserves are recognised in other comprehensive income and reserves respectively and not in the Statement of Profit and Loss.

## **2.26 Impairment of non-financial assets**

The carrying values of assets / cash generating units at each reporting 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 recognized for such excess amount. The impairment loss is recognized as an expense in the Statement of Profit and Loss.

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 recognized 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 recognized 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 recognized.

## **2.27 Earning 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 later. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been 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.

## **2.28 Critical accounting judgements and key sources of estimation uncertainty**

The preparation of these financial statements is in conformity with Ind AS and requires the management to make judgements, estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses, and the accompanying disclosures, and the disclosure of contingent liabilities.





**DBL MANGALWEDHA SOLAPUR HIGHWAYS PRIVATE LIMITED**  
**Notes to the Financial Statements for the year ended March 31, 2022**

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 / materialise.

**1. Useful lives of property, plant, and equipment**

Management reviews the useful lives of depreciable assets at each reporting date. As at balance sheet date, management assessed that the useful lives represent the expected utility of the assets to the Company. Further there is no significant change in the useful lives as compared to previous year.

**2. Obligations relating to employee benefits**

The employee benefit obligation depends on several factors that are determined on an actuarial basis using several assumptions. The assumptions used in determining the net cost/ (income) include the discount rate, inflation, and mortality assumptions. Any changes in these assumptions will impact upon the carrying amount of employment benefit obligations.

**3. Service Concession Arrangement (Hybrid Annuity Model)**

The Cash flow annuity model indicates the cash flow to be generated over the project lifecycle. The key inputs of the model comprise of revenue inflows (annuity, operation and maintenance receipts, and interest on bid project cost), expenses to be incurred to earn the revenue, estimations on cost to build, operate and maintain the asset, interest obligations based on financing pattern and other operational efficiencies. Company considered zero percent margin during the construction phase. These inputs are based on circumstances existing and management judgement / assumption on the future expectations based on current situations. Judgements include management view on changes in interest rates, cost inflation, government policy changes, etc. which are reviewed periodically by the management.

**4. Deferred taxes**

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

**5. Impairment of financial assets**

The impairment provision for financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Company's history, existing market conditions as well as forward looking estimates at the end of each reporting period.

**6. Accounting of Compound financial instrument**

For the purpose of accounting of Optionally convertible debentures (OCDs), the Company has estimated the future cash flows which is being used for bifurcating the OCDs into liability and equity components. Further, the Company has exercised the judgement that the OCDs will be redeemed near to annuity receipt dates as defined in the OCD agreement and the subscriber of these OCDs will not exercise the option of conversion into equity shares. Basis this the Company has concluded that there is no equity component in these OCDs.

**2.29 Recent accounting pronouncements**

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, as below.

**Ind AS 16 – Property Plant and equipment** - The amendment clarifies that excess of net sale proceeds of items produced over the cost of testing, if any, shall not be recognised in the profit or loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant, and equipment. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2022.



**DBL MANGALWEDHA SOLAPUR HIGHWAYS PRIVATE LIMITED**  
**Notes to the Financial Statements for the year ended March 31, 2022**

The Company has evaluated the amendment and there is no impact on its consolidated financial statements.

**Ind AS 37 – Provisions, Contingent Liabilities and Contingent Assets** – The amendment specifies that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts (an example would be the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract). The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2022, although early adoption is permitted. The Company has evaluated the amendment and there is no impact on its financial statements.



**DBL MANGALVEDHA SOLAPUR HIGHWAYS PRIVATE LIMITED**  
CIN - U45309MP2018PTC045517  
BALANCE SHEET AS AT MARCH 31, 2022

(Rs. in lacs)

Particulars	Notes	As at March 31, 2022	As at March 31, 2021
<b>ASSETS</b>			
<b>Non-current assets</b>			
(a) Property, plant and equipment	3	11.47	-
<b>(b) Financial assets</b>			
(i) Other financial assets	4	22,523.00	-
(c) Non Current Tax Assets (Net)	5	8.75	8.20
(d) Deferred Tax assets (Net)	18	-	-
<b>Total non-current assets</b>		<b>22,543.22</b>	<b>8.20</b>
<b>Current assets</b>			
(a) Inventories	6	7.97	-
(b) Contract Assets	7	-	29,616.36
<b>(c) Financial assets</b>			
(i) Trade receivables	8	504.38	-
(ii) Cash and cash equivalents	9	2,261.18	477.10
(iii) Other bank balances	10	2,497.33	-
(iii) Other financial assets	11	8,979.05	-
(d) Current tax assets (Net)	12	-	-
(e) Other current assets	13	5,496.64	4,414.43
<b>Total current assets</b>		<b>19,746.55</b>	<b>34,507.89</b>
<b>Total assets</b>		<b>42,289.77</b>	<b>34,516.09</b>
<b>EQUITY &amp; LIABILITIES</b>			
<b>Equity</b>			
(a) Equity share capital	14	19.19	19.19
(b) Other equity	15	(63.17)	1,434.45
<b>Total equity</b>		<b>(63.98)</b>	<b>1,453.64</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
<b>(a) Financial Liabilities</b>			
(i) Borrowings	16	39,197.66	22,716.89
(b) Provisions	17	1.38	-
(c) Deferred Tax Liabilities (Net)	18	-	-
<b>Total non-current liabilities</b>		<b>39,199.04</b>	<b>22,716.89</b>
<b>Current liabilities</b>			
<b>(a) Financial liabilities</b>			
(i) Borrowings	19	649.80	7,595.16
(iii) Other financial liabilities	20	503.86	-
(ii) Trade payables	21	-	-
-total outstanding dues of micro enterprises and small enterprises		30.07	-
-total outstanding dues of creditors other than micro enterprises and small enterprises		284.36	1,728.93
(b) Provisions	22	0.10	-
(c) Other current liabilities	23	1,686.52	1,021.47
<b>Total current liabilities</b>		<b>3,154.71</b>	<b>10,345.56</b>
<b>Total equity &amp; liabilities</b>		<b>42,289.77</b>	<b>34,516.09</b>

The above balance sheet should be read in conjunction with the accompanying notes

Chartered Accountants

For S.L. Chhajed & Co. LLP.  
Chartered Accountants  
FRN : 000709C/ C400277

*(Signature)*

(Vijit Balidmutha)  
Partner  
M. No. 405044

Place : Bhopal

Date: -



For and on behalf of the Board of Directors  
DBL Mangalwedha Solapur Highways Private Limited

Sumeo Suryavanshi  
Director  
DIN - 00039946  
Place: Bhopal

*(Signature)*  
Bhumika Chugh  
Company Secretary  
M. No.: A44724  
Place: Noida

Javed Khan  
Director  
DIN: 08099239  
Place: Bhopal

*(Signature)* CIN No.





**DBL MANGALWEDHA SOLAPUR HIGHWAYS PRIVATE LIMITED**  
**CIN - U45309MP2018PTC045517**  
**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2022**

(Rs. in lacs)

Particulars	Notes	Year ended March 31, 2022	Year ended March 31, 2021
<b>Revenue</b>			
Revenue from operations	24	11,639.40	31,841.90
Other Income	25	250.91	16.61
<b>Total Revenue</b>		<b>11,890.31</b>	<b>31,858.51</b>
<b>Expenses</b>			
Operating expenses	26	10,103.79	32,223.14
Employee benefits expense	27	10.62	-
Other expenses	28	182.58	64.54
<b>Total Expenses</b>		<b>10,296.99</b>	<b>32,287.68</b>
<b>Earnings before interest, tax, depreciation and amortization (EBITDA)</b>		<b>1,593.32</b>	<b>(429.17)</b>
Finance costs	29	3,110.69	1,967.02
Depreciation and amortisation expense	30	0.25	-
<b>Profit/(Loss) before exceptional items and tax</b>		<b>(1,517.62)</b>	<b>(2,396.19)</b>
Exceptional Items			
<b>Profit/(Loss) before tax</b>		<b>(1,517.62)</b>	<b>(2,396.19)</b>
Less: Tax expense /(Income)			
(1) Current tax			
(2) Deferred tax			
<b>Profit/ (Loss) for the year</b>		<b>(1,517.62)</b>	<b>(2,396.19)</b>
<b>Other Comprehensive Income</b>			
Actuarial Gain / (Loss) on Remeasurement of defined benefits /obligation			
<b>Total Other Comprehensive Income/(Loss)</b>		-	-
<b>Total comprehensive income/(loss) for the year</b>		<b>(1,517.62)</b>	<b>(2,396.19)</b>
<b>Earnings per equity share (Nominal Value of Share Rs. 10 each)</b>			
Basic earning per share (in Rs.)	31	(790.95)	(1,248.84)
Diluted earning per share (in Rs.)		(790.95)	(1,248.84)

The above balance sheet should be read in conjunction with the accompanying notes

The above statement of profit and loss should be read in conjunction with the accompanying notes

Chartered Accountants

For **S.L. Chhajed & Co. LLP.**  
Chartered Accountants  
FRN : 000709C/ C400277



**(Vijit Baidmutha)**  
Partner  
M. No. 406044  
Place : Bhopal



For and on behalf of the Board of Directors  
**DBL Mangalwedha Solapur Highways Private Limited**

**Seema Suryavanshi**  
Director  
DIN - 00039946  
Place: Bhopal

**Javed Khan**  
Director  
DIN: 08099239  
Place: Bhopal



**Bhumika Chugh**  
Company Secretary  
M. No.: A44724  
Place: Noida



**DBL MANGALWEDHA SOLAPUR HIGHWAYS PRIVATE LIMITED**  
**Cash Flow Statement for the year ended March 31, 2022**  
 (All amounts in ₹ face unless otherwise stated)

	Year ended March 31, 2022	Year ended March 31, 2021
<b>A. Cash flows from operating activities</b>		
Profit/(Loss) before tax	(1,517.62)	(2,396.19)
Adjustments for:		
Depreciation and amortisation expense	0.25	-
Interest income	(27.41)	(16.54)
Finance cost	3,110.69	1,967.02
<b>Operative Profit/(Loss) before working capital changes and other adjustments</b>	<b>1,565.91</b>	<b>(445.71)</b>
Working capital changes and other adjustments:		
(Increase) in Inventories	(7.97)	-
Decrease/(Increase) in Contract Assets	29,616.36	(12,342.28)
Decrease/(Increase) in trade receivables	(504.38)	-
Decrease/(Increase) in other financial assets	(31,502.05)	-
Decrease/(Increase) in Non Current Tax Assets	(0.55)	(4.33)
Decrease/(Increase) in other assets	(1,062.21)	4,326.08
(Decrease)/Increase in trade payables	(1,414.51)	(539.91)
(Decrease)/Increase in provisions	1.49	(32.59)
(Decrease)/Increase in other financial liabilities	503.86	-
(Decrease)/Increase in other liabilities	665.05	(5,259.05)
<b>Cash flow from/(used) operating activities post working capital changes</b>	<b>(2,159.00)</b>	<b>(14,297.79)</b>
Income tax (paid) / refund	-	-
<b>Net cash flow from/(used) operating activities (A)</b>	<b>(2,159.00)</b>	<b>(14,297.79)</b>
<b>B. Cash flows from Investing activities</b>		
Payment (net of proceeds) for property, plant and equipment	(11.72)	-
Interest received	27.41	16.55
<b>Net cash from/(used) in Investing activities (B)</b>	<b>15.69</b>	<b>16.55</b>
<b>C. Cash flows from financing activities</b>		
Proceeds from long term borrowings	16,480.77	9,282.93
Payment of short term borrowings	(6,945.36)	6,797.80
Interest paid (including interest capitalised)	(3,110.69)	(1,967.02)
<b>Net cash from/(used) in financing activities (C)</b>	<b>6,424.72</b>	<b>14,113.71</b>
<b>D Net increase/(decrease) in cash and cash equivalent (A+B+C)</b>	<b>4,281.41</b>	<b>(167.53)</b>
<b>E Cash and cash equivalent at the beginning of the year</b>	<b>477.10</b>	<b>644.63</b>
<b>Cash and cash equivalent at the end of the year (D+E)</b>	<b>4,758.51</b>	<b>477.10</b>

- Note:  
 1 The above cash flows has been prepared under the 'Indirect Method' as set out in Ind AS 7, 'Statement of Cash Flows'.  
 2 Cash and Cash Equivalents Comprises of:

Particulars	FY 2021-22	FY 2020-21
Cash and Cash Equivalents Comprises of:		
Cash in hands	-	-
Balance with Banks:	218.49	246.92
Deposits with Bank	2,042.69	230.13
Other bank balances	2,497.33	-
<b>Cash and Cash Equivalents</b>	<b>4,758.51</b>	<b>477.10</b>
Cash and Cash Equivalents in Statement of Cash Flow	4,758.51	477.10

As per our report of even date attached

For S.L. Chhajed & Co, LLP,  
 Chartered Accountants  
 FRN : 000709C/ C400277

*(Signature)*

(Vijit Baidmutha)  
 Partner  
 M. No. 406044  
 Place : Bhopal



For and on behalf of the Board of Directors  
 DBL Mangalwedha Solapur Highways Private Limited

Seema Suryavanshi  
 Director  
 DIN - 00039946  
 Place: Bhopal

Javed Khan  
 Director  
 DIN: 00099239  
 Place: Bhopal

*(Signature)*

Bhūmika Chugh  
 Company Secretary  
 M. No.: A44724  
 Place: Noida



**DBL MANGALWEDHA SOLAPUR HIGHWAYS PRIVATE LIMITED**  
**Statement of Changes in Equity for the year ended 31 March, 2022**  
 (All amounts in ₹ iacs unless otherwise stated)

**A Equity share capital**

**i) As at March 31, 2022**

Balance as at April 01, 2021	Balance as at April 01, 2021	Balance as at March 31, 2022
19.19	19.19	19.19

**ii) As at March 31, 2021**

Balance as at April 01, 2020	Balance as at April 01, 2020	Balance as at March 31, 2021
19.19	19.19	19.19

**B Other equity**

Particulars	Reserves and surplus		Total
	Securities premium	Retained earnings	
Balance as at April 01, 2020	5,411.83	(1,581.19)	3,830.64
Net profit/(loss) for the year	-	(2,396.19)	(2,396.19)
Remeasurement of defined benefit obligations (net of tax)	-	-	-
<b>Total comprehensive income/(loss) for the year</b>	-	(2,396.19)	(2,396.19)
Balance as at March 31, 2021	5,411.83	(3,977.38)	1,434.45
Net profit/(loss) for the year	-	(1,517.62)	(1,517.62)
Remeasurement of defined benefit obligations (net of tax)	-	-	-
<b>Total comprehensive income/(loss) for the year</b>	-	(1,517.62)	(1,517.62)
Balance as at March 31, 2022	5,411.83	(5,495.00)	(83.17)

**The notes form and integral part of the financial statements**

As per our report of even date attached

Chartered Accountants

For S.L. Chhajed & Co. LLP.  
 Chartered Accountants  
 FRN : 000709C/ C400277



(Vijit Baidmutha)  
 Partner  
 M. No. 406044  
 Place : Bhopal



**For and on behalf of the Board of Directors of  
 DBL MANGALWEDHA SOLAPUR HIGHWAYS PRIVATE LIMITED**



Seema Suryavanshi  
 Director  
 DIN - 00039946  
 Place: Bhopal

Javed Khan  
 Director  
 DIN: 08099239  
 Place: Bhopal



Bhumiika Chugh  
 Company Secretary  
 M. No.: A44724  
 Place:Noida



**DBL MANGALWEDHA SOLAPUR HIGHWAYS PRIVATE LIMITED**  
Notes forming part of Financial Statements 31st March 2022  
(All amounts in ₹ lacs unless otherwise stated)

**3 Property Plant and Equipment**  
Net carrying value of property, plant and equipment

Description	As at			As at		
	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021
<b>Gross block</b>						
Balance as at April 01, 2020	-	-	-	-	-	-
Additions for the year	-	-	-	-	-	-
Balance as at March 31, 2021	-	-	-	-	-	-
Additions for the year	1.93	2.33	7.46	11.72	11.72	11.72
Balance as at March 31, 2022	1.93	2.33	7.46	11.72	11.72	11.72
<b>Accumulated depreciation</b>						
Balance as at April 01, 2020	-	-	-	-	-	-
Charge for the year	-	-	-	-	-	-
Balance as at March 31, 2021	0.11	0.03	0.11	0.11	0.25	0.25
Charge for the year	0.11	0.03	0.11	0.11	0.25	0.25
Balance as at March 31, 2022	0.11	0.03	0.11	0.11	0.25	0.25
<b>Net carrying value:</b>						
As at March 31, 2021	-	-	-	-	-	-
As at March 31, 2022	1.82	2.30	7.35	11.47	11.47	11.47





DBL MARGALWEDHA SOLAPUR HIGHWAYS PRIVATE LIMITED  
Notes forming part of Financial Statements 31st March 2022  
(All amounts in ₹ lacs unless otherwise stated)

	As at March 31, 2022	As at March 31, 2021					
<b>4 Other financial assets (Non-current)</b>							
<b>Unsecured, considered good</b>							
Annuitiy receivable under service concession arrangements	22,523.00	-					
	<u>22,523.00</u>	<u>-</u>					
<b>Notes:</b>							
(i) <b>Movement in receivables under service concession arrangements during the financial year :</b>							
<b>Transferred from Contract Asset</b>	29,992.15						
Add: Interest Income on annuity receivable from National Highway Authority of India ('NHAI') (refer note 24)	708.25						
Add: Recoverable for operation and maintenance income for the year (refer note 24)	799.15						
Add: Recoverable for renewal and overlay income for the year (refer note 24)	-						
Less: Annuity received from National Highway Authority of India ('NHAI')	-						
<b>Closing balance</b>	<u>31,499.55</u>	<u>-</u>					
- Non-current	22,523.00						
- Current (refer note 11)	<u>8,976.55</u>						
	<u>31,499.55</u>	<u>-</u>					
<b>5 Non Current Tax assets</b>							
Advance Tax	8.75	8.20					
	<u>8.75</u>	<u>8.20</u>					
<b>6 Inventories</b>							
Valued at lower of cost or net realisable value							
Stores and spares	7.97	-					
	<u>7.97</u>	<u>-</u>					
The cost of Inventories recognised as an expense in the Statement of profit and loss amounting to INR 2.07 lacs (March 31, 2021: INR 0.00 lacs).							
<b>7 Contract Assets</b>							
Contract Assets	-	29,616.36					
	<u>-</u>	<u>29,616.36</u>					
<b>8 Trade receivables</b>							
<b>Current</b>							
Trade receivable	504.38	-					
- Unsecured, considered good							
	<u>504.38</u>	<u>-</u>					
<b>Trade receivable aging schedule</b>							
	<b>Current but not due</b>	<b>Outstanding for following periods from due date of payment</b>					
		<b>Less than 6 month</b>	<b>6 month - 1 year</b>	<b>1-2 years</b>	<b>2-3 years</b>	<b>More than 3 years</b>	<b>Total</b>
<b>As at March 31, 2022</b>							
Undisputed trade receivables - considered good		504.38					504.38
<b>9 Cash and cash equivalents</b>							
Cash on hand							
Balances with banks:							
- current accounts			218.49	246.97			
- deposits with original maturity of less than three months			2,042.69	230.13			
			<u>2,261.18</u>	<u>477.10</u>			
<b>10 Other bank balances</b>							
Deposits with original maturity more than three months but less than twelve months			2,497.33	-			
			<u>2,497.33</u>	<u>-</u>			
(i) Includes deposits towards Debt Service Reserve Account (DSRA) pursuant to loan covenants of loan agreement and/or debenture trust deed entered by the Company with its lenders			2,497.33	-			
<b>11 Others financial assets</b>							
<b>Current - Unsecured, considered good</b>							
Interest accrued on fixed deposit			3.50	-			
Annuitiy receivable under service concession arrangements (refer note 4(i))			8,976.55	-			
			<u>8,979.05</u>	<u>-</u>			
<b>12 Tax assets</b>							
Current tax assets							
			<u>-</u>	<u>-</u>			
<b>13 Other current assets</b>							
<b>Unsecured, considered good</b>							
Advances to suppliers			8.39	-			
GST withheld Change of Scope-NHAI			43.48	49.49			
Withheld/Retention -NHAI			120.11	54.23			
Labour Cess Receivable			385.92	291.40			
Advance to employees			0.14	-			
Prepayments			43.22	5.52			
COS Advance - DBL (Related party)			-	124.00			
Balance with government authorities			4,895.38	3,889.79			
			<u>5,496.64</u>	<u>4,414.43</u>			





**DBL MANGALWEDHA SOLAPUR HIGHWAYS PRIVATE LIMITED**  
Notes forming part of Financial Statements 31st March 2022  
(All amounts in ₹ lacs unless otherwise stated)

**14 Equity share capital**

Authorised  
2,50,000 (previous year 2,50,000) equity shares of Rs. 10 each with voting rights

**Issued, subscribed and fully paid**

1,91,874 (previous year 1,91,874) equity shares of Rs. 10 each with voting rights

As at March 31, 2022      As at March 31, 2021

25.00      25.00

19.19      19.19

19.19      19.19

**(i) Reconciliation of equity shares outstanding at the beginning and at the end of the year:**

**Equity share capital of ₹10 each fully paid up**

Opening Balance  
Add: Shares issued during the year  
Less: Reduction in share capital#  
Closing Balance

	March 31, 2022	March 31, 2021
No. of shares	1,91,874	1,91,874
₹ in Lacs	19.19	19.19
		₹ in Lacs
		19.19

**(ii) Shareholders holding more than 5% of shares of the Dbl Mangalwedha Solapur Highways Private Limited as at balance sheet date**

Shareholders	As at March 31, 2022		As at March 31, 2021	
	No. of shares	% holding	No. of shares	% holding
Cube Highways and Infrastructure III Pte. Ltd.	94,018	49.00%	-	0.00%
Dilip Buildcon Limited along with its Nominees	97,856	51.00%	1,91,874.00	100.00%

No shares have been issued by the company for consideration other than cash, during the period of five years immediately preceding the reporting periods.

**(iv) Details of shares held by promoters**

Promoter name	As at March 31, 2022			
	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of Total Shares
Cube Highways and Infrastructure III Pte. Ltd.	-	94,018.00	94,018.00	49.00%
Dilip Buildcon Limited along with its Nominees	1,91,874.00	94,018.00	97,856.00	51.00%
				-49.00%

\* 1 share held by Gaurav Malhotra as nominee of Cube Highways

Promoter name	As at March 31, 2022			
	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of Total Shares
Dilip Buildcon Limited along with its Nominees	1,91,874.00	-	1,91,874.00	100.00%
				0.00%
				0.00%

\* 100 shares are held by others shareholders as nominee of Dilip Buildcon Limited



**DBL MANGALWEDHA SOLAPUR HIGHWAYS PRIVATE LIMITED**  
Notes forming part of Financial Statements 31st March 2022  
(All amounts in ₹ facts unless otherwise stated)

	As at March 31, 2022	As at March 31, 2021
<b>15 Other equity</b>		
<b>1) Reserve and surplus</b>		
<b>a. Securities premium</b>		
Opening Balance	5,411.83	5,411.83
Premium arising on issue of equity shares		
Closing Balance	<u>5,411.83</u>	<u>5,411.83</u>
<b>b. Retained earnings</b>		
Opening Balance	(3,977.38)	(1,581.19)
Net profit/(loss) for the year/period	<u>(1,512.63)</u>	<u>(2,395.19)</u>
Closing Balance	<u>(5,490.01)</u>	<u>(3,976.38)</u>
<b>Total other equity</b>	<u>(83.17)</u>	<u>1,435.45</u>

**Nature and purpose of components of Other Equity are as follows:**

**Securities premium reserve**

Securities premium reserve represents premium received on issue of shares. The reserve can be utilized in accordance with the provisions of the Companies Act, 2013.

**Retained earnings**

Retained earnings are created from the profit / loss of the company, as adjusted for distributions to owners, transfers to other reserves, etc.

	As at March 31, 2022	As at March 31, 2021
<b>16 Long Term Borrowings</b>		
<b>At amortised cost</b>		
<b>Secured:</b>		
<b>a) Term Loan (refer note 16 (i))</b>		
<b>Bank</b>		
PNB		2,445.33
Sub-total (A)	<u>-</u>	<u>2,445.33</u>
<b>Financial Institutions</b>		
India Infrastructure Finance Company Limited		14,105.22
Sub-total (B)	<u>-</u>	<u>14,105.22</u>
<b>b) NCD (Non-convertible Debentures) (refer note 16 (ii))</b>		
<b>Listed</b>		
Series A	30,000.00	
Series B	2,490.00	
Less:	<u>(84.54)</u>	
Sub-total (C)	<u>32,405.46</u>	<u>-</u>
<b>Unsecured (Refer note 16 (ii))</b>		
<b>c) OCD (Optionally-Convertible Debentures)</b>		
Cube Highways and Infrastructure III Pte. Ltd.	7,442.00	
Sub-total (D)	<u>7,442.00</u>	<u>-</u>
<b>d) Current maturity of borrowings (non-current)</b>	645.89	838.16
<b>Total non-current borrowings (A+B+C+D)</b>	<u>39,197.66</u>	<u>22,716.69</u>



**DBL MANGALWEDHA SOLAPUR HIGHWAYS PRIVATE LIMITED**  
**Notes forming part of Financial Statements 31st March 2022**  
**(All amounts in ₹ lacs unless otherwise stated)**

**16 (f) Borrowing footnote term loans**

**As on March 31, 2021 Details of terms of repayment and securities provided in respect of secured term loans are as under:**

**Details of terms of repayment and securities provided in respect of secured term loans are as under:**

- 1) The holding company has pledged 66% shares with Axis Trustee Services Ltd (Security Trustee)  
The loan is secured by a first charge on borrower's immovable properties, both present and future, tangible moveable assets (including but not limited to all current/ non-current assets) both present and future other than the asset forming part of the Project Assets, Escrow account and Sub accounts, and intangible assets.
- 2) The loan is also secured by corporate guarantee of Dilip Bulldcon Limited (holding company) till the receipt of 1st annuity and personal guarantee of Mr. Dilip Suryavanshi, the managing director of the holding company, Mrs. Seema Suryavanshi, the whole time director of the holding company and Mr. Devendra Jain, whole time director of the company.
- 3) The balance of secured loan from Bank and other financial institution is reduced with the capitalisation of borrowing cost in compliance with the IND AS 23.
- 4)

**Terms of Repayment**

- 5) Loan will be repaid in 26 unequal half yearly instalments as referred to the Loan Agreement post the moratorium period. Repayment will start from 07-03-2022 subject to actual completion date and after considering 3 months extension for project completion received from authority

**Terms of Unsecured Loan:**

- 6) The company has received interest free loan from its related parties based on the exemption given under section 186(11) of the Companies Act 2013. The Unsecured Loan received is quasi equity investment by the related party
- 7) The loans are given for expansion and general purpose of the business
- 8) The loan given is repayable by the related and non-related parties 'on demand'.  
Disclosure pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and section 186 of the Companies Act, 2013
- 9)



DBL MANGALWEDHA SOLAPUR HIGHWAYS PRIVATE LIMITED  
Notes forming part of Financial Statements 31st March 2022  
(All amounts in ₹ lacs unless otherwise stated)

16 (ii) Borrowing footnote OCD/NCD

For repayment terms and security details of the outstanding non-current borrowings (including current maturities) refer the table below:

*All amounts in ₹ lacs*

S.No.	Nature of borrowing	Name of Company	Lender	March 31, 2022	March 31, 2021
<b>Secured:</b>					
	Non Convertible Debentures	DBL MANGALWEDHA SOLAPUR HIGHWAYS PRIVATE LIMITED	Listed NCD		
	Series of Debentures Redeemed Series A	Redemption Date	No of Debenture	March 31, 2022	March 31, 2021
			3,000		
		30-Sep-22		300.00	-
		31-Mar-23		300.00	-
		31-Aug-23		675.00	-
		29-Feb-24		675.00	-
		31-Aug-24		1,200.00	-
		28-Feb-25		1,200.00	-
		31-Aug-25		1,305.00	-
		28-Feb-26		1,275.00	-
		31-Aug-26		1,275.00	-
		28-Feb-27		1,320.00	-
		31-Aug-27		1,395.00	-
		29-Feb-28		1,395.00	-
		31-Aug-28		1,455.00	-
		28-Feb-29		1,455.00	-
		31-Aug-29		1,575.00	-
		28-Feb-30		1,860.00	-
		31-Aug-30		1,440.00	-
		28-Feb-31		1,440.00	-
		31-Aug-31		1,005.00	-
		29-Feb-32		1,005.00	-
		31-Aug-32		990.00	-
		28-Feb-33		1,005.00	-
		31-Aug-33		975.00	-
		28-Feb-34		990.00	-
		31-Aug-34		1,200.00	-
		28-Feb-35		1,290.00	-
	Series B		249		
		30-Sep-22		24.90	-
		31-Mar-23		24.90	-
		31-Aug-23		56.03	-
		29-Feb-24		56.03	-
		31-Aug-24		99.60	-
		28-Feb-25		99.60	-
		31-Aug-25		109.32	-
		28-Feb-26		105.83	-
		31-Aug-26		105.83	-
		28-Feb-27		109.56	-
		31-Aug-27		115.79	-
		29-Feb-28		115.79	-
		31-Aug-28		120.77	-
		28-Feb-29		120.77	-
		31-Aug-29		120.73	-
		28-Feb-30		154.38	-
		31-Aug-30		119.52	-
		28-Feb-31		119.52	-
		31-Aug-31		83.42	-
		29-Feb-32		83.42	-
		31-Aug-32		82.17	-
		28-Feb-33		83.42	-
		31-Aug-33		80.93	-
		28-Feb-34		82.17	-
		31-Aug-34		99.60	-
		28-Feb-35		107.07	-
		<b>Total</b>		<b>32,490.00</b>	-
				84.54	-
	<b>Total Listed NCDs</b>			<b>32,405.46</b>	-





<b>Description of OCD / NCDs</b>	The Company has issued 3,249 secured, Non convertible debentures (NCDs) having face value of ₹ 10,00,000 each at par, aggregating to ₹ 3,249 millions.			
<b>Significant terms with respect to repayment schedule, interest, nature of security, etc.</b>				
<b>Total Secured NCD's</b>			<b>32,485.46</b>	<b>-</b>
<b>Unsecured:</b>				
<b>Unsecured OCD's:</b>				
Optionally convertible debentures	DBL MANGALVEDHA SOLAPUR HIGHWAYS PRIVATE LIMITED	Cube Highways and Infrastructure III Pte. Ltd.	7,442.00	-
<b>Total company's OCD's</b>			<b>7,442.00</b>	<b>-</b>
<b>Total company's</b>			<b>7,442.00</b>	<b>-</b>
<b>Description of OCD / NCDs</b>	The Company has issued 74,42,000 Unsecured, Optionally convertible debentures (OCDs) having face value of ₹ 100 each at par, aggregating to ₹ 744.2 millions.			



	As at March 31, 2021	As at March 31, 2021
<b>17 Provisions - non-current</b>		
- Provision for gratuity (Refer note 33)	0.64	-
- Provision for Leave Encashment	0.34	-
	<u>1.38</u>	<u>-</u>

<b>18 Deferred tax liabilities (net)</b>		
Deferred tax liability arising on account of:		
- Difference between carrying value of property, plant and equipment, intangible assets and receivable under service concession arrangement as per books and tax	(149.19)	-
- Unamortised processing fees on borrowings	(21.98)	-
Deferred tax asset arising on account of:		
- Expense allowed in tax on payment basis	0.39	-
- Unabsorbed depreciation carried forward	179.78	-
Deferred tax liabilities (net)	<u>-</u>	<u>-</u>

**Movement in deferred tax liabilities (net)**

Particulars	Balance as at April 01, 2021	Recognised in Statement of Profit and Loss	Recognised in other comprehensive Income/ equity	Balance as at March 31, 2022
Difference between carrying value of property, plant and equipment, intangible assets and receivable under service concession arrangement as per books and tax	-	(149.19)	-	(149.19)
Unamortised processing fees on borrowings	-	(21.98)	-	(21.98)
<b>Total deferred tax liability</b>	<b>-</b>	<b>(171.17)</b>	<b>-</b>	<b>(171.17)</b>

Particulars	Balance as at April 01, 2021	Recognised in Statement of Profit and Loss	Recognised in other comprehensive Income/ equity	Balance as at March 31, 2022
Expense allowed in tax on payment basis	-	0.39	-	0.39
Unabsorbed depreciation carried forward	-	179.78	-	179.78
<b>Total deferred tax asset</b>	<b>-</b>	<b>179.17</b>	<b>-</b>	<b>179.17</b>

\* Deferred tax asset is not recognised in the absence of reasonable certainty that future taxable amounts will be available to utilize these temporary differences and business losses.



	As at March 31, 2022	As at March 31, 2021
<b>19 Short-term borrowings</b>		
Loan from related party	-	8,757.00
Current maturity of long term borrowings	649.80	838.16
	<u>649.80</u>	<u>7,592.16</u>

	As at March 31, 2022	As at March 31, 2021
<b>20 Other Financial Liabilities (Current)</b>		
Interest accrued but not due on NCD	201.93	-
Interest accrued but not due on OCD	101.93	-
	<u>303.86</u>	<u>-</u>

	As at March 31, 2022	As at March 31, 2021
<b>21 Trade Payables- current</b>		
Total outstanding dues of micro and small enterprises (Refer note 39)	30.07	-
Total outstanding dues to creditors other than micro and small enterprises	284.35	1,728.93
	<u>314.42</u>	<u>1,728.93</u>

**Trade payables aging schedule**

As at March 31, 2022

Particulars	Unbilled	Not due	Outstanding for a period of				Total
			Less than 1 year	1-2 year	2-3 year	More than 3 years	
Undisputed outstanding dues of micro enterprises and small enterprises			30.07				30.07
Undisputed outstanding dues of creditors other than micro enterprises and small enterprises	135.36		148.00				284.36
Disputed dues of micro enterprises and small enterprises							-
Disputed dues of creditors other than micro enterprises and small enterprises							-

As at March 31, 2021

Particulars	Unbilled	Not due	Outstanding for a period of				Total
			Less than 1 year	1-2 year	2-3 year	More than 3 years	
Undisputed outstanding dues of micro enterprises and small enterprises							-
Undisputed outstanding dues of creditors other than micro enterprises and small enterprises	170.97		1,557.96				1,728.93
Disputed dues of micro enterprises and small enterprises							-
Disputed dues of creditors other than micro enterprises and small enterprises							-

	As at March 31, 2022	As at March 31, 2021
<b>22 Provisions</b>		
Current		
- Provision for gratuity (Refer note 33)	0.01	-
Provision for Leave Encashment	0.09	-
Provision for Expenses	-	-
	<u>0.10</u>	<u>-</u>

	As at March 31, 2022	As at March 31, 2021
<b>23 Other current liabilities</b>		
Statutory remittance (including withholding tax, goods and service tax and provident fund etc.)	1,121.10	293.06
Interest on Mob Advance	-	462.45
CDS Advance	-	124.00
Other payable	555.42	141.96
	<u>1,686.52</u>	<u>1,021.47</u>



**DBL MANGALWEDHA SOLAPUR HIGHWAYS PRIVATE LIMITED**  
**Notes forming part of Financial Statements 31st March 2022**  
**(All amounts in ₹ lacs unless otherwise stated)**

	<b>Year ended</b>	<b>Year ended</b>
	<b>March 31, 2022</b>	<b>March 31, 2021</b>
<b>24 Revenue from operations</b>		
Operation and maintenance income	799.15	-
COS and Utility Shifting Income	1,171.45	-
Work Contract Receipts Utility	889.67	999.12
Contract Receipts-Ind As	8,070.88	30,842.78
Finance Income on annuity receivable under service concession agreement	708.25	-
	<b>11,639.40</b>	<b>31,841.90</b>
<b>25 Other income</b>		
Interest on:		
- bank deposits	27.41	16.54
Insurance Claims Received	190.75	-
C.P.R. WORK - INCOME	32.73	-
Provision written back	-	0.02
Misc Income	0.02	0.05
	<b>250.91</b>	<b>16.61</b>
<b>26 Operation and maintenance expenses</b>		
Cost of Material Consumed-Ind As	8,070.88	30,842.78
Utility Expenses	823.34	910.48
Administration Charges for Utility Shifting	46.62	32.47
Labour Cess on Utility/COS/Grant	96.90	302.68
Security Services	1.93	-
Route patrolling expenses	18.76	-
Repair & Maintenance- Carriageways	14.24	-
Reimbursement to NHAI (IC Charges) - O&M	116.87	134.73
Change of Scope Expenses -NHAI	898.20	-
Electricity Expense	5.11	-
Safety Expenses	2.07	-
Hire Charges	8.87	-
	<b>10,103.79</b>	<b>32,223.14</b>
<b>27 Employee benefits expense</b>		
Salary and wages	8.55	-
Gratuity expenses	0.64	-
Leave Encashment Expenses	0.83	-
Contribution to provident and other funds	0.58	-
Staff welfare expenses	0.02	-
	<b>10.62</b>	<b>-</b>





**DBL MANGALWEDHA SOLAPUR HIGHWAYS PRIVATE LIMITED**  
**Notes forming part of Financial Statements 31st March 2022**  
**(All amounts in ₹ lacs unless otherwise stated)**

	Year ended March 31, 2022	Year ended March 31, 2021
<b>28 Other expenses</b>		
Insurance	113.54	47.11
Legal and professional fees	44.15	16.09
IT Maintenance	0.09	-
Management Fees	12.47	-
Director Fees	2.40	-
Rates and taxes	6.89	-
Payments to auditors (including taxes):		
- as auditors - for statutory audit and limited reviews	0.56	1.25
Travelling and conveyance	1.26	(0.00)
Professional Tax	0.03	0.03
Office Consumables	0.28	-
Printing and stationary	0.07	-
Miscellaneous expenses	0.84	0.06
<b>Total</b>	<b>182.56</b>	<b>64.54</b>
<b>29 Finance costs</b>		
Interest expense on term loans	2,355.94	1,849.88
Interest on MOB Advance	18.94	154.36
Interest expense on OCD from related party	355.21	-
Interest expense on NCD	201.94	-
Other Borrowing cost	8.79	3.54
<b>Interest expense others:</b>		
- delayed payment of statutory dues	0.61	0.04
- Processing fees	153.77	-
Bank charges	15.49	(40.80)
	<b>3,110.69</b>	<b>1,967.02</b>
<b>30 Depreciation and amortisation expense</b>		
Depreciation of property, plant and equipment	0.25	-
	<b>0.25</b>	<b>-</b>
<b>31 Earnings per share (EPS)</b>		

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the parent by the weighted average number of Equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the parent (after adjusting for interest on the convertible preference shares) by the weighted average number of Equity shares outstanding during the year plus the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity shares.

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

Profit/ (loss) attributable to equity holders: <b>Profit/(loss) for the year attributable to owners of the Company for calculating basic/ diluted earnings per share</b>	(1,517.62)	(2,396.19)
<b>Weighted average number of equity shares outstanding for calculating basic/ diluted earnings per share</b>	1,91,874	1,91,874
<b>Basic earnings per share</b>	(790.95)	(1,248.84)
<b>Diluted earnings per share</b>	(790.95)	(1,248.84)



**DBL MANGALWEDHA SOLAPUR HIGHWAYS PRIVATE LIMITED**  
**Notes forming part of Financial Statements 31st March 2022**  
**(All amounts in ₹ lacs unless otherwise stated)**

	As at March 31. 2022	As at March 31. 2021
<b>32 Tax expense</b>		
<b>(i) Income tax expense recognised in Statement of Profit and Loss</b>		
Current tax	-	-
Tax for earlier years		
Minimum Alternate Tax (MAT)		
Deferred tax	-	-
	<u>-</u>	<u>-</u>

The major components of Income tax expense and the reconciliation of expense based on the domestic effective tax rate and the reported tax expense in profit or loss are as follows :

Particulars	As at March 31. 2022	As at March 31. 2021
Profit/ (Loss) before tax	(1,517.62)	(2,396.19)
Income tax using the company's domestic tax rate *	26.00%	
Expected tax expense [A]	<u>(394.58)</u>	-

**Tax effect of adjustment to reconcile expected income tax expense to reported income tax expense:**

Effect of transactions that are not considered in determining taxable profit	1.13	
Effect due to true up adjustment of timing differences of earlier years	(427.24)	
Unabsorbed depreciation and carry forward losses	820.69	
Total adjustments [B]	<u>394.58</u>	-
Actual tax expense [C=A+B]	<u>-</u>	<u>-</u>

**(ii) Unrecognised deferred tax:**

Deferred tax assets/(liability) has not been recognised in respect of following items because the said temporary differences, business loss etc. will reverse during the holiday period u/s 80IA of the Income-tax Act, 1961 and deferred tax asset is not recognised in the absence of reasonable certainty that future taxable amounts will be available to utilize these temporary differences and business losses:

Particulars	As at March 31. 2022	As at March 31. 2021
Business losses and unabsorbed depreciation	3,156.52	
Total	<u>3,156.52</u>	-



**DBL MANGALVEDHA SOLAPUR HIGHWAYS PRIVATE LIMITED**  
Notes forming part of Financial Statements 31st March 2022  
(All amounts in ₹ lacs unless otherwise stated)

**33 Disclosure relating to employee benefits pursuant to Ind AS 19 - Employee Benefits**

**(a) Defined contribution plan**

The company's contribution to Provident Fund amounts to 0.58 lakhs (March 31, 2021 0.00 lakhs) has been recognised in the Statement of Profit or Loss under the head Employee benefits expense.

**(b) Defined benefit plans:**

The company provides for gratuity for employees in India as per Payment of Gratuity Act, 1972. Employees who are in continuous service for 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month completed proportionately for 15 days salary multiplied for number of completed years of service.

The gratuity scheme covers substantially all regular employees. Commitments are actuarially determined at year-end. The actuarial valuation is done based on "Projected Unit Credit" method. Gains and losses of changed actuarial assumptions are charged to Statement of Profit or loss.

**A Disclosure of gratuity**

**(i) Amount recognised in the Statement of Profit and Loss is as under:**

Description	March 31, 2022	March 31, 2021
Current Service Cost	0.21	-
Past Service Cost including curtailment (Gains)/Losses	0.43	-
<b>Total Service Cost</b>	<b>0.64</b>	<b>-</b>

**(ii) Net Interest Cost**

Description	March 31, 2022	March 31, 2021
Interest Cost on Defined Benefit Obligation	-	-
<b>Net Interest Cost</b>	<b>-</b>	<b>-</b>

**(iii) Bifurcation of Actuarial Gain/Loss on Obligation:**

Description	March 31, 2022	March 31, 2021
Actuarial Gain/(Loss) on arising from change in demographic assumption	-	-
Actuarial (Loss)/Gain on arising from change in financial assumption	-	-
Actuarial (Loss)/Gain on arising from experience adjustment	-	-
<b>Actuarial (Loss)/Gain on for the year on obligation</b>	<b>-</b>	<b>-</b>

**(iv) Other Comprehensive Income (OCI)**

Description	March 31, 2022	March 31, 2021
Actuarial (Loss)/Gain for the year on DBO	-	-
<b>Unrecognized actuarial (Loss)/Gain for the year</b>	<b>-</b>	<b>-</b>

**(v) Bifurcation of PBO at the end of year in current and non current.**

Description	March 31, 2022	March 31, 2021
Current liability (Amount due within one year)	0.00	-
Non-Current liability (Amount due over one year)	0.64	-
<b>Total PBO at the end of year</b>	<b>0.64</b>	<b>-</b>

**Disclosure relating to employee benefits pursuant to Ind AS 19 - Employee Benefits (Continued.)**

**(vi) Change in defined benefit obligation**

Description	March 31, 2022	March 31, 2021
Defined benefit liability at the start of the year	-	-
Adjustments related to employees transferred to/from fellow subsidiaries	-	-
Interest Cost	-	-
Current service cost	0.21	-
Past Service cost	0.43	-
Re-measurements (gain)/loss for the year	-	-
Benefit paid directly by the Company	-	-
<b>Defined benefit liability at the end of the year</b>	<b>0.64</b>	<b>-</b>

**(vii) The amount included in the balance sheet arising in respect of its defined benefit obligation/plans**

Description	March 31, 2022	March 31, 2021
Present value of defined benefit obligations/ plans	0.64	-
<b>Net defined benefit obligation</b>	<b>0.64</b>	<b>-</b>

**Unfunded/funded net liability recognized in Balance Sheet**

Particulars	March 31, 2022		March 31, 2021	
	Current	Non-current	Current	Non-current
<b>Provisions:</b>				
Gratuity receivables	-	-	-	-
Gratuity payable	0.00	0.64	-	-
<b>Total</b>	<b>(0.00)</b>	<b>(0.64)</b>	<b>-</b>	<b>-</b>

**(viii) Sensitivity analysis for gratuity liability:**

Description	March 31, 2022	March 31, 2021
<b>Impact of change in discount rate</b>		
Present value of obligation at the end of the period/year	0.64	-
- Impact due to decrease of 0.50%	-0.04	-
- Impact due to increase of 0.50%	0.04	-
<b>Impact of change in salary increase</b>		
Present value of obligation at the end of the period/year	0.64	-
- Impact due to decrease of 0.50%	0.04	-
- Impact due to increase of 0.50%	-0.04	-

The above sensitivity analysis is based on a change in assumption while holding all other assumptions constant. In practice, this is unlikely to occur and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied which was applied while calculating the defined benefit obligation liability recognised in the Balance Sheet.

Sensitivities due to mortality and withdrawals are not material and hence impact of change due to these not calculated.

Sensitivities as rate of increase of pensions in payment, rate of increase of pensions before retirement and life expectancy are not applicable.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to previous periods.

**(ix) Actuarial assumptions:**

Description	March 31, 2022	March 31, 2021
Discount rate range	6.95%	-
Rate of increase in compensation levels range	10.00%	-
Retirement age	58 Years	-
Mortality rate	100% of IALM 2012-14	-
Attrition at age (Withdrawal rate %)	-	-
Up to 30 Years	9.00%	-
From 31 to 44 years	9.00%	-
Above 44 years	9.00%	-





**DBL MANGALWEDHA SOLAPUR HIGHWAYS PRIVATE LIMITED**  
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(All amounts in ₹ lacs unless otherwise stated)

**34 Capital and other commitments**

There is no Capital and other commitments as on 31st March, 2022 and as on March 31, 2021.

**35 Fair value disclosures**

**(i) Fair values hierarchy**

Financial assets and financial liabilities measured at fair value in the Balance Sheet are divided into three levels of a fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurement, as follows:

**Level 1:** Quoted prices (unadjusted) in active markets for financial instruments.

**Level 2:** The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data rely as little as possible on entity specific estimates.

**Level 3:** If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

**Valuation process and technique used to determine fair value**

The fair value of investments in mutual fund units are based on the net asset value ("NAV") as stated by the issuers of these mutual fund units in the published statements as at each reported balance sheet dates. NAV represents the price at which the issuer will issue further units of mutual fund and the price at which issuers will redeem such units from the investors.

**(ii) Fair value of instruments measured at amortised cost**

Fair value of instruments measured at amortised cost for which fair value is disclosed as follows using Level 3 inputs:

Particulars	Level	As at March 31, 2022		As at March 31, 2021	
		Carrying value	Fair value	Carrying value	Fair value
<b>Financial assets measured at amortised cost:</b>					
Trade receivable	Level 3	504.38	504.38	-	-
Cash and cash equivalent	Level 3	2,261.18	2,261.18	477.10	477.10
Bank balance other than cash and cash equivalent	Level 3	2,497.33	2,497.33	-	-
Other financial assets	Level 3	31,502.05	31,502.05	-	-
<b>Total financial assets</b>		<b>36,764.94</b>	<b>36,764.94</b>	<b>477.10</b>	<b>477.10</b>
<b>Financial liabilities</b>					
Borrowings	Level 3	39,847.46	39,847.46	30,312.05	30,312.05
Trade payable	Level 3	314.43	314.43	1,728.93	1,728.93
Other financial liabilities	Level 3	503.86	503.86	-	-
<b>Total financial liabilities</b>		<b>40,665.75</b>	<b>40,665.75</b>	<b>32,040.98</b>	<b>32,040.98</b>

The management assessed that cash and cash equivalents, bank balances other than cash and cash equivalents, trade receivables, other current financial assets, trade payables, current borrowings and other current financial liabilities (except current maturities of long term borrowings, deferred payment liabilities and current portion of annuity receivable) is approximate to their carrying amounts largely due to the short-term maturities of these instruments. The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

(i) Long-term fixed rate receivables are evaluated by the company based on parameters such as interest rates, individual creditworthiness of the customer and other market risk factor

(ii) The fair values of the company's loans and receivables from/to related parties and others are determined by applying discounted cash flows ("DCF") method, using discount rate that reflects the issuer's borrowing rate as at the end of the reporting period. The own non-performance risk as at the reporting period end was assessed to be insignificant.

(iii) All the other long term borrowing facilities availed by the company are variable rate facilities which are subject to changes in underlying interest rate indices. The management believes that the current rate of interest on these loans are in close approximation from market rates applicable to the company. Therefore, the management estimates that the fair value of these borrowings are approximate to their respective carrying values.

**36 Financial risk management**

**(i) Financial instruments by category**

Particulars	As at March 31, 2022			As at March 31, 2021		
	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost
<b>Financial assets</b>						
Other financial assets	-	-	31,502.05	-	-	-
Trade receivables	-	-	504.38	-	-	-
Cash and cash equivalents	-	-	2,261.18	-	-	477.10
Other bank balances	-	-	2,497.33	-	-	-
<b>Total</b>	-	-	<b>36,764.94</b>	-	-	<b>477.10</b>
<b>Financial liabilities</b>						
Borrowings	-	-	39,847.46	-	-	30,312.05
Trade payables	-	-	314.43	-	-	1,728.93
Other financial liabilities	-	-	503.86	-	-	-
<b>Total</b>	-	-	<b>40,665.75</b>	-	-	<b>32,040.98</b>

**(ii) Risk Management**

Company activities expose it to variety of financial risks : credit risk, liquidity risk and market risk. 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 of the company has overall responsibility for the establishment and oversight of company's risk management framework. The Board of Directors of the company have 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 company's activities. The Board of Directors of the company's oversee compliance with company risk management policies and procedures, and reviews the risk management framework.

**A) Credit risk management**

Credit risk is the risk of financial loss to company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from company's receivables from customers; loans and investments in debt securities. Company maximum exposure to credit risk is limited to the carrying amount of following types of financial assets:

- cash and cash equivalents,
- trade receivables,
- other financial assets, and
- deposits with banks

The Company has credit risk on trade receivables related change of scope and other claims from NHAI and ETC receivable. The Company continuously reviews these claims and provides for the expected credit losses based on each claim.

**Other financial assets measured at amortised cost**

Other financial assets measured at amortised cost includes security deposits, annuity receivable, receivable from related parties and other Credit risk related to these other financial assets is managed by monitoring the recoverability of such amounts continuously, while at the same time internal control system in place ensure the amounts are within defined limits.

**B) Liquidity risk**

Liquidity risk is the risk that the company may encounter difficulty in meeting its present and future obligations associated with financial liabilities that are required to be settled by delivering cash or another financial asset. Company is exposed to liquidity risk due to borrowings and trade and other payables. 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.

**(a) Finance arrangements**

The company had access to the following undrawn borrowing facilities at the end of the reporting periods:

**Floating rate**

- Expiring within one year
- Expiring beyond one year

As at March 31, 2022      As at March 31, 2021

-	-
-	-





(b) Maturities of financial liabilities

The tables below analyse the company's financial liabilities into relevant maturity categories based on their contractual maturities for all non-derivative financial liabilities: The amounts disclosed in the table are the contractual undiscounted cash flows net of processing fees.

As at March 31, 2022	Less than 1 year	1-2 year	2-5 year	More than 5 years	Total
Borrowings	612.64	1,472.01	15,646.64	22,116.17	39,847.46
Trade payable	314.43	-	-	-	314.43
Other financial liabilities	503.86	-	-	-	503.86
<b>Total</b>	<b>1,430.93</b>	<b>1,472.01</b>	<b>15,646.64</b>	<b>22,116.17</b>	<b>40,665.75</b>

As at March 31, 2021	Less than 1 year	1-2 year	2-5 year	More than 5 years	Total
Borrowings	7,595.15	3,641.17	19,075.73	-	30,312.05
Trade payable	1,728.93	-	-	-	1,728.93
Other financial liabilities	-	-	-	-	-
<b>Total</b>	<b>9,324.08</b>	<b>3,641.17</b>	<b>19,075.73</b>	<b>-</b>	<b>32,040.98</b>

(c) Market risk  
(a) Interest rate risk  
(i) Liabilities

The company's policy is to minimise interest rate cash flow risk exposures on long-term financing. At the reporting periods end, the company is exposed to changes in market interest rates through bank borrowings at variable interest rates. The company's investments in fixed deposits pay fixed interest rates.

*Interest rate risk exposure*

Below is the overall exposure of the company to interest rate risk:

Particulars	As at March 31, 2022	As at March 31, 2021
Variable rate borrowing	-	-
Fixed rate borrowing	39,847.46	30,312.05
<b>Total borrowings</b>	<b>39,847.46</b>	<b>30,312.05</b>

*Sensitivity*

Below is the sensitivity of profit or loss and equity changes in interest rates.

Particulars	As at March 31, 2022	As at March 31, 2021
Interest sensitivity*	-	-
Interest rates - increase by 50 bps*	-	-
Interest rates - decrease by 50 bps*	-	-

\* Holding all other variables constant

(ii) Assets

The company's fixed deposits are carried at amortised cost and are fixed rate deposits. They are therefore not subject to interest rate risk as defined in Ind AS 107 'Financial Instruments Disclosures', since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

(d) Price risk

(i) Exposure

The company requires for implementation (construction, operation and maintenance) of the projects various commodities such as cement, bitumen, steel and other construction materials which are exposed to price risk. The company are able to manage its exposure to price increases through bulk purchases and better negotiations. Hence, the sensitivity analysis is not required to be provided.

The company exposure to price risk arises from investments held and classified in the Balance Sheet at fair value through profit or loss. To manage the price risk arising from investments, the company diversifies its portfolio of assets through fixed rate investment like deposit with bank and investment in mutual funds (Growth Scheme).

37 Capital management

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

The Company monitors capital using a gearing ratio, which is net debt divided by total equity. The Company's policy is to keep the gearing ratio optimum. Net debt includes non-current borrowings (including current maturity of non-current borrowings less cash and cash equivalent and other bank deposits (net of restricted deposits)).

Debt equity ratio

Particulars	As at March 31, 2022	As at March 31, 2021
Debts	39,847.46	30,312.05
Less : Cash & cash equivalents and other bank balance	(4,758.51)	(477.10)
<b>Net Debt</b>	<b>35,088.95</b>	<b>29,834.95</b>
Total equity	(63.98)	1,453.64
<b>Net debt to equity ratio</b>	<b>-54841.39%</b>	<b>2052.43%</b>



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**38 Information on segment reporting pursuant to Ind AS 108 - Operating Segments**

The Company is engaged in the business of construction, operation and maintenance of Toll road projects on a Hybrid Annuity Model basis and thus operates 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.

**39 MSME related disclosure**

Particulars	As at March 31, 2022	As at March 31, 2021
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	30.07	-
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day		
- Principal	-	-
- Interest	-	-
(iv) The amount of interest due and payable for the year	-	-
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.



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40(i) Information on related party transactions pursuant to Ind AS 24 - Related Party Disclosures  
Following are the related parties and transactions entered with related parties for the years ended March 31, 2022 and March 31, 2021.

<b>Nature of relationship</b>	<b>Name of related parties</b>
Holdine Company	Dilip Buildcon Limited
Company having significant Influence	Cube Highways and Infrastructure III Pte Ltd
Director	Mr. Kapil Nayyar
Director	Mr. Jayesh Ramniklal Desai



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**40 (ii) Transactions and outstanding balances with related parties in the ordinary course of business**

**Related Party Transactions with Parent Company and its closing balances**

The terms and conditions of the transactions with key management personnel and their related parties were no more favourable. The transactions from related parties are made on terms equivalent to those that prevail in arm's length transactions. The aggregate value of the Company's transactions and outstanding balances relating to key management personnel and entities

Particulars	FY 21-22	FY 20-21
<b>i. Cube Highways and Infrastructure III Pte. Ltd.</b>		
<b>Expenses</b>		
Interest on OCD's	355.21	-
<b>Liability</b>		
Interest on OCD's	301.93	-
(Payment)/Receipt of principal amount- OCD's	7,442.00	-
<b>ii. Dilip Buildcon Limited</b>		
<b>Expenses</b>		
Subcontractor charges	8,070.88	30,842.78
Other borrowing cost	-	3.54
Admin charges for utility	46.62	32.47
<b>Assets</b>		
Mobilisation Advance given		
COS Advance given	-	124.00
<b>Liability</b>		
Unsecured Loan	-	6,757.00
Trade Payable	73.30	1,455.39
<b>Transactions</b>		
COS Advance (Cr.)	124.00	-
COS Advance (Dr.)	-	124.00
Trade Payable (Cr.)	1,149.46	28,776.54
Trade Payable (Dr.)	1,076.16	29,586.40
Mobilisation Advance (Cr.)		6,175.67
Repayment of unsecured loan taken		23.67
Unsecured Loan taken		5,983.31
<b>iii. Director Sitting fees</b>		
<b>Expenses</b>		
Mr. Kapil Nayyar	1.20	-
Mr. Jayesh Ramniklal Desai	1.20	-





41 Ratio Analysis and its elements

Ratio	Numerator	Denominator	Unit of measurement	March 31, 2022 Ratio	March 31, 2021 Ratio	Variation	Reason for variation (If Variation is +/-) 2021-22
Current ratio	Current Assets	Current Liabilities	Times	6.48	3.34	86%	1. Decrease in Current Assets of Rs. 13189 lacs as compared to previous year. 2. Decrease in current liabilities of Rs. 7694 lacs as compared to previous year as Current borrowing have been paid.
Debt-Equity ratio	Total Debt	Shareholder's Equity	Times	(632.79)	26.05	-3087%	1. The variation in total debt is on account of repayments of PIB (Principal Interest) from NCD and borrowing from NCD and OCD. 2. Decrease in profit by Rs. 1580.20 lacs leading to decrease in Shareholder's equity.
Debt Service Coverage ratio	Earnings for debt service = Net profit after taxes + Non-cash operating expenses (Depreciation & amortisation) + Finance costs	Debt service = Interest + Lease Payments + Principal Repayments	Times	0.16	(0.22)	-173%	Variation is on account of increase in interest expense to operations being done this year.
Return on Equity ratio	Net Profit after taxes - Preference Dividend	Average Shareholder's Equity	Percentage	(2.18)	(0.90)	142%	Variation is on account of decrease in average shareholder's equity.
Inventory Turnover Ratio	Cost of goods sold or Sales	Average Inventory	Times	2,920.80	-	0%	There is no Inventory as on 31st March 2021.
Trade Receivable Turnover Ratio	Net credit sales = Gross credit sales - sales return	Average Trade Receivable	Times	-	-	0%	There is no Trade Receivable on 31st March 2021.
Trade Payable Turnover Ratio	Net credit purchases = Gross credit purchases - purchase return	Average Trade Payables	Times	10.07	16.15	-24%	1. Decrease in Operating Expenses of Rs. 22,001 lacs as compared to previous year.
Net Capital Turnover Ratio	Net sales = Total sales - sales return	Working capital = Current assets - Current liabilities	Times	0.70	1.32	-47%	1. Decrease in revenue from operation of Rs. 20,865 lacs as compared to previous year.
Net Profit ratio	Net Profit	Net sales = Total sales - sales return	Times	(0.13)	(0.03)	73%	1. Decrease in revenue from operation of Rs. 20,865 lacs as compared to previous year.
Return on Capital Employed	Earnings before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt - Deferred Tax Liability	Percentage	0.04	(0.03)	-396%	1. Increase in EBIT of Rs. 1,850 lacs as compared to previous year. 2. Increase in Capital Employed of Rs. 7,955.20 lacs as compared to previous year.
Return on Investment	Earnings before interest, taxes, depreciation and amortisation (EBITDA)	Operating assets = Total assets - Current liabilities + Current maturities of long-term debts	Percentage	0.04	(0.03)	-344%	1. Increase in EBITDA of Rs. 1,954.91 lacs as compared to previous year. 2. Increase in Operating Assets of Rs. 13,936.80 lacs as compared to previous year.

Note: The above Non-GAAP measures presented may not be comparable to similarly titled measures reported by other companies. Further, it should be noted that these are not a measure of operating performance or liquidity defined by generally accepted accounting principles.



**DBL MANGALWEDHA SOLAPUR HIGHWAYS PRIVATE LIMITED**  
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**42 Estimation of uncertainties relating to the global health pandemic from COVID-19:**

The outbreak of Coronavirus (COVID-19) pandemic has been causing significant disturbance and slowdown of economic activities in India. The Company has considered all the possible effects that may result from the pandemic relating to COVID-19 on Company's assets. In developing the assumptions relating to the possible future uncertainties in the economic conditions because of this pandemic, the Company, has used internal and external sources of information. Based on the Company's assessment, no material impact has been noted. Considering that it is a dynamic and evolving situation, the management will continue to closely monitor and evaluate the impact of any material change in macro-economic and other related factors, which may have bearing on the Company's operations.

**43 Impairment of assets**

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

**44 Disclosure pursuant to Para 6 of appendix D of Ind AS 115 for Service Concession Agreements**

Description of the Arrangement	Significant Terms of the Arrangement	Financial Assets as at 31-03-2022
DBL Mangalwedha Solapur Highways Private Limited is formed as a special purpose vehicle (SPV) for construction of road project envisaging four laning of Sangli- solapur (Package -IV: Mangalwedha to Solapur) Section of NH- 166 in the state of Maharashtra on Hybrid Annuity Mode	Bid Project Cost of the project is Rs. 1141.00 Crores with O& M cost of Rs. 3 crores	31,499.55
	The authority shall pay the total BPC to the concessionaire in two parts. 40% of the BPC shall be payable in 5 installments during construction period and the remaining BPC of 60% will be payable in 30 biannual installments after 180 days from Completion date of the project.	
	Concession period comprises of 730 days of construction period and operation of 15 years commencing from Completion Date starting from the appointed date i.e. 23.05.2019	
	The project has achieved Provisional Completion on 14-12-2021	

**45 Events after reporting period**

There is no subsequent event after the reporting period which requires adjustments to the financial statements.

**46 Contingent Liability**

There are no contingent liabilities as on March 31,2022 and as on March 31, 2021.

**47 The Code on Social Security,2020 ('Code') relating to employee benefits during employment and post employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified. Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.**

**48 Regrouping and reclassification has been done wherever necessary.**

For and on behalf of the Board of Directors  
**DBL Mangalwedha Solapur Highways Private Limited**

*S/S*  
**Seema Suryavanshi**  
 Director  
 DIN - 00039946  
 Place: Bhopal

*JK*  
**Javed Khan**  
 Director  
 DIN: 08099239  
 Place: Bhopal

*Bhūmika*  
**Bhūmika Chugh**  
 Company Secretary  
 M. No.: A44724  
 Place: Noida

