

# INDEPENDENT AUDITOR'S REPORT

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**TO  
THE MEMBERS OF  
WELSPUN SATTANATHAPURAM NAGAPATTINAM ROAD PRIVATE LIMITED**

## Report on the Financial Statements

### Opinion

We have audited the accompanying financial statements of **WELSPUN SATTANATHAPURAM NAGAPATTINAM ROAD PRIVATE LIMITED** ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2020, the Statement of Profit and Loss (including other comprehensive income) for the period 1<sup>st</sup> April 2019 to 31<sup>st</sup> March 2020, the Cash Flow Statement for the year then ended and the statement of changes in equity for the period, and a summary of the significant accounting policies and other explanatory information (herein after referred to as "Ind AS financial statements")

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March 2020, and its profit (including other comprehensive income), its cash flows and the statement of changes in equity 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 thereunder, 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.

## Management's Responsibility for Ind AS Financial Statements

The Company's Board of Directors is responsible for the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act 2013 ("the Act") read with relevant rules issued there under.

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

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

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

## Auditor's Responsibility

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

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Ind AS financial statements. The procedures selected depend on the

auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Ind AS 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 opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern, If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

## Report on Other Legal and Regulatory Requirements

- I. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the Order.
- II. As required by Section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c) The balance sheet, the statement of profit and loss (including other comprehensive income), the statement of cash flows 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 Ind AS financial statements comply with the Ind AS specified under Section 133 of the Act, read with relevant rules issued there under;
  - e) On the basis of the written representations received from the directors taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2020 from being appointed as a director in terms of Section 164 (2) of the Act;
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B"; and
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company does not have any pending litigations which would impact its financial position.
- ii. The Company did not have any long-term contracts including derivative contracts having any material foreseeable losses; and
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31<sup>st</sup> March 2020

**For, H. K. Shah & Co.,**  
***Chartered Accountants***  
**FRN: 109583W**

**CA Gopesh K Shah**  
**Partner**  
**M. No. 106204**

**Place: Ahmedabad**  
**Date: 27 May 2020**

## ANNEXURE - A TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph – 1 on Report on Other Legal and Regulatory Requirements of our report of even date)

- i. In respect of Property, Plant and Equipment:
  - a. The company does not have any property, plant and equipment during the year. So the reporting obligation under this clause is not applicable.
- ii. In respect of inventories:

The company does not have any inventories during the year. So the reporting obligation under this clause is not applicable.
- iii. In respect of loans granted:

The Company has not granted any loans, secured or unsecured, during the year.
- iv. In respect of loans, investments, guarantees and security:

According to the information and explanations given to us and on the basis of our examination of the records, the Company has not given any loans, guarantees and security or not made any investment as stipulated in section 185 and 186 of the Companies Act, 2013.
- v. In respect of acceptance of deposits:

The Company has not accepted any deposits with non-compliance of directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under.
- vi. In respect of cost records:

In our opinion and according to the information and explanations given to us, the Company does not fall within the criteria prescribed by the Central Government for maintenance of cost records under section 148(1) of the Companies Act, 2013.
- vii. In respect of statutory dues:
  - a. According to the information and explanations given to us and on the basis of our examination of the records, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, sale-tax, service-tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues applicable to it.
  - b. According to the information and explanations given to us, there is no amount due on account of dispute in respect of income-tax or sales-tax or service-tax or duty of customs or duty of excise or value added tax.

- viii. In respect of default of repayment of loans or borrowing:  
According to the information and explanations given to us and on the basis of our examination of the records, the Company has not defaulted in repayment of loans or borrowing to a financial institution or bank or Government or debenture holders.
- ix. In respect of application of money raised:  
According to the information and explanations given to us and on the basis of our examination of the records, the Company has not raised the money by way of initial public offer or further public offer (including debt instruments) and term loans.
- x. In respect of fraud:  
To the best of our knowledge and belief and according to the information and explanations given to us, no fraud by or on the Company has been noticed or reported during the year.
- xi. In respect of managerial remuneration:  
According to the information and explanations given to us and on the basis of our examination of the records, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- xii. In respect of Nidhi Company:  
According to the information and explanations given to us and on the basis of our examination of the records, the company is not a Nidhi Company.
- xiii. In respect of transactions with related parties:  
According to the information and explanations given to us and on the basis of our examination of the records, all the transactions with related parties are in compliance with section 177 and 188 of the Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.
- xiv. In respect of allotment or placement of shares:  
According to the information and explanations given to us and on the basis of our examination of the records, the Company has made preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and the moneys raised by way of initial public offer or further public offer (including debt instruments) and term loans are applied for the purposes for which those are raised.
- xv. In respect of non-cash transaction:  
According to the information and explanations given to us and on the basis of our examination of the records, the Company has not entered into any non-cash transactions with directors or persons connected with them in non-compliance of provision of section 192 of the Companies Act, 2013.

xvi. In respect of registration with RBI:

According to the information and explanations given to us and on the basis of our examination of the records, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and so, registration has not been obtained.

**For, H. K. Shah & Co.,**  
***Chartered Accountants***  
**FRN: 109583W**

**CA Gopesh K Shah**  
**Partner**  
**M. No. 106204**

**Place: Ahmedabad**  
**Date: 27 May 2020**



## Annexure - B to the Independent Auditor's Report

### Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **WELSPUN SATTANATHAPURAM NAGAPATTINAM ROAD PRIVATE LIMITED** ("the company") as of 31 March 2020 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

#### Management's Responsibility for Internal Financial Controls

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

#### Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by

the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

### Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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 Controls Over Financial Reporting

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

## Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2020, 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, H. K. Shah & Co.,**  
***Chartered Accountants***  
**FRN: 109583W**

**CA Gopesh K Shah**  
**Partner**  
**M. No. 106204**

**Place:** Ahmedabad  
**Date:** 27 May 2020

**Welspun Sattanathapuram Nagapattinam Road Private Limited**

**Balance Sheet as at 31 March 2020**

(Rupees in lakhs)

	Notes	As at 31 March 2020	As at 31 March 2019
<b>ASSETS</b>			
<b>1. Non-current assets</b>			
(a) Deferred tax assets (net)	4	92	-
(b) Non-current tax assets (net)	5	-	2
<b>Total non-current assets</b>		<b>92</b>	<b>2</b>
<b>2. Current assets</b>			
(a) Contract assets	6	9,969	9,379
(b) Financial assets			
(i) Cash and cash equivalents	7	29	379
(ii) Bank balances other than (i) above	8	1,103	1,183
(c) Other current assets	9	1,004	523
<b>Total current assets</b>		<b>12,105</b>	<b>11,464</b>
<b>Total assets</b>		<b>12,197</b>	<b>11,466</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity share capital	10	1	1
(b) Instruments entirely equity in nature	10	2,170	2,000
(c) Other equity	10	104	23
<b>Total equity</b>		<b>2,275</b>	<b>2,024</b>
<b>LIABILITIES</b>			
<b>Current liabilities</b>			
(a) Financial liabilities			
(i) Trade payables	11		
- Due of micro enterprises and small enterprises		-	-
- Due of creditors other than micro enterprises and small enterprises		9,900	9,170
(ii) Borrowings	12	-	83
(ii) Others	13	15	-
(b) Other current liabilities	14	2	189
(c) Current tax liabilities	15	5	-
<b>Total current liabilities</b>		<b>9,922</b>	<b>9,442</b>
<b>Total equity and liabilities</b>		<b>12,197</b>	<b>11,466</b>

Notes forming part of the financial statements (Refer note 1 to 35)

As per our report of even date

**For H.K. Shah & Co.**

Chartered Accountants

Firm Registration No.: 109583W

**For and on behalf of the Board of Directors**

**CA Gopesh.K.Shah**

Partner

Membership No.: 106204

**Vinoo Sanjay**

Director

DIN : 07470339

Place: Mumbai

Date: 27 May 2020

**Harshit Khandelwal**

Director

DIN : 07851142

Place: Ahmedabad

Date: 27 May 2020

**Welspun Sattanathapuram Nagapattinam Road Private Limited****Statement of Profit and Loss for the year ended 31 March 2020**

(Rupees in lakhs)

	Note	Year ended 31 March 2020	Period ended 31 March 2019
<b>I. Income</b>			
Revenue from operations	16	690	9,379
Other income	17	93	23
<b>Total income</b>		<b>783</b>	<b>9,402</b>
<b>II. Expenses</b>			
Sub-contracting, civil and repair work	18	602	9,358
Finance costs	19	81	0
Other expenses	20	88	21
<b>Total expenses</b>		<b>771</b>	<b>9,379</b>
<b>III. Profit before tax ( I - II )</b>		<b>12</b>	<b>23</b>
<b>IV. Tax expense</b>	21		
- Current tax		23	-
- Deferred tax charge /(benefit)		(92)	-
<b>Total tax expense</b>		<b>(69)</b>	<b>-</b>
<b>VI. Profit for the year ( IV - V )</b>		<b>81</b>	<b>23</b>
<b>VII. Other comprehensive income</b>		<b>-</b>	<b>-</b>
<b>VIII. Total comprehensive income for the year (VI-VII)</b>		<b>81</b>	<b>23</b>
Earnings per equity share of Rs. 10 each fully paid-	25		
Basic EPS (Rs)		805.23	232.48
Diluted EPS (Rs)		0.39	0.57

Notes forming part of the financial statements (Refer note 1 to 35)

As per our report of even date

**For H.K. Shah & Co.**

Chartered Accountants

**Firm Registration No.: 109583W****For and on behalf of the Board of Directors****CA Gopesh.K.Shah**

Partner

Membership No.: 106204

Place: Ahmedabad

Date: 27 May 2020

**Vinoo Sanjay**

Director

DIN : 07470339

Place: Mumbai

Date: 27 May 2020

**Harshit Khandelwal**

Director

DIN : 07851142

**Welspun Sattanathapuram Nagapattinam Road Private Limited**

**Statement of changes in equity for the year ended 31 March 2020**

**10(A) - Equity share capital** (Rupees in lakhs)

	<b>Amount</b>
<b>Balances as at 31 March 2018</b>	-
Changes in equity share capital	1
<b>Balances as at 31 March 2019</b>	<b>1</b>
Changes in equity share capital	-
<b>Balances as at 31 March 2020</b>	<b>1</b>

**10(B) - Instrument entirely equity in nature** (Rupees in lakhs)

	<b>Amount</b>
<b>Balances as at 31 March 2018</b>	-
Changes during the period	2,000
<b>Balances as at 31 March 2019</b>	<b>2,000</b>
Changes during the year	170
<b>Balances as at 31 March 2020</b>	<b>2,170</b>

**10(C) - Other equity** (Rupees in lakhs)

	<b>Retained earnings</b>	<b>Total other equity</b>
<b>Balances as at 31 March 2018</b>	-	-
Profit for the period	23	23
Other comprehensive income for the period	-	-
<b>Total comprehensive income for the year</b>	<b>23</b>	<b>23</b>
<b>Balances as at 31 March 2019</b>	<b>23</b>	<b>23</b>
Profit for the year	81	81
Other comprehensive income for the year	-	-
<b>Total comprehensive income for the year</b>	<b>81</b>	<b>81</b>
<b>Balances as at 31 March 2020</b>	<b>104</b>	<b>104</b>

Notes forming part of the financial statements (Refer note 1 to 35)

As per our report of even date

**For H.K. Shah & Co.**  
Chartered Accountants  
**Firm Registration No.: 109583W**

**For and on behalf of the Board of Directors**

**CA Gopesh.K.Shah**  
Partner  
Membership No.: 106204

**Vinoo Sanjay**  
Director

**Harshit Khandelwal**  
Director

Place: Ahmedabad  
Date: 27 May 2020

DIN : 07470339  
Place: Mumbai  
Date: 27 May 2020

DIN : 07851142

**Welspun Sattanathapuram Nagapattinam Road Private Limited**

**Statement of Cash Flow for the year ended 31 March 2020**

	Year ended 31 March 2020	Period ended 31 March 2019
<b>Cash flows from operating activities</b>		
Net Profit before tax and exceptional items	12	23
<b>Adjustments for</b>		
Finance expenses	81	0
Bank Deposits	(93)	-
Notional Income from construction contracts	(690)	(9,379)
<b>Operating profit before working capital</b>	<b>(691)</b>	<b>(9,355)</b>
Decrease/ (Increase) in Financials assets	100	-
Decrease/ (Increase) in other current assets	(481)	(523)
(Decrease)/ Increase in Financials liabilities	744	9,170
(Decrease)/ Increase in other current liabilities	(186)	189
<b>Cash Generated/ (used) from/ in operation</b>	<b>(513)</b>	<b>(520)</b>
Tax Paid (net)	(16)	(2)
<b>Net cash flow from/ (used in) operating activities (A)</b>	<b>(529)</b>	<b>(522)</b>
<b>Cash flows from Investing activities</b>		
Bank Deposits	93	-
Loans given	-	-
<b>Net cash flow from/ (used in) in Investing activities (B)</b>	<b>93</b>	<b>-</b>
<b>Cash flows from financing activities</b>		
Proceeds from share application (net of refund)	-	1
Proceeds from issue of compulsorily convertible debentures	28	2,000
Proceeds from short term borrowings	862	-
(Repayment) of short term borrowings	(803)	83
Finance expenses	(81)	(0)
<b>Net cash flow from/ (used in) in financing activities C</b>	<b>6</b>	<b>2,084</b>
<b>Net increase/(decrease) in cash and cash equivalents (A+B+C)</b>	<b>(430)</b>	<b>1,562</b>
Cash and cash equivalents at the beginning of the year	1,562	-
<b>Cash and cash equivalents at the end of the year</b>	<b>1,132</b>	<b>1,562</b>
<b>Components of cash and cash equivalents</b>		
In Bank accounts	29	-
In Deposit accounts	1,103	1,562
<b>Total cash and cash equivalents</b>	<b>1,132</b>	<b>1,562</b>

Notes forming part of the financial statements (Refer note 1 to 35)

As per our report of even date

**For H.K. Shah & Co.**

Chartered Accountants

Firm Registration No.: 109583W

**For and on behalf of the Board of Directors**

**CA Gopesh.K.Shah**

Partner

Membership No.: 106204

Place: Ahmedabad

Date: 27 May 2020

**Vinoo Sanjay**

Director

DIN : 07470339

Place: Mumbai

Date: 27 May 2020

**Harshit Khandelwal**

Director

DIN : 07851142

# **Welspun Sattanathapuram Nagapattinam Road Private Limited**

## **Notes forming part of the financial statements**

### **1. Company information**

Welspun Sattanathapuram Nagapattinam Road Private Limited, ('the Company') is domiciled and incorporated in India and is a subsidiary company of Welspun Enterprises Limited. The Company is engaged into infrastructure development on Hybrid Annuity model basis.

The financial statements of the Company are prepared for the period from 01 April 2019 to 31 March 2020 and authorised for issue by the Board of Directors at their meeting held on 27 May 2020.

### **2 Basis of preparation**

The financial statements have been prepared to comply in all material respects with the Indian Accounting Standards (Ind AS) notified under Section 133 of Companies Act, 2013 (the Act) read with Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act and rules framed thereunder.

The financial statements have been prepared under the historical cost convention and on accrual basis, except for certain financial assets and liabilities which have been measured at fair value.

The financial statements are presented in Indian rupees (INR) with values rounded off to the nearest lakhs, except otherwise stated. Zero '0' denotes amount less than Rs 50,000/-

#### **(b) Current and non-current classification**

Assets and liabilities are classified as current if it is expected to realise or settle within twelve months after the balance sheet date. Deferred tax assets and liabilities are classified as non-current.

### **3 (A) Significant accounting policies**

#### **i) Current versus non-current classification**

The Company presents assets and liabilities in the Balance Sheet based on current/non-current classification. An asset is classified as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle

All other assets are classified as non-current.



## **Welspun Sattanathapuram Nagapattinam Road Private Limited**

### **Notes forming part of the financial statements**

A liability is classified as current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current.

The company has identified 12 months as its operating cycle.

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

Subsequent to initial recognition, property, plant and equipment are stated at cost net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria is met. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. The carrying amount of the replaced part accounted for as a separate asset previously is derecognized. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in the statement of profit and loss when incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision is met.

Depreciation on property, plant and equipment is provided on written down value basis as per the rate derived on the basis of useful life and method prescribed under Schedule – II of the Companies Act, 2013.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each reporting date and adjusted prospectively, if appropriate.

#### **iii) Impairment of non-financial assets**

The carrying amounts of other non-financial assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An asset is treated as impaired when the carrying amount exceeds its recoverable value. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to the present value using a pre-tax discount rate that reflects current market assessment of the time value of money and risks specific to the assets. An impairment loss is charged to the statement of profit and loss in the year in which an asset is identified as impaired. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life. The impairment loss recognized in prior accounting periods is reversed by crediting to the statement of profit and loss if there has been a change in the estimate of recoverable amount.

# Welspun Sattanathapuram Nagapattinam Road Private Limited

## Notes forming part of the financial statements

### iv) Service concession arrangements

The Company constructs or upgrades infrastructure (construction or upgrade services) used to provide a public service and operates and maintains that infrastructure (operation services) for a specified period of time. These arrangements may include infrastructure used in a public-to-private service concession arrangement for its entire useful life.

Under Appendix C to Ind AS 115 - Service Concession Arrangements, these arrangements are accounted for based on the nature of the consideration. The intangible asset model is used to the extent that the Company receives a right (i.e. a franchisee) to charge users of the public service. The financial asset model is used to the extent the Company has an unconditional contractual right to receive cash or another financial asset from or at the direction of the grantor for the construction services. When the unconditional right to receive cash covers only part of the service, the two models are combined to account separately for each component. If the Company performs more than one service (i.e., construction or upgrade services and operation services) under a single contract or arrangement, consideration received or receivable is allocated by reference to the relative fair values of the services delivered, when the amounts are separately identifiable.

In the financial assets model, the amount due from the grantor meet the identification of the receivable which is measured at fair value. Based on business model assessment, the Company measures such financial assets at fair value and subsequently also classifies the same as fair value through profit and loss ("FVTPL"). Any assets carried under concession arrangement is derecognised on disposal or when no future economic benefits are expected from its future use or disposal or when the contractual rights to the financial assets expire.

However, based on the internal and external developments affecting the Company's operation, management is required to reassess the business model of holding such financial asset. Based on such reassessment, asset carried under concession arrangement is reclassified from "FVTPL" to measured at amortized cost.

### v) Revenue recognition

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.

The disclosures of significant accounting judgments, estimates and assumptions relating to revenue from contracts with customers are provided in Note 3(C).

### a) Construction contract revenue

The Company derives revenue from the long-term construction of major infrastructure projects across India. The transaction price is normally fixed at the start of the project. It is normal practice for contracts to include escalation clause based on timely construction or other performance criteria known as variable consideration, discussed below. Revenue is recognized over time in the construction stream, when the customer simultaneously receives and consumes the benefits provided through the entity's performance or when the Company creates or enhances an asset that the customer controls.

# **Welspun Sattanathapuram Nagapattinam Road Private Limited**

## **Notes forming part of the financial statements**

The Company recognises revenue from construction contracts, using an input method on the basis of accumulated project expenses in relation to estimated accumulated project expenses upon completion. This method reflects close approximation of actual work performed. A provision is made for the difference between the expected cost of fulfilling a contract and the expected unearned portion of the transaction price where the forecast costs are greater than the forecast revenue.

Contract revenue corresponds to the fair value of consideration received/ receivable from the customer to the extent that it is probable that they will result in revenue, and they are capable of being reliably measured.

### **b) Services revenue**

The Company performs maintenance and other services. Revenue is recognised in the accounting period in which the services are rendered.

### **c) Variable consideration**

It is common for contracts to include performance bonuses or penalties assessed against the timeliness or cost effectiveness of work completed or other performance related KPIs. Where consideration in respect of a contract is variable, the expected value of revenue is only recognised when the uncertainty associated with the variable consideration is subsequently resolved, known as “constraint” requirements. The Company assesses the constraint requirements on a periodic basis when estimating the variable consideration to be included in the transaction price. The estimate is based on all available information including historic performance. Where modifications in design or contract requirements are entered into, the transaction price is updated to reflect these. Where the price of the modification has not been confirmed, an estimate is made of the amount of revenue to recognise whilst also considering the constraint requirement.

### **d) Interest income**

Interest income for all debt instruments, measured at amortised cost or fair value through other comprehensive income, is recognised using the effective interest rate ('EIR') method and shown under interest income in the statement of profit and loss. Interest income on interest bearing financial assets classified as fair value through profit and loss is shown as interest income under other income.

### **e) Contract Balances**

#### **Contract assets and contract liabilities**

A contract asset is the right to consideration in exchange for goods or services transferred to the customer.

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer.

# **Welspun Sattanathapuram Nagapattinam Road Private Limited**

## **Notes forming part of the financial statements**

Unlike the method used to recognise contract revenue related to construction contract, the amounts billed to the customer are based on achievement of the various milestones established in the contract. The amounts recognised as revenue for a given year do not necessarily coincide with the amounts billed to or certified by the customer. In the case of contracts in which the goods or services transferred to the customer exceed the related amount billed, the difference is recognised (as a contract asset) and presented in the statement of financial position under "Contract assets", whereas in contracts in which the goods or services transferred are lower than the amount billed to the customer, the difference is recognised (as a contract liability) and presented in the statement of financial position under "Contract liabilities".

### **Trade receivables**

A trade receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Revenue earned from construction activities, but yet to be billed to customers, is initially recognised as contract assets and reclassified to trade receivables when the right to consideration becomes unconditional. We refer to the accounting policies on financial assets in this note for more information.

### **f) Cost to obtain a contract**

The Company incurs costs to obtain the contracts such as bidding costs, feasibility study. The Company has charged these costs to statement of profit and loss as the Company does not expect to recover these costs.

### **g) Financing components**

The Company does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer represents a financing component. As a consequence, the Company does not adjust any of the transaction prices for the time value of money. However incase financing element is present then the Company would split the transaction price between the consideration for services rendered and time value of money ('financing component')

### **h) Loss making contracts**

A provision is made for the difference between the expected cost of fulfilling a contract and the expected unearned portion of the transaction price where the forecast costs are greater than the forecast revenue.

### **vi) Taxes on income**

#### **a) Current tax**

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses. The current tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period.

# **Welspun Sattanathapuram Nagapattinam Road Private Limited**

## **Notes forming part of the financial statements**

### **b) Deferred tax**

Deferred tax is provided in full, using the balance sheet approach, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss). Deferred tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in the statement of profit and loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Minimum Alternate Tax (MAT) credit is recognised as deferred tax asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

### **vii) Foreign currency transactions**

The Company's financial statements are presented in INR, which is also the Company's functional currency. Foreign currency transactions are recorded on initial recognition in the functional currency, using the exchange rate at the date of the transaction. At each balance sheet date, foreign currency monetary items are reported using the closing exchange rate. Exchange differences that arise on settlement of monetary items or on reporting at each balance sheet date of the Company's monetary items at the closing rate are recognised as income or expenses in the period in which they arise. Non-monetary items which are carried at historical cost denominated in a foreign currency are reported using the exchange rate at the date of transaction.

# **Welspun Sattanathapuram Nagapattinam Road Private Limited**

## **Notes forming part of the financial statements**

### **viii) Cash and cash equivalents**

Cash and cash equivalents comprise cash at bank and on hand and other short term highly liquid investments with an original maturity of three months or less that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

For the purpose of the 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.

### **ix) Earnings per share**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares except when the results would be anti-dilutive.

### **x) Provisions, contingent liabilities and contingent assets**

#### **a) Provisions**

Provisions are recognized when the Company has a present obligation (legal or constructive) where, as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made to the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risk specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Provisions are reviewed at each reporting date and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of resources embodying economic benefits will be required to settle the obligation, the provision is reversed.

# **Welspun Sattanathapuram Nagapattinam Road Private Limited**

## **Notes forming part of the financial statements**

### **b) Contingent liabilities and contingent assets**

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non occurrence of one or more uncertain future events beyond the control of the Company or a present obligation which is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. Information on contingent liabilities is disclosed in the notes to the financial statements, unless the possibility of an outflow of resources embodying economic benefits is remote.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. Contingent assets are not recognized, but are disclosed in the financial statements.

### **xi) Financial instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

#### **A. Financial assets**

##### **Initial recognition and measurement**

Financial assets are recognized when the Company becomes a party to the contractual provisions of the instrument. The Company determines the classification of its financial assets at initial recognition. All financial assets are recognized initially at fair value plus transaction costs that are directly attributable to the acquisition of the financial asset except for financial assets classified as fair value through profit or loss.

##### **Subsequent measurement**

For the purposes of subsequent measurement, financial assets are classified in four categories:

- a) Debt instruments measured at amortised cost
- b) Debt instruments measured at fair value through other comprehensive income (FVTOCI)
- c) Debt instruments measured at fair value through profit or loss (FVTPL)
- d) Equity instruments measured at FVTOCI or FVTPL

##### **Debt instruments**

The subsequent measurement of debt instruments depends on their classification. The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

## **Welspun Sattanathapuram Nagapattinam Road Private Limited**

### **Notes forming part of the financial statements**

#### **a) Debt instruments measured at amortised cost**

Debt instruments that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in the statement of profit and loss when the asset is derecognised or impaired. Income from these financial assets is included in interest income using the effective interest rate method.

#### **b) Debt instruments measured at FVTOCI**

Debt instruments that are held for collection of contractual cash flows and for selling the financial assets, where the assets cash flows represent solely payment of principal and interest, are measured at FVTOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses and interest income which are recognised in statement of profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in the OCI is reclassified from equity to statement of profit and loss. Income from these financial assets is included in interest income using the effective interest rate method.

#### **c) Debt instruments measured at FVTPL**

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Company has not designated any debt instrument (except as referred in 3 (A) (iv) as at FVTPL. Debt instruments included within the FVTPL category are measured at fair value with all

#### **d) Equity instruments**

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as FVTPL. The Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to profit or loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.



# Welspun Sattanathapuram Nagapattinam Road Private Limited

## Notes forming part of the financial statements

### **B. Derecognition of financial assets**

A financial asset is derecognised only when

- i) The Company has transferred the rights to receive cash flows from the financial asset
- ii) retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

### **C. Reclassification of financial instruments**

The entity determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets, such as equity instruments designated as FVTPL or FVOCI. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets.

### **D. Impairment of financial assets**

The Company assesses impairment based on expected credit losses (ECL) model to the following:

- i) Financial assets measured at amortised cost
- ii) Financial assets measured at fair value through other comprehensive income (FVTOCI)

Expected credit losses are measured through a loss allowance at an amount equal

- i) the twelve months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within twelve after the reporting date) or

- ii) full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument)

### **E. Financial liabilities**

#### **a) Initial recognition and measurement**

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. The Company determines the classification of its financial liability at initial recognition. All financial liabilities are recognised initially at fair value plus transaction costs that are directly attributable to the acquisition of the financial liability except for financial liabilities classified as fair value through profit or loss.

# Welspun Sattanathapuram Nagapattinam Road Private Limited

## Notes forming part of the financial statements

### **b) Subsequent measurement**

For the purposes of subsequent measurement, financial liabilities are classified in two categories:

- a) Financial liabilities measured at amortised cost
- b) Financial liabilities measured at FVTPL (fair value through profit or loss)

#### **a) Financial liabilities measured at amortised cost**

After initial recognition, financial liabilities are subsequently measured at amortized cost using the EIR method. Gains and losses are recognised in the statement of profit and loss when the liabilities are derecognised as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fee or costs that are an integral part of the EIR. The EIR amortisation is included in finance costs in the statement of profit and loss.

#### **b) Financial liabilities measured at fair value through profit or loss (FVTPL)**

Financial liabilities at FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as at FVTPL. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Financial liabilities at fair value through profit or loss are carried in the statement of profit and loss at fair value with changes in fair value recognized in the statement of profit and loss.

### **c) Derecognition**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

### **xii) Fair value measurement**

The Company measures financial instruments, such as, investment in debt and equity instruments at fair value at each reporting date.

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. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- in the principal market for the asset or liability, or
- in the absence of a principal market, in the most advantageous market for the asset or liability.

# **Welspun Sattanathapuram Nagapattinam Road Private Limited**

## **Notes forming part of the financial statements**

The principal or the most advantageous market must be accessible to the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

### **xiii) Government grants**

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

When the Company receives grants of non-monetary assets, the asset and the grant are recorded at fair value amounts and released to the statement of profit or loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset by equal annual installments.

### **xiv) Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a Substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

# Welspun Sattanathapuram Nagapattinam Road Private Limited

## Notes forming part of the financial statements

### xv) Exceptional items

On certain occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the company, is such that its disclosure improves an understanding of the performance of the Company. Such income or expense is classified as an exceptional item and accordingly disclosed in the notes to accounts.

### 3 (B) Changes in accounting policies and disclosures

Not Applicable

### 3 (C) Significant estimates, judgements and assumptions

The preparation of financial statements requires management to exercise judgment in applying the Company's accounting policies. It also requires the use of estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses and the accompanying disclosures including disclosure of contingent liabilities. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis, with revisions recognised in the period in which the estimates are revised and in any future periods affected.

#### a) Revenue from contracts with customers

The Company applied the following judgments that significantly affect the determination of the amount and timing of revenue from contracts with customers:

- i. determination of stage of completion;
- ii. estimation of total contract costs;
- iii. estimation of total contract revenue, including recognising revenue on contract variations and claims only to the extent it is highly probable that a significant reversal in the amount recognised will not occur in the future;
- iv. estimation of project completion date; and
- v. assumed levels of project execution productivity.

#### b) Contingencies and commitments

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Potential liabilities that have a low probability of crystallising or are very difficult to quantify reliably, are treated as contingent liabilities. Such liabilities are disclosed in the notes, if any, but are not provided for in the financial statements. There can be no assurance regarding the final outcome of these legal proceedings.

#### c) Impairment testing

i. Judgment is also required in evaluating the likelihood of collection of customer debt after revenue has been recognised. This evaluation requires estimates to be made, including the level of provision to be made for amounts with uncertain recovery profiles. Provisions are based on historical trends in the percentage of debts which are not recovered, or on more detailed reviews of individually significant balances.

ii. Determining whether the carrying amount of these assets has any indication of impairment also requires judgment. If an indication of impairment is identified, further judgment is required to assess whether the carrying amount can be supported by the net present value of future cash flows forecast to be derived from the asset. This forecast involves cash flow projections and selecting the appropriate

# **Welspun Sattanathapuram Nagapattinam Road Private Limited**

## **Notes forming part of the financial statements**

### **d) Taxes**

The Company periodically assesses its liabilities and contingencies related to income taxes for all years open to scrutiny based on latest information available. The Company records its best estimates of the tax liability in the current tax provision. The management believes that they have adequately provided for the probable outcome of these matters.

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses 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.

### **e) Fair Value Measurement**

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. In applying the valuation techniques, management makes maximum use of market inputs and uses estimates and assumptions that are, as far as possible, consistent with observable data that market participants would use in pricing the instrument. Where applicable data is not observable, management uses its best estimate about the assumptions that market participants would make. These estimates may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date. For details of the key assumptions used and the impact of changes to these assumptions (Refer note 24).

### **3 (D) Recent Indian Accounting Standards (Ind AS)**

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from April 1, 2020.

**Welspun Sattanathapuram Nagapattinam Road Private Limited**

**Notes forming part of the financial statements**

(Rupees in lakhs)

	<b>As at 31 March 2020</b>	<b>As at 31 March 2019</b>
<b>4 Deferred tax assets (net)</b>		
Deductible difference on work in progress	92	-
	<b>92</b>	<b>-</b>
<b>5 Non-current tax assets</b>		
- Tax Deducted At Source / Advance Tax (Net Of Provision for Taxation)	-	2
<b>Total</b>	<b>-</b>	<b>2</b>
<b>6 Contract Assets</b>		
Unbilled work in Progress	9,969	9,379
<b>Total</b>	<b>9,969</b>	<b>9,379</b>
<b>7 Cash and cash equivalents</b>		
Balances with banks - In current accounts	29	379
<b>Total</b>	<b>29</b>	<b>379</b>
<b>8 Other bank balances</b>		
Balances with banks Deposit accounts having original maturity of more than 3 months but less than 12 months *	1,103	1,183
<b>Total</b>	<b>1,103</b>	<b>1,183</b>
* Lien marked against issuance of bank guarantee		
<b>9 Other current assets</b>		
Balance with customs, service tax, VAT authorities, etc	167	78
Prepaid expenses	770	430
Advances to Suppliers	67	15
<b>Total</b>	<b>1,004</b>	<b>523</b>

**Welspun Sattanathapuram Nagapattinam Road Private Limited**

**Notes forming part of the financial statements**

**10 Share capital and other equity**

**10(A) - Equity share capital**

(Rupees in lakhs)

Particulars	As at	As at
	31 March 2020	31 March 2019
<b>Authorised share capital</b>		
1,000,000 (31 March 2019: 1,000,000) Equity Shares of Rs.10 each	100	100
<b>Issued, subscribed and paid up</b>		
10,000 (31 March 2019: 10,000) Equity Shares of Rs.10 each fully paid up	1	1
	<u>1</u>	<u>1</u>

**i) Reconciliation of number of shares outstanding**

	As at		As at	
	31 March 2020		31 March 2019	
	Number of equity shares	(Rupees in lakhs)	Number of equity shares	(Rupees in lakhs)
<b>At the beginning of the period</b>	10,000	1	-	-
Add : Issued during the year	-	-	10,000	1
<b>Outstanding at the end of the period</b>	<u>10,000</u>	<u>1</u>	<u>10,000</u>	<u>1</u>

**ii) Rights, preference and restriction on shares**

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

In the event of liquidation of the Company the holder of the equity share will be entitled to receive remaining assets of the Company after distribution of preferential amount. The distribution will be in proportion to the number of equity shares held by the shareholders.

**iii) Details of shares held by holding company**

	As at		As at	
	31 March 2020		31 March 2019	
	Number of equity shares	% Holding	Number of equity shares	% Holding
Welspun Enterprises Limited	7,000	70.00%	7,000	70.00%

**iv) Details of shareholders holding more than 5% shares in the Company**

Particulars	As at		As at	
	31 March 2020		31 March 2019	
	Number of equity shares	% Holding	Number of equity shares	% Holding
Welspun Enterprises Limited and its nominees	7,000	70.00%	7,000	70.00%
Grenoble Infrastructure Private Limited	2,990	29.90%	2,990	29.90%

**Welspun Sattanathapuram Nagapattinam Road Private Limited****Notes forming part of the financial statements**

<b>10(B) - Instrument entirely equity in nature</b>		(Rupees in lakhs) upees in lakhs)	
<b>Particulars</b>	<b>As at</b>	<b>As at</b>	
	<b>31 March 2020</b>	<b>31 March 2019</b>	
Compulsorily convertible debentures ('CCD')	2,170	2,000	
2,170,000 (31 March 2019: 2,000,000) units of Rs 100 each, fully paid up			
<b>Total</b>	<b>2,170</b>	<b>2,000</b>	

Each 0% unsecured debenture shall be compulsorily convertible into 10 equity shares of Rs.10 each of the company at the end of the tenure.

<b>10(C) - Other equity</b>		(Rupees in lakhs)	
<b>Particulars</b>	<b>As at</b>	<b>As at</b>	
	<b>31 March 2020</b>	<b>31 March 2019</b>	
Retained earnings	104	23	
<b>Total</b>	<b>104</b>	<b>23</b>	

<b>(i) Retained earnings</b>		(Rupees in lakhs)	
<b>Particulars</b>	<b>As at</b>	<b>As at</b>	
	<b>31 March 2020</b>	<b>31 March 2019</b>	
<b>Opening balance</b>	23	-	
Total Comprehensive income for the year	81	23	
<b>Closing balance</b>	<b>104</b>	<b>23</b>	

Nature and purpose of reserves :-

**Retained earnings**

Retained earnings represent the profit made/ loss incurred by the Company for the year.



## Welspun Sattanathapuram Nagapattinam Road Private Limited

### Notes forming part of the financial statements

11 Trade payables	(Rupees in lakhs)	
	As at 31 March 2020	As at 31 March 2019
Due and outstanding other than from micro and small enterprises		
- Trade payables - Related party	9,875	9,170
- Others	25	0
<b>Total</b>	<b>9,900</b>	<b>9,170</b>
<b>12 Current financial liabilities - borrowings</b>		
<b><u>Unsecured</u></b>		
Loans repayable on demand		
- From related parties	-	83
<b>Total</b>	<b>-</b>	<b>83</b>
<b>13 Current financial liabilities - Others</b>		
Retention Money Payable	15	-
	<b>15</b>	<b>-</b>
<b>14 Other current liabilities</b>		
Statutory dues payable	2	189
<b>Total</b>	<b>2</b>	<b>189</b>
<b>15 Current Tax Liability</b>		
Provision for tax	5	-
	<b>5</b>	<b>-</b>

**Welspun Sattanathapuram Nagapattinam Road Private Limited**

**Notes forming part of the financial statements**

(Rupees in lakhs)

	<b>Year ended 31 March 2020</b>	<b>Period ended 31 March 2019</b>
<b>16 Revenue from operations</b>		
<b>Revenue from</b>		
Contract work income	590	9,379
Utility Revenue	100	-
<b>Total</b>	<b>690</b>	<b>9,379</b>
<b>17 Other income</b>		
Interest Income		
- On Bank deposits	93	23
<b>Total</b>	<b>93</b>	<b>23</b>
<b>18 Sub-contracting, civil and repair work</b>		
Sub-contracting, civil and repair work	602	9,358
<b>Total</b>	<b>602</b>	<b>9,358</b>
<b>19 Finance costs</b>		
Bank charges and other finance costs	80	0
Other interest costs	0	-
<b>Total</b>	<b>81</b>	<b>0</b>
<b>20 Other expenses</b>		
Legal Expenses & Stamp Duty	-	2
Payment to Auditors :-		
- Audit fees	1	1
Professional Fees	79	18
Rates & Taxes	-	0
Printing & Stationery	-	0
Registration & Filing expenses	1	0
Project Monitoring Fee	7	-
Miscellaneous expenses	0	-
<b>Total</b>	<b>88</b>	<b>21</b>
<b>21 Tax Expenses</b>		
- Current tax	23	-
- Deferred tax charge /(benefit)	(92)	-
	<b>(69)</b>	<b>-</b>

**Welspun Sattanathapuram Nagapattinam Road Private Limited**

**Notes forming part of the financial statements**

**21 Income tax**

The major components of income tax for the year ended 31 March 2020 are as under:

**i) Income tax related to items recognised in Statement of profit and loss during the year**

(Rupees in lakhs)

	Year ended 31 March 2020	Period ended 31 March 2019
<b>Current tax</b>		
Current tax on taxable income for the year	23	-
<b>Deferred tax</b>		
Ind AS adjustment	(92)	-
<b>Total deferred tax charge/ (credit)</b>	<b>(92)</b>	<b>-</b>
<b>Income tax expense reported in the statement of profit and loss</b>	<b>(69)</b>	<b>-</b>

**ii) Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate**

(Rupees in lakhs)

	Year ended 31 March 2020	Period ended 31 March 2019
Accounting profit before tax	12	23
At India's statutory income tax rate	3	-
<b>Tax effect of amount which are not taxable in calculating taxable income :</b>		
Other allowances for tax purpose	(72)	-
Income tax expenses reported in the statement of profit and loss (Refer Note 3 (A) (v)) in Significant Accounting Policies	(69)	-

**iii) Deferred tax relates to the following:**

(Rs in lakhs)

	Balance Sheet		Recognized in the statement of profit and loss	
	31 March 2020	31 March 2019	31 March 2020	31 March 2019
<b>A. Deferred tax assets (net)</b>				
<b>II). Deferred tax assets</b>				
Deductible difference on work in progress	92	-	(92)	-
<b>Total</b>	<b>92</b>	<b>-</b>	<b>(92)</b>	<b>-</b>
<b>Deferred tax charge/(credit) (A + B)</b>			<b>(92)</b>	<b>-</b>

**iv)** In accordance with Section 115BAA of income Tax Act, 1961 as introduced by the Taxation Laws (amendment) Ordinance, 2019 the Company has re-assessed Deferred Tax Assets ('DTA') on certain deductible temporary differences. Accordingly, during the quarter ended 31 March 2020, DTA (net) aggregating to Rs 92 lakhs has been recognised. The same has been included in deferred tax charge/(benefit) in statement of profit and loss.

Notes forming part of the financial statements

**22 Financial risk management objectives and policies**

The Company is exposed to market risk, credit risk and liquidity risk. The Company's management oversees the management of these risks.

**A) Market risk**

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

**a) Interest rate risk**

This refers to risk to Company's cash flow and profits on account of movement in market interest rates.

For the Company the interest risk arises mainly from interest bearing borrowings which are at floating interest rates. To mitigate interest rate risk, the Company closely monitors market interest.

**(i) Interest rate risk exposure**

(Rupees in lakhs)

	As at 31 March 2020	As at 31 March 2019
Variable rate borrowings	Nil	Nil

**B) Credit risk**

Credit risk from balances with banks is managed by the Company's treasury department in accordance with the Company's policy. The Company's maximum exposure to credit risk for the components of the balance sheet is the carrying amounts.

The carrying amount of following financial assets represents the maximum credit exposure:

(Rupees in lakhs)

	As at 31 March 2020	As at 31 March 2019
<b>Work in progress</b>		
Current	9,969	9,379
<b>Total</b>	<b>9,969</b>	<b>9,379</b>

**C) Liquidity risk**

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that the funds are available for use as per the requirements.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments as at 31 March 2020

	Total	Less than 1 year	1 to 5 years
<b>Financial Liabilities</b>			
Trade payable	9,900	9,900	-
<b>Total</b>	<b>9,900</b>	<b>9,900</b>	<b>-</b>

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments as at 31 March 2019

	Total	Less than 1 year	1 to 5 years
<b>Financial Liabilities</b>			
Borrowings	83	83	-
Trade payable	9,170	9,170	-
<b>Total</b>	<b>9,254</b>	<b>9,254</b>	<b>-</b>

## Welspun Sattanathapuram Nagapattinam Road Private Limited

### Notes forming part of the financial statements

#### 23 Capital Management

For the purpose of Company's capital management, capital includes issued capital and other equity reserves attributable to the shareholders. The primary objective of the Company's Capital Management is to maximize shareholder value. The company manages its capital structure and makes adjustments in the light of changes in economic environment and the requirements of the financial covenants, if any.

The Company monitors capital using gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing borrowings, trade and other payables, less cash and cash equivalents.

(Amount in Lakhs)

		<b>As at 31 March 2020</b>	<b>As at 31 March 2019</b>
Net Debt	A	8,790	(1,291)
Total Capital	B	2,275	2,024
<b>Capital and Net Debt</b>	<b>C = A + B</b>	<b>11,065</b>	<b>734</b>
<b>Capital Gearing Ratio</b>	<b>A / C</b>	<b>79.44%</b>	<b>(1.76)</b>

## Welspun Sattanathapuram Nagapattinam Road Private Limited

### Notes forming part of the financial statements

#### 24 a) Fair value measurements

On comparison by class of the carrying amounts and fair value of the Company's financial instruments, the carrying amounts of the financial instruments reasonably approximates fair.

#### Financial instruments by category

(Rupees in lakhs)

	As at 31 March 2020		As at 31 March 2019	
	FVTPL	Amortised Cost	FVTPL	Amortised Cost
<b><u>Financial assets (other than investment in subsidiaries, joint venture and associates)</u></b>				
<b>Current assets</b>				
Cash and cash equivalents	-	29	-	379
Other bank balances	-	1,103	-	1,183
<b>Total financial assets</b>	-	<b>1,132</b>	-	<b>1,562</b>
<b><u>Financial liabilities</u></b>				
<b>Current liabilities</b>				
Borrowings	-	-	-	83
Trade and other payables	-	9,900	-	9,170
Other Current financial liabilities	-	15	-	-
<b>Total financial liabilities</b>	-	<b>9,915</b>	-	<b>9,253</b>

- 1 The carrying amounts of loans, trade receivables, cash and cash equivalents, other bank balances, other financial assets, non-current and current borrowings, trade payables and other financial liabilities that are measured at amortised cost are considered to be approximately equal to the fair value due to short-term maturities of these financial assets/ liabilities.

**Welspun Sattanathapuram Nagapattinam Road Private Limited**

**Notes forming part of the financial statements**

**25 Earnings per share (EPS)**

	As at 31 March 2020	As at 31 March 2019
Net profit after tax available for equity shareholders (Rs in lakhs)	81	23
Weighted average number of equity shares of Rs. 10 each outstanding during the year used for calculating basic EPS (Number of shares)	10,000	10,000
Add : Effect of dilutions :-		
Compulsorily Convertible Debentures (number of shares)	20,773,250	4,087,670
Weighted average number of equity shares of Rs. 10 each outstanding during the year used for calculating diluted EPS (Number of shares)	20,783,250	4,097,670
Basic earnings per share	805.23	232.48
Diluted earnings per share	0.39	0.57

**26 Segment Information**

The Company is engaged in only one business segment ie infrastructure development. The Company is operating in a single geographical segment ie India.

**27 Disclosure as required by Ind AS 24 - Related Party disclosures**

**a) Particulars of relationship**

Name of the entities	Relationship	Extent of holding	
		As at 31 March 2020	As at 31 March 2019
Welspun Enterprises Limited	Holding company	70.00%	70.00%
Grenoble Infrastructure Private Limited	Other Related party	29.90%	29.90%

**b) Directors / Key managerial Personnel (KMP)**

Name of the Related Parties	
Mr. Shrinivas Kargutkar *	Director
Mr. Harshit Khandelwal	Director
Mr. Vinoo Sanjay	Director
Mr. Yogen Babulal Lal ^	Director

^ Appointed as director w.e.f. 31 October 2019

\* Ceased to be director w.e.f. 31 October 2019

**Welspun Sattanathapuram Nagapattinam Road Private Limited**

**Notes forming part of the financial statements**

**c) The following transactions were carried out with related parties in the ordinary course of business:**

<b>Nature of transactions</b>	<b>Year ended 31 March 2020</b>	<b>Period ended 31 March 2019</b>
<b>Subcontracting expenses</b>		
Welspun Enterprises Limited	509	9,358
<b>Project Management Expenses</b>		
Welspun Enterprises Limited	7	-
<b>Borrowings received</b>		
Welspun Enterprises Limited	862	786
<b>Borrowings received repaid /adjusted</b>		
Welspun Enterprises Limited	803	303
<b>Guarantee given for performance guarantee by</b>		
Welspun Enterprises Limited	-	10,100
<b>Conversion of loan/ advance to Compulsorily Convertible Debentures</b>		
Welspun Enterprises Limited	142	-
<b>Compulsorily convertible debentures issued</b>		
Welspun Enterprises Limited	28	2,000
<b>Equity shares issued</b>		
Welspun Enterprises Limited	-	1
Grenoble Infrastructure Private Limited	-	0

**Closing balances as at**

	<b>As at 31 March 2020</b>	<b>As at 31 March 2019</b>
<b>Compulsorily Convertible Debentures</b>		
Welspun Enterprises Limited	2,170	2,000
<b>Guarantee Outstanding for performance security</b>		
Welspun Enterprises Limited	10,100	10,100
<b>Borrowings payable</b>		
Welspun Enterprises Limited	-	83
<b>Trade Advances</b>		
Welspun Enterprises Limited	67	-
<b>Trade Payable</b>		
Welspun Enterprises Limited	9,875	9,170

Welspun Enterprises Limited ("WEL") has given guarantees during the year wherein maximum exposure of WEL as on 31 March 2020 is Rs Nil (31 March 2019 Rs Nil) as the conditions precedent have not been met by the Client and the appointed date has not triggered and no disbursement obtained.

Transactions with related party are at arm's length price

**28 Service concession receivables**

The Company manages concession arrangement which include the construction of road on hybrid annuity basis followed by a period in which the Company maintains and services the infrastructure. These concession arrangements set out rights and obligations relating to the infrastructure and services to be provided. For fulfilling those obligations, the Company is entitled to receive cash from the grantor. The Consideration received or receivable is allocated by reference to the relative fair value of the services provided. The same is classified and disclosed as current and non current service concession receivables in the balance sheet based on the criteria of current and non current classification mentioned in note 3(A).



## Welspun Sattanathapuram Nagapattinam Road Private Limited

### Notes forming part of the financial statements

#### 29 Disclosure pertaining to Ind AS 115 " Revenue from Contracts with Customers"

##### A) Disaggregation of Revenue

Having regard to the nature of contract with customer, there is only one type of category of revenue, hence disclosure of disaggregation of revenue is not given.

##### B) Contract Balances

	(Amount in Lakhs)	
	As at 31 March 2020	As at 31 March 2019
Contract Assets	9,969	9,379

##### a) Explanation for change in Contract balances

Revenue earned from construction activities, but yet to be billed to customers, is initially recognised as contract assets and reclassified to trade receivables when the right to consideration becomes unconditional. The significant increase in Contract assets in March 2020 is on account of increase in unbilled work in progress.

#### 30 Concession arrangements - main features

- (i) Name of the concession : Sattanathapuram - Nagapattinam Road Project
- (ii) Description of arrangements : Four laning of Sattanathapuram to Nagapattinam (Design Ch Km 123+800 to Km 179+555) section of NH-45A (New NH -332) in the State of Tamil Nadu under NHDP Phase-IV
- (iii) Significant terms of arrangements :
- Period of Concession: 15 Years from COD. Construction Period: 730 days from Appointed Date
- Remuneration: Annuity, Interest and O&M  
Investment grant from concession grantor: Yes  
Infrastructure return to grantor at end of concession : Yes  
Investment and renewal obligations: No  
Re-pricing dates: Half Yearly for O&M  
Basis upon which re-pricing or re-negotiation is determined: Inflation price index as defined in concession agreement

As on 31 March 2020 the project is in construction phase.

- 31 On the basis of the information available with the Company and intimations received from suppliers (Trade Payable and Other Payables), there are no dues payable as on 31 March 2020 (31 March 2019 : Nil) to Micro, Small and Medium Enterprises as per the disclosure requirement under the Micro, Small and Medium Enterprise Development Act, 2006.

#### 32 Details of loans given, investments made and guarantee given covered U/s 186 of the Companies Act, 2013

The Company is engaged in the business of providing infrastructural facilities as specified under Schedule VI of the Companies Act 2013 (the 'Act') and hence the provisions of Section 186 of the Act related to loans/ guarantees given or securities provided are not applicable to the Company.

- 33 During the year, contract assets (classified under other financial assets) worth Rs 9379 lakhs representing the unbilled work in progress is reclassified from Service Concession Receivable on face of the balance sheet as separate line item under the head Current assets. Considering the nature and surrounding circumstances, management believes that this reflects the true classification of the asset. The impact of this change on the Company's financial performance and position is considered to be immaterial.

**Welspun Sattanathapuram Nagapattinam Road Private Limited**

**Notes forming part of the financial statements**

**34 Estimation of uncertainty relating to COVID - 19 Outbreak**

The Company, based on internal & external sources of information including market research, economic forecast and other information, has assessed that as a result of Covid-19 outbreak, there is no significant financial impact on the financial statements for the year ended March 31, 2020 as at the date of approval of these financial statements. Due to the nature of the pandemic, the Company will continue to monitor developments to Identify significant uncertainties in future periods, if any.

- 35** Figures for the previous year are re-classified/ re-arranged/ re-grouped, wherever necessary to be in conformity with the figures of the current year's classification/ disclosure. The comparative information is prepared from the date of incorporation i.e.19 September 2018 to 31 March 2019, Hence it is not comparable with current year.

As per our report of even date

**For H.K. Shah & Co.**

Chartered Accountants

Firm Registrations No.: 109583W

**For and on behalf of the Board of Directors**

**CA Gopesh.K.Shah**

Partner

Membership No.: 106204

Place: Ahmedabad

Date: 27 May 2020

**Vinoo Sanjay**

Director

DIN : 07470339

Place: Mumbai

Date: 27 May 2020

**Harshit Khandelwal**

Director

DIN : 07851142