

**INDEPENDENT AUDITOR'S REPORT**

To the Members of Hazira Road Infrastructure Private Limited

**Report on the Financial Statements**

We have audited the accompanying financial statements of Hazira Road Infrastructure Private Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2015, 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.

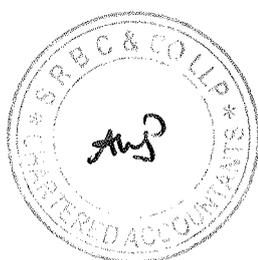
**Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provision of the Act, the accounting and auditing standards and matter which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India, as specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.



# SRBC & CO LLP

Chartered Accountants

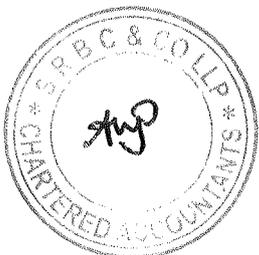
An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statement that give a true and fair view in order to design audit procedure that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial control system over financial reporting and the effectiveness of such controls. 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 on the financial statements.

## 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 of the state of affairs of the Company as at March 31, 2015, its loss, and its cash flows for the year ended on that date.

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub section (11) of section 143 of the Act, we give in the annexure 1 a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose 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, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Account) Rules, 2014;
  - (e) On the basis of written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of section 164 (2) of the Act;



# **S R B C & CO LLP**

Chartered Accountants

(f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

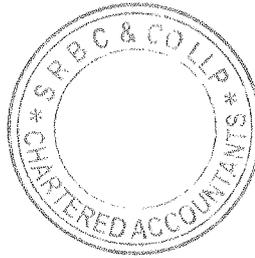
- i. The Company does not have pending litigations which would impact its financial position;
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For S R B C & CO LLP  
Chartered Accountants  
ICAI Firm Registration Number: 324982E



per Arpit K. Patel  
Partner

Membership Number: 34032  
Place of Signature: Ahmedabad  
Date: April 22, 2015



# **SRBC & CO LLP**

Chartered Accountants

## **Annexure referred to in paragraph on Report on Other Legal and Regulatory Requirements of our report of even date**

Re: Hazira Road Infrastructure Private Limited

- i) The Company does not have fixed assets as on the reporting date. Accordingly, the requirements under paragraph 4(i) of the Order are not applicable to the Company.
- ii) The Company's business does not involve inventories and, accordingly, the requirements under paragraph 4(ii) of the Order are not applicable to the Company.
- iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the requirements under paragraph 4(iii) of the Order are not applicable to the Company.
- iv) In our opinion and according to the information and explanations given to us, during the year Company is not involved in purchase of fixed assets or inventory and has not sold any goods or provided any service. Accordingly, the requirements under paragraph 4(iv) of the Order are not applicable to the Company.
- v) The Company has not accepted any deposit from the public.
- vi) To the best of our knowledge and as explained, the requirement under paragraph 4(vi) of the Order are not applicable to the company as regards maintenance of cost records under clause 148 (1) of the Companies Act, 2013.
- vii)
  - a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including income-tax, service tax, cess and other material statutory dues applicable to it. The provisions relating to provident fund, employees' state insurance, sales tax, wealth tax, custom duty, excise duty, value added tax are not applicable to the Company.
  - b) According to the information and explanations given to us, no undisputed amounts payable in respect of income-tax and service tax were outstanding, at the year end, for a period of more than six months from the date they became payable.
  - c) According to the information and explanations given to us, there are no dues of income tax, service tax and cess which have not been deposited on account of any dispute.
  - d) According to the information and explanations given to us, the provisions of investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder are not applicable to the company.
- viii) The Company has been registered for a period of less than five years and hence we are not required to comment on whether or not the accumulated losses at the end of the financial year is fifty per cent or more of its net worth and whether it has incurred cash losses in the current financial year and in the immediately preceding financial year.



# **S R B C & CO LLP**

Chartered Accountants

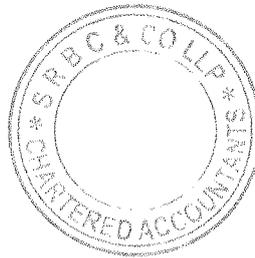
- ix) Based on our audit procedures and as per the information and explanations given by the management, the Company has not taken any loan from financial institution or Bank. Accordingly, the requirements under paragraph 4(ix) of the Order are not applicable to the Company.
  
- x) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions. Accordingly, the requirements under paragraph 4(x) of the Order are not applicable to the Company.
  
- xi) The Company did not have any term loans outstanding during the year.
  
- xii) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the year.

For S R B C & CO LLP  
Chartered Accountants  
ICAI Firm Registration Number: 324982E



per Arpit K. Patel  
Partner

Membership Number: 34032  
Place of Signature: Ahmedabad  
Date: April 22, 2015



**HAZIRA ROAD INFRASTRUCTURE PRIVATE LIMITED**  
**Balance Sheet as at March 31, 2015**

Particulars	Notes	As at 31 March, 2015 Amount in Rs.	As at 31 March, 2014 Amount in Rs.
<b>EQUITY AND LIABILITIES</b>			
<b>SHAREHOLDERS' FUNDS</b>			
Share capital	3	500,000	500,000
Reserves and surplus	4	(289,354)	(214,243)
<b>Sub total</b>		<b>210,646</b>	<b>285,757</b>
<b>CURRENT LIABILITIES</b>			
Trade payables	5	45,000	56,176
Other current liabilities	6	5,000	5,000
<b>Sub total</b>		<b>50,000</b>	<b>61,176</b>
<b>Total</b>		<b>260,646</b>	<b>346,933</b>
<b>ASSETS</b>			
<b>NON CURRENT ASSETS</b>			
Long term loan and advances	7	20,323	12,447
<b>Sub total</b>		<b>20,323</b>	<b>12,447</b>
<b>CURRENT ASSETS</b>			
Cash and bank balances	8	240,323	334,486
<b>Sub total</b>		<b>240,323</b>	<b>334,486</b>
<b>Total</b>		<b>260,646</b>	<b>346,933</b>

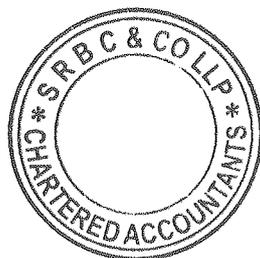
Summary of significant accounting policies. 2.1

The accompanying notes are an integral part of the financial statements

As per our report of even date

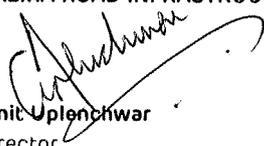
For **S R B C & Co LLP**  
**Firm Registration No.: 324982E**  
Chartered Accountants

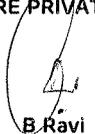
  
per **Arpit K. Patel**  
Partner  
**Membership No. 34032**



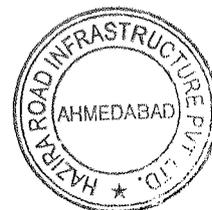
Place : Ahmedabad  
Date : April 22, 2015

For and on behalf of the Board of Directors of  
**HAZIRA ROAD INFRASTRUCTURE PRIVATE LIMITED**

  
**Amit Upenchwar**  
Director  
DIN : 06862760

  
**B. Ravi**  
Director  
DIN : 00160891

Place : Ahmedabad  
Date : April 22, 2015



*MCS*

**HAZIRA ROAD INFRASTRUCTURE PRIVATE LIMITED**  
**Statement of Profit and Loss for the year ended March 31, 2015**

Particulars	Notes	For the year ended 31 March, 2015 Amount in Rs.	For the year ended 31 March, 2014 Amount in Rs.
<b>Expenses</b>			
Other expenses	9	75,111	75,180
<b>Total expenses</b>		<b>75,111</b>	<b>75,180</b>
<b>Loss for the year</b>		<b>(75,111)</b>	<b>(75,180)</b>
<b>Earning's per equity share (in Rs) face value of Rs 10 each</b>			
- Basic	10	(1.50)	(1.50)
- Diluted		(1.50)	(1.50)
Summary of significant accounting policies.	2.1		

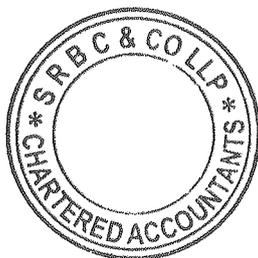
The accompanying notes are an integral part of the financial statements

As per our report of even date

**For S R B C & Co LLP**  
**Firm Registration No.: 324982E**  
Chartered Accountants

*Arpit Patel*  
**per Arpit K. Patel**  
Partner  
**Membership No. 34032**

Place : Ahmedabad  
Date : April 22, 2015

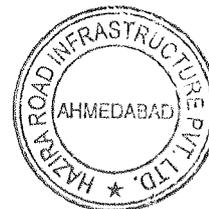


For and on behalf of the Board of Directors of  
**HAZIRA ROAD INFRASTRUCTURE PRIVATE LIMITED**

*Amit Uplenchwar*  
**Amit Uplenchwar**  
Director  
DIN : 06862760

Place : Ahmedabad  
Date : April 22, 2015

*B. Ravi*  
**B. Ravi**  
Director  
DIN : 00160891

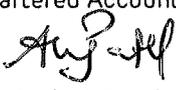


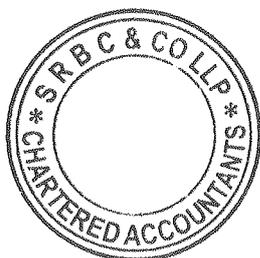
*Alice*

**HAZIRA ROAD INFRASTRUCTURE PRIVATE LIMITED**  
**Cash flow statement for the year ended March 31, 2015**

Particulars	For the year ended 31 March, 2015 Amount in Rs.	For the year ended 31 March, 2014 Amount in Rs.
<b>Cash Flow from Operating Activities</b>		
Net loss for the year	(75,111)	(75,180)
<b>Operating Loss (A)</b>	(75,111)	(75,180)
Adjustments for :		
(Increase) in other loan and advance	(7,876)	(4,626)
(Decrease) / increase in trade payables	(11,176)	23,109
Increase in other current liabilities	-	1,067
<b>Net Cash (outflow) / inflow from Operating Activities (B)</b>	(19,052)	19,550
<b>Cash Flow from Financing Activities</b>		
Loans and advances received	-	250,000,000
Loans and advances repaid	-	(250,000,000)
<b>Net Cash (Outflow) from Financing Activities (C)</b>	-	-
<b>Net (Decrease) in Cash and Cash Equivalents (A+B+C)</b>	(94,163)	(55,630)
<b>Cash and Cash Equivalents at the beginning of the year</b>	334,487	390,116
<b>Cash and Cash Equivalents at end of the year</b>	240,323	334,487
<b>Components of Cash &amp; Cash Equivalents</b>		
Balances with Scheduled Banks		
- On Current Accounts	240,323	334,487
	240,323	334,487

As per our report of even date

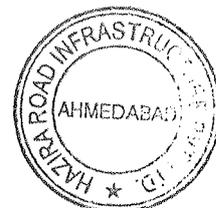
**For S R B C & Co LLP**  
**Firm Registration No.: 324982E**  
Chartered Accountants  
  
per Arpit K. Patel  
Partner  
**Membership No. 34032**



Place : Ahmedabad  
Date : April 22, 2015

For and on behalf of the Board of Directors  
**HAZIRA ROAD INFRASTRUCTURE PRIVATE LIMITED**  
  
**Amit Upenchwar**  
Director  
DIN : 06862760  
  
**B Ravi**  
Director  
DIN : 00160891

Place : Ahmedabad  
Date : April 22, 2015



ASG

## HAZIRA ROAD INFRASTRUCTURE PRIVATE LIMITED

### Notes to the financial statements for the year ended March 31, 2015

#### 1 Corporate information

Hazira Road Infrastructure Private Ltd (HRIPL) was incorporated on October 1, 2010 as a 100% subsidiary of Adani Hazira Port Private Limited (AHPPL), which is a wholly owned subsidiary of Adani Ports and Special Economic Zone Limited.

The Company has an objective to develop, operate and maintain road and highway infrastructure projects and other activities being an integral part of highway infrastructure projects.

#### 2 Basis of Preparation

The financial statements of ("the Company or HRIPL) for the year ended March 31 2015, have been prepared in accordance with generally accepted accounting principal in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the accounting standards notified under section 133 of the Companies Act, 2013, read with rule 7 of the Companies (Accounts) Rules, 2014. The financial statement have been prepared on an accrual basis under historical cost convention. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

#### 2.1 Summary of Significant Accounting Policies

##### a) Use of estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

##### b) Expenditure on new projects and substantial expansion

Expenditure directly relating to construction activity (net of income, if any) is capitalized. Indirect expenditure incurred during construction period is capitalized as part of the indirect construction cost to the extent to which the expenditure is indirectly related to construction or is incidental thereto. Other indirect expenditure (including borrowing costs) incurred during the construction period which is not related to the construction activity nor is incidental thereto, is charged to the statement of profit and loss.

##### c) Income Taxes

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-Tax Act, 1961. The tax rate and tax laws used to compute the amount are those that are enacted or substantially enacted, at the reporting date. Deferred income tax reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the reporting date. Deferred tax liabilities are recognised for all taxable timing differences. Deferred tax assets are recognised for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized, in situations, where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profit.

##### d) Earnings per share

Basic and diluted earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

##### e) Provisions

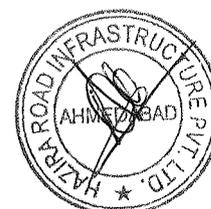
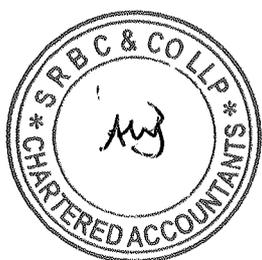
A provision is recognized when the Company has a present obligation as a result of past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the reporting date. These estimate are reviewed at each reporting date and adjusted to reflect the current best estimates.

##### f) Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the financial statements.

##### g) Cash and Cash equivalents

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.



**HAZIRA ROAD INFRASTRUCTURE PRIVATE LIMITED**  
**Notes to the financial statements for the year ended March 31, 2015**

<b>3 Share capital</b>	<b>As at 31 March,2015 Amount in Rs.</b>	<b>As at 31 March,2014 Amount in Rs.</b>
<b>Authorised shares</b>		
50,000 (Previous Year 50,000) Equity Shares of Rs. 10 each	500,000	500,000
<b>Issued, subscribed and fully paid-up shares</b>		
50,000 (Previous Year 50,000) Equity Shares of Rs. 10 each	500,000	500,000
<b>Total issued, subscribed and fully paid-up share capital</b>	<b>500,000</b>	<b>500,000</b>

**a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting year**

<b>Equity shares</b>	<b>As at 31 March,2015</b>		<b>As at 31 March, 2014</b>	
	<b>No.</b>	<b>Amount in Rs.</b>	<b>No.</b>	<b>Amount in Rs.</b>
At the beginning and end of the year	50,000	500,000	50,000	500,000
	<b>50,000</b>	<b>500,000</b>	<b>50,000</b>	<b>500,000</b>

**b. Terms/rights attached to equity shares**

The company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**c. Shares held by holding company**

Out of equity shares issued by the company, shares held by its holding company are as below:

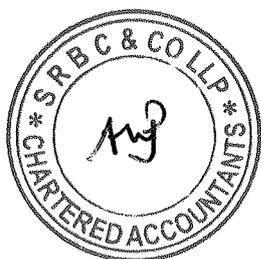
	<b>As at 31 March,2015 Amount in Rs.</b>	<b>As at 31 March,2014 Amount in Rs.</b>
<b>Adani Hazira Port Private Limited, the holding company and its nominees</b>		
50,000 (Previous Year : 50000) equity shares of 10 each fully paid	500,000	500,000

**d. Details of shareholders holding more than 5% shares in the Company**

	<b>31 March 2015</b>		<b>31 March 2014</b>	
	<b>No.</b>	<b>% Holding</b>	<b>No.</b>	<b>% Holding</b>
<b>Equity shares of Rs.10 each fully paid</b>				
Adani Hazira Port Private Limited and its nominees the holding company	50,000	100%	50,000	100%

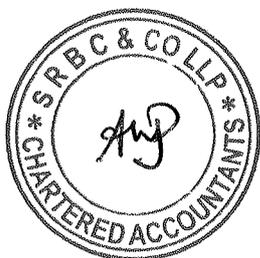
**4 Reserves and surplus**

	<b>As at 31 March,2015 Amount in Rs.</b>	<b>As at 31 March,2014 Amount in Rs.</b>
<b>Surplus/(deficit) in the statement of profit and loss</b>		
Balance as per last financial statements	(214,243)	(139,063)
Loss for the year	(75,111)	(75,180)
<b>Deficit carried to balance sheet</b>	<b>(289,354)</b>	<b>(214,243)</b>



**HAZIRA ROAD INFRASTRUCTURE PRIVATE LIMITED**  
**Notes to the financial statements for the year ended March 31, 2015**

	As at 31 March,2015 Amount in Rs.	As at 31 March,2014 Amount in Rs.
<b>5 Trade Payable</b>		
Trade Payable (Refer note 13)	45,000	56,176
	<b>45,000</b>	<b>56,176</b>
<b>6 Other Current Liabilities</b>		
Tax Deducted at Source Payable	5,000	5,000
	<b>5,000</b>	<b>5,000</b>
<b>7 Long term loan and advances</b>		
Service Tax Receivable	20,323	12,447
	<b>20,323</b>	<b>12,447</b>
<b>8 Cash and Bank Balances</b>		
<b>Balances with banks:</b>		
On current accounts	240,323	334,486
	<b>240,323</b>	<b>334,486</b>
<b>9 Other Expenses</b>		
Rates and Taxes	13,344	2,000
Professional Expenses	-	7,215
Payment to auditors:		
- Audit fee	50,000	50,000
- Other certification	1,300	10,000
- Reimbursement of expenses	2,421	2,421
Miscellaneous Expenses	8,046	3,544
	<b>75,111</b>	<b>75,180</b>



**HAZIRA ROAD INFRASTRUCTURE PRIVATE LIMITED**  
**Notes to the financial statements for the year ended March 31, 2015**

**10 Earnings per share (EPS)**

	As at 31 March,2015 Amount in Rs.	As at 31 March,2014 Amount in Rs.
Loss for the year for calculation of basic and diluted EPS	(75,111)	(75,180)
Weighted average number of equity shares in calculating basic and diluted EPS	50,000	50,000
Basic and Diluted Earnings /(Loss) per share	<b>(1.50)</b>	<b>(1.50)</b>

**11 Contingent liabilities not provided for**

Based on the information available with the Company, there is no contingent liability as at the year end March 31, 2015

**12 Related Party Disclosures**

The Management has identified the following entities and individuals as related parties of the Company for the year ended March 31, 2015 for the purposes of reporting as per AS 18 – Related Party Transactions, which are as under:

<b>Ultimate Holding Company</b>	Adani Enterprises Limited
<b>Holding Company</b>	Adani Hazira Port Private Limited
<b>Holding Company of Adani Hazira Port Private Limited</b>	Adani Ports and Special Economic Zone Limited

Aggregate of transactions for the period ended with these parties have been given below.

Particular	Holding Company	
	Year ended 31 March,2015	Year ended 31 March,2014
Inter corporate deposit received	-	250,000,000
Inter corporate deposit repaid	-	(250,000,000)

The names of the related parties and nature of the relationships where control exists are disclosed irrespective of whether or not there have been transactions between the related parties. For others, the names and the nature of relationship is disclosed only when the transactions are entered into by the Company with the related parties during the existence of the related party relationship.

The Company does not have any employee during the year. The management and administrative functions of the Company are being managed by the holding Company, Adani Hazira Port Private Limited

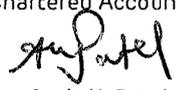
- 13** Based on the information and supplier's profile available with the Company as at March 31, 2015 the management believes that no creditor is covered under the Micro, Small and Medium Enterprises Development Act, 2006. Hence disclosure if any relating to accounts unpaid as at the period end together with the interest paid/payable as required under the said Act is not applicable.

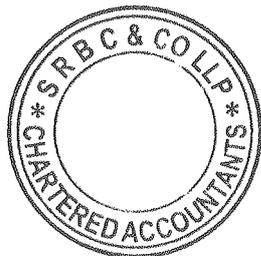
**14 Previous period figures**

The Company has reclassified previous years figures to confirm to this year's classification.

As per our report of even date

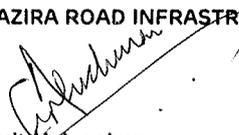
**For S R B C & Co LLP**  
**Firm Registration No.: 324982E**  
Chartered Accountants

  
per Arpit K. Patel  
Partner  
**Membership No. 34032**



Place : Ahmedabad  
Date : April 22, 2015

For and on behalf of the Board of Directors of  
**HAZIRA ROAD INFRASTRUCTURE PRIVATE LIMITED**

  
**Amit Uplenchwar**  
Director  
DIN : 06862760

Place : Ahmedabad  
Date : April 22, 2015

  
**B Ravi**  
Director  
DIN : 00160891

