

**MEP**  
**INFRASTRUCTURE**  
**DEVELOPERS**  
**PVT LTD**  
**ANNUAL REPORT**  
**FOR**  
**THE**  
**FINANCIAL YEAR**  
**2013-14**

## NOTICE

**NOTICE** is hereby given that the **12<sup>th</sup> Annual General Meeting** of the Members of **MEP INFRASTRUCTURE DEVELOPERS PRIVATE LIMITED**, will be held on **Thursday**, the **14<sup>th</sup>** day of **August 2014** at 11.00 a.m. at A-412, boomerang, Chandivali Farm Road, Near Chandivali Studio, Andheri (East), Mumbai 400 072 to transact the following business :

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Profit and Loss Account for the year ended 31<sup>st</sup> March, 2014 and Balance Sheet as at date and the reports of the Directors and Auditors.
2. 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 139 of the Companies Act, 2013, along with The Companies (Audit and Auditors) Rules, 2014 and any other applicable provisions, if any, of the Companies Act, 2013, M/s. B S R and Co Chartered Accountants, Mumbai (Registration No. 128510W) being the retiring auditors, be and are hereby re-appointed as Joint Statutory Auditors of the Company, to hold office for a period of 5 (Five) years from the conclusion of this meeting until the conclusion of 17<sup>th</sup> Annual General Meeting of the Company at a remuneration as may be decided by the Board of Directors in consultation with the Joint Statutory Auditors in addition to the re-imburement of service tax and actual out-of-pocket expenses incurred in connection with the audit of accounts of the Company for the Financial Year."

3. 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 139 of the Companies Act, 2013, along with The Companies (Audit and Auditors) Rules, 2014 and any other applicable provisions, if any, of the Companies Act, 2013, M/s. Parikh, Joshi & Kothare, Chartered Accountants (Firm Registration No. 107547W) being the retiring auditors, be and are hereby re-appointed as Joint Statutory Auditors of the Company to hold office for a period of 5 (Five) years from the conclusion of this meeting until the conclusion of 17<sup>th</sup> Annual General Meeting of the Company at a remuneration as may be decided by the Board of Directors in consultation with the Joint Statutory Auditors in addition to the re-imburement of service tax and actual out-of-pocket expenses incurred in connection with the audit of accounts of the Company for the Financial Year."

### **SPECIAL BUSINESS:**

4. To Consider and if thought fit, to pass with or without modification(s), the following Resolution, as an **Special Resolution**:

**"RESOLVED THAT** pursuant to Section 180 (1) (c) of Companies Act, 2013 and other applicable provisions, if any, consent of the Company be and is hereby accorded to borrow any sum or sums of money, from time to time for the purpose of the Company, upon such terms and conditions and with/without security, as the



Board of Directors may, in its absolute discretion, think fit and proper, notwithstanding the fact that the money or monies to be borrowed together with the monies already borrowed by the company (apart from the temporary loans obtained from the company's bankers in the ordinary course of business) may exceed, at any time, the aggregate of the paid up capital of the Company and its free reserves, (that is to say, reserved not set apart for any specific purpose), apart from the temporary loans obtained from the Company's banker in the ordinary Course of Business, provided, however, that the total amount of such borrowings shall not exceed, at any time, a sum of Rs. 1500 Crores (Rupees Fifteen Hundred Crores) and the Board of Directors be and is hereby empowered and authorised to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest repayment, security or otherwise howsoever as it may think fit.

**"RESOLVED FURTHER THAT** Board of Directors be and is hereby further authorised to create mortgages and/or charges on such properties of the Company as it may think fit and for that purpose to execute such documents, papers, deeds, and writings containing such conditions and covenants as the Board may think fit and to take all such steps as may be necessary or desirable to give effect to this Resolution."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorise to severally delegate all or any of its power herein conferred to any Committee of Directors or Director or Directors or any other officer of the Company, in order to give effect to the above resolution."

5. To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

**"RESOLVED THAT** the consent of Company be and is hereby accorded under Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013, as amended or restated, to mortgage and/or charge, in addition to the mortgaged and/or charges created/ to be created by the Company, on such terms as the Board may determine, all or any of the immovable and movable properties, tangible and/or intangible properties of the Company, wherever situated, both present and future or the whole or substantially the whole of the undertaking or undertakings of the company together with the power to take over management of the business and concern of the Company in certain events of default in favour of the Banks, Financial Institutions and other Bodies Corporate(hereafter known as lenders)for securing the borrowings of the Company availed/ to be availed for an amount not exceeding Rs. 1500 Crores (Rupees Fifteen Hundred Crores Only) and / or equivalent thereto in any foreign currency together with interest at respective agreed rates, and all other monies payable in terms of loan agreements or any other document entered into/ to be entered into between the Company and the lenders in respect of such loans / borrowings and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in tat behalf and agreed to between the Board of Directors or Committee thereof and the lender(s).

**"RESOLVED FURTHER THAT** The Board of Directors be and is hereby authorise to undertake all such acts, deeds and things to finalise and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution and to settle any question, difficulty or doubt that may arise in this regard."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorise to severally delegate all or any of its power herein conferred to any Committee of Directors or Director or Directors or any other officer of the Company, in order to give effect to the above resolution."

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

**"RESOLVED THAT** pursuant to the provisions of the Section 196, 197, 198 and other applicable provisions, if any read with Schedule V to the Companies Act, 2013 (including any Statutory Modification(s) or reenactments thereof, for the time being in force), the approval of the members of the Company be and is hereby accorded for confirming the appointment of Mr. Jayant D. Mhaiskar as Vice Chairman & Managing Director of the Company with effect from 21<sup>st</sup> May, 2014 and a remuneration payable to him for a period of 5 years with effect from 1<sup>st</sup> July, 2014 on the terms and conditions as set out hereunder with the liberty to Board of Directors (hereinafter referred to as " the Board" which term shall be deemed to include any Committee which the Board may constitute to exercise its powers, including the powers conferred by this resolution) to alter and vary the terms and conditions of the said appointment and / or remuneration within the parameters of the applicable laws or any amendments thereto.

**TENURE:** 5 (five) years with effect from 1<sup>st</sup> July, 2014.

**FUNCTIONS:** Mr. Jayant D. Mhaiskar shall have substantial powers of management subject to direction, control and superintendence of the Board of Directors.

**SALARY:** Rs. 10,00,000/- per month.

**PROVIDENT FUND:** Company's contribution towards provident fund as per the rules of the Company for the time being in force and subject to provisions of respective statutory enactment.

**MEDICAL REIMBURSEMENT:** Reimbursement of expenses incurred for self and family in accordance with the rules of the Company and subject to provisions of respective statutory enactment.

**LEAVE TRAVEL CONCESSION:** Reimbursement of expenses incurred for self and family once in a year in accordance with the rules of the Company and subject to provisions of respective statutory enactment.

**BONUS, GRATUITY & LEAVE ENCASHMENT:** As per rules of the Company and subject to provisions of respective statutory enactment.

**SITTING FEES:** Mr. Jayant D. Mhaskar shall not be entitled to any sitting fees.

**"RESOLVED FURTHER THAT** wherein a financial year during the currency of his tenure, the Company has adequate profits, the remuneration payable to him shall be proportionately increased within the maximum permissible limit prescribed in the Companies Act, 2013."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to increase or revise the salary, from time to time during the tenure of said five years subject to the provisions of the Companies Act, 2013 AND THAT the said increase or revision shall also be subject to overall limit on remuneration payable to all managerial personnel taken together, as laid down in the Companies Act, 2013 read with Schedule V thereto."

**"RESOLVED FURTHER THAT** the Board or any other person authorized by the board in this regard, be and is hereby authorized to do all such acts, deeds and things as may be necessary, desirable or expedient for giving effect to this resolution."

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

**"RESOLVED THAT** pursuant to the provisions of the Section 196, 197, 198 and other applicable provisions, if any read with Schedule V to the Companies Act, 2013 (including any Statutory Modification(s) or reenactments thereof, for the time being in force), the approval of the members of the Company be and is hereby accorded for confirmation of Mr. Murzash Manekshana as Whole Time Director of the Company for a period of 5 years with effect from 1<sup>st</sup> July, 2014 on the terms and conditions as set out hereunder with the liberty to Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute to exercise its powers, including the powers conferred by this resolution) to alter and vary the terms and conditions of the said appointment and / or remuneration within the parameters of the applicable laws or any amendments thereto.

**TENURE:** 5 (five) years with effect from 1<sup>st</sup> July, 2014.

**FUNCTIONS:** Mr. Murzash Manekshana shall be responsible for the day to day affairs relating to the business operations of the Company subject to direction, control and superintendence of the Board of Directors.

**SALARY:** Rs. 10,00,000/- per month.

**PROVIDENT FUND:** Company's contribution towards provident fund as per the rules of the Company for the time being in force and subject to provisions of respective statutory enactment.

**MEDICAL REIMBURSEMENT:** Reimbursement of expenses incurred for self and family in accordance with the rules of the Company and subject to provisions of respective statutory enactment.

**LEAVE TRAVEL CONCESSION:** Reimbursement of expenses incurred for self and family once in a year in accordance with the rules of the Company and subject to provisions of respective statutory enactment.

**BONUS, GRATUITY & LEAVE ENCASHMENT:** As per rules of the Company and subject to provisions of respective statutory enactment.

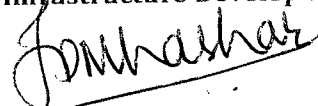
**SITTING FEES:** Mr. Murzash Manekshana shall not be entitled to any sitting fees.

**"RESOLVED FURTHER THAT** wherein a financial year during the currency of his tenure, the Company has adequate profits, the remuneration payable to him shall be proportionately increased within the maximum permissible limit prescribed in the Companies Act, 2013."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to increase or revise the salary, from time to time during the tenure of said five years subject to the provisions of the Companies Act, 2013 AND THAT the said increase or revision shall also be subject to overall limit on remuneration payable to all managerial personnel taken together, as laid down in the Companies Act, 2013 read with Schedule V thereto."

**"RESOLVED FURTHER THAT** the Board or any other person authorized by the board in this regard, be and is hereby authorized to do all such acts, deeds and things as may be necessary, desirable or expedient for giving effect to this resolution."

By Order of the Board of Directors of  
MEP Infrastructure Developers Pvt Ltd

  
Managing Director

Place: **Mumbai**  
Dated: **11.08.2014**

**Notes:**

1. A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.
2. A person can act as a proxy on behalf of members not exceeding Fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent 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.
3. 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 authorising their representative to attend and vote on their behalf at the Meeting.
4. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Ordinary Business to be transacted at the Meeting is annexed hereto.
5. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.

**EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS  
OF SECTION 102 THE COMPANIES ACT, 2013**

**ITEM NO. 4**

As per the provisions of Section 180 (1) (c) of Companies Act, 2013, the Board of Directors of the Company cannot, except with the consent of the Company in General Meeting, borrow monies, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, in excess of the aggregate of the paid up capital and the free reserve of the Company, that is to say, reserve not set apart for any specific purpose.

Presently, Company is exempted from the purview of the Section 293 (1) (a) and 293 (1)(c) of the Companies Act, 1956. Company is planning to convert itself in to a Public limited Company and for that purpose it is necessary to obtain the permission of the shareholders to borrow the funds from the Banks/ Financial Institution under the Companies Act 2013.

The Resolution set out at item no. 4 of the notice is put forth for consideration of the members pursuant to the provisions of Section 180 (1) (c) of Companies Act, 2013 to enable the Directors to borrow up to a sum of Rs. 1500 crore (Rupees Fifteen hundred crore). The Board of Directors has vide its resolution passed at its meeting held on August 11, 2014 unanimously authorised as stated above.

None of the Directors, of the Company or their relatives are concerned or in any way interested in this resolution. The Board of Directors recommends this enabling resolution for approval of the members.

**ITEM NO. 5**

The Company propose a resolution authorizing Board to borrow loan upto maximum of Rs.1500 crore (Rupees Fifteen hundred crore). In order to borrow loans from Banks, institutions, etc. the Board also needs authorization to mortgage/ hypothecate the assets of the Company as security /collateral security. In order to mortgage or hypothecate the assets of the company the consent of shareholders is required under Section 180 (1) (a) of Companies Act, 2013, authorising the Board of Directors with necessary powers. The Board of Directors has vide its resolution passed at its meeting held on August 11, 2014 unanimously authorised as stated above.

None of the Directors, of the Company or their relatives are concerned or in any way interested in this resolution. The Board of Directors recommends this enabling resolution for approval of the members.

**ITEM NO. 6**

Mr. Jayant D. Mhaiskar is the Managing Director since 7<sup>th</sup> February, 2007. Considering the growth of the Company. He restrained himself and agreed not to draw any remuneration from the Company. However the Board of Directors had the prerogative to decide about the remuneration payable to him. Mr. Mhaiskar was entrusted with the responsibility of overall management of the affairs of the Company, subject to the supervision, control of the Board of Directors. During his tenure as the Managing Director, the Company has reached many a

milestones and have been able to expand to the current position within a short period of time. Considering his valuable contribution to the growth of the Company and his expertise and knowledge in the business of the Company, the Board of Directors at their meeting held on 21<sup>st</sup> May, 2014 had re-designated Mr. Mhaiskar as Vice Chairman and Managing Director of your Company.

Considering the valuable contribution and the efforts Mr. Mhaiskar has put during his tenure as the Managing Director, the Board now recommends for confirmation of his appointment as Vice Chairman and Managing Director with effect from 21<sup>st</sup> May, 2014 and remuneration payable to Mr. Mhaiskar with effect from 1<sup>st</sup> July, 2014 for a period of 5 (five) years.

As per the Schedule V of the Companies Act, 2013, your Company can pay managerial remuneration to the extent of Rs.60,00,000/- per annum which is within the prescribed limits. The consent of the Members approval by way of Special Resolution is required if the remuneration exceeds the said limit.

The appointment of Mr. Jayant D. Mhaiskar, as Vice Chairman and Managing Director of the Company is in accordance with the provisions of Companies Act, 2013 read with Schedule V thereto and requires approval of the members of the Company in General Meeting.

None of the Directors of the Company except Mr. Dattatray P. Mhaiskar, Mrs. Anuya J. Mhaiskar are concerned or interested in the said resolution.


#### **ITEM NO. 7**

Mr. Murzash Manekshana was inducted in the Board with effect from 2<sup>nd</sup> November, 2012. And was entrusted with the responsibility of handling all the day to day affairs of the company, subject to the supervision and control of the Board of Directors of the Company. Considering the professional approach, knowledge and his vision on business of the Company and the valuable contribution towards business growth the Board recommends his appointment for a period of 5 (five) years as the Whole Time Director of the Company with effect from 1<sup>st</sup> July, 2014 and also remuneration on the terms and conditions mentioned in Notice.

The appointment of Mr. Manekshana, as Whole Time Director of the Company is in accordance with the provisions of Companies Act, 2013 read with Schedule V thereto and requires approval of the members of the Company in General Meeting.

None of the Directors of the Company is concerned or interested in the said resolution.

**By Order of the Board of Directors of  
MEP Infrastructure Developers Pvt Ltd**

  
Managing Director

Place: **Mumbai**  
Dated: **11.08.2014**

## DIRECTOR'S REPORT

**To,  
The Members,  
MEP INFRASTRUCTURE DEVELOPERS PRIVATE LIMITED**

The Directors are pleased to present the 12<sup>th</sup> Annual Report together with Audited Accounts for the financial year ended as at 31<sup>st</sup> March, 2014.

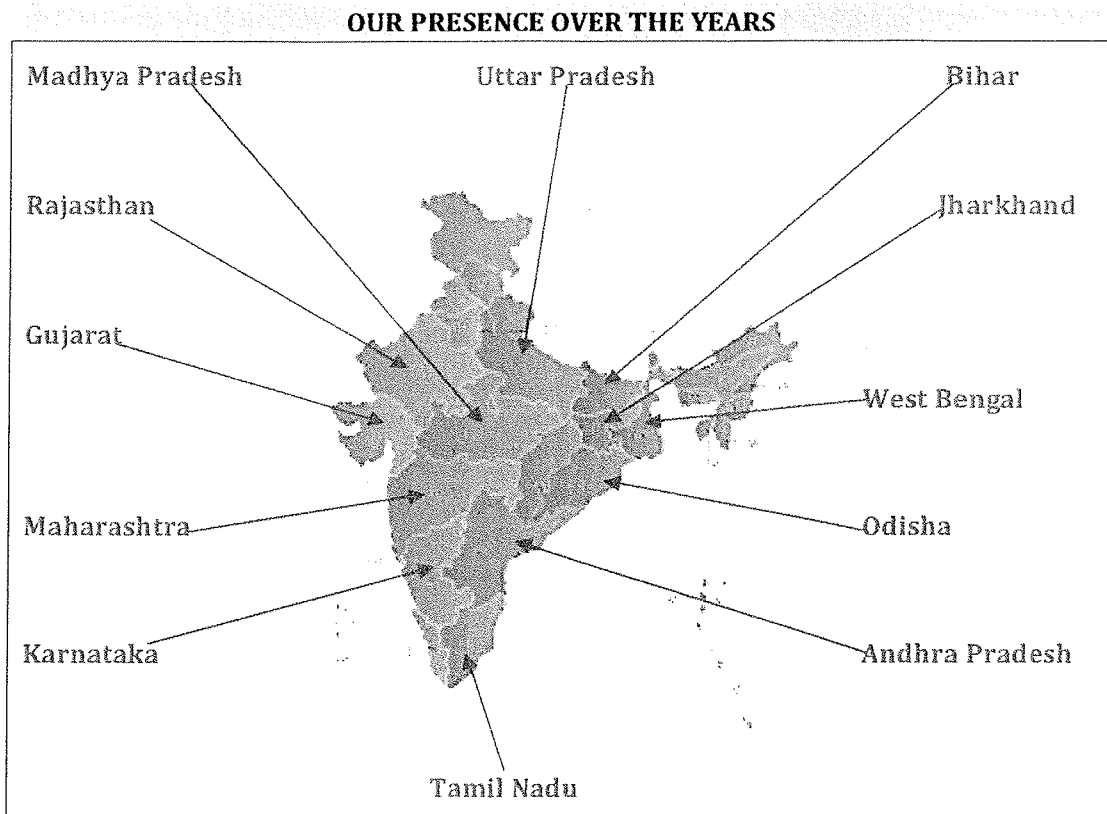
<b><i>FINANCIAL RESULTS:</i></b>
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	<i>For the year ended on March 31, 2014</i>	<i>For the year ended on March 31, 2013</i>
	<b>(INR in Lakhs)</b>	<b>(INR in Lakhs)</b>
Income	48,666.98	91,175.76
Other Income	1,271.69	455.01
<b>Total Income</b>	<b>49,938.67</b>	<b>91,630.77</b>
Expenditure	49,420.35	88,756.56
<b>Profit Before Tax</b>	<b>518.32</b>	<b>2,874.21</b>
<b>Total Tax Expense</b>	<b>174.71</b>	<b>2,429.83</b>
<b>Profit After Tax, before prior period items</b>	<b>343.61</b>	<b>444.38</b>
<b>Prior Period Expenses</b>	<b>(98.75)</b>	<b>(38.45)</b>
<b>Net Profit</b>	<b>244.86</b>	<b>405.93</b>
<b>Surplus carried to Balance Sheet</b>	<b>11,750.56</b>	<b>11,505.70</b>

### **PERFORMANCE :**

During the year under review the Revenue from Operations of your Company was Rs.48,666.98 Lacs, as against Rs.91175.76 Lacs in the previous year and Other Income during stood at Rs.1271.69 as against Rs.455.01 Lacs in the previous year. The expenditure incurred by the Company was Rs. 49,420.35 compared to Rs. 88,745.56 Lacs in previous year. The Profit Before Tax ("PBT") has reduced during the year due to lower Revenue from Operations and stood at Rs.518.32 Lacs against PBT of Rs.2,874.21 Lacs in the previous financial year. The Net Profit after tax for the year ended 31<sup>st</sup> March 2014 stood at Rs.244.86 Lacs as against Rs. 405.93 Lacs for the previous year. The decrease in our revenue from operations during the fiscal year 2014 was mainly due to decrease in revenue from toll and octroi collection on account of completion of Short Term toll collection projects during fiscal year 2014 resulting in reduced revenue till commencement of new or re-awarded projects.

### **OUTLOOK & REVIEW:**



Your Company endeavors for its presence in states which have not been reached till date.

Your Company has been carrying out the OMT and Tolling projects awarded by

- National Highways Authority of India (NHAI),
- Maharashtra State Road Development Corporation Ltd (MSRDC),
- Hooghly River Bridge Commissioners (a statutory Organisation under the Govt. of West Bengal) Kolkata.(HRBC),
- Rajasthan State Road Development & Construction Corporation Ltd. (RSRDC),
- Road Infrastructure Development Company of Rajasthan Ltd. (RIDCOR),

through its Subsidiaries / Special Purpose Vehicle (SPVs).

<b>SUBSIDIARIES / SPECIAL PURPOSE VEHICLES (SPV's)</b>	
<b>TOLLING PROJECTS</b>	
MEP Infrastructure Pvt Ltd (For Mumbai Entry Points)	MEP RGSL Toll Bridge Pvt Ltd (For Rajiv Gandhi Sea Link Project)
Rideema Toll Bridge Pvt Ltd (Toll Collection Arm)	MEP IRDP Solapur Toll Road Pvt Ltd (For Solapur Entry Points)
Raima Manpower & Consultancy Services Pvt Ltd (For Kini-Tasawade Project)	Rideema Toll Pvt Ltd (Toll Collection Arm)
Raima Ventures Pvt Ltd (For RIDCOR Project)	Baramati Tollways Pvt Ltd (Toll Collection and BOT Arm)
<b>OMT PROJECTS</b>	
MEP Hyderabad Bangalore Toll Road Pvt Ltd (For Hyderabad Bangalore OMT Project)	MEP Chennai Bypass Toll Road Pvt Ltd (For Chennai Bypass OMT Project)
Raima Toll Road Pvt Ltd (For Madurai-Tirunelveli-Panagudi- Kanyakumari OMT Project)	
<b>EPC ARM</b>	
MEP Highway Solutions Pvt Ltd	

During the year under review your Company successfully bid for Projects floated by **PROJECTS - MAHARASHTRA STATE ROAD DEVELOPMENT CORPORATION LTD (MSRDC)**.

- ❖ For collection of toll at Kini Toll Plaza
- ❖ For collection of toll at Tasawade Toll Plaza

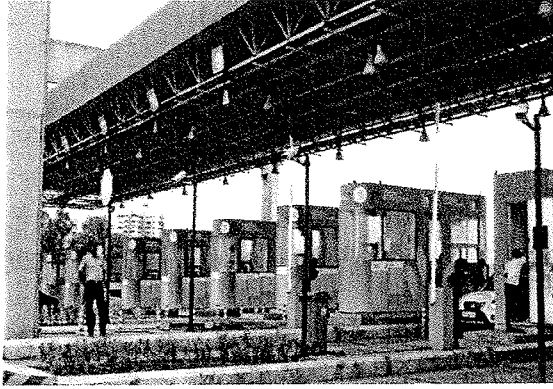


- ✓ The Project is being carried out by one of the Subsidiary of the Company viz. **Raima Manpower & Consultancy Services Pvt Ltd.**
- ✓ The Commercial Operations successfully commenced from **29<sup>th</sup> May, 2014.**
- ✓ The term of the Contract is 2(two) years commencing from the Commercial Operation Date.
- ✓ The project's total contractual amount is Rs.22, 707 Lacs.

- ✓ The project has collection of toll at 2 (two) toll stations near Kini and Tasawade on National Highway No.4.

❖ **Operation & Maintenance of Rajiv Gandhi Sea Link & Toll Collection :**

The Rajiv Gandhi Sea Link is 5 km long carriageway project and has 16 operated lanes for toll collection.



- ✓ The Project is being carried out by one of the Subsidiary of the Company viz. **MEP RGSL Toll Bridge Pvt. Ltd.**
- ✓ The Commercial Operations successfully commenced from **6<sup>th</sup> February, 2014.**
- ✓ The term of the Contract is 3(three) years commencing from the Commercial Operation Date
- ✓ The project's total contractual amount is Rs. 22,770 Lacs.

*As per the CRISIL Research - "Assessment of Operate-Maintain-Transfer (OMT) and Toll Collection Market for Road Projects in India" published on June, 2014, your Company is a leading player in the OMT field, given the number of OMT projects, quality of project stretches awarded to your Company by NHAI and MSRDC and the maximum number of lane kilometres maintained by your Company under OMT projects. Your Company is a also leading player in the business of toll collection based on the total number of projects bid for and won by the company in 2011-12, 2012-13 and 2013-14.*

## ***CAPITAL STRUCTURE***

To strengthen the Equity base of the Company the Authorised Share Capital has been increased from Rs. 150,00,00,000/- (Rupees One Hundred Fifty Crores only) divided into 15,00,00,000 (Fifteen Crores) Equity Shares of Rs. 10/- each to Rs. 200,00,00,000/- (Rupees Two Hundred Crores only) divided into 20,00,00,000 (Twenty Crores) Equity Shares of Rs.10/- each.

## ***DIVIDEND***

To conserve its financial resources and to utilize funds for the growth opportunities of the Company, your Directors do not recommend any dividend for the current year.

## ***CORPORATE GOVERNANCE***

The Company believes that adherence of global standard of Corporate Governance is essential for enhancing the stakeholders' value and achievement of long term corporate goals. The Company's philosophies on Corporate Governance stress the importance of transparency, accountability and protection of stakeholders' interests. The Board conducts periodic review of business plans and monitors performance and compliance with the regulatory requirements.

## **DEPOSITS**

The Company has not accepted any Deposits from Public.

## **DIRECTORS**

During the year under review there has been no change in the Board of Directors of your Company.

## **SUBSIDIARIES**

During the year under review, the subsidiary companies of your Company continue to contribute to the overall growth of the Company.

Your Company's continuing with its vision to carry its business operations also through its subsidiaries and associate companies which are formed to complete the projects in hand.

### **MEP INFRASTRUCTURE PVT LTD**

*[A SPV for Mumbai Entry Points for the project awarded by Maharashtra State Road Development Corpn Ltd (MSRDC)]*

- Your Company is the 99.99% Holding Company of MEP Infrastructure Private Limited.
- A statement under section 212(5) of the Companies Act, 1956 in respect of the subsidiary Company is annexed.
- Audited statements of Account along with the report of the Board of Directors of MEP Infrastructure Private Limited and the Auditors Report thereon for the year ended 31st March, 2014 are also annexed.

### **RAIMA VENTURES PVT LTD**

*[A SPV for carrying out the projects awarded by Road Infrastructure Development Company of Rajasthan Limited (RIDCOR)]*

- Your Company is the 99.99% Holding Company of Raima Ventures Private Limited.
- A statement under section 212(5) of the Companies Act, 1956 in respect of the subsidiary Company is annexed.
- Audited statements of Account along with the report of the Board of Directors of Raima Ventures Private Limited and the Auditors Report thereon for the year ended 31st March, 2014 are also annexed.

### **RIDEEMA TOLL PVT LTD**

*[A SPV for acting as a Toll Collection and OMT Arm)*

- Your Company is the 99.54% Holding Company of Rideema Toll Private Limited.
- A statement under section 212(5) of the Companies Act, 1956 in respect of the

subsidiary Company is annexed.

#### **BARAMATI TOLLWAYS PVT LTD**

*[A step down SPV acting as a Toll Collection and BOT Arm]*

➤ Audited statements of Account along with the report of the Board of Directors of Rideema Toll Private Limited and the Auditors Report thereon for the year ended 31st March, 2014 are also annexed.

➤ Your Company is having one step down subsidiary i.e. Baramati Tollways Private Limited through Rideema Toll Private Limited.

➤ A statement under section 212(5) of the Companies Act, 1956 in respect of the subsidiary Company is annexed.

➤ Audited statements of Account along with the report of the Board of Directors of Baramati Tollways Private Limited and the Auditors Report thereon for the year ended 31st March, 2014 are also annexed.

#### **RIDEEMA TOLL BRIDGE PVT LTD**

*[A SPV for the project of Collection of Toll at Vidyasagar Setu, Kolkata awarded by Hooghly River Bridge Commissioners(HRBC)]*

➤ Your Company is the 99.99% Holding Company of Rideema Toll Bridge Private Limited.

➤ A statement under section 212(5) of the Companies Act, 1956 in respect of the subsidiary Company is annexed.

➤ Audited statements of Account along with the report of the Board of Directors of Rideema Toll Bridge Private Limited and the Auditors Report thereon for the year ended 31st March, 2014 are also annexed.

#### **MEP NAGZARI TOLL ROAD PVT LTD**

*[A SPV for the project of Collection of Toll at Nagzari-Kherda-Karanja Project, Dist Amravati awarded by Maharashtra State Road Development Corpn Ltd (MSRDC)]*

➤ Your Company is the 99.96% Holding Company of MEP Nagzari Toll Road Private Limited.

➤ A statement under section 212(5) of the Companies Act, 1956 in respect of the subsidiary Company is annexed.

➤ Audited statements of Account along with the report of the Board of Directors of MEP Nagzari Toll Road Private Limited and the Auditors Report thereon for the year ended 31st March, 2014 are also annexed.

**MEP IRDP SOLAPUR TOLL ROAD PVT LTD**

*[A SPV for the project of Collection of Toll at IRDP Solapur viz. Solapur Entry Points awarded by Maharashtra State Road Development Corpn Ltd (MSRDC)]*

- Your Company is the 99.98% Holding Company of MEP IRDP Solapur Toll Road Private Limited.
- A statement under section 212(5) of the Companies Act, 1956 in respect of the subsidiary Company is annexed.
- Audited statements of Account along with the report of the Board of Directors of MEP IRDP Solapur Toll Road Private Limited and the Auditors Report thereon for the year ended 31st March, 2014 are also annexed.

**MEP HYDERABAD BANGALORE TOLL ROAD PVT LTD**

*[A SPV for the Hyderabad Bangalore OMT project awarded by National Highways Authority of India (NHAI)]*

- Your Company is the 51% Holding Company of MEP Hyderabad Bangalore Toll Road Private Limited.
- A statement under section 212(5) of the Companies Act, 1956 in respect of the subsidiary Company is annexed.
- Audited statements of Account along with the report of the Board of Directors of MEP Hyderabad Bangalore Toll Road Private Limited and the Auditors Report thereon for the year ended 31st March, 2014 are also annexed.

**MEP CHENNAI BYPASS TOLL ROAD PVT LTD**

*[A SPV for the Chennai Bypass OMT project awarded by National Highways Authority of India (NHAI)]*

- Your Company is the 100% Holding Company of MEP Chennai Bypass Toll Road Private Limited.
- A statement under section 212(5) of the Companies Act, 1956 in respect of the subsidiary Company is annexed.
- Audited statements of Account along with the report of the Board of Directors of MEP Chennai Bypass Toll Road Private Limited and the Auditors Report thereon for the year ended 31st March, 2014 are also annexed.

**RAIMA TOLL ROAD PVT LTD**

*[A SPV for the Madurai-Tirunelveli-Panagudi-Kanyakumari OMT Project awarded by National Highways Authority of India (NHAI)]*

- Your Company is the 100% Holding Company of Raima Toll Road Private Limited.
- A statement under section 212(5) of the Companies Act, 1956 in respect of the subsidiary Company is annexed.

**MEP HAMIRPUR BUS TERMINAL PVT LTD**

*[A SPV for Bus Terminal DBOT Project]*

➤ Audited statements of Account along with the report of the Board of Directors of Raima Toll Road Private Limited and the Auditors Report thereon for the year ended 31st March, 2014 are also annexed.

➤ Your Company is the 99.98% Holding Company of MEP Hamirpur Bus Terminal Private Limited.

➤ A statement under section 212(5) of the Companies Act, 1956 in respect of the subsidiary Company is annexed.

➤ Audited statements of Account along with the report of the Board of Directors of MEP Hamirpur Bus Terminal Private Limited and the Auditors Report thereon for the year ended 31st March, 2014 are also annexed.

**MEP UNA BUS TERMINAL PVT LTD**

*[A SPV for Bus Terminal DBOT Project]*

➤ Your Company is the 99.96% Holding Company of MEP Una Bus Terminal Private Limited.

➤ A statement under section 212(5) of the Companies Act, 1956 in respect of the subsidiary Company is annexed.

➤ Audited statements of Account along with the report of the Board of Directors of MEP Una Bus Terminal Private Limited and the Auditors Report thereon for the year ended 31st March, 2014 are also annexed

**MEP HIGHWAY SOLUTIONS PVT LTD**

*[A SPV acting as an EPC Arm]*

➤ Your Company is the 99.99% Holding Company of MEP Highway Solutions Private Limited.

➤ A statement under section 212(5) of the Companies Act, 1956 in respect of the subsidiary Company is annexed.

➤ Audited statements of Account along with the report of the Board of Directors of MEP Highway Solutions Private Limited and the Auditors Report thereon for the year ended 31st March, 2014 are also annexed.

**MEP RGSL TOLL BRIDGE PVT LTD**

*[Rajiv Gandhi Sea Link Project]*

➤ Your Company is the 100% Holding Company of MEP RGSL Toll Bridge Private Limited.

- A statement under section 212(5) of the Companies Act, 1956 in respect of the subsidiary Company is annexed.
- Audited statements of Account along with the report of the Board of Directors of MEP RGSL Toll Bridge Private Limited and the Auditors Report thereon for the year ended 31st March, 2014 are also annexed.
- Your Company is the 100% Holding Company of Raima Manpower & Consultancy Services Private Limited.
- The Company became subsidiary w.e.f. 12<sup>th</sup> April, 2014, hence the statement under section 212(5) of the Companies Act, 1956 in respect of the subsidiary Company is not required to be annexed.

**RAIMA MANPOWER & CONSULTANCY SERVICES PVT LTD**

*[Kini-Tasawade Project]*

## **AUDITORS**

Your Company's Joint Auditors, M/s. B S R and Co Chartered Accountants (Registration No. 128510W) and M/s. Parikh, Joshi & Kothare, Chartered Accountants (Firm Registration No. 107547W), retire at the ensuing Annual General Meeting and being eligible, have offered themselves for re-appointment. The Board has recommended their re-appointment for a period of five years in accordance with Section 139 of the Companies Act, 2013. Appropriate resolution seeking your approval to the said re-appointment is appearing in the Notice convening the 12<sup>th</sup> Annual General Meeting of the Company.

## **CLARIFICATION ON AUDITORS QUALIFICATIONS**

*Your Board's reply to the Auditors qualification in Para (ix) (a) of Annexure to the Independent Auditors' Report:*

As stated in the auditors' report, the Company has been generally regular in depositing with the appropriate authorities undisputed statutory dues, except the delays in paying VAT and TCS. These amounts are paid subsequent to the balance sheet date and the management has taken steps to avoid delays in statutory payments.

*Your Board's reply to the Auditors qualification in Para (xi) of Annexure to the Independent Auditors' Report:*

The management is taking best efforts to service the debts taken by the Company on time. However, there were delays in repayment of certain required prepayment of loans ranging from Rs.19.05 Lacs to Rs.3,750.00 Lacs to a Bank. Of these amounts your Company has already repaid the entire amount subsequent to the Balance Sheet date. Your Company is committed for better times ahead and is hopeful of an improved business prospects in coming years.

## ***DIRECTORS' RESPONSIBILITY STATEMENT***

As required under Section 217 (2AA) of the Companies Act, 1956 your Directors confirm that:

- i) in the preparation of Annual Accounts for the financial year 2013-2014, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii) they have selected such accounting policies and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March , 2014 and profit of the Company for the year ended as at 31st March , 2014;
- iii) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act for safeguarding the assets of the Company and for preventing and detecting the fraud and other irregularities; and
- iv) they have prepared the annual accounts on a going concern basis.

## ***PARTICULARS OF EMPLOYEES***

The information required under Section 217(2A) of the Companies Act, 1956 and rules made thereunder is provided in Annexure forming part of the Report. In terms of Section 219(1)(b)(iv) of the Companies Act, 1956, the Directors' Report and Accounts are being sent to the members excluding the aforesaid Annexure. Any member interested in obtaining copy of the Annexure may write to the Company Secretary at the Registered Office of the Company.

## ***CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS & OUTGO***

Whenever possible Company took steps to conserve the energy, however the Company did not acquire any technology during the year.

There are no export related activities of the Company.

The Foreign Exchange earnings and outgo during for the year ended 31st March, 2014 were:

		<b>31<sup>st</sup> March, 2014</b>	<b>31<sup>st</sup> March, 2013</b>
Foreign Exchange Earnings	:	NIL	NIL
Foreign Exchange Outgo		NIL	Rs.10.70 Lacs

## ***INDUSTRIAL RELATIONS***

Your Company operates in a infrastructure sector and the importance of human assets cannot be underscored and accordingly Personnel function has been substantially reinforced during the year. The Industrial relations during the year 2013-14 were very cordial and harmonious.

During the year the Company has implemented various measures to build a strong, adaptive and matured corporate structure which is flexible, responsive and simple.

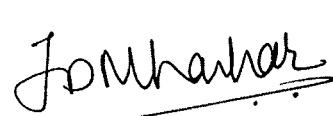
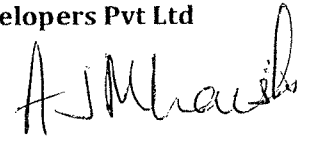
## ***ACKNOWLEDGEMENT***

Your Directors wish to express their grateful appreciation for the valuable support and cooperation received from lenders, business associates, banks, financial institutions, shareholders and society at large.

Your Directors take this opportunity to thank Maharashtra State Road Development Corporation Limited, National Highways Authority of India and its subsidiaries, Rajasthan State Road Development & Construction Corporation Ltd, Road Infrastructure Development Company of Rajasthan Ltd and Hoogly River Bridge Commissioner. Your Directors also thank Ministry of Corporate Affairs, stakeholders, advocates and solicitors and business associates for their continuous support and look forward to their support.

Your Directors also place on record, their appreciation for the contribution, commitment and dedication of the employees of the Company and its subsidiaries at all levels.

**For and behalf of the Board of Directors of  
MEP Infrastructure Developers Pvt Ltd**

**Chairman/Director**

**Director**

Place: **Mumbai**  
Date: **11.08.2014**




**ANNEXURE TO DIRECTORS' REPORT**

**STATEMENT PURSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956, RELATING  
TO SUBSIDIARY COMPANIES**

1. Name of Subsidiary : **MEP INFRASTRUCTRE PRIVATE LIMITED**
  
2. The financial year of subsidiary ended on : 31<sup>st</sup> March, 2014
  
3. Holding Company's interest
  - (i) No. of shares held : 83,23,998 Equity Shares of Rs. 10/- each
  - (ii) % of Shareholding : 73.99%
  
4. The net aggregate amount of the Subsidiary's Profit/ (Loss) so far as it concerns members of the Holding Company and is not dealt with in the holding Company's A/cs. : Rs. (4,708.73 lacs)
  
5. The aggregate amount of the Subsidiary's Profit/(Loss) dealt with in the holding Company's A/cs. : NIL

**For and behalf of the Board of Directors of  
MEP Infrastructure Developers Pvt. Ltd**

  
**Chairman/Director**

  
**Director**

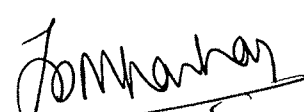
Place: **Mumbai**  
Date: **11.08.2014**

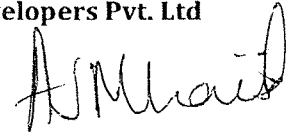
**ANNEXURE TO DIRECTORS' REPORT**

**STATEMENT PURSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956, RELATING  
TO SUBSIDIARY COMPANIES**

1. Name of Subsidiary : **RAIMA VENTURES PRIVATE LIMITED**
2. The financial year of subsidiary ended on : 31<sup>st</sup> March, 2014
3. Holding Company's interest
  - (i) No. of shares held : 1,14,98,850 Equity Shares of Rs. 10/- each.
  - (ii) % of Shareholding : 99.99%
4. The net aggregate amount of the Subsidiary's Profit/ (Loss) so far as it concerns members of the Holding Company and is not dealt with in the holding Company's A/cs. : Rs. (93.19 Lacs)
5. The aggregate amount of the Subsidiary's Profit/(Loss) dealt with in the holding Company's A/cs. : NIL

**For and behalf of the Board of Directors of  
MEP Infrastructure Developers Pvt. Ltd**

  
Chairman/Director

  
Director

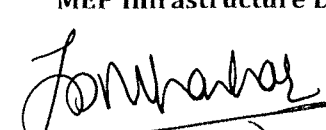
Place: **Mumbai**  
Date: **11.08.2014**

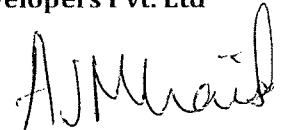
**ANNEXURE TO DIRECTORS' REPORT**

**STATEMENT PURSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956, RELATING  
TO SUBSIDIARY COMPANIES**

1. Name of Subsidiary : **RIDEEMA TOLL PRIVATE LIMITED**
  
2. The financial year of subsidiary ended on : 31<sup>st</sup> March, 2014
  
3. Holding Company's interest
  - (i) No. of shares held : 2488400 Equity Shares of Rs. 100/- each.
  - (ii) % of Shareholding : 99.54%
  
4. The net aggregate amount of the Subsidiary's Profit/ (Loss) so far as it concerns members of the Holding Company and is not dealt with in the holding Company's A/cs. : (Rs. 919.03 Lacs)
  
5. The aggregate amount of the Subsidiary's Profit/(Loss) dealt with in the holding Company's A/cs. : NIL

**For and behalf of the Board of Directors of  
MEP Infrastructure Developers Pvt. Ltd**

  
Chairman/Director

  
Director

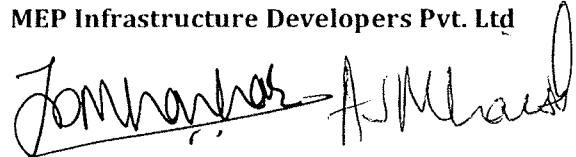
Place: **Mumbai**  
Date: **11.08.2014**

**ANNEXURE TO DIRECTORS' REPORT**

**STATEMENT PURSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956, RELATING  
TO SUBSIDIARY COMPANIES**

1. Name of Subsidiary : **BARAMATI TOLLWAYS PRIVATE LIMITED  
THROUGH RIDEEMA TOLL PRIVATE LIMITED**
  
2. The financial year of subsidiary ended on : 31<sup>st</sup> March, 2014
  
3. Holding Company's interest
  - (i) No. of shares held : 29999800 Equity Shares of Rs. 10/- each.
  - (ii) % of Shareholding : 100% (Limited to 99.54%)
  
4. The net aggregate amount of the Subsidiary's Profit/ (Loss) so far as it concerns members of the Holding Company and is not dealt with in the holding Company's A/cs. : (Rs. 1,022.63 Lacs)
  
5. The aggregate amount of the Subsidiary's Profit/(Loss) dealt with in the holding Company's A/cs. : NIL

**For and behalf of the Board of Directors of  
MEP Infrastructure Developers Pvt. Ltd**



**Chairman/Director**

**Director**

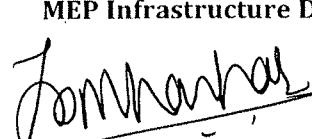
Place: **Mumbai**  
Date: **11.08.2014**

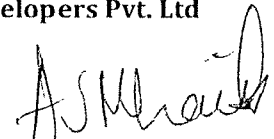
**ANNEXURE TO DIRECTORS' REPORT**

**STATEMENT PURSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956, RELATING  
TO SUBSIDIARY COMPANIES.**

1. Name of Subsidiary : **RIDEEMA TOLL BRIDGE PRIVATE LIMITED**
  
2. The financial year of subsidiary ended on : 31<sup>st</sup> March, 2014
  
3. Holding Company's interest
  - (i) No. of shares held : 26979800 Equity Shares of Rs. 10/- each.
  - (ii) % of Shareholding : 99.99%
  
4. The net aggregate amount of the Subsidiary's Profit/ (Loss) so far as it concerns members of the Holding Company and is not dealt with in the holding Company's A/cs. : Rs. 101.77 Lacs
  
5. The aggregate amount of the Subsidiary's Profit/(Loss) dealt with in the holding Company's A/cs. : NIL

**For and behalf of the Board of Directors of  
MEP Infrastructure Developers Pvt. Ltd**

  
Chairman/Director

  
Director

Place: **Mumbai**  
Date: **11.08.2014**

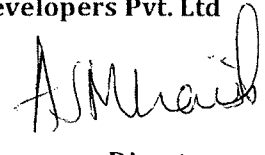
**ANNEXURE TO DIRECTORS' REPORT**

**STATEMENT PURSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956, RELATING  
TO SUBSIDIARY COMPANIES**

1. Name of Subsidiary : **MEP NAGZARI TOLL ROAD PRIVATE LIMITED**
  
2. The financial year of subsidiary ended on : 31<sup>st</sup> March, 2014
  
3. Holding Company's interest
  - (i) No. of shares held : 639800 Equity Shares of Rs. 10/- each.
  - (ii) % of Shareholding : 99.96%
  
4. The net aggregate amount of the Subsidiary's Profit/ (Loss) so far as it concerns members of the Holding Company and is not dealt with in the holding Company's A/cs. : (Rs. 288.18 Lacs)
  
5. The aggregate amount of the Subsidiary's Profit/(Loss) dealt with in the holding Company's A/cs. : NIL

**For and behalf of the Board of Directors of  
MEP Infrastructure Developers Pvt. Ltd**

  
Chairman/Director

  
Director

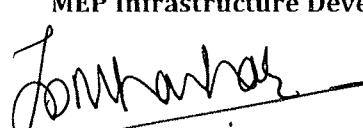
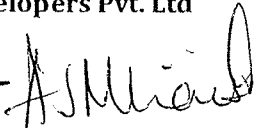
Place: **Mumbai**  
Date: **11.08.2014**

**ANNEXURE TO DIRECTORS' REPORT**

**STATEMENT PURSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956, RELATING  
TO SUBSIDIARY COMPANIES**

1. Name of Subsidiary : **MEP IRDP SOLAPUR TOLL ROAD PRIVATE LIMITED**
  
2. The financial year of subsidiary ended on : 31<sup>st</sup> March, 2014
  
3. Holding Company's interest
  - (i) No. of shares held : 819800 Equity Shares of Rs. 10/- each.
  - (ii) % of Shareholding : 99.98%
  
4. The net aggregate amount of the Subsidiary's Profit/ (Loss) so far as it concerns members of the Holding Company and is not dealt with in the holding Company's A/cs. : (Rs. 116.70 Lacs)
  
5. The aggregate amount of the Subsidiary's Profit/(Loss) dealt with in the holding Company's A/cs. : NIL

**For and behalf of the Board of Directors of  
MEP Infrastructure Developers Pvt. Ltd**

**Chairman/Director**

**Director**

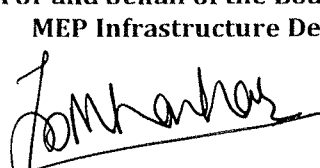
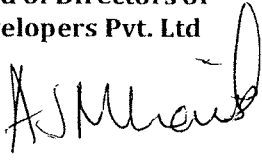
Place: **Mumbai**  
Date: **11.08.2014**

**ANNEXURE TO DIRECTORS' REPORT**

**STATEMENT PURSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956, RELATING  
TO SUBSIDIARY COMPANIES**

1. Name of Subsidiary : **MEP HYDERBAD BANGALORE TOLL ROAD  
PRIVATE LIMITED**
  
2. The financial year of subsidiary ended on : 31<sup>st</sup> March, 2014
  
3. Holding Company's interest  
(i) No. of shares held : 5100 Equity Shares of Rs. 10/- each.  
(ii) % of Shareholding : 51.00%
  
4. The net aggregate amount of the Subsidiary's Profit/ (Loss) so far as it  
concerns members of the Holding Company and is not dealt with in the  
holding Company's A/cs. : Rs. 91.62 Lacs
  
5. The aggregate amount of the Subsidiary's Profit/(Loss) dealt with in the holding  
Company's A/cs. : NIL

**For and behalf of the Board of Directors of  
MEP Infrastructure Developers Pvt. Ltd**

**Chairman/Director**

**Director**

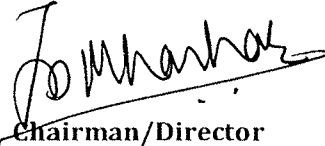
Place: **Mumbai**  
Date: **11.08.2014**

**ANNEXURE TO DIRECTORS' REPORT**

**STATEMENT PURSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956, RELATING  
TO SUBSIDIARY COMPANIES**

1. Name of Subsidiary : **MEP CHENNAI BYPASS TOLL ROAD PRIVATE LIMITED**
  
2. The financial year of subsidiary ended on : 31<sup>st</sup> March, 2014
  
3. Holding Company's interest
  - (i) No. of shares held : 3999980 Equity Shares of Rs. 10/- each.
  - (ii) % of Shareholding : 100%
  
4. The net aggregate amount of the Subsidiary's Profit/ (Loss) so far as it concerns members of the Holding Company and is not dealt with in the holding Company's A/cs. : (Rs. 5,008.50 Lacs)
  
5. The aggregate amount of the Subsidiary's Profit/(Loss) dealt with in the holding Company's A/cs. : NIL

**For and behalf of the Board of Directors of  
MEP Infrastructure Developers Pvt. Ltd**

  
Chairman/Director

Director

Place: **Mumbai**  
Date: **11.08.2014**

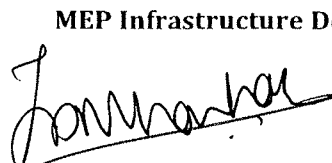


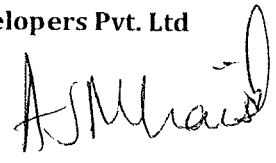
**ANNEXURE TO DIRECTORS' REPORT**

**STATEMENT PURSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956, RELATING  
TO SUBSIDIARY COMPANIES**

1. Name of Subsidiary : **RAIMA TOLL ROAD PRIVATE LIMITED**
  
2. The financial year of subsidiary ended on : 31<sup>st</sup> March, 2014
  
3. Holding Company's interest
  - (i) No. of shares held : 6999980 Equity Shares of Rs. 10/- each.
  - (ii) % of Shareholding : 100%
  
4. The net aggregate amount of the Subsidiary's Profit/ (Loss) so far as it concerns members of the Holding Company and is not dealt with in the holding Company's A/cs. : (Rs. 159.04 Lacs)
  
5. The aggregate amount of the Subsidiary's Profit/(Loss) dealt with in the holding Company's A/cs. : NIL

**For and behalf of the Board of Directors of  
MEP Infrastructure Developers Pvt. Ltd**

  
Chairman/Director

  
Director


Place: **Mumbai**  
Date: **11.08.2014**

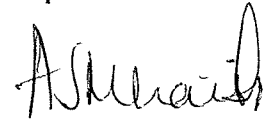
**ANNEXURE TO DIRECTORS' REPORT**

**STATEMENT PURSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956, RELATING  
TO SUBSIDIARY COMPANIES.**

1. Name of Subsidiary : **MEP HAMIRPUR BUS TERMINAL PRIVATE LIMITED**
  
2. The financial year of subsidiary ended on : 31<sup>st</sup> March, 2014
  
3. Holding Company's interest
  - (i) No. of shares held : 954800 Equity Shares of Rs. 10/- each.
  - (ii) % of Shareholding : 99.98%
  
4. The net aggregate amount of the Subsidiary's Profit/ (Loss) so far as it concerns members of the Holding Company and is not dealt with in the holding Company's A/cs. : (Rs. 20.09 Lacs)
  
5. The aggregate amount of the Subsidiary's Profit/(Loss) dealt with in the holding Company's A/cs. : NIL

**For and behalf of the Board of Directors of  
MEP Infrastructure Developers Pvt. Ltd**

  
Chairman/Director

  
Director

Place: **Mumbai**  
Date: **11.08.2014**

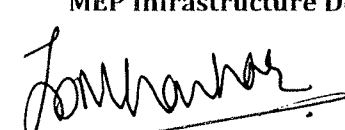


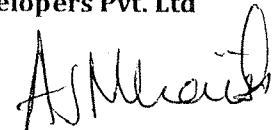
**ANNEXURE TO DIRECTORS' REPORT**

**STATEMENT PURSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956, RELATING  
TO SUBSIDIARY COMPANIES**

1. Name of Subsidiary : **MEP UNA BUS TERMINAL PRIVATE LIMITED**
  
2. The financial year of subsidiary ended on : 31<sup>st</sup> March, 2014
  
3. Holding Company's interest
  - (i) No. of shares held : 649800 Equity Shares of Rs. 10/- each.
  - (ii) % of Shareholding : 99.96%
  
4. The net aggregate amount of the Subsidiary's Profit/ (Loss) so far as it concerns members of the Holding Company and is not dealt with in the holding Company's A/cs. : (Rs. 12.17 Lacs)
  
5. The aggregate amount of the Subsidiary's Profit/(Loss) dealt with in the holding Company's A/cs. : NIL

**For and behalf of the Board of Directors of  
MEP Infrastructure Developers Pvt. Ltd**

  
Chairman/Director

  
Director

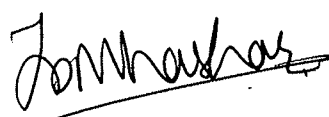
Place: **Mumbai**  
Date: **11.08.2014**

**ANNEXURE TO DIRECTORS' REPORT**

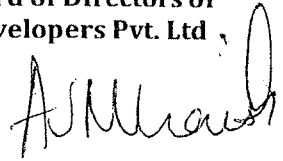
**STATEMENT PURSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956, RELATING  
TO SUBSIDIARY COMPANIES**

1. Name of Subsidiary : **MEP HIGHWAY SOLUTIONS PRIVATE LIMITED**
  
2. The financial year of subsidiary ended on : 31<sup>st</sup> March, 2014
  
3. Holding Company's interest
  - (i) No. of shares held : 3144800 Equity Shares of Rs. 10/- each.
  - (ii) % of Shareholding : 99.99%
  
4. The net aggregate amount of the Subsidiary's Profit/ (Loss) so far as it concerns members of the Holding Company and is not dealt with in the holding Company's A/cs. : Rs. 92.25 Lacs
  
5. The aggregate amount of the Subsidiary's Profit/(Loss) dealt with in the holding Company's A/cs. : NIL

**For and behalf of the Board of Directors of  
MEP Infrastructure Developers Pvt. Ltd ,**



**Chairman/Director**



**Director**

Place: **Mumbai**  
Date: **11.08.2014**

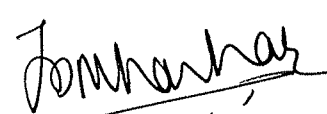


**ANNEXURE TO DIRECTORS' REPORT**

**STATEMENT PURSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956, RELATING  
TO SUBSIDIARY COMPANIES**

1. Name of Subsidiary : **MEP RGSL TOLL BRIDGE PRIVATE LIMITED**
  
2. The financial year of subsidiary ended on : 31<sup>st</sup> March, 2014
  
3. Holding Company's interest
  - (i) No. of shares held : 3999800 Equity Shares of Rs. 10/- each.
  - (ii) % of Shareholding : 100%
  
4. The net aggregate amount of the Subsidiary's Profit/ (Loss) so far as it concerns members of the Holding Company and is not dealt with in the holding Company's A/cs. : (Rs. 33.53 Lacs)
  
5. The aggregate amount of the Subsidiary's Profit/(Loss) dealt with in the holding Company's A/cs. : NIL

**For and behalf of the Board of Directors of  
MEP Infrastructure Developers Pvt. Ltd**

  
Chairman/Director

  
Director

Place: **Mumbai**  
Date: **11.08.2014**

**MEP Infrastructure Developers  
Private Limited**

Financial statements  
together with the  
Independent Auditors' Report  
for the year ended 31 March 2014

# MEP Infrastructure Developers Private Limited

## **Financial statements together with Independent Auditors' Report**

*for the year ended 31 March 2014*

<b><i>Contents</i></b>	<b><i>Pages</i></b>
Auditors' Report	3 – 8
Balance sheet	9
Statement of profit and loss	10
Cash flow statement	11 – 12
Notes to the financial statements	13 – 43

## **Independent Auditors' Report**

To the Members of

**MEP Infrastructure Developers Private Limited:**

### **Report on the financial statements**

We have audited the accompanying financial statements of MEP Infrastructure Developers Private Limited ('the Company'), which comprise the Balance Sheet as at 31 March 2014 and the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### **Management's responsibility for the financial statements**

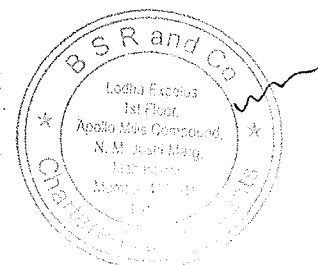
Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of Section 211 of 'the Companies Act, 1956' (the 'Act') read with the General Circular 15 / 2013 dated 13 September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor's responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purposes of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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



## Independent Auditors' Report (Continued)

### MEP Infrastructure Developers Private Limited

#### Opinion


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

- i. in the case of the Balance Sheet, of the state of affairs of the Company as at 31 March 2014;
- ii. in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and,
- iii. in case of Cash Flow Statement, of the cash flows for the year ended on that date.

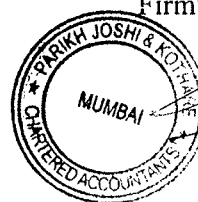
#### Report on Other Legal and Regulatory Requirements

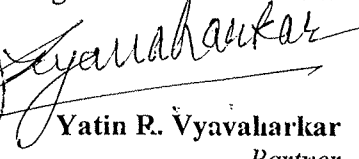
1. As required by the Companies (Auditor's Report) Order, 2003 ('the Order') issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
  - (a) we have 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 appears from our examination of those books;
  - (c) the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this report are in agreement with the books of account;
  - (d) in our opinion, the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Act; and
  - (e) on the basis of written representations received from the directors as on 31 March 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Act.

For **B S R and Co**  
Chartered Accountants  
Firm's Registration No: 128510W

  
**Vijay Mathur**  
Partner  
Membership No: 046476  
Mumbai  
11 August 2014

For **Parikh Joshi & Kothare**  
Chartered Accountants  
Firm's Registration No: 107547W



  
**Yatin R. Vyavaharkar**  
Partner  
Membership No: 033915  
Mumbai  
11 August 2014

# MEP Infrastructure Developers Private Limited

## Annexure to the Independent Auditors' Report – 31 March 2014

(Referred to in our report of even date)

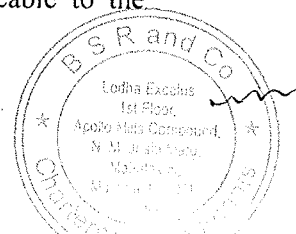
- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a phased programme of physical verification of its fixed assets by which all fixed assets are verified over a period of two years. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, certain fixed assets were physically verified during the year and no material discrepancies were noticed on such verification.
- (c) Fixed assets disposed off during the year are not substantial, and hence, do not affect the going concern assumption.
- (ii) The Company is engaged in toll collection business and in road repair and maintenance work. Accordingly, it does not hold any physical inventories. Thus, paragraph 4(ii) of the Order is not applicable to the Company during the year.
- (iii) (a) During the year, the Company has granted loans to fifteen companies and an enterprise over which significant influence is exercised by key managerial personnel covered in the register maintained under Section 301 of the Act. The maximum amount outstanding during the year was Rs 18,955.54 lakhs and the balance as at the year-end was Rs 10,505.37 lakhs.
- (b) Of the above, loans to seven subsidiaries and an enterprise over which significant influence is exercised by key managerial personnel are interest free. Having regard to the management's representation that the interest free loans given to subsidiaries are from the Company's own funds and are in the interest of the Company's business, the terms and conditions are not, prima facie, prejudicial to the interest of the Company
- In addition to the matter stated in the above paragraph, in our opinion, the rate of interest and other terms and conditions on which the loans have been granted to the other eight companies listed in the register maintained under Section 301 of the Act, are not, prima facie, prejudicial to the interest of the Company.
- (c) According to the information and explanations made available to us, the amounts of such loans and interest where applicable, have been duly repaid by the companies and other parties covered in the register maintained under Section 301 of the Act as and when demanded by the Company, and thus, there has been no default in the repayments.
- (d) There is no overdue amount of more than Rupees one lakh in respect of loans granted to any of the companies and other parties listed in the register maintained under Section 301 the Act.
- (e) During the year, the Company has taken loans from seven companies and two key management person covered in the register maintained under Section 301 of the Act. The maximum amount outstanding during the year was Rs 14,415.19 lakhs and the year-end balance of such loan was Rs 3,123.78 lakhs.



# MEP Infrastructure Developers Private Limited

## Annexure to the Independent Auditors' Report – 31 March 2014 (Continued)

- (f) In our opinion, the terms and conditions on which the interest free loan had been taken from the five companies and two key management person listed in the register maintained under Section 301 of the Act, are not, prima facie, prejudicial to the interest of the Company.
- (g) In the case of loans taken from the five companies and two key management person listed in the register maintained under Section 301 of the Act, the Company was regular in repaying the principal and interest amounts as stipulated in the loan agreement.
- (iv) In our opinion and according to the information and explanations given to us, and having regard to the explanation that purchases of certain items of fixed assets are for the Company's specialised requirements, in respect of which comparable prices are not available, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of fixed assets and with regard to the sale of services. The Company does not have any purchase of inventory and sale of goods during the year. We have not observed any major weakness in the internal control system during the course of the audit.
- (v) (a) In our opinion and according to the information and explanations given to us, the particulars of contracts or arrangements referred to in Section 301 of the Act have been entered in the register required to be maintained under that section.
- (b) In our opinion, and according to the information and explanations given to us, the transactions made in pursuance of contracts and arrangements referred to in (a) above and exceeding the value of Rupees five lakhs with any party during the year have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
- (vi) The Company has not accepted any deposits from the public.
- (vii) In our opinion, the Company has an internal audit system commensurate with its size and the nature of its business.
- (viii) The Central Government has not prescribed the maintenance of cost records under Section 209 (1) (d) of the Act, for any of the services rendered by the Company.
- (ix) (a) According to the information and explanations given to us and, on the basis of our examination of the records of the Company, the Company is generally regular in depositing with the appropriate authorities undisputed statutory dues including Provident fund, Employee's State Insurance, Income-tax, Wealth Tax, Sales-tax and other material statutory dues though there have been slight delays in few cases in depositing Provident Fund, Employees' State Insurance, Income-tax and Sales-tax. However, there are major delays in few cases in depositing Provident fund though the amounts involved are not material, and there were major delays in few cases in depositing Service tax and Income-tax dues where the amounts involved are material, and the said amounts have been subsequently deposited. As explained to us, the Company did not have any dues on account of Investor Education and Protection Fund. According to the information and explanations given to us, dues on account of Excise duty, Customs duty and Cess are not applicable to the Company.



# MEP Infrastructure Developers Private Limited

## Annexure to the Independent Auditors' Report – 31 March 2014 (Continued)

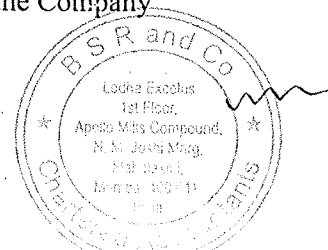
According to the information and explanations given to us, no undisputed amounts payable in respect of Provident fund, Employee's State Insurance, Income tax, Service tax and other material statutory dues were in arrears as at 31 March 2014 for a period of more than six months from the date they became payable, except in case of the following

Name of the Statute	Nature of Dues	Amount (Rs. in lakhs)	Period to which the amount relates	Due Date	Date of Payment
Sales Tax	Value Added Tax	1.49	January 2013	Within 21 days from end of each month	28 September 2013
The Income-tax Act, 1961	Tax Collected at Source	76.62	AY 2014-15	Within 7 days from the end of the month	11 July 2014

- (b) According to the information and explanations given to us, there are no dues of Income-tax, Sales-tax and Wealth Tax which have not been deposited with the appropriate authorities on account of any dispute. According to the information and explanations given to us, dues on account of Excise duty, Customs duty and Cess are not applicable to the Company. The particulars of amounts of Service Tax as at 31 March 2014 disputed by authorities are as follows –

Name of the Statute	Nature of the Dues	Amount (Rs. in lakhs)	Period to which the amount relates	Forum where dispute is pending
The Finance Act, 1994	Service Tax	8,171.18	2007-08 to 2011-12	Customs, Excise and Service Tax Appellate Tribunal (CESTAT)

- (x) The Company does not have any accumulated losses at the end of the current financial year and has not incurred cash losses in the current financial year and in the immediately preceding year.
- (xi) According to the information and explanations given to us, the Company has not defaulted in repayment of dues to its banks or to any financial institutions *except for repayment of principal dues ranging from Rs 19.05 lakhs to Rs 3,750.00 lakhs due to the banks which was overdue for a period ranging from 1 day to 31 days. The amounts as mentioned above have been repaid on various dates during the year as well as subsequent to the date of the Balance Sheet.*
- The Company did not have any outstanding debentures during the year.
- (xii) The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion and according to the information and explanations given to us, the Company is not a chit fund / nidhi / mutual benefit fund / society.

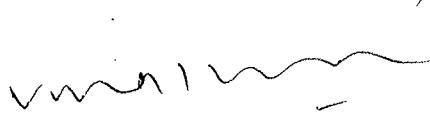


# MEP Infrastructure Developers Private Limited

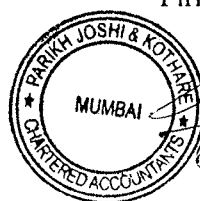
## Annexure to the Independent Auditors' Report – 31 March 2014 (Continued)

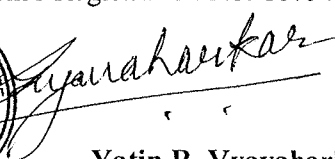
- (xiv) In our opinion and according to the information and explanations given to us, the Company is not dealing or trading in shares, securities, debentures and other investments.
- (xv) In our opinion and according to the information and explanations given to us, the terms and conditions on which the Company has given guarantees for loans taken by others from banks or financial institutions are not, prima facie, prejudicial to the interest of the Company.
- (xvi) In our opinion and according to the information and explanations given to us, the term loans taken by the Company have been applied for the purpose for which they were raised.
- (xvii) According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, we are of the opinion that the funds raised on short term basis have not been used for long-term investments.
- (xviii) The Company has not made any preferential allotment of shares to companies, firms and parties covered in the register maintained under Section 301 of the Act.
- (xix) The Company did not have any outstanding debentures during the year.
- (xx) The Company has not raised any money by public issues during the year.
- (xxi) According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

For **B S R and Co**  
Chartered Accountants  
Firm's Registration No: 128510W

  
**Vijay Mathur**  
Partner  
Membership No: 046476  
Mumbai  
11 August 2014

For **Parikh Joshi & Kothare**  
Chartered Accountants  
Firm's Registration No: 107547W



  
**Yatin R. Vyavaharkar**  
Partner  
Membership No: 033915  
Mumbai  
11 August 2014

# MEP Infrastructure Developers Private Limited

## Balance Sheet

as at 31 March 2014

(Currency: Indian rupees in lakhs)

	Notes	31 March 2014	31 March 2013
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' funds</b>			
Share capital	3	10,000.00	10,000.00
Reserves and surplus	4	11,750.56	11,505.70
		<u>21,750.56</u>	<u>21,505.70</u>
<b>Non-current liabilities</b>			
Long-term borrowings	5	2,835.75	7,219.92
Long-term provisions	6	96.66	106.16
		<u>2,932.41</u>	<u>7,326.07</u>
<b>Current liabilities</b>			
Short-term borrowings	7	10,637.81	1,329.46
Trade payables	8	2,990.42	1,714.79
Other current liabilities	9	9,284.99	10,298.59
Short-term provisions	6	25.47	27.85
		<u>22,938.69</u>	<u>13,370.68</u>
<b>TOTAL</b>		<u><u>47,621.66</u></u>	<u><u>42,202.46</u></u>
<b>ASSETS</b>			
<b>Non-current assets</b>			
Fixed assets			
- Tangible fixed assets	10	1,487.75	1,157.60
Non-current investments	11	7,087.40	3,180.75
Deferred tax assets	12	99.20	68.47
Long-term loans and advances	13	16,098.67	18,772.23
Other non-current assets	14	389.60	470.12
		<u>25,162.62</u>	<u>23,649.17</u>
<b>Current assets</b>			
Trade receivables	15	2,321.71	2,608.34
Cash and bank balances	16	2,759.61	2,914.32
Short-term loans and advances	17	16,561.79	12,937.75
Other current assets	18	815.93	92.88
		<u>22,459.04</u>	<u>18,553.29</u>
<b>TOTAL</b>		<u><u>47,621.66</u></u>	<u><u>42,202.46</u></u>

Significant accounting policies

2

Notes to the financial statements

3-25

The notes referred to above form an integral part of the financial statements.

As per our report of even date attached.

For B S R and Co

Chartered Accountants

Firm's Registration No: 128510W

For Parikh Joshi & Kothare

Chartered Accountants

Firm's Registration No: 107547W

Vijay Mathur

Partner

Membership No: 046476

Mumbai

Yatin R. Vyavaharkar

Partner

Membership No: 033915

Mumbai



For and on behalf of Board of Directors of  
MEP Infrastructure Developers Private Limited

*Jayant D. Mhaikar*

Jayant D. Mhaikar  
Managing Director

*Anuya J. Mhaikar*

Anuya J. Mhaikar  
Director

*M. Sankaranarayanan*

M. Sankaranarayanan  
Chief Financial Officer

Mumbai

*Shridhar Phadke*

Shridhar Phadke  
Company Secretary

# MEP Infrastructure Developers Private Limited

## Statement of Profit and Loss

for the period ended 31 March 2014

(Currency: Indian rupees in lakhs)

	Notes	31 March 2014	31 March 2013
<b>Income</b>			
Revenue from operations	19	48,666.98	91,175.76
Other income	20	1,271.69	455.01
<b>Total revenue</b>		<b>49,938.67</b>	<b>91,630.77</b>
<b>Expenses</b>			
Operating and maintenance expenses	21	43,159.31	79,822.88
Employee benefits	22	1,785.34	4,010.75
Depreciation	10	262.55	178.39
Finance costs	23	2,679.10	2,808.65
Other expenses	24	1,534.05	1,935.89
<b>Total expenses</b>		<b>49,420.35</b>	<b>88,756.56</b>
<b>Profit before tax</b>		<b>518.32</b>	<b>2,874.21</b>
<b>Tax expenses</b>			
Current tax			
- Current year		221.79	1,002.70
- Prior period tax		(16.35)	1,451.79
Deferred tax (credit)	12	(30.73)	(24.66)
<b>Profit after tax, before prior period items</b>		<b>343.61</b>	<b>444.38</b>
Prior period expenses/(income)		98.75	38.45
<b>Profit after tax</b>		<b>244.86</b>	<b>405.93</b>
<b>Earnings per equity share</b>			
- Basic and diluted	25.5	0.24	0.41
<b>[(Nominal value per shares Rs 10) (previous year : Rs 10)]</b>			

Significant accounting policies 2

Notes to the financial statements 3- 25

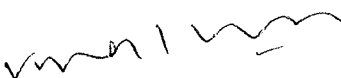
The notes referred to above form an integral part of the financial statements.

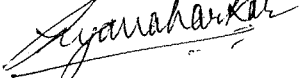
As per our report of even date attached.

For B S R and Co  
Chartered Accountants  
Firm's Registration No: 128510W

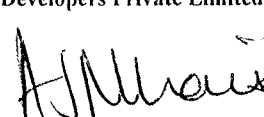
For Parikh Joshi & Kothare  
Chartered Accountants  
Firm's Registration No: 107547W

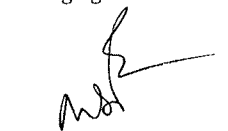
For and on behalf of Board of Directors of  
MEP Infrastructure Developers Private Limited

  
Vijay Mathur  
Partner  
Membership No: 046476  
Mumbai

  
Yatin R. Vyavaharkar  
Partner  
Membership No: 033915  
Mumbai

  
Jayant D. Mhaiskar  
Managing Director

  
Anuya J. Mhaiskar  
Director

  
M. Sankaranarayanan  
Chief Financial Officer  
Mumbai

  
Shridhar Phadke  
Company Secretary



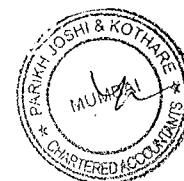
# MEP Infrastructure Developers Private Limited

## Cash Flow Statement

for the period ended 31 March 2014

(Currency: Indian rupees in lakhs)

	31 March 2014	31 March 2013
<b>Cash flows from operating activities</b>		
Net profit before tax and prior period expenses	518.32	2,874.21
Adjustments:		
Depreciation	262.55	178.39
Prior period expenses	(98.75)	(38.45)
Interest income	(1,143.17)	(132.45)
Dividend income	(0.19)	-
Loss on fixed assets written off	28.59	-
Fixed Assets written off	1.86	10.75
Provision for wealth tax	2.80	0.30
Finance cost	2,679.10	2,808.64
Provisions no longer required written back	(122.68)	(303.31)
<b>Operating profit before working capital changes</b>	<b>2,128.43</b>	<b>5,398.08</b>
<b>Adjustments for movements in working capital</b>		
(Increase)/ Decrease in loans and advances	(2,592.89)	51,653.28
(Increase)/ Decrease in trade receivables	286.63	(2,272.62)
Increase/ (Decrease) in trade payables	1,379.23	(498.61)
Increase/ (Decrease) in provisions	(11.33)	36.25
Increase/ (Decrease) in other current liabilities	(133.04)	(43.68)
<b>Cash generated from operations</b>	<b>1,057.03</b>	<b>54,272.71</b>
Income taxes paid	(329.62)	(981.76)
<b>Net cash provided/(used) in operating activities</b>	<b>(A) 727.41</b>	<b>53,290.95</b>
<b>Cash flows from investing activities</b>		
Purchase of tangible fixed assets	(701.78)	(393.89)
Proceeds from sale of shares	300.00	-
Proceeds from sale of fixed assets	78.61	-
Investment of fixed deposits	(2,653.85)	(1,503.00)
Redemption / maturity of fixed deposits	2,967.71	931.39
Investment in subsidiaries and Enterprises over which significant influence is exercised by key management personnel	(2,440.05)	(305.45)
Interest received	419.11	90.57
Dividend received	0.19	-
<b>Net cash (used)/provided by investing activities</b>	<b>(B) (2,030.06)</b>	<b>(1,180.37)</b>
<b>Cash flows from financing activities</b>		
Proceeds from issue of shares	-	-
Proceeds from borrowings	14,968.29	11,527.67
Repayment of borrowings	(11,046.35)	(62,978.73)
Finance cost paid	(2,541.67)	(2,721.51)
<b>Net cash (used)/provided by financing activities</b>	<b>(C) 1,380.27</b>	<b>(54,172.57)</b>
<b>Net increase in cash and cash equivalents</b>	<b>(A+B+C) 77.62</b>	<b>(2,062.00)</b>
Cash and cash equivalents at beginning of the year	1,802.53	3,864.50
<b>Cash and cash equivalents at end of year (refer note 1 below)</b>	<b>1,880.15</b>	<b>1,802.53</b>



# MEP Infrastructure Developers Private Limited

## Cash Flow Statement (Continued)

for the year ended 31 March 2014

(Currency: Indian rupees in lakhs)

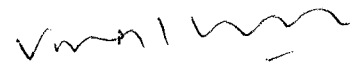
	31 March 2014	31 March 2013
<b>Notes to the Cash Flow Statement</b>		
<b>1 Components of cash and cash equivalents</b>		
Cash on hand	1,247.82	1,199.25
Balance with banks		
- Current accounts	632.33	603.28
	<u>1,880.15</u>	<u>1,802.53</u>

- 2 The Cash flow statements has been prepared under the indirect method as set out in Accounting Standard - 3 ('AS-3') on cash flow statements prescribed in Companies (Accounting Standard) Rules, 2006

The notes referred above form an integral part of the financial statements.

As per our report of even date attached.

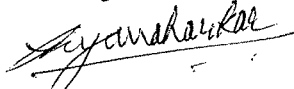
For B S R and Co  
Chartered Accountants  
Firm's Registration No: 128510W



Vijay Mathur  
Partner  
Membership No: 046476

Mumbai

For Parikh Joshi & Kothare  
Chartered Accountants  
Firm's Registration No: 107547W

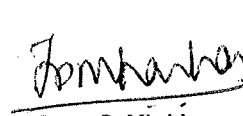


Yatin R. Vyavaharkar  
Partner  
Membership No: 033915

Mumbai



For and on behalf of Board of Directors of  
MEP Infrastructure Developers Private Limited

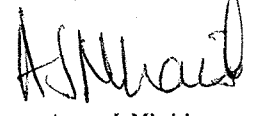


Jayant D. Mhaiskar  
Managing Director



M. Sankaranarayanan  
Chief Financial Officer

Mumbai



Anuya J. Mhaiskar  
Director



Shridhar Phadke  
Company Secretary

# MEP Infrastructure Developers Private Limited

## Notes to financial statements

for the year ended 31 March 2014

(Currency: Indian rupees in lakhs)

### 1 Company overview

MEP Infrastructure Developers Private Limited ('MEPIDPL' or 'the Company') was incorporated on 8 August 2002 under Companies Act, 1956 ('the Act'). The Company is into the business of collection of toll as per the contract entered with various authorities and also in the providing road, repair and maintenance service to its subsidiary.

The Company has undertaken following contracts for toll collection:

Rajasthan State Road Development & Construction Corporation Limited, 'RSRDC' at Gazipur & Phulwada.

Maharashtra State Road Development Corporation Limited, 'MSRDC' at:

- Rajiv Gandhi Sea Link (for Bandra Worli Sea Link Project) along with maintenance.
- Katari - Gove

Road Infrastructure Development Company of Rajasthan Limited, 'RIDCOR' at:

- Alwar - Bhiwadi
- Lalsot - Kota

National Highways Authority of India, 'NHAI' at:

Toll Name	
Amakatadu Marur	Kelapur
Athur	Khemana
Bankapur	Marur
Baretha	Nathavalasa
Behyad	Palsi
Bryghat	Pantkoti
Chamari	Parinur
Cheena Samudram	Parsoni
Chirle - Karanjade	Pippalwada
Choundha	Purwameer
Dankuni	Srirampur
Dasna	Tundla
Dastan	Visakhapatnam Port
Gurau (Semra-Atikabad)	

The Company is a subsidiary of Ideal Toll & Infrastructure Private Limited ('the Holding Company'), a company incorporated in India.

### 2 Significant accounting policies

#### 2.1 Basis of preparation of financial statements

The financial statements are prepared under the historical cost convention, on the accrual basis of accounting in accordance with the accounting principles generally accepted in India ('Indian GAAP') and comply with the Companies (Accounting Standards) Rules, 2006 issued by the Central Government and the relevant provisions of Companies Act, 1956 ('the Act') to the extent applicable. The financials are presented in Indian rupees, rounded off to nearest lakhs, with two decimals except earnings per share data and where mentioned otherwise.

#### 2.2 Current/non-current classification

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

- it is expected to be realised in, or is intended for sale or consumption in, the entity's normal operating cycle;
- it is expected to be realised within twelve months after the Balance Sheet date; or
- it is cash or a cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the Balance Sheet date.

All other assets are classified as non-current.

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

- it is expected to be settled in, the entity's normal operating cycle;
- it is due to be settled within twelve months after the Balance Sheet date; or
- the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the Balance Sheet date.

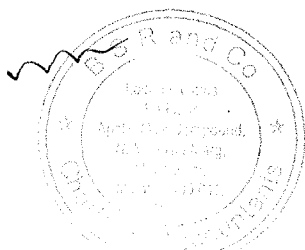
All other liabilities are classified as non-current.

#### Operating cycle

Based on the nature of services and the time between the acquisition of assets and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current, non-current classification of assets and liabilities.

#### 2.3 Use of estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the reported period. Management believes that the estimates made in the preparation of the financial statements are prudent and reasonable. Actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.



# MEP Infrastructure Developers Private Limited

## Notes to financial statements (Continued)

for the year ended 31 March 2014

(Currency: Indian rupees in lakhs)

### 2 Significant accounting policies (Continued)

#### 2.4 Revenue recognition

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

##### *Toll collection*

Revenue from toll collection is recognised on actual collection of revenue and in case of contractual terms with certain customers the same is recognised on an accrual basis

##### *Road repair and maintenance*

Revenue from road repair and maintenance work is recognised upon completion of services as per contractual terms.

##### *Interest income*

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable. Dividends are recorded as and when the same is received.

#### 2.5 Fixed assets

##### *Tangible fixed assets*

Tangible assets are stated at cost less accumulated depreciation and impairment loss, if any. Cost comprises of purchase price and any attributable cost such as duties, freight, borrowing costs, erection and commissioning expenses incurred in bringing the asset to its working condition for its intended use.

Expenditure incurred on acquisition / construction of fixed assets which are not ready for their intended use as at the Balance Sheet date are disclosed under capital work -in -progress.

#### 2.6 Depreciation

Depreciation is provided pro-rata to the period of use on the written down value method, at rates prescribed in Schedule XIV of the Act. Depreciation on addition/deletion of fixed assets during the year is provided on pro-rata basis from / to the date of addition/deletion. Fixed Asset costing up to Rs. 5,000 individually are fully depreciated in the year of purchase.

#### 2.7 Impairment of assets

The carrying amounts of assets are reviewed at each Balance Sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount. Recoverable amount is the greater of assets value in use and net selling price. After impairment if any, depreciation is provided on the revised carrying amount of the asset over its remaining useful life. Previously recognised impairment loss is increased or reversed on changes in internal /external factors.

#### 2.8 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 capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur. Borrowing costs consists of interest and other cost that an entity incurs in connection with the borrowing of funds.

#### 2.9 Investments

Long term investments are valued at cost, less provision for other than temporary diminution in value, if any. Current investments are valued at the lower of cost and fair value.

#### 2.10 Employee benefits

##### *i) Short term employee benefits*

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages etc. and the expected cost of ex-gratia are recognized in the period in which the employee renders the related service.

##### *ii) Post employment benefits*

###### *Defined contribution plans*

###### *Provident fund*

The Company's contribution to defined contribution plans such as Provident Fund, Employee State Insurance and Maharashtra Labour Welfare Fund are recognised in the Statement of Profit and Loss on accrual basis.

###### *Defined benefit plans*

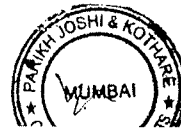
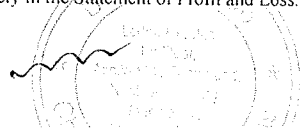
###### *Gratuity*

The Company's gratuity benefit scheme is a defined benefit plan. The Company's net obligation in respect of the gratuity benefit scheme is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value, and the fair value of any plan asset is deducted.

The present value of the obligation under such defined benefit plan is determined based on actuarial valuation using the projected unit credit method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plan, are based on the market yields on Government securities as at the Balance Sheet date.

When the calculation results in a benefit to the Company, the recognized asset is limited to the net total of any unrecognized actuarial losses and past service costs and the present value of any future refunds from the plan or reductions in future contributions to the plan. Actuarial gains and losses are recognized immediately in the Statement of Profit and Loss.



# MEP Infrastructure Developers Private Limited

## Notes to financial statements (Continued)

for the year ended 31 March 2014

(Currency: Indian rupees in lakhs)

### 2 Significant accounting policies (Continued)

#### 2.11 Operating leases

Assets acquired under leases other than finance leases are classified as operating leases. The total lease rentals (including scheduled rental increases) in respect of an asset taken on operating lease are charged to the Statement of Profit and Loss on a straight line basis over the lease term unless another systematic basis is more representative of the time pattern of the benefit.

#### 2.12 Taxation

##### Income tax and deferred tax

Income tax expense comprises current income tax (i.e. amount of tax for the period determined in accordance with the income tax law) and deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the year) and reversal of timing differences of earlier years. The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognized using the tax rates that have been enacted or substantively enacted by the Balance Sheet date. Deferred tax assets are recognized only to the extent there is reasonable certainty that the assets can be realized in future; however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognized only if there is a virtual certainty of realization of such assets. Deferred tax assets are reviewed at each Balance Sheet date and written down or written up to reflect the amount that is reasonably/virtually certain (as the case may be) to be realised.

##### Minimum alternate tax (MAT)

Minimum alternate tax (MAT) credit is recognised as an asset only when, and only to the extent there is convincing evidence that the Company will pay normal income tax during the specified period for which the MAT credit can be carried forward or set off against the normal tax liability. MAT credit entitlement is reviewed at each Balance Sheet date and written down to the extent there is no convincing evidence to the effect that the Company will pay normal income tax during the specified period.

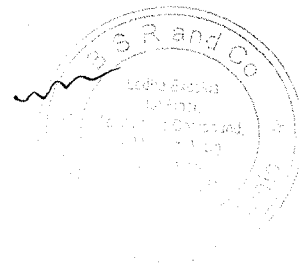
#### 2.13 Earning per share (EPS)

Basic earning per share is calculated by dividing the net profit/loss for the year attributable to the equity shareholders by the weighted average number of equity shares outstanding during the period.

Diluted EPS is computed using the weighted average number of equity and dilutive equity equivalent shares outstanding during the period except where the result would be anti dilutive.

#### 2.14 Provisions and contingencies

The Company recognises a provision when there is present obligation as a result of a past (or obligating) event that probably requires an outflow of resources and reliable estimate can be made of the amount of the obligation. A disclosure for the contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made.



# MEP Infrastructure Developers Private Limited

## Notes to financial statements (Continued)

as at 31 March 2014

(Currency: Indian rupees in lakhs)

### 3 Share capital

	31 March 2014	31 March 2013
<b>Authorised</b>		
150,000,000 (previous year : 105,000,000) equity shares of Rs 10 each	15,000.00	10,500.00
<b>Issued, subscribed and paid-up</b>		
100,000,000 (previous year : 100,000,000) equity shares of Rs 10 each fully paid	10,000.00	10,000.00
	<u>10,000.00</u>	<u>10,000.00</u>

#### (a) Reconciliation of shares outstanding at the beginning and at the end of the year

	31 March 2014		31 March 2013	
	No. of shares	Amount	No. of shares	Amount
Shares outstanding, beginning of the year	100,000,000	10,000.00	100,000,000	10,000.00
Shares issued during the year	-	-	-	-
Shares outstanding, end of the year	<u>100,000,000</u>	<u>10,000.00</u>	<u>100,000,000</u>	<u>10,000.00</u>

#### (b) Rights, preferences and restrictions attached to equity shares

The company has a single class of equity shares. Accordingly, all equity shares rank equally with regard to dividends and share in the Company's residual assets. The equity shareholders are entitled to receive dividend as declared from time to time subject to payment of dividend to preference shareholders. The voting rights of an equity shareholder on a poll (not on show of hands) are in proportion to its share of the paid-up equity capital of the Company. Voting rights cannot be exercised in respect of shares on which any call or other sums presently payable have not been paid. Failure to pay any amount called up on shares may lead to forfeiture of the shares.

On winding up of the Company, the holders of equity shares will be entitled to receive the residual assets of the Company, remaining after distribution of all preferential amounts in proportion to the number of equity shares held.

#### (c) Shares held by its holding company

	31 March 2014		31 March 2013	
	No. of shares	Amount	No. of shares	Amount
<b>Equity shares of Rs 10 each fully paid held by:</b>				
Ideal Toll & Infrastructure Private Limited (Holding Company)	51,419,300	5,141.93	51,419,300	5,141.93
	<u>51,419,300</u>	<u>5,141.93</u>	<u>51,419,300</u>	<u>5,141.93</u>

#### (d) Particulars of shareholders holding more than 5% shares:

Name of Shareholder	31 March 2014		31 March 2013	
	No. of shares	%	No. of shares	%
<b>Equity shares of Rs 10 each fully paid held by:</b>				
Ideal Toll & Infrastructure Private Limited (Holding Company)	51,419,300	51.42%	51,419,300	51.42%
Dattatray Mhaiskar jointly with Sudha Dattatray Mhaiskar (Directors)	25,218,780	25.22%	25,218,780	25.22%
Jayant Dattatray Mhaiskar jointly with Anuya Jayant Mhaiskar (Directors)	11,227,920	11.23%	11,227,920	11.23%
Jayant Dattatray Mhaiskar (Managing Director)	11,003,300	11.00%	11,003,300	11.00%
	<u>98,869,300</u>	<u>98.87%</u>	<u>98,869,300</u>	<u>98.87%</u>

