



# Thinking BIG

Staying **Focused** For Endless Possibilities

**30<sup>TH</sup> ANNUAL REPORT**  
**2019-2020**

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## Disclaimer

In this annual report, we have disclosed certain forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements - written and oral - that we periodically make certain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes', and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in our assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind. We undertake no obligation to publicly update any forward looking statements, whether as a result of new information, future events or otherwise.

# Thinking BIG

Being able to dream and visualise what you can achieve on an audacious scale: with no limits on your thinking. It is about being open-minded, positive, creative and seeing opportunity in the BIG picture.

The human mind has the capacity to automatically prioritise what is important if the goal is large enough and well defined. BIG Thinking can both galvanise your own thoughts and actions, and those of your team.

Think big. Think fast.  
Think ahead. Ideas are no  
ones monopoly.

– Dhirubhai Ambani

There is always room in  
your life for thinking bigger,  
pushing limits and imagining  
the impossible.

– Tony Robbins

Think big; think disruptive.  
Execute with full passion.

– Masayoshi Son

If people aren't calling you  
crazy, you aren't thinking  
big enough.

– Richard Branson

Staying **FOCUSED** for endless possibilities



# Mission

Strive relentlessly to provide world-class infrastructure development and contribute towards economic growth by delivering international standards of lifestyle.

Provide 'housing-for-all' by participating in affordable housing projects thus contributing to national and social causes.

Execute urban development and infrastructure projects beneficial to the society at large.

Innovate and provide intelligent infrastructure solutions in a manner which is sustainable.

Engage in challenging projects, adhere to required standards and see them through completion with high levels of integrity and dedication.

Achieve transparency in every deal and endeavor to deliver on time, each time.





## Vision



Mark our presence as a leading infrastructure player across various geographies.



Perform with a high level of integrity and harness credibility.



Contribute to the economic prosperity and growth through participation in projects of national importance.



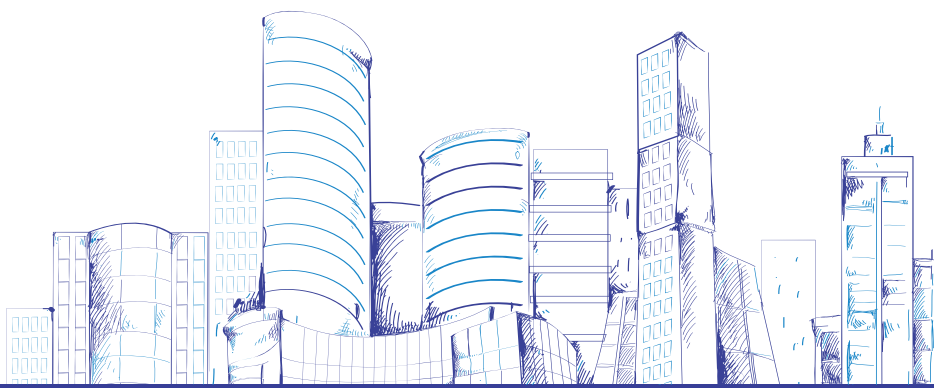
Raise our own benchmarks with every successive endeavor.



## Values

- + ..... Passion for ideas and innovations
- + ..... Reliability of processes and practices
- + ..... Dedication to goals and targets





## STRONG BASE

..... 30+ years as one of Gujarat's most respected business groups

..... Approved Contractor in "Special Category – I Buildings Class" and "AA Class" with Government of Gujarat, Roads and Building Department



## BUSINESS DIVERSITY

- Affordable Housing & Slum Redevelopment
- Civic Urban Infrastructure – BRTS Stations, Multilevel Parking, Medical College, Bus Port, Office Complex, Community Hall, among others
- White Label development
- Industrial Infrastructure
- Leasing

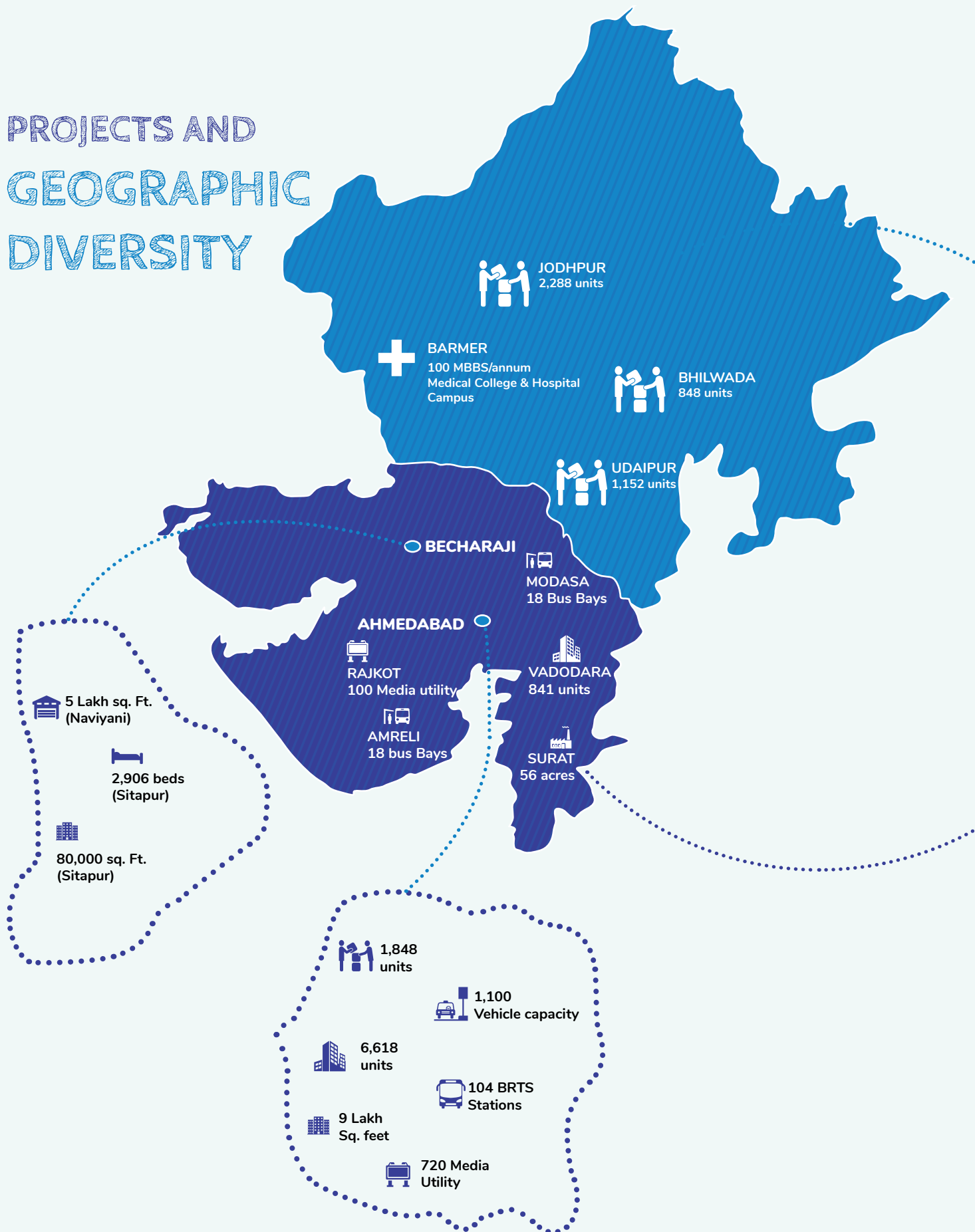


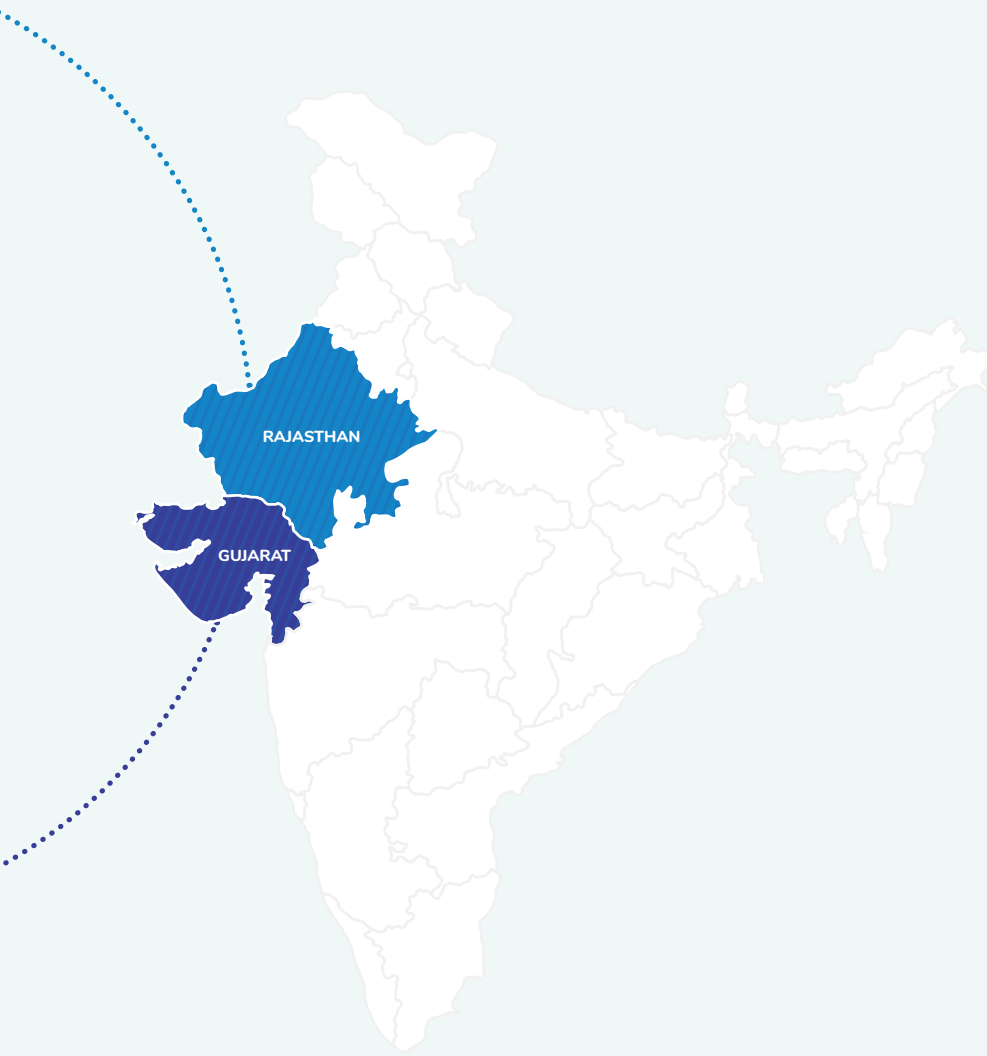
## CATEGORY LEADERSHIP

Deployment of Integrated  
ERP platform

Deployment of HR Framework  
that catalyzes and rewards high  
performance

# PROJECTS AND GEOGRAPHIC DIVERSITY





— BRTS



— BUS PORT



— COMMERCIAL &  
OFFICE COMPLEX



— DORMITORY



— EPC PROJECT



— INDUSTRIAL  
DEVELOPMENT



— MEDIA UTILITY



— MEDICAL CAMPUS



— MULTI-STORIED  
PARKING



— PPP PROJECT

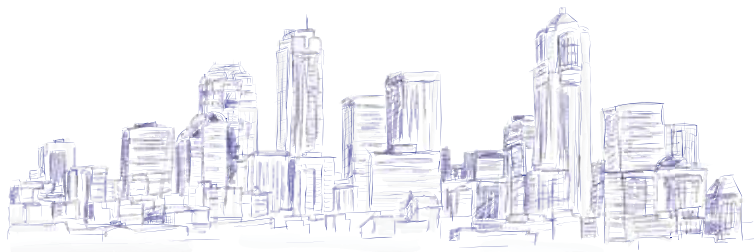


— WAREHOUSE

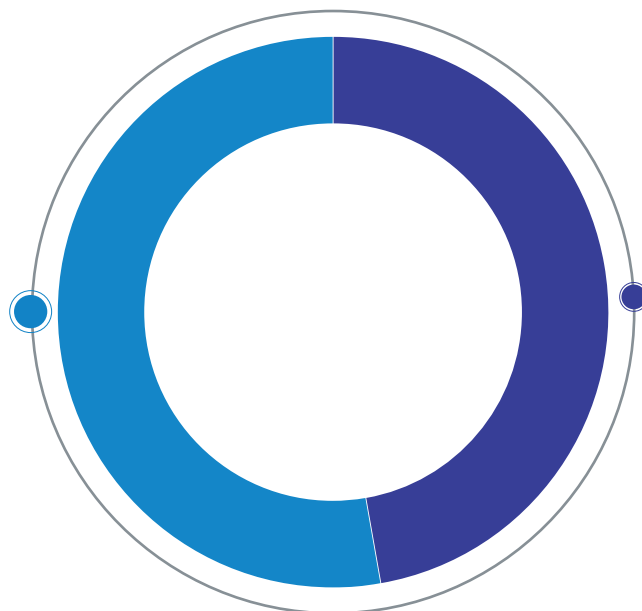
MAP NOT TO SCALE

# REVENUE BREAK-UP

## F.Y. 2020

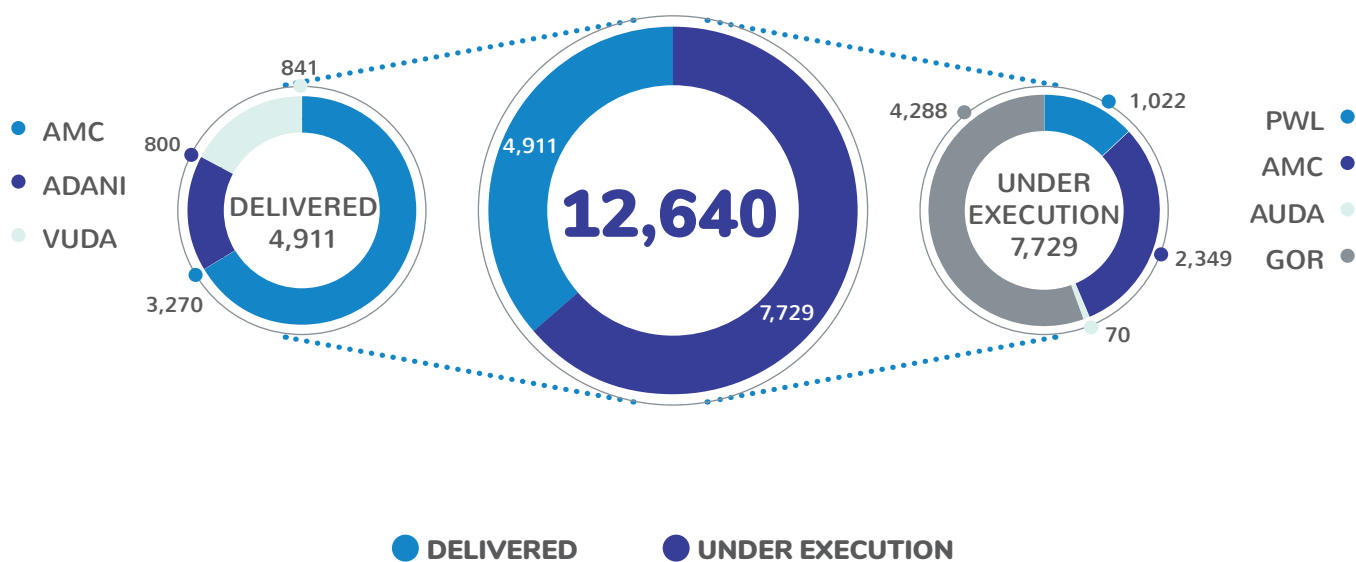


**53%**  
**AFFORDABLE  
HOUSING**



**47%**  
**CIVIC  
URBAN INFRA**

**Total Affordable Housing Entrusted = 12,640 Units**



BUILDING

## SUSTAINABILITY

### ORDER BOOK

**₹ 534.51**

**CRORE**

AT 31<sup>st</sup> MARCH, 2020



**33.27%**

**CAGR**

GROWTH IN THE  
LAST 6 YEARS

### ORDER BOOK BREAK-UP

(AT 31<sup>st</sup> MARCH, 2020)





## OUR INDUSTRIAL INFRASTRUCTURE BUSINESS GEARED FOR GROWTH



## OUR INDUSTRIAL PARKS ARE STRATEGICALLY LOCATED AT GUJARAT

- → One of India's most prosperous states with robust pro-industry infrastructure like major all-weather ports (Kandla & Mundra) providing global market access
- → Well-established auto clusters at Halol, Sanand and Rajkot
- → Upcoming clusters at Becharaji, Mandal, Dholera, Halol-Savli SIR and Anjar
- → Becharaji in Gujarat, where our industrial parks are situated, is slated to become one of India's major auto hubs
- → Proximity to the plants of MNC auto majors like Suzuki and Honda Motorcycles, which are spurring the setting up of production facilities by auto-components / OEM / ancillary manufacturers supplying to their principals
- → As part of our joint venture with the Kataria Group of Ahmedabad, we have already delivered five (5) dormitories, commercial complex and a couple of logistics warehouses. We are Thinking BIG and staying focused for endless possibilities with an anticipated spurt happening in the development of new industrial units and the subsequent need for support facilities like worker residences, warehouses, commercial buildings, etc.

|                                                               |                                 |                                                                                                                                                                                        |      |                                                                                                                                                                            |      |
|---------------------------------------------------------------|---------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------|
| Connectivity                                                  |                                 | Romanovia Industrial Park Pvt Ltd                                                                                                                                                      |      | Kent Residential and Industrial Park LLP                                                                                                                                   |      |
|                                                               |                                 | <ul style="list-style-type: none"><li>• Around 60 - 65 kms. from the WDFC</li><li>• Within the DMIC influence region</li><li>• About 60- 65 kms. from GIFT city, Gandhinagar</li></ul> |      |                                                                                                                                                                            |      |
|                                                               |                                 | Romanovia Industrial Park Pvt Ltd                                                                                                                                                      |      | Kent Residential and Industrial Park LLP                                                                                                                                   |      |
| Proximity to Anchor industries                                | Suzuki four - wheeler plant     | 2. 5 kms .                                                                                                                                                                             |      | 2. 1 kms .                                                                                                                                                                 |      |
|                                                               | Honda two - wheel er plant      | 20.0 kms.                                                                                                                                                                              |      | 14.0 kms.                                                                                                                                                                  |      |
| Infrastructure provided                                       |                                 | Internal roads, water distribution network, sewerage network, drainage treatment, effluent treatment, power distribution network, communication net work, etc.                         |      |                                                                                                                                                                            |      |
| Acquisition progress                                          | Particulars                     | Romanovia Industrial Park Pvt Ltd                                                                                                                                                      |      | Kent Residential and Industrial Park LLP                                                                                                                                   |      |
| (land in acres)                                               | Sale Deed executed              | 164                                                                                                                                                                                    | 98%  | 143                                                                                                                                                                        | 59%  |
|                                                               | Agreement for Sale              | 3                                                                                                                                                                                      | 2%   | 100                                                                                                                                                                        | 41%  |
|                                                               | Total                           | 167                                                                                                                                                                                    | 100% | 243                                                                                                                                                                        | 100% |
|                                                               | Final Plot area                 | 131                                                                                                                                                                                    |      | 158*                                                                                                                                                                       |      |
|                                                               | LESS: Sold                      | 48                                                                                                                                                                                     |      | 0                                                                                                                                                                          |      |
|                                                               | LESS: Development               | 17                                                                                                                                                                                     |      | 25#                                                                                                                                                                        |      |
|                                                               | Available for Sale/ development | 66                                                                                                                                                                                     |      | 133                                                                                                                                                                        |      |
| Clients / Projects                                            |                                 |                                                                                                                                                                                        |      |                                                                                                                                                                            |      |
| Completed projects:<br>Built-to-suit on long-term lease basis |                                 | <ul style="list-style-type: none"><li>• TVS Logistics Services Ltd - 60,350 sq.ft. bua warehouse</li><li>• Nittsu Logistics (India) Pvt Ltd - 1,29,120 sq.ft. bua warehouse</li></ul>  |      | <ul style="list-style-type: none"><li>• Five (5) dormitories for employees of Suzuki - An Auto MNC</li><li>• Commercial complex of ~80,000 sq.ft. built-up area.</li></ul> |      |

\* under approval | # including area under development

# Company

## Details

### BOARD OF DIRECTORS

**Mr. Manoj B. Vadodaria**  
Chairman & Managing Director

**Mr. Kiran B. Vadodaria**  
Director

**Mr. Dilip D. Patel**  
Director

**Mr. Shyamal S. Joshi**  
Director

**Mr. Ashok R. Bhandari**  
Director

**Ms. Foram B. Mehta**  
Director

### CHIEF FINANCIAL OFFICER

**Mr. Prashant H. Sarkhedi**

### COMPANY SECRETARY

**Mr. Dipen Y. Parikh**

### CORPORATE IDENTIFICATION NUMBER

L45201GJ1990PLC013417

### REGISTERED OFFICE AND CONTACT DETAILS

First Floor, "Sambhaav House",  
Opp. Chief Justice's Bungalow, Bodakdev,  
Ahmedabad - 380015  
Tel: +91 79 4003 6817 / 26870258  
Website : [www.nilainfra.com](http://www.nilainfra.com)

### RAJASTHAN OFFICE

E-297, Lal Kothi, Abhay Path, Jaipur - 302015  
Tel: +91 141 491 1342

### BANKERS

Axis Bank Ltd.  
Bandhan Bank Ltd. (i.e. erstwhile Gruh Finance Ltd.)  
HDFC Bank Ltd.  
ICICI Bank Ltd.  
Punjab National Bank (i.e. erstwhile Oriental Bank of Commerce)  
Shinhan Bank  
State Bank of India  
Union Bank of India (i.e. erstwhile Corporation Bank)  
Yes Bank Ltd.

### FINANCIAL INSTITUTIONS

SIDBI  
Tata Capital Financial Services Ltd.

### AUDITORS

B S R & Associates LLP  
Chartered Accountants  
Ahmedabad

### SECRETARIAL AUDITOR

Umesh Ved & Associates  
Practicing Company Secretary  
Ahmedabad

### COST AUDITOR

Dalwadi & Associates  
Cost Accountant  
Ahmedabad

### REGISTRAR & SHARE TRANSFER AGENT

MCS Share Transfer Agent Ltd.  
201, Second Floor, Shatdal Complex, Opp. Bata  
Showroom, Ashram Road, Ahmedabad- 380009  
Phone : +91 79-26580461/62



## Chairman's Message

### Dear Readers,

I hope that none of you is affected by the COVID-19 pandemic. The successive series of lockdowns and reverse migration of labours directed the economy and construction industry per se towards uncertainty. We have ensured health, safety and hygiene guidelines for hundreds of our labours at our sites and supported them with healthy food, hygienic living conditions, and requisite medication.

Our operations this year benefited from the Lighter, Fitter, and Faster platform that meticulously ensured a pure Infrastructure Company solely focusing on Civic Urban Infrastructure. All our valuable resources are carefully focused and channelized towards a sole business.

This year, your Company participated in apt orders and has built a meaningful order-book i.e. confirmed unexecuted orders aggregating ₹ 534.51 crore at 31<sup>st</sup> March, 2020 - that provides multi-year revenue visibility to your Company. Your Company has also rationalized the Order-book by weeding out certain non-moving orders. Your Company has been entrusted with the total Affordable Housing responsibility of 12,640 Units in aggregate. What is more heartening is the fact that your Company is poised to further uplift the living condition of about 2300+ slum-dwelling families within next couple of years. Your Company has since reached at this well-regarded position

as right from our successful foray into the social Affordable Housing space in FY2012, we had been Thinking BIG and accurately maintained a profound conviction that this could be one of the biggest growth drivers for your Company in the upcoming years. We continue our strong belief in this sector and are staying focused for endless possibilities that this crisis shall offer.

The year that has gone by offered various challenges, however your Company's performance has remained credible on key parameters. Amidst the adversities, your Company has achieved the highest ever revenue in a single financial year. Certain assets of your Company, that were part of legacy inventory, were sold during this year. The COVID-19 pandemic has rendered the future full of uncertainty. We are actively accessing the developments and adjusting our sails. Meanwhile, to tide over the uncertain times and further growth, the Board of Directors of your Company has advised to preserve the profit by ploughing it back. Hence, there shall be no distribution of dividend this year.

We are hopeful that H2-FY2021 will offer an improved economic condition and the government will float more tenders for Affordable Housing as merits of staying in home has been established as the most resilient remedy to abate such pandemic. Also, the government's various measures

to support the MSMEs could start revival of economy. However, as the visibility is hazy, the performance of your Company for FY2021 is being ascertained. Though, your Company is putting all efforts to overcome such extraneous hurdles and perform as there are enhanced prospects in Slum Redevelopment, Affordable Housing, Medical facilities, etc., however, it is short of any hint on timelines. Nonetheless, FY2021 shall be an interesting year that has/shall set a lot of new-normal.

I would like to heartily thank all responsible stakeholders - including employees, loyal clients, business associates, lenders; for their valuable support during this unprecedented crisis. On behalf of my fellow Directors and the Company, I renew our specific pledge to remain passionately committed towards our ardent zeal to continually grow as a pure infrastructure company focused on civic urban infrastructure.

**With best wishes,  
Sincerely,**

**Manoj B. Vadodaria**  
Chairman and Managing Director

# The Board



**Manoj B. Vadodaria**  
Chairman & Managing Director

Mr. Manoj Vadodaria is son of the well-known journalist, editor and founder of the Sambhaav Group, Shri Bhupatbhai Vadodaria. Mr. Manoj Vadodaria is a self-made businessman with an immense entrepreneurial passion. In his entrepreneurial journey of about four decades, he has always found a way amidst the paucity of resources and market challenges. He has pinnacle knowledge, in-depth insight and thorough understanding of the dynamics of the industry. He is a visionary of future trends, and a creator of opportunities. He has efficiently transformed NILA from a city-based realtor to a meaningful civic urban infrastructure player. He is a firm believer in the best management practice, transparent governance, and long-term value investments.



**Kiran B. Vadodaria**  
Director

Mr. Kiran B Vadodaria is CMD of Sambhaav Media Limited (SML), a BSE/NSE Listed corporate entity. SML has a track record of value based, objective, balanced journalism acting as a reference post in Gujarati print and electronic media. He has steered through SML journey of more than 30 years. He was elected as President of Indian Newspaper Society (INS), the reputed, prominent and influential media association for 2014-15. Currently, he is INS Executive Committee Member. He has also held post of President of Gujarat Daily Newspaper Association (GDNA). He was a Member of National Integration Council of Government of India and has served on the Board of the United Bank of India as an Independent director during 2011-2014. He has demonstrated his experience and insight based judgment at several issues and matters of national and societal interest. He possesses powerful entrepreneurial abilities reflected in his decisions of expansion, acquisition, diversification of media activities.

Mr. Kiran Vadodaria is well respected in societal circles and recognized as a balanced personality in media, political and social spheres. He earned his BE (Mech) from the reputed LD College of Engineering, Ahmedabad and has served as President of the College Alumni Association. He has widely travelled in India and overseas.



**Dilip D. Patel**  
Director

Mr. Patel possesses a wealth of management teaching and consulting experience spread over more than 30 years. He is a founding faculty member at the prestigious SP Jain Institute of Management & Research, Mumbai which is considered as one of the top 10 management institutes in India. With rich experience in consulting, mentoring and training at companies in India and overseas, Mr. Patel has specially engaged with family managed businesses. Mr. Patel has widely travelled in India and abroad for work and pleasure.





**Shyamal S. Joshi**  
Director

Mr. Joshi possesses more than 43 years of senior level financial management experience in manufacturing and trading corporations with US\$ 7 billion in revenues having worldwide operations. Further, he has an expansive experience in financial planning, funding, taxation and accounting and has served numerous renowned companies. He is recognized for his expertise in Corporate Funding, Restructuring, Merger, Acquisition, Local and International Financing, Private Equity and others. Mr. Joshi is a fellow member of the Institution of Chartered Accountant.



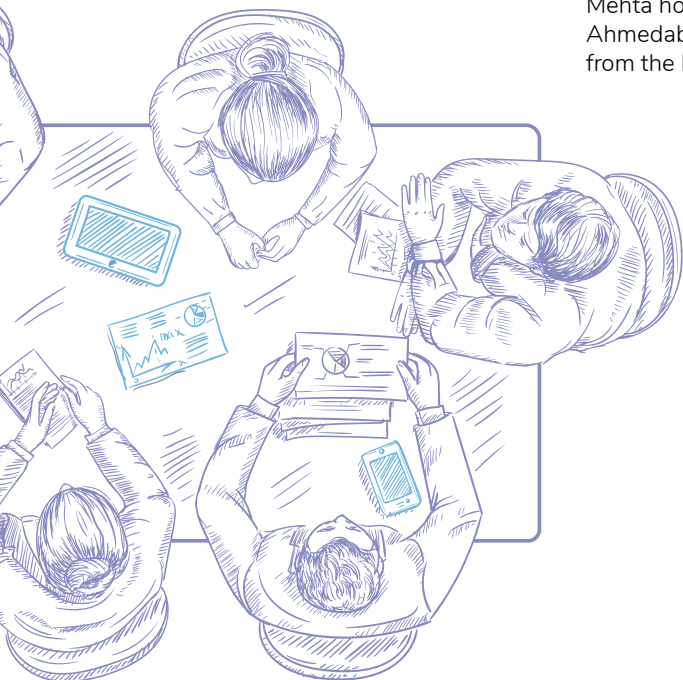
**Foram B. Mehta**  
Director

Ms. Mehta possesses wide knowledge in the field of brand conceptualization and marketing management. She also has solid experience in the field of marketing, advertising, corporate branding, television management and modeling. She is a qualified anchor, drama artist from All India Radio, and has participated and hosted numerous events and won several awards. Currently she manages affairs of her own firm 'GOD BROTHERS' and is engaged in activities of creative branding, marketing, communication and also associated with JP Group. In the past, she has worked with Hindustan Unilever Ltd., Tata Teleservices Ltd., Atharva Telefilms Pvt. Ltd. and the Tashee Group. Ms. Mehta holds an MDP degree from IIM, Ahmedabad and a BE Chemical degree from the Nirma University, Ahmedabad.



**Ashok R. Bhandari**  
Director

Mr. Ashok Bhandari has more than 35 years of experience in the field of accountancy, auditing, investment banking and finance commodities & indexies (Global). He possesses outstanding exposure as a practicing Chartered Accountant with various prominent groups of varied industries in India and abroad.



# Management Team

## **Deep Vadodaria**

*Chief Operating Officer*

Mr. Deep Vadodaria is an original thinker with an immense reasoning power. With a problem-solving attitude, he addresses complex issues in his own distinctive manner. With his excellent operational and project execution skills; he is driving the Company to new horizons. His idiosyncratic leadership style is structured on a well-defined moral code and provides for an excellent teamwork. He has embedded a culture of review, responsibility and shared accountability to achieve high standards for all.

## **Ravinder Kumar**

*President – (Civil)*

Mr. Ravinder Kumar carries a rich professional experience of 30+ years in controlling and delivering large civil engineering projects from conceptualisation to commissioning stage. His specialities include Project and Construction Management services for Mega Civil Engineering projects in diversified fields including Infrastructure, Thermal Power Plants, Roads, Oil Depots, Institutional Complexes, Industrial estates, Residential Townships, etc. He has held various senior/top management positions in prominent organisations and has been dealing with number of renowned national and international consultants. He has worked with reputed top-rung/leading corporate houses like Reliance, Adani, Bajaj, etc. in private sector & premier government institutions/organisations like CPWD, NIDC, BHEL, NTPC, and a couple of SEBs.

## **Rajendra Sharma**

*President - Business Development (Rajasthan)*

Mr. Rajendra Sharma, a law graduate, is a visionary and has developed a forward-looking attitude, with his rich experience of 30+ years, in a wide variety of professional areas e.g. business development, liaisoning, land and capital market related matters, finance & accounts, law, banking, etc. A keen intellect gets to the depth of the matter - to make it work. He is a specialist at predicting the trends of customer behavior. He has a knack for taking apart the pieces of a problem and then configuring them to present an out-of-the-box solution, rather than a conventional one. A fundamentally non-conformist professional, enjoys developmental activities.

## **Jignesh Patel**

*President (Project Management and Strategies)*

Mr. Jignesh Patel is a civil engineer with a vast experience of 25+ years in the field of construction, project execution and project management. He is a creative individual and has made significant contributions to the company with his innovative and analytical abilities as well as his problem-solving skills.

## **Ritesh Parikh**

*Industrial Projects Head*

Mr. Ritesh Parikh is a dedicated civil engineer with 20+ years of experience in the field of industrial construction as well as project execution and management (Roads, Ports, etc.). His logical inputs, tenacious nature and organizational capabilities continue to benefit the Company.

## **Prashant Sarkhedi**

*Chief Financial Officer*

Mr. Prashant Sarkhedi is a passionate professional with 25+ years of experience in finance, accounting, fund raising and general management. He is a disciplinarian, has in-depth knowledge and insight on diverse subject matters and possesses excellent organizational and motivational skills.

## **Dipen Parikh**

*Company Secretary*

Mr. Dipen Parikh is a dedicated professional with 10+ years of experience of secretarial practice, corporate laws and general legal affairs. His exceptional enthusiasm towards his duties, wise inputs and dedication towards his responsibilities make him an asset to the Company.

## **Himanshu Bavishi**

*President (Finance)*

Mr. Himanshu Bavishi is a wise strategist and growth catalyst with 20+ years of professional experience in retail and corporate finance, investment banking, debt syndication, M&A, Investor Relations, etc. He not only has deep insight in managing huge masses of finances, but also has immense decision making abilities, is stimulated by challenges and works as a Change Agent.

## Directors' Report

Dear Members,

The Directors of your Company are pleased to present the 30<sup>th</sup> Annual Report to the Members with the Audited Financial Statements for the Financial Year ended on 31 March 2020.

### STATE OF AFFAIRS AND REVIEW OF OPERATIONS:

Your Company's primary area of operation includes construction and development of infrastructure projects mainly into affordable housing. The majority of the projects of your Company are being executed in Gujarat and at Rajasthan.

### FINANCIAL HIGHLIGHTS:

The performance of the Company for the Financial Year 2019-20 is as under:

(₹ in lakhs, except per equity share data)

| Particulars                                                                     | Standalone for the year ended |               | Consolidated for the year ended |               |
|---------------------------------------------------------------------------------|-------------------------------|---------------|---------------------------------|---------------|
|                                                                                 | 31 March 2020                 | 31 March 2019 | 31 March 2020                   | 31 March 2019 |
| Revenue from operations                                                         | 25,099.00                     | 22,580.13     | 24,354.16                       | 21,377.59     |
| Add: Other income                                                               | 1,233.57                      | 828.49        | 1,161.13                        | 600.95        |
| Total Income                                                                    | 26,332.57                     | 23,408.62     | 25,515.29                       | 21,978.54     |
| Less: Revenue expenditure                                                       | 22,231.03                     | 18,786.36     | 21,501.47                       | 17,791.30     |
| Less: Depreciation and amortisation expenses                                    | 174.65                        | 186.19        | 174.65                          | 186.19        |
| Less: Finance costs                                                             | 1,690.11                      | 1,298.87      | 1,690.23                        | 1,298.95      |
| Profit before share in profit of joint ventures and associate and tax           | 2,236.78                      | 3,137.20      | 2,148.94                        | 2,702.10      |
| Share of profit/(loss) of joint venture and associate (net of tax)              | -                             | -             | (22.68)                         | 101.33        |
| Less: Current tax                                                               | 597.60                        | 939.43        | 597.60                          | 939.43        |
| Less: Reversal of excess provision for tax of earlier years                     | (33.08)                       | (28.81)       | (33.08)                         | (28.81)       |
| Less: Deferred tax charge/(credit) (net)                                        | (90.57)                       | 8.96          | (87.61)                         | (108.44)      |
| Profit for the year                                                             | 1,762.83                      | 2,217.62      | 1,649.35                        | 2,001.25      |
| Add: Balance brought forward from previous financial year                       | 8,004.00                      | 6,284.41      | 7,337.00                        | 5,833.78      |
| Add: Changes on account of deferred tax on fair valuation of interest free loan | 67.45                         | -             | 67.45                           | -             |
| Profit available for appropriation                                              | 9,834.27                      | 8,502.03      | 9,053.80                        | 7,835.03      |
| Less: Paid/proposed dividend                                                    | -                             | 433.28        | -                               | 433.28        |
| Less: Dividend distribution tax                                                 | -                             | 89.06         | -                               | 89.06         |
| Re-measurement gain/(losses) on defined employee benefit plan (net of tax)      | 0.74                          | 24.31         | 0.74                            | 24.31         |
| Surplus carried to balance sheet                                                | 9,835.02                      | 8,004.00      | 9,054.54                        | 7,337.00      |
| Add: Security premium                                                           | 33.71                         | 33.71         | 33.71                           | 33.71         |
| Add: General Reserve                                                            | 524.77                        | 524.77        | 524.77                          | 524.77        |
| Total reserves and surplus                                                      | 10,393.50                     | 8,562.48      | 9,613.02                        | 7,895.48      |
| Share capital                                                                   | 3,938.89                      | 3,938.89      | 3,938.89                        | 3,938.89      |
| Earnings per share (EPS) before exceptional item                                |                               |               |                                 |               |
| Basic                                                                           | 0.44                          | 0.56          | 0.41                            | 0.51          |
| Diluted                                                                         | 0.44                          | 0.56          | 0.41                            | 0.51          |
| EPS after exceptional item                                                      |                               |               |                                 |               |
| Basic                                                                           | 0.44                          | 0.56          | 0.41                            | 0.51          |
| Diluted                                                                         | 0.44                          | 0.56          | 0.41                            | 0.51          |

The detailed financial analysis and information of projects and activities are more specifically given in the Management Discussion and Analysis Report annexed to this Board Report.

#### CHANGE IN NATURE OF BUSINESS:

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

#### IMPACT OF COVID-19 AND LOCKDOWN:

Due to complete lock down announced by the Government of India, the operations of the Company were also shut down to ensure the safety of our employees, labour force & their families and to contain the spread of COVID-19. This has resulted into adverse effect on the business of the Company during March 2020 and the first quarter of FY2021. The Company has adopted and implemented the work from home policy during the entire duration of the lockdown for its corporate office operations. The Company has also taken all requisite precautions and is adhering to complete safety measures to ensure the safety and well-being of its employees and other stakeholders during resumption of operations at the project sites and corporate office to help fight the spread of COVID-19 pandemic. Considering the demand of housing, the impact of COVID-19 on your Company seems temporary. The broad impact of COVID-19 on the Company is as under.

- a) **Capital and Financial resources-** The Company is having enough capital and adequate banking limits are in place;
- b) **Profitability-** During the current period profitability is under pressure, especially the profitability for the first quarter of FY2021 is likely to hamper drastically.
- c) **Liquidity position-** The Company has enough liquidity due to adequate banking limits being in place. The Company has also taken many cost reduction measures to ensure healthy liquidity position all the time.
- d) **Ability to service debt and other financing arrangements-** As the Company has comfortable liquidity position the Company has been servicing its debt and other financial obligations on timely manner.
- e) **Assets-** The assets of the Company are secured and are in proper working condition.
- f) **Internal financial reporting and control-** Internal Financial reporting and control have not been adversely affected. The Company has provided facility to its employees to work from home during the lock down period and all office functions including accounting, HR management, audit, MIS reporting, financial management, marketing etc. were being facilitated digitally.

- g) **Supply chain-** There has been disruption in the supply chain and the construction material are not easily available. The Company expects the same shall get normalized gradually.

- h) **Demand for its products-** The Company is in the business of development of infrastructure projects and foresee some slowdown in H1- FY2021 for new construction work orders considering contraction in economy in general. However, the Company is positive and expects that things will get normalized from the beginning H2- FY2021.

#### REPORT ON PERFORMANCE OF SUBSIDIARY COMPANIES PURSUANT TO RULE 8 (1) OF THE COMPANIES (ACCOUNTS) RULES, 2014:

Your Company is undertaking various projects through subsidiaries, associates and joint ventures. As per Section 129 (3) of the Companies Act, 2013, your Directors have pleasure in attaching the consolidated financial statements prepared in accordance with the applicable accounting standards with this report. In accordance with Section 136 of the Companies Act, 2013, the audited financial statements, including the consolidated financial statements are available at the Company's website at [www.nilainfra.com](http://www.nilainfra.com). The audited financial statements of each of the subsidiary, associate and joint venture are available for inspection at the Company's registered office at Ahmedabad and also at registered offices of the respective companies. Copies of the annual accounts of the subsidiary, associate and joint venture will also be made available to the investors of Nila Infrastructures Limited upon request. In terms of proviso to Section 129(3) and Rule 8(1) of the Companies (Accounts) Rules, 2014, statement containing the salient features of the subsidiaries, associates and joint ventures in the prescribed Form AOC 1 is annexed to this report as "Annexure C". The Company has framed a policy for determining material subsidiaries, which has been uploaded at the website of the Company at [www.nilainfra.com](http://www.nilainfra.com).

#### COMPANIES WHICH HAVE BECOME OR CEASED TO BE SUBSIDIARIES, ASSOCIATES OR JOINT VENTURES DURING THE YEAR:

During the year under review there is no Company which have become or ceased to be Subsidiary, Associate or Joint Venture.

#### AMOUNT TO BE TRANSFERRED TO GENERAL RESERVES:

The Company has not transferred any amount to the General Reserve during the year under review.

## DIVIDEND:

Your Company has paid dividend consistently for the nine years since 2010. However foreseeing the requirement of financial resources for the future growth, and in order to create strong economic base and long term value for the investors; your directors have decided not to recommend any dividend for the financial year ended on 31 March 2020.

## PUBLIC DEPOSITS:

During the year under review your Company has not accepted any deposits from the public within the meaning of Section 73 and 76 of the provisions of the Companies Act, 2013.

## INSURANCE:

All the existing properties of the Company are adequately insured.

## DIRECTORATE:

- During the year the tenure of Mr. H. P. Jamdar (DIN: 00062081) as an Independent Director has been completed and therefore he ceased to be the director w.e.f 19 September 2019. Your Directors expressed their gratitude for the valuable contribution made by Mr. H. P. Jamdar (DIN: 00062081) during his tenure as an Independent Director.
- Mr. Shyamal S. Joshi (DIN: 00005766) has been reappointed as an Independent Director for the second term of five years w.e.f 19 September 2019.
- Pursuant to Section 152 of the Companies Act, 2013, Mr. Dilip D. Patel, (DIN: 01523277) a Non Executive Director retires by rotation at the ensuing Annual General Meeting of the Company and being eligible offers himself for reappointment. Further Mr. Dilip D. Patel (DIN: 01523277) is attaining the age of 75 years during the next year and hence a special resolution in terms of Regulation 17A of SEBI (LODR) Regulations 2015 is also proposed for approval in the ensuing AGM.
- The Nomination and Remuneration Committee has recommended to re-appoint Ms. Foram B. Mehta (DIN: 07140346) for another term of five years and therefore based on the recommendation of the Committee and performance evaluation, necessary resolution appointing Ms. Foram B. Mehta (DIN: 07140346) for another five years has been included in the notice convening the AGM. The details of proposal, rational, justification and performance evaluation report in terms of applicable Secretarial Standards on General Meeting (SS-2), for the reappointment of Independent Director after completion of their first term is mentioned in the explanatory statement of the Notice.

- As per the provisions of Section 203 of the Companies Act, 2013 Mr. Manoj B. Vadodaria – Chairman & Managing Director, (DIN: 00092053) Mr. Prashant H. Sarkhedi – Chief Financial Officer and Mr. Dipen Y. Parikh – Company Secretary are the Key Managerial Personnel of the Company.
- Except as mentioned herein above there is no change in the Board of Directors and Key Managerial Personnel of the Company.
- All the Directors have confirmed that they are not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013.

Statement regarding opinion of the board with regard to appointment of Independent Director during the year:

In the opinion of the Board the Independent Directors appointed during the year possess highest level of integrity, rich experience and requisite expertise in relevant area. With regard to proficiency, Mr. Shyamal S. Joshi (DIN: 00005766) is exempt from the requirement of online proficiency self-assessment test. Ms Foram B. Mehta (DIN: 07140346) will be undertaking the online proficiency test in due course.

Declaration given by Independent Directors:

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 25 read with 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that there has been no change in the circumstances which may affect their status as an Independent Director and the same has been noted by the Board. The Independent Directors have complied with the Code for Independent Directors prescribed in Schedule IV to the Companies Act, 2013.

Board Evaluation:

Pursuant to the provisions of the Companies Act, 2013 and SEBI Circular date 10 May 2018; an annual performance evaluation of the members of the Board of its own individually and working of various committees of the Board was carried out. Further in a separate meeting of the Independent Directors held on 14 February 2020 without presence of other Directors and management, the Independent Directors had, based on various criteria, evaluated performance of the Chairman and also performance of the other members of the Board. The manner in which the performance evaluation was carried out has been explained in the Corporate Governance Report annexed with this report.

## Board and Committee Meetings:

During the year under review 4 (four) Board Meetings, 5 (five) Audit Committee meetings, 1 (one) Corporate Social Responsibility Committee, 2 (two) Stakeholder Relationship Committee and 2 (two) Nomination & Remuneration Committee meetings were held. The details of the meetings are given in the Corporate Governance Report as a part to the Board's Report. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

## DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the provisions of Section 134 (3) (c) of the Companies Act, 2013, with respect to Director's Responsibility Statement, it is hereby confirmed that:

- In the preparation of annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- The Directors have selected such accounting policies and applied them consistently and made judgment and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the company for that period.
- The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company for preventing and detecting fraud and other irregularities.
- The Directors have prepared the annual accounts on a going concern basis.
- Proper internal financial controls are in place and that the financial controls are adequate and were operating effectively; and
- The Directors have devised proper systems to ensure compliances with the provisions of all applicable laws and that such systems are adequate and operating effectively.

## REPORTING OF FRAUD:

During the year under review there was no instance of any fraud which has been reported by any auditor to the audit committee or the Board.

## ALTERATION OF MEMORANDUM AND ARTICLE OF ASSOCIATION:

During the year under review no changes have been made

in the clauses of Memorandum and Articles of Association of your Company.

## SHARE CAPITAL:

There is no change in share capital of the Company. Presently the paid up capital of the Company is ₹ 39,38,89,200 comprising of 393889200 equity shares of ₹ 1/- each.

## UNCLAIMED DIVIDEND AND UNCLAIMED SHARES:

The Company has taken various initiatives to reduce the quantum of unclaimed dividend and has been periodically intimating the concerned shareholders, requesting them to encash their dividend before it becomes due for transfer to the Investor Education and Protection Fund (IEPF). Unclaimed dividend amounting to ₹ 9,88,109/- for FY 2011-12 was transferred to the IEPF on 18 November 2019, in terms of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended, the Company has transferred the corresponding shares to IEPF, where the dividends for the last seven consecutive years have not been claimed by the concerned shareholder.

Further, the unclaimed dividend in respect of FY 2012-13 must be claimed by shareholders on or before 12 August 2020, failing which the Company will be transferring the unclaimed dividend and the corresponding shares to the IEPF within a period of 30 days from the said date. The concerned shareholders, however, may claim the dividend and shares from IEPF after complying with the prescribed procedure.

In terms of the IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, your Company has made the relevant disclosures to the Ministry of Corporate Affairs (MCA) regarding unclaimed dividends and unclaimed shares. Your Company has also uploaded the prescribed information on [www.iepf.gov.in](http://www.iepf.gov.in) and [www.nilainfra.com](http://www.nilainfra.com).

Details of Unclaimed Dividend as on 31 March 2020 and due dates for transfer are as follows:

| SN | Financial Year | @Unclaimed Amount (₹) | Due Date for transfer to IEPF Account |
|----|----------------|-----------------------|---------------------------------------|
| 1  | 2012-13        | 9,25,131.10           | 12 August 2020                        |
| 2  | 2013-14        | 9,71,385.70           | 27 October 2021                       |
| 3  | 2014-15        | 9,98,546.40           | 04 October 2022                       |
| 4  | 2015-16        | 11,32,181.82          | 17 October 2023                       |

| SN | Financial Year | @Unclaimed Amount (₹) | Due Date for transfer to IEPF Account |
|----|----------------|-----------------------|---------------------------------------|
| 5  | 2016-17        | 10,38,085.29          | 05 November 2024                      |
| 6  | 2017-18        | 8,37,199.88           | 05 November 2025                      |

@ The Corresponding shares for which dividend has not been claimed for seven consecutive years shall be identified at the due dates and be transferred to the IEPF authority. The list of such shareholders, upon identification, shall also be displayed at the website of the Company at [www.nilainfra.com](http://www.nilainfra.com).

#### **CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORT:**

The Company has implemented the procedure and adopted practices in conformity with the code of Corporate Governance as enumerated in Schedule V of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015. The management discussion & analysis and corporate governance report are made part of this report. A certificate from the Practicing Company Secretary regarding compliance of the conditions of corporate governance is attached hereto and forms part of the Directors' report.

#### **STATUTORY AUDITORS AND AUDITOR'S REPORT:**

M/s B S R & Associates LLP (FRN: 116231W/ W100024) were appointed at the 27<sup>th</sup> AGM held on 29 September 2017 as statutory auditors of the Company to hold office till the conclusion of 32<sup>nd</sup> AGM of the Company.

The report of the statutory auditor is given in this annual report. There is no qualification, reservation or any adverse remark or disclaimer in the audit report of M/s B S R & Associates LLP.

#### **COST AUDIT:**

As per the requirements of the Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, your Company is required to maintain cost records and accordingly, such accounts are made and records have been maintained. M/s Dalwadi & Associates, Cost Accountant, Ahmedabad (FRN: 000338) has conducted the audit of the cost record of the Company for the Financial Year 2019-20. The Cost Audit Report for the Financial year 2019-20 does not contain any qualification. The Board of Directors, on the recommendation of Audit Committee, has re-appointed M/s Dalwadi & Associates, Cost Accountant, Ahmedabad (FRN: 000338) as Cost Auditor to audit the cost records of

the Company for the financial year 2020-21. As required under the Act, a resolution seeking member's approval for the remuneration payable to the Cost Auditor forms part of the Notice convening the 30<sup>th</sup> AGM for their ratification.

#### **SECRETARIAL AUDITOR'S REPORT:**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the Board of Directors have appointed M/s Umesh Ved & Associates, Practicing Company Secretary, Ahmedabad as the Secretarial Auditor of the Company to conduct Secretarial Audit for the year 2019-20. The report of the Secretarial Auditor is annexed herewith as "Annexure E". The report of the Secretarial Auditor is self-explanatory and confirming compliance by the Company of all the provisions of applicable corporate laws. Pursuant to the SEBI circular dated 08 February 2019, the Company has obtained an Annual Secretarial Compliance Report from M/s. Umesh Ved & Associates, Practicing Company Secretary.

#### **AUDIT COMMITTEE:**

The Audit Committee constituted in accordance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, reviewed the financial results and financial statements, audit process, internal control system, scope of internal audit and compliance of related regulations as prescribed. The Composition and terms of reference of the audit committee is more specifically given in the Corporate Governance Report as a part of the Board's Report.

#### **VIGIL MECHANISM (WHISTLE BLOWER POLICY):**

The company has established Vigil Mechanism (Whistle Blower Policy) in accordance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the employees to report to the management instances of unethical behavior, actual or suspected fraud or violation of the Company's code of conduct. The detail of the Whistle Blower Mechanism is explained in the Corporate Governance Report and the policy adopted is available on the Company's website at [www.nilainfra.com](http://www.nilainfra.com) under investor segment.

#### **DISCLOSURE IN TERMS OF SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

The Company has in place an anti-sexual harassment policy and internal complaint committee in line with the requirement of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act,

2013. There is no such instance reported during the year under review nor any complaint is pending at the end of the year.

#### MONITORING AND PREVENTION OF INSIDER TRADING:

In terms of the Regulation 9 of SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended; the Company has adopted revised Code of Conduct prohibiting, regulating and monitoring the dealings in the securities of the Company by Insiders and Designated Persons while in possession of unpublished price sensitive information in relation to the securities of the Company. The code of conduct is available at the Company's website at [www.nilainfra.com](http://www.nilainfra.com) under investor segment. The Company has also in terms of Regulation 9A of the SEBI (Prohibition of Insider Trading) Regulations, 2015; put in place institutional mechanism for prevention of insider trading. The audit committee on yearly basis review the compliances made under the regulation as well as the effectiveness of the internal control system to monitor and prevent insider trading.

#### STATUTORY DISCLOSURES REQUIRED UNDER RULE 8(3) OF THE COMPANIES (ACCOUNTS) RULES, 2014:

There is no foreign exchange earnings and outgo during the year under review. Conservation of energy has always been of immense importance to your Company and all the equipments consuming energy have been placed under continuous and strict monitoring. In view of the nature of the operations, no report on the other matters is required to be made under Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014.

#### PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT MADE BY THE COMPANY DURING THE YEAR:

As regards investments by the Company, the details of the same are provided under Note No. 07 forming part of the financial statements of the Company for the financial year 2019-20. Details of loans given to other persons covered under Section 186 of the Companies Act, 2013 are given in the Note No. 32 relating to related parties to the financial statements.

#### RELATED PARTY TRANSACTIONS:

In terms of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 the Company has adopted policy on dealing with related party transactions. All related party transactions that were entered into by the Company during the financial year were in the ordinary course of business and were at arm's

length basis. There are no material significant related party transaction made by the Company with its Directors, Promoters, Key Managerial Personnel or their relative. All Related Party Transactions are placed before the audit committee / Board, as applicable, for their approval. Omnibus approvals are taken for the transactions which are of repetitive in nature. The Related Party Transactions that were entered into by the Company were to facilitate smooth functioning of the ordinary course of business and are in the interest of the Company. Accordingly the disclosure of related party transactions as required under Section 134(3) (h) of the Companies Act, 2013 in Form AOC-2 is not applicable. The policy on related party transactions as approved by the Board is available on the website of the company at [www.nilainfra.com](http://www.nilainfra.com) under investor segment.

Disclosures of transactions with related parties in terms of Schedule V read with Regulation 34(3) and 53(f) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended is given in Note No 32 of the Notes to the Financial Statements.

#### INTERNAL FINANCIAL CONTROL:

The Board of Directors has in terms of the requirements of Section 134(5) (e) of the Companies Act, 2013 laid down the internal financial controls. The Company has in place a well-defined organizational structure and adequate internal controls for efficient operations which is cognizant of applicable laws and regulations, particularly those related to protection of properties, resources and assets, and the accurate reporting of financial transactions in the financial statements. The company continuously upgrades these systems. The internal control system is supplemented by extensive internal audits, conducted by independent firm of chartered accountants.

#### CORPORATE SOCIAL RESPONSIBILITY (CSR):

In terms of the provisions of Section 135 of the Companies Act, 2013, your Company has constituted CSR Committee comprising of Mr. Shyamal S. Joshi – Chairman, Mr. Kiran B. Vadodaria and Mr. Manoj B. Vadodaria as the other members. As a part of CSR, the Company has spent funds for the projects involving promotion of cleanliness, sanitation, preventive healthcare, education, medical and food support to poor. As a part of Clean India Campaign, your Company is undertaking a project namely "My Own Street" to spread awareness of environmental protection and cleanliness by encouraging people to participate and make habit to keep the society clean. Your Company supported fight against COVID-19. As a part of CSR your company has distributed food and medical kit to the needy people in the society. The Annual Report on CSR activities for the Financial Year 2019-

20 is annexed herewith as “Annexure A”. The policy on CSR is available at the website of the company at [www.nilainfra.com](http://www.nilainfra.com) under the investor segment.

#### **NOMINATION AND REMUNERATION COMMITTEE AND POLICY ON APPOINTMENT & REMUNERATION OF DIRECTORS:**

Pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has constituted Nomination and Remuneration Committee and adopted policy on appointment and remuneration of Directors and Key Managerial Personnel. The composition, terms of reference of the Committee are given in the Corporate Governance Report as a part to the Boards’ Report. The gist of the policy is given in the Corporate Governance Report annexed to the Board Report. The said policy is also available at the website of the company at [www.nilainfra.com](http://www.nilainfra.com) under the investor segment.

#### **MATERIAL CHANGES:**

No material change has taken place after 31 March 2020 and till the date of this report except as reported herein above with respect to the impact of COVID-19 and lockdown. The operation of the Company resumed from 23 June 2020.

#### **EMPLOYEES:**

During the year under review, no employee of the Company was in receipt of remuneration in excess of the limits prescribed under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

#### **PARTICULARS OF EMPLOYEES:**

The information as required pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of the provisions of Section 136(1) of the Companies Act, 2013, the annual report and accounts are being sent to the members and others entitled thereto, excluding the information on employees’ particulars which is available for inspection by the members at the registered office of the company during business hours on any working day of the Company up to the date of ensuing Annual General Meeting. If any member is interested in obtaining a copy thereof, such member may write to the Company Secretary in this regard. Disclosure pertaining to remuneration and other details as required under Section

197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given in the “Annexure D” to this report.

#### **COMPLIANCE WITH SECRETARIAL STANDARDS:**

The Company has complied with all applicable mandatory Secretarial Standards issued by the Institute of Company Secretaries of India.

#### **COMPLIANCE WITH ACCOUNTING STANDARDS:**

In the preparation of the financial statements, the Company has followed the accounting policies and practices as prescribed in the Accounting Standards.

#### **DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURT OR TRIBUNALS:**

There is no significant and material order passed by any regulator or court or tribunal during the year under review.

#### **EXTRACT OF THE ANNUAL RETURN:**

The details forming part of the extract of the Annual Return in Form MGT-9, as required under Section 92 of the Act, is annexed as Annexure ‘B’ which forms an integral part of this Report and is also available on the Company’s website viz. [www.nilainfra.com](http://www.nilainfra.com).

#### **RISK MANAGEMENT:**

Your company recognizes that risks are integral part of business activities and is committed to managing the risks in a proactive and efficient manner. Your Company has robust risk management process involving periodic assessment of various risks and mitigating remedies, which are more specifically discussed in MDA report as a part of the Board Report.

#### **APPRECIATIONS AND ACKNOWLEDGMENTS:**

Your Directors place on record their deep appreciation to employees at all levels for their hard work, dedication and commitment. The enthusiasm and unstinting efforts of the employees have enabled the Company to become a meaningful player in the infrastructure industry. Your Directors would also like to place on record its appreciation for the support and cooperation your Company has been receiving from its Stakeholders, Corporations, Government Authorities, Joint Venture partners and others associated with the Company. The Directors also take this opportunity to thank all Investors, Clients, Vendors, Banks, Financial Institutions, Government and Regulatory Authorities

and Stock Exchanges, for their continued support. Your Directors also wish to record their appreciation for the continued co-operation and support received from the Consultants and Advisors. Your Company looks upon them as partners in its progress and has shared with them the rewards of growth. It will be the Company's endeavour

to build and nurture strong links with the business based on mutuality of benefits, respect for and cooperation with each other, consistent with consumer interests.

For and on behalf of the  
Board of Directors

Manoj B. Vadodaria  
Chairman & Managing Director  
DIN: 00092053

Date : 29 June 2020  
Place : Ahmedabad

## Annexure A

### ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES

1. A brief outline of the Company's present CSR Policy, including overview of projects or programs proposed to be undertaken and a reference to the web link to the CSR policy and projects or programs:

Brief Outline of the CSR Policy is stated herein below:

#### CSR Policy

(Approved by the Board of Directors on 26 May 2017)

The object of the CSR policy is to frame road map for the CSR activities to be undertaken by the Company and establish a monitoring mechanism for effective implantation as per regulatory requirement.

Thrust area of activities enumerated under the policy are as under.

#### Community healthcare, sanitation and hygiene, including, but not limited to:

- a) Promoting, establishing and/or undertaking management of infrastructure ensuring cleanliness, waste removal, and sanitation.
- b) Promoting, establishing and/or running medical healthcare units and allied infrastructure.
- c) Providing financial and/or other assistance to the agencies involved exclusive in waste management, sanitation, medical healthcare, therapeutic clinics, research, public health, nursing, medical treatments including alternative medical treatments,
- d) Activities concerning or promoting and facilitating:
  - i. General health care including preventive health care
  - ii. Safe motherhood
  - iii. Child survival support programs
  - iv. Health / medical camps
  - v. Better hygiene and sanitation
  - vi. Adequate food and potable water supply, etc.

#### Promotion and providing of education, training, and employment enhancing vocational skills:

- (a) Promoting and providing education, training, employment enhancing vocational skill for children, women, deprived people, and disabled persons etc.
- (b) To run or contribute to schools, aanganwadis, NGOs, Trusts, Associations for educational, training, research and empowerment activities.

#### Social care and concern, including, but not limited to:

- (a) Creating Public awareness for cleanliness, education, medical healthcare, and to undertake and contribute to campaign thereof;
- (b) Protection and up gradation of environment including ensuring ecological balance and related activities and undertaking public campaign thereof.

Web Link: The CSR Policy may be referred at the website of the Company at [www.nilainfra.com](http://www.nilainfra.com) under Investor Segment

2. Composition of the CSR Committee:

| Name of the Members | Category                           | Designation |
|---------------------|------------------------------------|-------------|
| Shyamal S. Joshi    | Non Executive Independent Director | Chairman    |
| Kiran B. Vadodaria  | Non Executive Director             | Member      |
| Manoj B. Vadodaria  | Executive Director                 | Member      |

3. Average Net Profit of the Company for last three financial years: ₹ 29,56,52,935/-
4. Prescribed CSR Expenditure (2% of the amount as mentioned herein above in Sr. No.3): ₹ 59,13,059/-
5. Details of CSR spent during the financial year:
  - (a) Total Amount spent during the financial year: ₹ 61,60,510/-
  - (b) Amount unspent, if any: NA

Manner in which the amount spent during the financial year is detailed below:

(Amount in ₹)

| 1  | 2                                                        | 3                                                                      | 4                                                                                                                                | 5                                               | 6                                                                                                                         | 7                                                | 8                                                   |
|----|----------------------------------------------------------|------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------|-----------------------------------------------------|
| SN | CSR Projects or activities identified                    | Sector in which the project is covered                                 | Projects or Programs<br>(1) Local areas or other<br>(2) Specify the state and district where projects or programs was undertaken | Amount outlay (budget) project or programs wise | Amount spent on the projects or programs<br>Sub-heads:<br>(1) Direct expenditure on projects or programs<br>(2)Overheads: | Cumulative expenditure upto the reporting period | Amount spent: Direct or through implementing agency |
| 1  | Promotion of Sanitation & Medical, Preventive Healthcare | Promoting preventive healthcare and sanitation                         | Ahmedabad, Gujarat                                                                                                               | 24,00,000/-                                     | 24,86,510/-                                                                                                               | 24,86,510/-                                      | Direct by the Company                               |
| 2  | Promotion and providing Education, Food and Empowerment  | Promotion of Education, Eradication, Hunger, Child & Women Empowerment | Ahmedabad, Ambaji, Gujarat                                                                                                       | 23,00,000/-                                     | 23,10,000/-                                                                                                               | 23,10,000/-                                      | Direct by the Company                               |
| 3. | Ecological Balance and Environmental sustainability      | Environmental Care thorough tree plantation                            | Ahmedabad, Gujarat                                                                                                               | 13,00,000/-                                     | 13,64,000/-                                                                                                               | 13,64,000/-                                      | Direct by the Company                               |
|    | Total                                                    |                                                                        |                                                                                                                                  | 60,00,000/-                                     | 61,60,510/-                                                                                                               | 61,60,510/-                                      |                                                     |

6. Details of the implementing agency: Not Applicable

7. Reasons for not spending the prescribed amount during the year: Not Applicable

8. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and policy of the Company.

The implementation and monitoring of Corporate Social Responsibility (CSR) Policy is in compliance with CSR objectives and policy of the Company.

Date : 29 June 2020  
Place : Ahmedabad

**Manoj B. Vadodaria**  
DIN: 00092053  
Chairman & Managing Director

**Shyamal S. Joshi**  
DIN: 00005766  
Chairman of the CSR Committee

## Annexure B

### FORM NO MGT 9: EXTRACT OF ANNUAL RETURN (As on financial year ended on 31 March 2020)

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

#### I. REGISTRATION & OTHER DETAILS:

| Particulars                                                                | Details                                                                                                                                                                                                                 |
|----------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| CIN                                                                        | L45201GJ1990PLC013417                                                                                                                                                                                                   |
| Registration Date                                                          | 26 February 1990                                                                                                                                                                                                        |
| Name of the Company                                                        | Nila Infrastructures Limited                                                                                                                                                                                            |
| Category/Sub-category of the Company                                       | Public Limited Listed Company                                                                                                                                                                                           |
| Address of the Registered office & contact details                         | First Floor, Sambhaav House,<br>Opp. Chief Justice's Bungalow, Bodakdev,<br>Ahmedabad – 380015.<br>Tel. +91 79 4003 6817/18<br>Fax: +91 79 3012 6371<br>Email: secretarial@nilainfra.com<br>Website: www.nilainfra.com  |
| Whether listed Company                                                     | Yes                                                                                                                                                                                                                     |
| Name, Address & Contact details of the Registrar & Transfer Agent, if any. | M/s MCS Share Transfer Agent Limited.<br>201, Second Floor, Shatdal Complex,<br>Opp: Bata Show Room, Ashram Road,<br>Ahmedabad-380009 Tel no. (079) 26582878;<br>Fax no. (079) 26581296<br>Email: mcsstaahmd@gmail.com. |

#### II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10% or more of the total turnover of the company shall be stated)

| SN | Name and Description of main products/services                                           | NIC Code of the Product/ service | % of total turnover of the Company |
|----|------------------------------------------------------------------------------------------|----------------------------------|------------------------------------|
| 1  | Construction of Buildings Carried out on own account basis or on a fee or contract basis | 41001                            | 75.71%                             |

#### III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

| SN | Name and Address of the Company                                                                                                               | CIN/GLN               | Holding/ Subsidiary/ Associate Company | % of shares held | Applicable Section                       |
|----|-----------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|----------------------------------------|------------------|------------------------------------------|
| 1  | Nila Terminals (Amreli) Private Limited<br>Address: First Floor, Sambhaav House, Opp: Chief Justice's Bungalow, Bodakdev, Ahmedabad – 380015. | U45309GJ2017PTC096801 | Wholly-owned subsidiary Company        | 100%             | Section 2(87) of the Companies Act, 2013 |

| SN | Name and Address of the Company                                                                                                                 | CIN/GLN               | Holding/<br>Subsidiary/<br>Associate<br>Company | % of shares held | Applicable Section                      |
|----|-------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-------------------------------------------------|------------------|-----------------------------------------|
| 2  | Vyapnita Terminals (Modasa) Private Limited<br>Address: 301, Third Floor, Vandemataram Arcade Vandemataram Road, Gota Ahmedabad – 382481.       | U45309GJ2017PTC097154 | Associate Company                               | 34%              | Section 2(6) of the Companies Act, 2013 |
| 3  | Romanovia Industrial Park Private Limited<br>Address: First Floor, Sambhaav House, Opp: Chief Justice's Bungalow, Bodakdev, Ahmedabad – 380015. | U45200GJ2013PTC077822 | Joint Venture                                   | 50%              | Section 2(6) of the Companies Act, 2013 |

Note: Statement containing salient features of the Financial Statement of the Subsidiary Companies, Associate companies and Joint Venture in the prescribed Form AOC 1 is annexed to this report as "Annexure C".

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

##### A) Category-wise Share Holding

| SN  | Category                             | No. of Shares held at the beginning of the year |          |           |                   | No. of Shares held at the end of the year |          |           |                   | % Change during the year |
|-----|--------------------------------------|-------------------------------------------------|----------|-----------|-------------------|-------------------------------------------|----------|-----------|-------------------|--------------------------|
|     |                                      | Demat                                           | Physical | Total     | % of Total Shares | Demat                                     | Physical | Total     | % of Total Shares |                          |
| A.  | Promoters Shareholding               |                                                 |          |           |                   |                                           |          |           |                   |                          |
| (1) | Indian                               |                                                 |          |           |                   |                                           |          |           |                   |                          |
| a)  | Individual/ HUF                      | 243825187                                       | 0.00     | 243825187 | 61.90             | 243825187                                 | 0.00     | 243825187 | 61.90             | 0.00                     |
| b)  | Central Govt                         | 0.00                                            | 0.00     | 0.00      | 0.00              | 0.00                                      | 0.00     | 0.00      | 0.00              | 0.00                     |
| c)  | State Govt(s)                        | 0.00                                            | 0.00     | 0.00      | 0.00              | 0.00                                      | 0.00     | 0.00      | 0.00              | 0.00                     |
| d)  | Bodies Corp.                         | 0.00                                            | 0.00     | 0.00      | 0.00              | 0.00                                      | 0.00     | 0.00      | 0.00              | 0.00                     |
| e)  | Banks / FI                           | 0.00                                            | 0.00     | 0.00      | 0.00              | 0.00                                      | 0.00     | 0.00      | 0.00              | 0.00                     |
| f)  | Any other                            | 0.00                                            | 0.00     | 0.00      | 0.00              | 0.00                                      | 0.00     | 0.00      | 0.00              | 0.00                     |
|     | Sub – Total (A.1)                    | 243825187                                       | 0.00     | 243825187 | 61.90             | 243825187                                 | 0.00     | 243825187 | 61.90             | 0.00                     |
| (2) | Foreign                              |                                                 |          |           |                   |                                           |          |           |                   |                          |
| a)  | Individual (NRI/Foreign Individuals) | 0.00                                            | 0.00     | 0.00      | 0.00              | 0.00                                      | 0.00     | 0.00      | 0.00              | 0.00                     |
| b)  | Government                           | 0.00                                            | 0.00     | 0.00      | 0.00              | 0.00                                      | 0.00     | 0.00      | 0.00              | 0.00                     |
| c)  | Institutions                         | 0.00                                            | 0.00     | 0.00      | 0.00              | 0.00                                      | 0.00     | 0.00      | 0.00              | 0.00                     |
| d)  | Foreign Portfolio Investor           | 0.00                                            | 0.00     | 0.00      | 0.00              | 0.00                                      | 0.00     | 0.00      | 0.00              | 0.00                     |
| e)  | Any other                            | 0.00                                            | 0.00     | 0.00      | 0.00              | 0.00                                      | 0.00     | 0.00      | 0.00              | 0.00                     |
|     | Sub-Total (A.2)                      | 0.00                                            | 0.00     | 0.00      | 0.00              | 0.00                                      | 0.00     | 0.00      | 0.00              | 0.00                     |
|     | Total (A) = (A.1) + (A.2)            | 243825187                                       | 0.00     | 243825187 | 61.90             | 243825187                                 | 0.00     | 243825187 | 61.90             | 0.00                     |

| SN        | Category                                                                     | No. of Shares held at the beginning of the year |                |                  |                   | No. of Shares held at the end of the year |                |                  |                   | % Change during the year |
|-----------|------------------------------------------------------------------------------|-------------------------------------------------|----------------|------------------|-------------------|-------------------------------------------|----------------|------------------|-------------------|--------------------------|
|           |                                                                              | Demat                                           | Physical       | Total            | % of Total Shares | Demat                                     | Physical       | Total            | % of Total Shares |                          |
| <b>B.</b> | <b>Public Shareholding</b>                                                   |                                                 |                |                  |                   |                                           |                |                  |                   |                          |
| <b>1.</b> | <b>Institutions</b>                                                          |                                                 |                |                  |                   |                                           |                |                  |                   |                          |
| a)        | Mutual Funds                                                                 | 7194171                                         | 0.00           | 7194171          | 1.83              | 7194175                                   | 0.00           | 7194175          | 1.83              | 0.00                     |
| b)        | Banks / FI                                                                   | 114482                                          | 0.00           | 114482           | 0.03              | 0.00                                      | 0.00           | 0.00             | 0.00              | (0.03)                   |
| c)        | Central Govt                                                                 | 0.00                                            | 0.00           | 0.00             | 0.00              | 0.00                                      | 0.00           | 0.00             | 0.00              | 0.00                     |
| d)        | State Govt(s)                                                                | 0.00                                            | 0.00           | 0.00             | 0.00              | 0.00                                      | 0.00           | 0.00             | 0.00              | 0.00                     |
| e)        | Venture Capital Funds                                                        | 0.00                                            | 0.00           | 0.00             | 0.00              | 0.00                                      | 0.00           | 0.00             | 0.00              | 0.00                     |
| f)        | Insurance Companies                                                          | 0.00                                            | 0.00           | 0.00             | 0.00              | 0.00                                      | 0.00           | 0.00             | 0.00              | 0.00                     |
| g)        | Foreign Portfolio Investor                                                   | 22315000                                        | 0.00           | 22315000         | 5.66              | 22415000                                  | 0.00           | 22415000         | 5.69              | 0.03                     |
| h)        | Foreign Venture Capital Funds                                                | 0.00                                            | 0.00           | 0.00             | 0.00              | 0.00                                      | 0.00           | 0.00             | 0.00              | 0.00                     |
| i)        | Others (specify)                                                             | 0.00                                            | 0.00           | 0.00             | 0.00              | 0.00                                      | 0.00           | 0.00             | 0.00              | 0.00                     |
|           | <b>Sub-total (B.1):-</b>                                                     | <b>29623653</b>                                 | <b>0.00</b>    | <b>29623653</b>  | <b>7.52</b>       | <b>29609175</b>                           | <b>0.00</b>    | <b>29609175</b>  | <b>7.52</b>       | <b>0.00</b>              |
| <b>2.</b> | <b>Non-Institutions</b>                                                      |                                                 |                |                  |                   |                                           |                |                  |                   |                          |
| a)        | <b>Bodies Corp.</b>                                                          |                                                 |                |                  |                   |                                           |                |                  |                   |                          |
| i)        | Indian                                                                       | 19111328                                        | 137000         | 19248328         | 4.89              | 14181489                                  | 83000          | 14264489         | 3.62              | (1.27)                   |
| ii)       | Overseas                                                                     | 0.00                                            | 0.00           | 0.00             | 0.00              | 0.00                                      | 0.00           | 0.00             | 0.00              | 0.00                     |
| b)        | <b>Individuals</b>                                                           |                                                 |                |                  |                   |                                           |                |                  |                   |                          |
| i)        | Individual shareholders holding nominal share capital upto ₹ 1 lakh          | 53361824                                        | 5941602        | 59303426         | 15.06             | 54723364                                  | 5308200        | 60031564         | 15.24             | 0.18                     |
| ii)       | Individual shareholders holding nominal share capital in excess of Rs 1 lakh | 22084920                                        | 963000         | 23047920         | 5.86              | 25822561                                  | 120000         | 25942561         | 6.59              | 0.73                     |
| c)        | Others Hindu Undivided Families                                              | 6516476                                         | 0.00           | 6516476          | 1.65              | 7068578                                   | 0.00           | 7068578          | 1.80              | 0.15                     |
| d)        | Non Resident Indians                                                         | 8066610                                         | 24000          | 8090610          | 2.05              | 8381069                                   | 24000          | 8405069          | 2.13              | 0.08                     |
| e)        | Overseas Corporate Bodies                                                    | 0.00                                            | 0.00           | 0.00             | 0.00              | 0.00                                      | 0.00           | 0.00             | 0.00              | 0.00                     |
| f)        | Foreign Nationals                                                            | 0.00                                            | 0.00           | 0.00             | 0.00              | 0.00                                      | 0.00           | 0.00             | 0.00              | 0.00                     |
| g)        | Clearing Members                                                             | 0.00                                            | 0.00           | 0.00             | 0.00              | 0.00                                      | 0.00           | 0.00             | 0.00              | 0.00                     |
| h)        | Trusts                                                                       | 7500                                            | 0.00           | 7500             | 0.00              | 7500                                      | 0.00           | 7500             | 0.00              | 0.00                     |
| i)        | Foreign Bodies                                                               | 0.00                                            | 0.00           | 0.00             | 0.00              | 0.00                                      | 0.00           | 0.00             | 0.00              | 0.00                     |
| j)        | IEPF                                                                         | 4226100                                         | 0.00           | 4226100          | 1.07              | 4735077                                   | 0.00           | 4735077          | 1.20              | 0.13                     |
|           | <b>Sub-total (B.2)</b>                                                       | <b>113374758</b>                                | <b>7065602</b> | <b>120440630</b> | <b>30.58</b>      | <b>114919638</b>                          | <b>5535200</b> | <b>120454838</b> | <b>30.58</b>      | <b>0.00</b>              |
|           | <b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>                          | <b>142998411</b>                                | <b>7065602</b> | <b>150064013</b> | <b>38.10</b>      | <b>144528813</b>                          | <b>5535200</b> | <b>150064013</b> | <b>38.10</b>      | <b>0.00</b>              |
| <b>C.</b> | <b>Shares held by Custodian for GDRs &amp; ADRs</b>                          | <b>0.00</b>                                     | <b>0.00</b>    | <b>0.00</b>      | <b>0.00</b>       | <b>0.00</b>                               | <b>0.00</b>    | <b>0.00</b>      | <b>0.00</b>       | <b>0.00</b>              |
|           | <b>Grand Total (A+B+C)</b>                                                   | <b>386823598</b>                                | <b>7065602</b> | <b>393889200</b> | <b>100.00</b>     | <b>388354000</b>                          | <b>5535200</b> | <b>393889200</b> | <b>100.00</b>     | <b>0.00</b>              |

## B) Shareholding of Promoter:

| SN | Shareholder's Name     | Shareholding at the beginning of the year |                                  |                                                  | Shareholding at the end of the year |                                  |                                                  | % change in shareholding during the year |
|----|------------------------|-------------------------------------------|----------------------------------|--------------------------------------------------|-------------------------------------|----------------------------------|--------------------------------------------------|------------------------------------------|
|    |                        | No. of Shares                             | % of total Shares of the company | % of Shares Pledged / encumbered to total shares | No. of Shares                       | % of total Shares of the company | % of Shares Pledged / encumbered to total shares |                                          |
| 1  | Manoj B. Vadodaria     | 53154712                                  | 13.49                            | 0.00                                             | 53154712                            | 13.49                            | 0.00                                             | 0.00                                     |
| 2  | Nila M. Vadodaria      | 43955267                                  | 11.16                            | 0.00                                             | 43955267                            | 11.16                            | 0.00                                             | 0.00                                     |
| 3  | Alpa K. Vadodaria      | 36800000                                  | 9.34                             | 0.00                                             | 36800000                            | 9.34                             | 0.00                                             | 0.00                                     |
| 4  | Kiran B. Vadodaria     | 38608100                                  | 9.80                             | 0.00                                             | 38608100                            | 9.80                             | 0.00                                             | 0.00                                     |
| 5  | Deep S. Vadodaria      | 31752108                                  | 8.06                             | 0.00                                             | 31752108                            | 8.06                             | 0.00                                             | 0.00                                     |
| 6  | Shailesh B. Vadodaria  | 12960000                                  | 3.29                             | 0.00                                             | 12960000                            | 3.29                             | 0.00                                             | 0.00                                     |
| 7  | Mina S. Vadodaria      | 8695000                                   | 2.21                             | 0.00                                             | 8695000                             | 2.21                             | 0.00                                             | 0.00                                     |
| 8  | Rajesh B. Vadodaria    | 5000000                                   | 1.27                             | 0.00                                             | 5000000                             | 1.27                             | 0.00                                             | 0.00                                     |
| 9  | Chhayaben R. Vadodaria | 4300000                                   | 1.09                             | 0.00                                             | 4300000                             | 1.09                             | 0.00                                             | 0.00                                     |
| 10 | Siddharth R. Vadodaria | 4300000                                   | 1.09                             | 0.00                                             | 4300000                             | 1.09                             | 0.00                                             | 0.00                                     |
| 11 | Karan R. Vadodaria     | 4300000                                   | 1.09                             | 0.00                                             | 4300000                             | 1.09                             | 0.00                                             | 0.00                                     |
|    | <b>Total</b>           | <b>243825187</b>                          | <b>61.90</b>                     | <b>0.00</b>                                      | <b>243825187</b>                    | <b>61.90</b>                     | <b>0.00</b>                                      | <b>0.00</b>                              |

## C) Change in Promoters' Shareholding:

| SN | Shareholding for each Promoter and person belonging to Promoter Group | Shareholding at the beginning of the year |                                  | Cumulative Shareholding at the end of the year |                                  |
|----|-----------------------------------------------------------------------|-------------------------------------------|----------------------------------|------------------------------------------------|----------------------------------|
|    |                                                                       | No. of shares                             | % of total shares of the company | No. of shares                                  | % of total shares of the company |
| 1  | Manoj B. Vadodaria                                                    |                                           |                                  |                                                |                                  |
|    | 01 April 2019                                                         | 53154712                                  | 13.49                            |                                                |                                  |
|    | 31 March 2020                                                         | 53154712                                  | 13.49                            | 53154712                                       | 13.49                            |
| 2  | Nila M. Vadodaria                                                     |                                           |                                  |                                                |                                  |
|    | 01 April 2019                                                         | 43955267                                  | 11.16                            |                                                |                                  |
|    | 31 March 2020                                                         | 43955267                                  | 11.16                            | 43955267                                       | 11.16                            |
| 3  | Alpa K. Vadodaria                                                     |                                           |                                  |                                                |                                  |
|    | 01 April 2019                                                         | 36800000                                  | 9.34                             |                                                |                                  |
|    | 31 March 2020                                                         | 36800000                                  | 9.34                             | 36800000                                       | 9.34                             |
| 4  | Kiran B. Vadodaria                                                    |                                           |                                  |                                                |                                  |
|    | 01 April 2019                                                         | 38608100                                  | 9.80                             |                                                |                                  |
|    | 31 March 2020                                                         | 38608100                                  | 9.80                             | 38608100                                       | 9.80                             |
| 5  | Deep S. Vadodaria                                                     |                                           |                                  |                                                |                                  |
|    | 01 April 2019                                                         | 31752108                                  | 8.06                             |                                                |                                  |
|    | 31 March 2020                                                         | 31752108                                  | 8.06                             | 31752108                                       | 8.06                             |

| SN | Shareholding for each Promoter and person belonging to Promoter Group | Shareholding at the beginning of the year |                                  | Cumulative Shareholding at the end of the year |                                  |
|----|-----------------------------------------------------------------------|-------------------------------------------|----------------------------------|------------------------------------------------|----------------------------------|
|    |                                                                       | No. of shares                             | % of total shares of the company | No. of shares                                  | % of total shares of the company |
| 6  | Shailesh B. Vadodaria                                                 |                                           |                                  |                                                |                                  |
|    | 01 April 2019                                                         | 12960000                                  | 3.29                             |                                                |                                  |
|    | 31 March 2020                                                         | 12960000                                  | 3.29                             | 12960000                                       | 3.29                             |
| 7  | Mina S. Vadodaria                                                     |                                           |                                  |                                                |                                  |
|    | 01 April 2019                                                         | 8695000                                   | 2.21                             |                                                |                                  |
|    | 31 March 2020                                                         | 8695000                                   | 2.21                             | 8695000                                        | 2.21                             |
| 8  | Rajesh B. Vadodaria                                                   |                                           |                                  |                                                |                                  |
|    | 01 April 2019                                                         | 5000000                                   | 1.27                             |                                                |                                  |
|    | 31 March 2020                                                         | 5000000                                   | 1.27                             | 5000000                                        | 1.27                             |
| 9  | Chhayaben R. Vadodaria                                                |                                           |                                  |                                                |                                  |
|    | 01 April 2019                                                         | 4300000                                   | 1.09                             |                                                |                                  |
|    | 31 March 2020                                                         | 4300000                                   | 1.09                             | 4300000                                        | 1.09                             |
| 10 | Siddharth R. Vadodaria                                                |                                           |                                  |                                                |                                  |
|    | 01 April 2019                                                         | 4300000                                   | 1.09                             |                                                |                                  |
|    | 31 March 2020                                                         | 4300000                                   | 1.09                             | 4300000                                        | 1.09                             |
| 11 | Karan R. Vadodaria                                                    |                                           |                                  |                                                |                                  |
|    | 01 April 2019                                                         | 4300000                                   | 1.09                             |                                                |                                  |
|    | 31 March 2020                                                         | 4300000                                   | 1.09                             | 4300000                                        | 1.09                             |

**D) Shareholding Pattern of top ten Shareholders:**  
**(Other than Directors, Promoters and Holders of GDRs and ADRs):**

| SN | Shareholding for each of the Top 10 Shareholders | Shareholding at the beginning of the year |                                  | Cumulative Shareholding at the end of the year |                                  |
|----|--------------------------------------------------|-------------------------------------------|----------------------------------|------------------------------------------------|----------------------------------|
|    |                                                  | No. of shares                             | % of total shares of the company | No. of shares                                  | % of total shares of the company |
| 1  | Elara India Opportunities Fund Limited*          | 12315000                                  | 3.13                             | 12315000                                       | 3.13                             |
| 2  | Antara India Evergreen Fund Limited*             | 5660000                                   | 1.43                             | 7500000                                        | 1.90                             |
| 3  | HDFC Housing Opportunity Fund *                  | 7194171                                   | 1.82                             | 7194171                                        | 1.82                             |
| 4  | Shobha Imtiyaz Desai*                            | 6243657                                   | 1.58                             | 6243657                                        | 1.58                             |
| 5  | Tushar Rameshchandra Mehta*                      | 3397563                                   | 0.86                             | 5739335                                        | 1.46                             |
| 6  | Astha Tushar Mehta#                              | 942500                                    | 0.24                             | 3942500                                        | 1.00                             |
| 7  | Jainam Share Consultants Private. Limited*       | 3029353                                   | 0.77                             | 2979934                                        | 0.76                             |

| SN | Shareholding for each of the Top 10 Shareholders | Shareholding at the beginning of the year |                                  | Cumulative Shareholding at the end of the year |                                  |
|----|--------------------------------------------------|-------------------------------------------|----------------------------------|------------------------------------------------|----------------------------------|
|    |                                                  | No. of shares                             | % of total shares of the company | No. of shares                                  | % of total shares of the company |
| 8  | Elara Capital Mauritius Limited *                | 2500000                                   | 0.63                             | 2500000                                        | 0.63                             |
| 9  | Tushar R Mehta HUF*                              | 1748722                                   | 0.44                             | 1748722                                        | 0.44                             |
| 10 | Ashish Bharkatkar Shah <sup>#</sup>              | 00                                        | 0.00                             | 1550652                                        | 0.39                             |
| 11 | Jitendra Vallabh Sanghvi <sup>@</sup>            | 2572500                                   | 0.65                             | 00                                             | 0.00                             |
| 12 | Nisha Jignesh Mehta <sup>@</sup>                 | 1990000                                   | 0.51                             | 00                                             | 0.00                             |
| 13 | Plutus Terra India Fund <sup>@</sup>             | 1840000                                   | 0.47                             | 00                                             | 0.00                             |

1. The shares of the Company are substantially held in dematerialized form and are traded on a daily basis and hence, the date wise increase/decrease in shareholding is not indicated.
2. \* Common top 10 shareholders as on 01 April 2019 and 31 March 2020.  
<sup>@</sup> Top 10 shareholders as on 01 April 2019.  
<sup>#</sup> Top 10 shareholders as on 31 March 2020.

#### E) Shareholding of Directors and Key Managerial Personnel:

| SN | Shareholding of each Directors and each Key Managerial Personnel | Shareholding at the beginning of the year |                                  | Cumulative Shareholding at the end of the year |                                  |
|----|------------------------------------------------------------------|-------------------------------------------|----------------------------------|------------------------------------------------|----------------------------------|
|    |                                                                  | No. of Shares                             | % of total Shares of the Company | No. of Shares                                  | % of total Shares of the Company |
| 1  | Manoj B. Vadodaria                                               |                                           |                                  |                                                |                                  |
|    | 01 April 2019                                                    | 53154712                                  | 13.49                            |                                                |                                  |
|    | 31 March 2020                                                    | 53154712                                  | 13.49                            | 53154712                                       | 13.49                            |
| 2  | Kiran B. Vadodaria                                               |                                           |                                  |                                                |                                  |
|    | 01 April 2019                                                    | 38608100                                  | 9.80                             |                                                |                                  |
|    | 31 March 2020                                                    | 38608100                                  | 9.80                             | 38608100                                       | 9.80                             |
| 3  | Dilip D. Patel                                                   | -                                         | -                                | -                                              | -                                |
| 4  | Shyamal S. Joshi                                                 | -                                         | -                                | -                                              | -                                |
| 5  | Ashok R. Bhandari                                                | -                                         | -                                | -                                              | -                                |
| 6  | H.P. Jamdar                                                      | -                                         | -                                | -                                              | -                                |
| 7  | Foram B. Mehta                                                   | -                                         | -                                | -                                              | -                                |
| 8  | Dipen Y. Parikh                                                  |                                           |                                  |                                                |                                  |
|    | 01 April 2019                                                    | 87500                                     | 0.02                             | 87500                                          | 0.02                             |
|    | 31 March 2020                                                    | 87500                                     | 0.02                             | 87500                                          | 0.02                             |
| 9  | Prashant H. Sarkhedi                                             |                                           |                                  |                                                |                                  |
|    | 01 April 2019                                                    | 175000                                    | 0.04                             | 175000                                         | 0.04                             |
|    | 31 March 2020                                                    | 175000                                    | 0.04                             | 175000                                         | 0.04                             |

**V) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment.**  
(₹ in Lakhs)

| Particulars                                         | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|-----------------------------------------------------|----------------------------------|-----------------|----------|--------------------|
| Indebtedness at the beginning of the financial year |                                  |                 |          |                    |
| i) Principal Amount                                 | 9,904.47                         | 2,260.47        | -        | 12,164.94          |
| ii) Interest due but not paid                       | -                                | -               | -        | -                  |
| iii) Interest accrued but not due                   | 13.70                            | 16.90           | -        | 30.60              |
| <b>Total (i+ii+iii)</b>                             | <b>9,918.17</b>                  | <b>2,277.37</b> | <b>-</b> | <b>12,195.54</b>   |
| Change in Indebtedness during the financial year    |                                  |                 |          |                    |
| * Addition                                          | 117.92                           | 5,554.36        | -        | 5,672.28           |
| * Reduction                                         | (5,843.89)                       | (87.55)         | -        | (5,931.44)         |
| <b>Net Change</b>                                   | <b>(5,725.97)</b>                | <b>5,466.81</b> | <b>-</b> | <b>(259.16)</b>    |
| Indebtedness at the end of the financial year       |                                  |                 |          |                    |
| i) Principal Amount                                 | 4,180.60                         | 7,723.53        | -        | 11,904.13          |
| ii) Interest due but not paid                       | -                                | -               | -        | -                  |
| iii) Interest accrued but not due                   | 11.60                            | 20.65           | -        | 32.25              |
| <b>Total (i+ii+iii)</b>                             | <b>4,192.20</b>                  | <b>7,744.18</b> | <b>-</b> | <b>11,936.38</b>   |

**VI) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**A. Remuneration to Managing Director (MD), Whole-time Directors (WTD) and/or Manager:**

(₹ in Lakhs)

| SN | Particulars of Remuneration                                                         | Name of MD/WTD/ Manager | Total Amount  |
|----|-------------------------------------------------------------------------------------|-------------------------|---------------|
|    |                                                                                     | Manoj B. Vadodaria      |               |
| 1  | Gross salary (per annum)                                                            | 36.00                   | 36.00         |
|    | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | -                       | -             |
|    | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961                             | -                       | -             |
|    | (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961             | -                       | -             |
| 2  | Stock Option                                                                        | -                       | -             |
| 3  | Sweat Equity                                                                        | -                       | -             |
| 4  | Commission                                                                          | -                       | -             |
|    | - as % of profit                                                                    | -                       | -             |
|    | - other                                                                             | -                       | -             |
| 5  | Others                                                                              | -                       | -             |
|    | <b>Total (A)</b>                                                                    | <b>36.00</b>            | <b>36.00</b>  |
|    | <b>Ceiling as per the Act</b>                                                       | <b>114.20</b>           | <b>114.20</b> |

## B. REMUNERATION TO OTHER DIRECTORS

(₹ in Lakhs)

| SN | Particulars of Remuneration                             | Name of Directors  |                                                                                                                                 |                       |                   |              |                | Total |
|----|---------------------------------------------------------|--------------------|---------------------------------------------------------------------------------------------------------------------------------|-----------------------|-------------------|--------------|----------------|-------|
|    |                                                         | Other NED*         |                                                                                                                                 | Independent Directors |                   |              |                |       |
|    |                                                         | Kiran B. Vadodaria | Dilip D. Patel                                                                                                                  | Shyamal S. Joshi      | Ashok R. Bhandari | H. P. Jamdar | Foram B. Mehta |       |
| 1  | Fee for attending board, committee meetings             | -                  | -                                                                                                                               | 0.20                  | 0.05              | 0.05         | 0.15           | 0.45  |
| 2  | Commission                                              | 12.00              | -                                                                                                                               | -                     | -                 | -            | -              | 12.00 |
| 3  | Others – For attending meeting of Independent Directors | -                  | -                                                                                                                               | -                     | -                 | -            | -              | -     |
|    | Total Managerial Remuneration                           | 12.00              | -                                                                                                                               | 0.20                  | 0.05              | 0.05         | 0.15           | 12.45 |
|    | Overall Ceiling as per the Act                          | 31.85              | ₹ 1 Lakh per meeting per Director as per Rule 4 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 |                       |                   |              |                |       |

\* NED = Non Executive Director

## C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

(₹ in Lakhs)

| SN | Particulars of Remuneration                                                         | Key Managerial Personnel |       |       |
|----|-------------------------------------------------------------------------------------|--------------------------|-------|-------|
|    |                                                                                     | *CS                      | **CFO | Total |
| 1  | Gross salary per annum                                                              | 8.40                     | 18.00 | 26.40 |
|    | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | -                        | -     | -     |
|    | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961                             | -                        | -     | -     |
|    | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961              | -                        | -     | -     |
| 2  | Stock Option – Value of Perquisites                                                 | -                        | -     | -     |
| 3  | Sweat Equity                                                                        | -                        | -     | -     |
| 4  | Commission as % of Profit/ Others                                                   | -                        | -     | -     |
| 5  | Others                                                                              | -                        | -     | -     |
|    | Total                                                                               | 8.40                     | 18.00 | 26.40 |

\* CS = Company Secretary; \*\*CFO = Chief Financial Officer.

## VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

(₹ in Lakhs)

| SN                                  | Type        | Section of the Companies Act | Brief Description | Details of Penalty / Punishment/ Compounding fees imposed | Authority [RD / NCLT/ COURT] | Appeal made, if any (give Details) |
|-------------------------------------|-------------|------------------------------|-------------------|-----------------------------------------------------------|------------------------------|------------------------------------|
| <b>A. COMPANY</b>                   |             |                              |                   |                                                           |                              |                                    |
|                                     | Penalty     | -                            | -                 | -                                                         | -                            | -                                  |
|                                     | Punishment  | -                            | -                 | -                                                         | -                            | -                                  |
|                                     | Compounding | -                            | -                 | -                                                         | -                            | -                                  |
| <b>B. DIRECTORS</b>                 |             |                              |                   |                                                           |                              |                                    |
|                                     | Penalty     | -                            | -                 | -                                                         | -                            | -                                  |
|                                     | Punishment  | -                            | -                 | -                                                         | -                            | -                                  |
|                                     | Compounding | -                            | -                 | -                                                         | -                            | -                                  |
| <b>C. OTHER OFFICERS IN DEFAULT</b> |             |                              |                   |                                                           |                              |                                    |
|                                     | Penalty     | -                            | -                 | -                                                         | -                            | -                                  |
|                                     | Punishment  | -                            | -                 | -                                                         | -                            | -                                  |
|                                     | Compounding | -                            | -                 | -                                                         | -                            | -                                  |

## Annexure C

### Form AOC-1

#### STATEMENT CONTAINING SALIENT FEATURES OF FINANCIAL STATEMENT OF SUBSIDIARIES, ASSOCIATE COMPANIES AND JOINT VENTURE

Pursuant to Section 129(3) of the Companies Act, 2013 read with rule 5 of Companies (Accounts) Rules, 2014

#### (A) STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENTS OF SUBSIDIARY COMPANY: (Amount in ₹)

| Name of Subsidiary Companies                                                                                                | Nila Terminals (Amreli) Private Limited |
|-----------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|
| The date since when subsidiary was acquired                                                                                 | 11 April 2017                           |
| Reporting period for the subsidiary concerned, if different from the holding company's reporting period                     | N.A.                                    |
| Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries | N.A.                                    |
| Share capital                                                                                                               | 1,00,000                                |
| Reserves & Surplus                                                                                                          | (4,69,117)                              |
| Total assets                                                                                                                | 16,62,13,415                            |
| Total Liabilities                                                                                                           | 16,65,82,532                            |
| Investments                                                                                                                 | -                                       |
| Turnover                                                                                                                    | -                                       |
| Profit before taxation                                                                                                      | (55,667)                                |
| Provision for taxation                                                                                                      | -                                       |
| Profit after taxation                                                                                                       | (55,667)                                |
| Proposed Dividend                                                                                                           | -                                       |
| % of shareholding                                                                                                           | 100%                                    |

- Names of subsidiaries which are yet to commence operations – Not Applicable
- Names of subsidiaries which have been liquidated or sold during the year – Not Applicable

#### (B) STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENTS OF ASSOCIATE COMPANIES AND JOINT VENTURES

| SN | Name of Associate and Joint Ventures                                    | Vyapnila Terminals (Modasa) Private Limited | Kent Residential and Industrial Park LLP* | Romanovia Industrial Park Private Limited |
|----|-------------------------------------------------------------------------|---------------------------------------------|-------------------------------------------|-------------------------------------------|
| 1. | Latest audited Balance Sheet Date                                       | 31 March 2020                               | 31 March 2020                             | 31 March 2020                             |
| 2. | Shares of associates and Joint Ventures held by company on the year end | 34%                                         | 50%                                       | 50%                                       |
|    | i. Number of Shares                                                     | 3,400                                       | N.A.                                      | 5000                                      |
|    | ii. Amount of Investment in Associates/Joint Venture                    | 34,000                                      | 23,95,315                                 | 12,50,50,000                              |
|    | iii. Extend of Holding %                                                | 34%                                         | 50%                                       | 50%                                       |

| SN | Name of Associate and Joint Ventures                                       | Vyapnla Terminals (Modasa) Private Limited | Kent Residential and Industrial Park LLP* | Romanovia Industrial Park Private Limited |
|----|----------------------------------------------------------------------------|--------------------------------------------|-------------------------------------------|-------------------------------------------|
| 3. | Description of how there is significant influence                          | By holding more than 20% of voting power   | By contractual agreement                  | By holding more than 20% of voting power  |
| 4. | Reason why the associate / joint venture is not consolidated               | Not Applicable                             | Not Applicable                            | Not Applicable                            |
| 5. | Net worth attributable to shareholding as per latest audited balance sheet | 80,148                                     | 23,95,320                                 | 1,24,35,423                               |
| 6. | Profit/(Loss) for the year                                                 | 1,37,281                                   | (92,28,655)                               | (46,29,921)                               |
|    | i. Considered in consolidation                                             | 46,676                                     | (46,14,328)                               | (23,14,961)                               |
|    | ii. Not considered in consolidation                                        | 90,605                                     | (46,14,327)                               | (23,14,960)                               |

1. Name of associates or joint venture which are yet to commence operations - Not Applicable
2. Names of associates or joint ventures which have been liquidated or sold during the year - Not Applicable

\* Profit/(Loss) of the LLP is considered in accordance with the Profit Sharing Ratio of the partners

For and on behalf of the Board of Directors of  
Nila Infrastructures Limited  
CIN No: L45201GJ1990PLC013417

**Manoj B. Vadodaria**  
Managing Director  
DIN: 00092053

**Prashant H. Sarkhedi**  
Chief Financial Officer

Place : Ahmedabad  
Date : 29 June 2020

**Kiran B. Vadodaria**  
Director  
DIN: 00092067

**Dipen Y. Parikh**  
Company Secretary  
Membership No: A24031

Place : Ahmedabad  
Date : 29 June 2020

## Annexure D

### REMUNERATION DETAILS

PART 1: [Pursuant to Section 197(12) of the Companies Act, 2013 and Rule No. 5 (1) of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

1. The ratio of remuneration of each Director to the median remuneration of the employees of the Company for the financial year:

The median remuneration of the employees of the Company as on 31 March 2020 is ₹ 3,90,000 per annum and the ratio of remuneration of each Director to this median remuneration is as under.

| Name of the Director | Ratio of each Director to the median remuneration of the employee |
|----------------------|-------------------------------------------------------------------|
| Manoj B. Vadodaria   | 9.23:1                                                            |
| Kiran B. Vadodaria   | 2.82:1                                                            |
| Dilip D. Patel       | NA                                                                |
| Shyamal S. Joshi     | NA                                                                |
| H. P. Jamdar         | NA                                                                |
| Ashok R. Bhandari    | NA                                                                |
| Foram B. Mehta       | NA                                                                |

2. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary in the financial year 2019-20:

The percentage increase in remuneration of Directors, Chief Financial Officer and Company Secretary in the Financial Year 2019-20 as compared to the previous financial year 2018-19, calculated with reference to the basic remuneration, actual receipt during the year other than any award of previous years, is as under:-

| Name                 | Designation                 | % increase in remuneration    |
|----------------------|-----------------------------|-------------------------------|
| Manoj B. Vadodaria   | Charman & Managing Director | No % increase in remuneration |
| Kiran B. Vadodaria   | Director                    | No % increase in remuneration |
| Dilip D. Patel       | Director                    | NA                            |
| Shyamal S. Joshi     | Director                    | NA                            |
| H. P. Jamdar         | Director                    | NA                            |
| Ashok R. Bhandari    | Director                    | NA                            |
| Foram B. Mehta       | Director                    | NA                            |
| Prashant H. Sarkhedi | Chief Financial Officer     | No % increase in remuneration |
| Dipen Y. Parikh      | Company Secretary           | 25 % increase in remuneration |

3. The percentage increase in the median remuneration of employees in the financial year:

The median remuneration of employees was ₹ 3,90,000 p.a. and ₹ 3,61,800 p.a. as on 31 March 2020 and 31 March 2019 respectively. There is increase of 7.79% in the median remuneration of employees during the year.

4. The number of permanent employees on the roll of Company: 55 as on 31 March 2020.

5. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

There is no increase in the remuneration of managerial personnel during the year. The average remuneration of non-managerial personnel is increased by 16.65%.

6. Affirmation that the remuneration is as per the Remuneration Policy of the Company:

It is confirmed that the remuneration paid to the Directors and Key Managerial Personnel are as per the Remuneration Policy of the Company.

**Note:** 1. Independent Directors of the Company are paid only sitting fees as per the statutory provisions during the year under review. The ratio of remuneration and percentage increase for Independent Directors is therefore not considered for the aforesaid purpose. The details of sitting fees of Independent Directors are provided in the Corporate Governance Report.

2. Employees for the aforesaid purpose include all on roll employees of the Company.

## Annexure E

### SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED ON 31 MARCH 2020

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,  
The Members,  
**Nila Infrastructures Limited**  
1<sup>st</sup> Floor, Sambhaav House,  
Opp: Chief Justice's Bungalow,  
Bodakdev, Ahmedabad – 380015.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Nila Infrastructure Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives in electronic form using the Information Technology Tools due to lockdown on account of COVID- 19, during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit year covering the year ended on 31 March 2020 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent , in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31 March 2020 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (upto 10th November, 2018) and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (with effect from 11th November, 2018);
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not Applicable to the Company during the Audit Period)
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not Applicable to the Company during the Audit Period) and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (upto 10th September 2018) and The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (with effect from 11th September 2018); (Not Applicable to the Company during the Audit Period)
- (vi) Transfer of Property Act, 1882;
- (vii) Registration Act, 1882;
- (viii) The Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996;
- (ix) The Land Acquisition Act, 1894;
- (x) Real Estate Regulation Act, 2017
- (xi) We have relied on the representation made by the Company, its Officers and on the reports given by designated professionals for systems and processes formed by the Company to monitor and ensure compliances under other applicable Acts, Laws and Regulations to the Company.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Stock Exchanges read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that:

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

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions in the Board is carried through, while the dissenting members' views, if any, are captured and recorded as part of the minutes.

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

We further report that during the Audit period the Company has no specific events/actions having a major bearing on the Companies Affairs in pursuant of the above referred Laws, Rules, Regulations, Guidelines, Standards etc.

Umesh Ved  
Umesh Ved & Associates  
Company Secretaries  
FCS No.: 4411  
C.P. No.: 2924  
UDIN: F004411B000396101

Place: Ahmedabad  
Date : 29 June 2020

To,  
The Members,  
**Nila Infrastructures Limited**  
1<sup>st</sup> Floor, Sambhaav House,  
Opp: Chief Justice's Bungalow,  
Bodakdev, Ahmedabad – 380015.

Our report of even date is to be read along with this letter.

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

**Umesh Ved**  
**Umesh Ved & Associates**  
Company Secretaries  
FCS No.: 4411  
C.P. No.: 2924  
UDIN: F004411B000396101

Place: Ahmedabad  
Date : 29 June 2020

# Management Discussion and Analysis

## 1. THE ECONOMIC SCENARIO:

Uncertainty has gripped the world with the outbreak of COVID-19. The implied real GDP growth of 5 per cent for FY2020 in the second advance estimates of the National Statistics Office, is now at risk from the pandemic's impact on the economy. Off late, most businesses have deferred their real estate decisions due to the impending crisis. With a nationwide lockdown in place, there was enhanced emphasis on business continuity plans and management of costs to mitigate the adverse effects of the pandemic. Construction activity and the process of obtaining requisite approvals from the government also slowed down in the beginning of March, in line with growing concerns of the impact of COVID-19, before it came to a standstill. In the medium to long run, the current crisis will lead to corporates re-evaluating their commercial real estate strategy to make it more resilient to such shocks. Business continuity plans and remote working strategies have already been successful.

India has emerged as the fastest growing major economy in the world and is expected to be one of the top three economic powers in the world over the next 10-15 years, backed by its robust democracy and strong partnerships.

India's GDP (at constant 2011-12 prices) was estimated to be ₹ 145.65 lakh crore for FY2020 i.e. 4.2 per cent growth over FY2019.

## 2. THE INDUSTRY SCENARIO:

During FY2020, the GDP of India has grown at 4.2 per cent, which is the lowest for the decade. Such stressed economic condition has been aggravated by the outbreak of COVID-19 pandemic. These have adversely affected the Infrastructure/Construction industry. Meanwhile, India has successfully retained its position as the third largest start-up base in the world with over 8,900-9,300 start-ups as 1,300 new start-ups got incorporated in 2019 according to a report by NASSCOM. India also witnessed the addition of seven (7) unicorns in 2019 (till August 2019), taking the total tally to 24. India's foreign exchange reserves reached ₹ 37.31 lakh crore in the week up to May 29, 2020 according to the RBI. Meanwhile, various economic packages are announced, having a cumulative worth of around ₹ 20 lakh crore i.e. almost 10 per cent of India's GDP. Under the PMAY, Government has sanctioned more than 96.50 lakh houses and approved 606 proposals for the construction of 3,31,075 houses with an overall investment of ₹ 15,125 crore.

### A. Infrastructure

Any highly-populated country needs a robust infrastructure and India is no exception to the rule.

A key driver of the economy, Infrastructure is highly responsible for propelling India's overall development. Infrastructure sector includes power, bridges, dams, roads and urban infrastructure development. It is a major contributor towards India's GDP, both directly and indirectly.

GDP from Construction in India averaged ₹ 2,21,966 crore from 2011 until 2020, reaching an all-time high of ₹ 2,73,046 crore in the Q1-FY2019 and a record low of ₹ 1,86,137 crore in the Q3-FY2012. The latest estimate of India's GDP from Construction is quarterly ₹ 2,67,000 crore, while the forecast is ₹ 2,94,500 crore by 2022. It employs 4,730 lakh people, and any improvements in the construction sector affect a number of associated industries such as cement, steel, technology, skill-enhancement, etc. Low entry and technology barriers make the industry highly fragmented. While low fixed costs narrow the entry barriers, uncertainties on payments drives up working capital requirements. Entities in a contracting process of infrastructure and industrial projects include the owner (project implementer), contractors, consultants, process licensors and suppliers of raw materials and equipment. The industry is regulated and implemented by different apex authorities of the various segments. It encompasses different types of contracts (EPC, EPCM, BOT, BOOT, etc.), depending on the nature of project. Each contract has certain features which draw interest of players and aim at enhancing overall efficiency. Revenues in construction contract are recognised as per Ind-AS 115 i.e. the revenue is recognised to depict the transfer of goods or services to customers at an amount that is expected to be entitled to in exchange for those goods or services. Contract costs that meet certain criteria will be capitalised as an asset and get amortised as revenue is recognised.

Infrastructure accounts for nearly 40% of India's industrial output. Hence, it enjoys intense focus from the Government for initiating policies that would ensure time-bound creation of world class infrastructure in the country. To prevent 'lack of infrastructure' becoming a 'binding constraint' on the growth of Indian economy that aspires to become a USD 5 trillion by 2024-25, the country needs to spend about USD 1.4 trillion on infrastructure.

India is witnessing significant interest from international investors in the infrastructure space with many MNCs keen to collaborate on infrastructure, high speed trains, renewable energy, developing smart cities, etc. FDI in Construction Development sector (townships, housing, built up infrastructure and construction development projects) stood at USD 25.66 billion during April 2000 to March 2020.

The Government of India is keen on developing the infrastructure sector in the country. This is clearly

evident through the numerous initiatives announced for this sector as part of the Union Budget 2020-21, while National Infrastructure Pipeline has projected total infrastructure investment of ₹ 1,02,000 crore during the period FY2020 to 2025 in India.

Overall construction spends in key infrastructure sectors has gathered further pace, aided by a slew of recent policy reforms. Roads would drive majority construction spends while investments in urban infrastructure and railways are expected to grow at a faster pace with the government's increased focus on schemes such as HFA by 2022, Smart cities, AMRUT, Swachh Bharat, Clean Ganga Mission, WSS projects and metro construction in major Indian cities are expected to boost urban infrastructure investment in the years to come. India is expected to become the third largest construction market globally by 2022.

#### B. Logistics:

In recent times the warehousing sector has achieved new benchmarks on demand, supply and investments. Further, these have also been backed by graduating value-chain of the logistics eco-system i.e. improvement in quality. The coveted status of "Infrastructure" has further catalysed the growth of this segment.

The presence of a robust logistics-related infrastructure and an effective logistics management system facilitates seamless movement of goods from the point of origin to that of consumption, and aids an economy's movement to prosperity. The progress of logistics sector holds an immense value for India as well; as such advancement would increase exports, generate employment and give the country a significant place in the global supply chain. Indian logistics industry is a sunshine sector. The Indian logistics sector provides livelihood to about 220 lakh people. Improving the sector would facilitate a 10% decrease in indirect logistics cost, leading to a growth of 5-8% in exports.

The industrial warehousing segment in India is highly fragmented, with the unorganised players have aggregated 83-85% share of the total warehousing space. As a consequence, there is severe price competition among players. The industrial warehousing segment witnesses intense competition on account of unorganized nature of the industry. The other challenges hindering its growth include high cost, underdeveloped material handling infrastructure, fragmented warehousing, presence of multiple regulatory and policy making entities, lack of seamless movement of goods across modes, and poor integration with modern information technology. These challenges, particularly the ones pertaining to procedural complexities, redundant documentations and involvement of several agencies at our ports and

borders, severely dent our performance in international trade, resulting into about 70% of the delays.

There are several policies aimed at encouraging investment in the sector, including free trade warehousing zones and logistics parks. Selecting the right location, optimal usage of storage facilities, providing value-added services, and achieving scale are the key success factors for the warehousing industry. The government has laid an emphasis on infrastructure growth with plans to develop highways, railways and rural roads, and revive unused airstrips and airports. The government also announced the revival of the Sagarmala project for port modernisation and port automation, development of multimodal logistics parks, and dedicated freight corridors. The successful and timely completion of these proposed projects can help ensure cost effectiveness and operational efficiencies.

The GST implementation in 2017 has since brought efficiency in supply chain e.g. it has expedited the freight movement at interstate borders due to dismantling of check posts by upto 20%. The rollout of GST has started to improve supply-chain effectiveness and reduction in consolidation costs by promoting hub-and-spoke model (have a large warehouse in a strategic location instead of numerous small ones) resulting in a reorganised industry. There is a target to reduce the logistics cost in India from the present 14% of GDP to less than 10% of it, by 2022. Warehousing space in India is expected to grow at a healthy pace up to 2020 i.e. about ₹ 1,50,000 crore at CAGR of 10.5%. The industrial warehousing segment is driving growth, led by the organised segment (largely third-party logistics players i.e. 3PL) fuelled by value-added services. The growth of logistics is two sided – led by demand and supply. The demand-led growth is mainly strengthened with the economic recovery, and implementation of GST. The supply-led growth drivers include improvement in logistics infrastructure, integrated logistics and birth of numerous logistics start-ups, especially tech led start-ups. Such significant development is reflected in improvement in the global rankings i.e. 44th out of 167 countries in World Bank's Logistics Performance Index (LPI) 2018.

The Indian government has announced that it is working at the policy in order to set up new logistics plan in the country. The intention is to devise the most cost-effective method to transport goods by the year 2035. The policy aims at preparing a proper integrated logistics plan. The new logistics division within the department of commerce is working on this national integrated plan, with the objective to identify and iron out any existing bottlenecks and gaps in the industry. It will also encourage tech-enabled startups in the logistics sector as they will be able to provide seamless movement of goods across the country.

In the post COVID-19 era consolidation of warehouses are expected to accelerate, while stocking levels shall increase. 3PL will be at the forefront for warehouse demand; however the largest occupier will be e-Commerce. With accelerated institutionalisation of warehousing segment, the footprint shall expand in the smaller cities, too.

The industry is attracting a lot of investment and as a result of the transformations and changes led by these investments; the industry will stimulate job creation. The experts predict that it can be the largest job creator by 2022. Some of key investors include Ascendas-Singbridge, Morgan Stanley, and Warburg Pincus, beside others. The investment burst in the sector is leading to development of new and better warehousing facilities. The future for the Indian logistics industry is going to shine even brighter. It will enhance our trade competitiveness, create jobs, shoot up country's performance in global rankings and pave the way for India to become a logistics hub. Such measures will also contribute to creation of a New India by 2022.

### 3. NILA:

#### A. In retrospect:

The Company commenced its business operations from 1990 and operated profitably, mainly as a city-based realtor. The Company executed several housing projects successfully and developed land bank at economic rate during the recessionary phase. The Company gained momentum in FY2007 when the flagship company of the Group Sambhaav Media Ltd was awarded construction of decorative AMTS bus stands in the city of Ahmedabad. NILA entered into urban infrastructure project through the development of unique bus stands of AMTS on behalf of Sambhaav Media Ltd. In FY2008 the Company launched its ambitious residential project "Asmaakam". The project received overwhelming response even during the period of global meltdown in FY2009. However, with limited resources, the Company was not able to work at its full potential, while it was strategized to transform the Company to a meaningful infrastructure player. Thus, the Company initiated amalgamation of Pearl Stockholdings Pvt. Ltd (PSPL) during 2009-10. PSPL's sound financials prepared a strong platform for the Company's growth and transformation. This strengthened the Company's eligibility with respect to "financials" parameter for certain civic urban infrastructure construction contracts by various government bodies/agencies. With such backdrop the Company has since transformed into a specialist in civic urban infrastructure contractor.

Post successful consolidation of resources, the Company concentrated on sustainable growth in civic urban infrastructure segment. Planning an effective

vision at the right time and efficient implementation of the strategy transformed the Company. During FY2017, about 86% revenue of the Company was derived from Affordable Housing and civic urban infrastructure projects on EPC/LSTK, and PPP basis. While, the Company initiated to create avenues for growth and seizing such growth opportunities, it was thought prudent to demerge the real-estate undertaking into a separate entity viz. Nila Spaces Limited (NSL - earlier known as Parmananday Superstructure Ltd) and operate on a Lighter, Fitter, and Faster model.

#### B. The Demerger of Real Estate Undertaking:

The Company initiated a Scheme of Arrangement whereby the real estate undertaking is transferred to and vested in NSL, issue of equity shares by NSL to the shareholders of the Company and subsequent listing thereof. In this connection NCLT pronounced the written orders confirming official approval to the Scheme with Appointment Date of April 1, 2017. Accordingly, trading of equity share of NSL on BSE (542231) and NSE (NILASPACES) has since commenced from December 28, 2018.

#### C. In prospect:

The Company has started experiencing the benefits of recent initiative to have a Lighter, Fitter and Faster model by demerging the erstwhile real estate undertaking. The Company is working hard to reap the full benefits of this and is convinced about the impetus that it will provide for growth. The Company has since become an established pure-play Civic Urban Infrastructure contractor. The Company works on AH Infrastructure and civic urban infrastructure projects by leveraging its core competency. The management is optimistic towards the growth of the economy in general and construction sector in particular. The Company has since secured meaningful EPC Construction Projects of Affordable Housing and envisage that, on back of enhanced pre-qualifications/bidding capacities, its business will grow sustainably. Also, the outbreak of COVID-19 pandemic has compelled people to stay at home as a precautionary measure to abate further spread. While, there are lakhs of people in India who do not have a home of their own, inducing the government to plan more aggressively to provide houses to these people who don't have housing at this point of time.

The Company has also built significant PPP based order book where the remuneration is superior for a long-term sustainable growth. The Company is now a sort of a Specialist in AH Infrastructure and pure-play Civic Urban Infrastructure player.

#### 4. Strategic Focus of NILA:

##### A. Unique Business Model – Diversified and Flexible:

The company has developed a unique business model of construction contracts on EPC/LSTK, EPC+PPP and PPP mode for AH projects as well as Civic Urban Infrastructure Projects. Your Company has successfully leveraged the construction expertise to grow into construction contracts from government authorities and reputed corporates. Your Company holds commercial properties in the prime location of Ahmedabad and such lease rent ensures continues revenue. An integrated well balanced business model of construction and development of government and private projects and contracts provides hedging.

This diversified model of business has shown great strength and resilience in the past years of challenging business environment. Leasing ensures steady cash flow income while construction contracts of Government assure timely and confirmed recovery of dues, whereas the PPP projects ensure better profitability margins. Your Company has developed in-house expertise in the entire gamut of construction and execution – including design, planning & estimation, project preparation, project execution, interior designing, integration of project management.

##### B. Project Selection and Execution:

Your Company's comprehensive evaluation of opportunities in infrastructure projects includes the following parameters:

- **Principal:** Constitution, financial strength, bureaucratic structure, involvement of any bilateral/multilateral agency, track record on other projects, contract management strength, appropriateness of design for local market, etc.
- **Pre-development:** Financing flexibility to fund the early design work, community/political participation/opposition, government stability over the life of the project, environmental problems, site selection and regulatory approval delays, land acquisition, etc.
- **Finance:** Commercial viability of the project, capacity of the lender to evaluate and speed in providing the credit lines, repayment mechanism, credit availability on viable terms, etc.
- **Construction:** Viability of the design/technology, availability of labour and raw-material, outlook of raw-material cost, contractor failure, developer's access to funds on a timely basis for construction, etc.

- **Market:** Local economic conditions, demand-supply outlook, interest/inflation rate scenario, etc.

Throughout this process, your Company has to identify and mitigate inherent risks that can adversely affect the project. It is broadly evaluated in three parts: 1) preliminary considerations, market analysis, financial analysis, and strategic marketing; 2) site selection and due diligence, land acquisition, deal structure, entitlements, permissions, etc.; and 3) planning and design, construction management, operations and property management. Hence, with sufficient due-diligence the project is selected and execution is carried-out accordingly by your Company. Your Company's Quality Management System is ISO 9001 : 2015 accredited by INTERCERT that include Project Management, Site Development and Construction activities for Infrastructure, Industrial, Residential and Commercial projects.

##### C. Project Management and Monitoring:

Your Company has adopted an integrated system for planning, scheduling, monitoring and control of the approved project under implementation. To coordinate and synchronise all the support function of Project Management it relies on an Integrated Project Management Control System which integrates its project management, contract management and control function addressing all stages of project implementation from concept to commissioning.

All projects have project monitoring centres which facilitate monitoring of key project milestones and also act as a Decision Support System for the management. It is used as integrated web based collaborative system to facilitate consolidation of project related issues and its timely resolution. Various features for information delivery of ERP facilitate project tracking, issues resolution and management interventions on a regular basis. Integrated ERP platform for monitoring and controlling of critical project activities spread across various functions – projects, contracts, finance and execution. This helps in decision support through timely identification of critical input and provides a holistic approach towards project implementation and major project milestones.

##### D. Financial Resources:

The foremost source of finance of your Company has traditionally been internal accruals and borrowings from banks. Your Company has made financial arrangement with banks and financial institutions for its various long-term and working capital requirements. During the year your Company has successfully contracted/renewed substantial credit limits at competitive terms. Such negotiations will enhance the overall financial flexibility.

#### E. Joint Ventures:

In order to share risk and cost, experience and expertise your Company develops certain projects in association with other renowned corporates and has formed associates and joint ventures. This provides a larger scale to your Company to work on specific operations. In such a scenario, the construction work is invariably carried-out by your Company. Your Company looks upon them as partners in its progress and shares with them the rewards of growth. It is the Company's endeavour to build and nurture strong links with the trade based on mutuality of benefits, respect for and cooperation with each other, consistent with consumer interests.

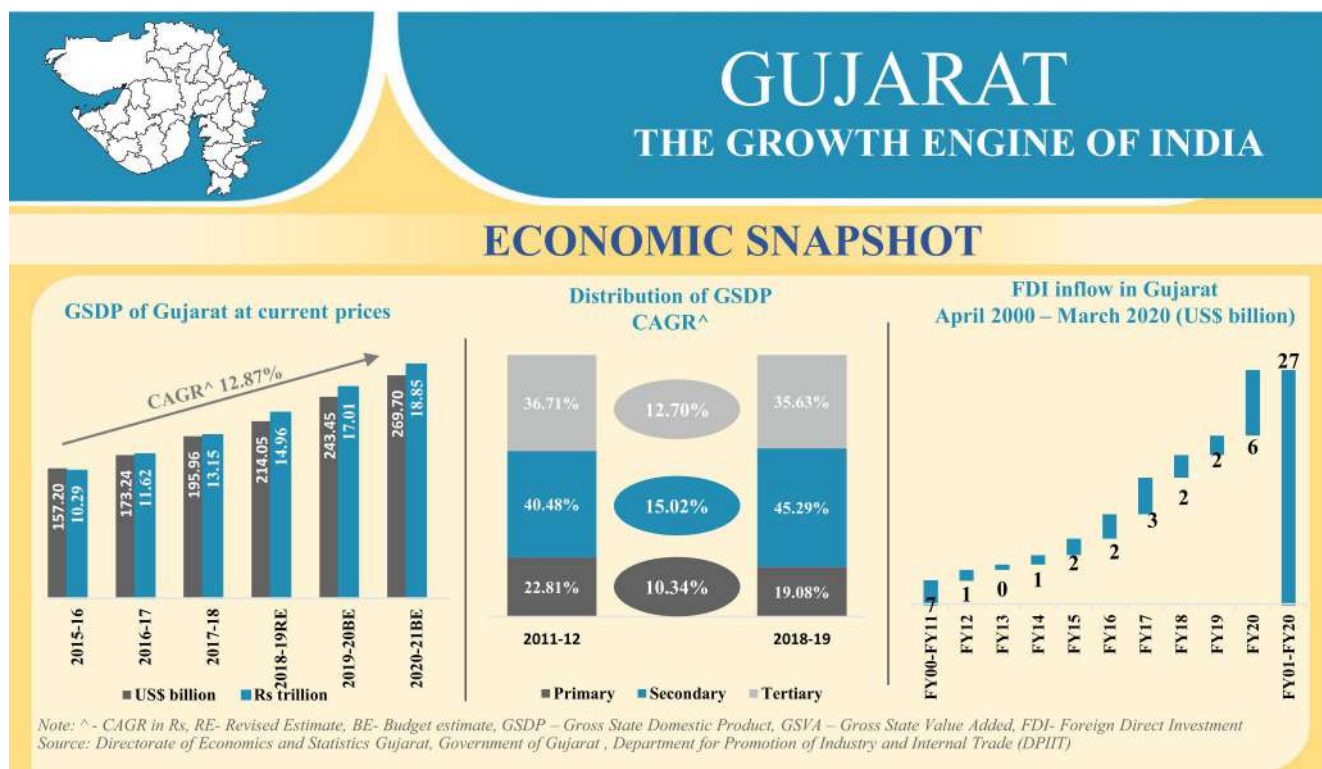
#### 5. Opportunities and Outlook:

##### A. Gujarat – The Growth Engine of India:

The organisation of “Vibrant Gujarat” at every two-years has been instrumental to make Gujarat a corporate hub with the entry of national and multinational companies which has led to rising employment. Gujarat is one of the leading industrialised states in India. As of February 2020, Gujarat had a total installed power generation capacity of 31,013 megawatt (MW). Gujarat is considered the petroleum capital of India due to presence of

large refining capacity set up by private and public sector companies with total refining capacity of 102 MMTPA, accounting for 42% of the country's capacity. The state is the world's largest producer of processed diamonds, accounting for 72% of the world's processed diamond share and 80% of India's diamond exports. With a contribution of 65 to 70% to India's denim production, Gujarat is the largest manufacturer of denim in the country and the third largest in the world. There are 42 ports, 18 domestic airports and one international airport. There are 106 product clusters and 60 notified special economic zones (SEZs). Large scale investment is expected in Gujarat as part of the USD 9,000 crore DMIC.

Further, it may be noted that Gujarat is amongst the “Top-achiever” states in the recent EODB Combined Score Card of Reform Evidence and Feedback. Hence, your Company foresees ample opportunities in infrastructural development. The rapid urbanisation is likely to boost metaphorical growth in years to come. All these would ultimately generate a demand to develop infrastructure that shall offer opportunity to the developers to grow in years to come. The envisaged opportunities are discussed further. Your Company is favourably placed to participate in the opportunities arising from the home-state that is considered the “Growth Engine of India”.



## ADVANTAGES

### High economic growth and industrial development

- One of the most industrially developed states. Contributes about a quarter of India's goods export.
- Gross State Domestic Product (GSDP) of Gujarat grew at a rate of 12.87 per cent during 2015-16 and 2020-21.

### Adequate power generation capacity

- The State Government has framed policies in almost all key sectors such as industry, power, ports, roads, agriculture and minerals.

### Rich labour pool

- Good educational infrastructure with premier institutes in management, fashion, design, infrastructure planning and pharmaceuticals.
- Industrial training institutes in each district to train manpower for the shop floor level.

### Facilitating infrastructure

- The state has developed 42 ports, 18 domestic airports and one international airport.
- 2,200 kms gas grid supplies gas to industrial areas.

## KEY GOVERNMENT POLICIES AND OBJECTIVES

### Garment and Apparel Policy 2017

Creation of 100,000 jobs in the state.

### Gujarat New Industrial Policy 2015

Develop Gujarat as a global manufacturing global hub.

### Solar Power Policy 2015

Promote power generation of green and clean power in the state using solar energy and reduce the cost of generating renewable energy.



### IT Policy, 2014-19

Accumulate US\$ 15 billion from IT sector in Gujarat by 2020.

### E-Governance Policy, 2014-19

Provide cost efficient services in Gujarat through information and communication technologies.

## GOVERNMENT VISION-2030 FOR THE STATE

### Energy

Universal access to affordable, adequate, reliable, modern and sustainable energy.

### Agriculture

Increase the productivity and processing in agriculture sector to double farmers' income by adopting modern and sustainable agricultural practices; and ensure food security for all.

### Tourism

Position Gujarat as a vibrant tourist destination with an emphasis on visitor experience, livelihood linkages, environmental concerns and investment opportunities.

### Education

Knowledge and skill-based society with modern and quality educational system and infrastructure to prepare people for competing at international and national events.

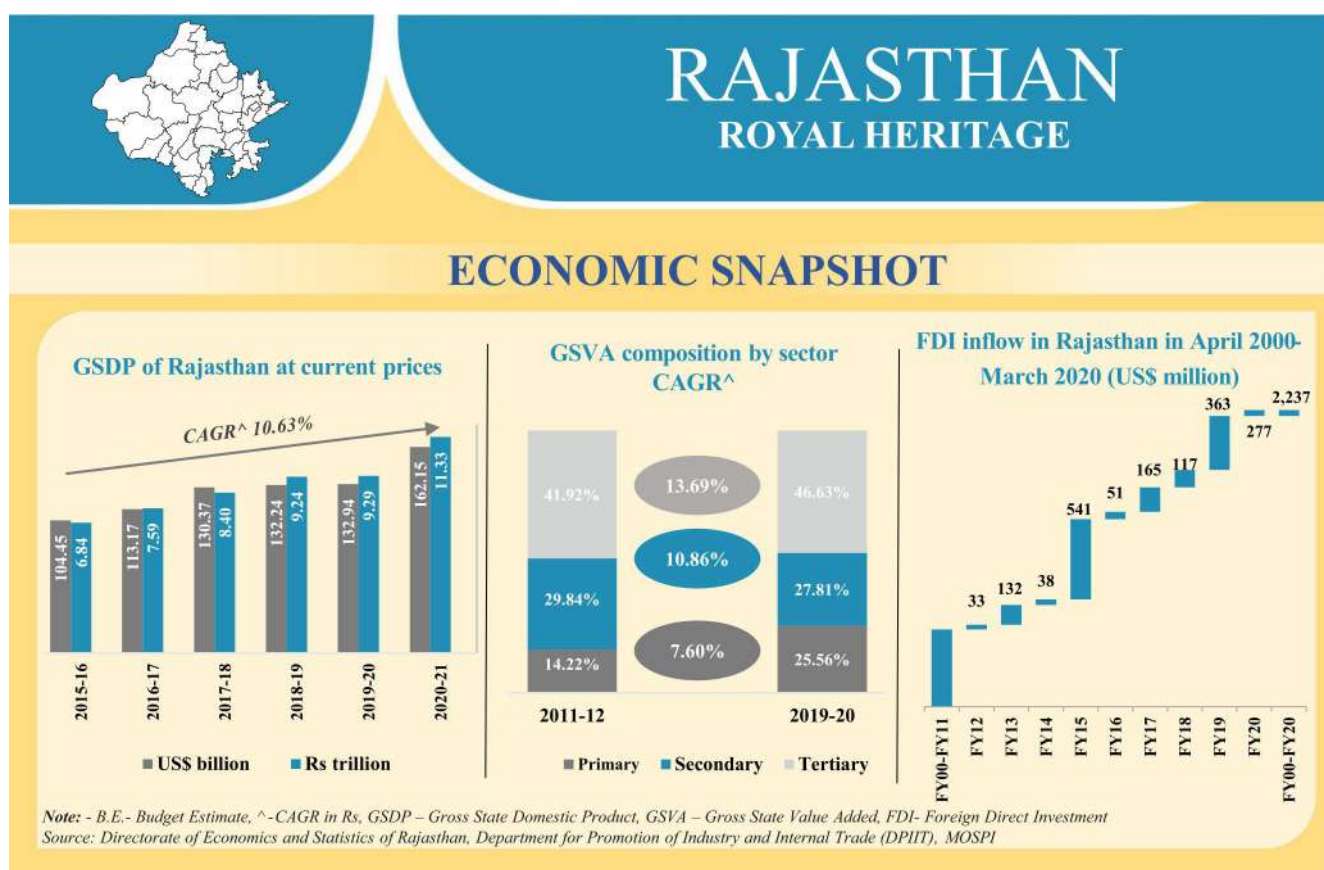
## B. Rajasthan – The Sunrise State for Civic Urban Infrastructure:

Rajasthan is India's largest state by area and it is bordered by the other important Indian states: Punjab to the north; Haryana and Uttar Pradesh to the northeast; Madhya Pradesh to the southeast; and Gujarat to the southwest. Thus it is a natural corridor between the wealthy northern and the prosperous western states, making it an important trade and commerce centre.

The population of Rajasthan stands at about 680 lakh (2011 census), making it the eighth most populated state in India (5.6% of the country's population).

Globally, the urban areas are becoming centres of economic growth. Due to the rapid growth and urbanization, there has been an increased pressure on the urban infrastructure facilities. Rajasthan is also in accordance with such global phenomenon and has recorded 29% urbanisation growth rate during 2001-2011 as per the Census.

Meanwhile, the Urban infrastructure and Public Services for Rajasthan's burgeoning urban population is inadequate. On a conservative basis, an investment to the tune of ₹ 10,000 crore would be required in the next 10 years to adequately address the infrastructure needs of various urban centres in Rajasthan.



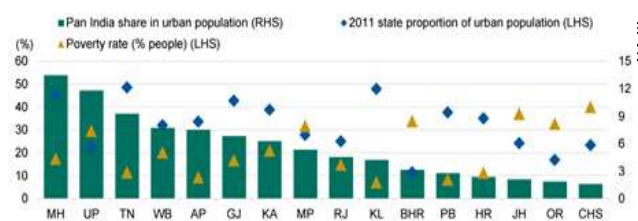
The natural resources, policy incentives, strategic location and infrastructure in the state are favourably suited for investments in sectors such as cement, IT and ITeS, ceramics, tourism, automotive and agro-based industries. Rajasthan is the largest producer of oilseeds, seed spices and coarse cereals in India.

Tremendous opportunities exist in the areas of organic and contract farming as well as in infrastructure developments. Rajasthan accounts for 17.5% of the total cement grade limestone reserves in India and is the largest cement producer with 21 major cement plants having a total capacity of 55 MTPA. A SWC

System for investment approvals is operational in the state and BIP is a nodal agency of the GoR that facilitates investments in various sectors in the state.

The state has undertaken a series of labour and industry reforms in recent past. It has also opened many sectors for PPP; earning favourable response from residents, activists and industrialists. The GoR is committed to providing a significantly better and more prosperous life to all the citizens of the State. For people of Rajasthan to realise their dream of a much better life for themselves and their children, it is creating an entire ecosystem of opportunities including a slew of measures, which gets reflected as Rajasthan ranked 9th (95.70%) in the recent EODB Combined Score Card of Reform Evidence and Feedback. Hence, your Company foresees ample opportunities in infrastructural development and has built a propitious order-book (as detailed further).

The latest mission of the MHUPA i.e. “Pradhan Mantri Awas Yojana – HFA by 2022” offers a considerable opportunity. It aims to build about 200 lakh houses across the length and breadth of the country for EWS, ST, SC, and women (irrespective of caste and religion). HFA alongwith the “100 Smart Cities” will be a major game changer for the industry. While, the most coveted “Infrastructure” tag to AH has already initiated change in the rules-of-the-game amongst even the established and branded real-estate players.



Source: RBI, Census data

A combination of factors such as: 1) government financial and policy thrust, 2) regulatory support, 3) rising urbanisation, 4) increasing nuclearisation of families, and 5) increasing affordability is converting latent demand into a commercially lucrative business opportunity. The AH finance sector alone will attract over ₹ 20,000 crore of equity inflows upto FY2022 to support growth. Increased impetus to the creation of affordable housing mission, along with quicker approvals and other supportive policy changes offers a considerable opportunity. On operating cost metrics, the new entrants with their pan-India ambitions would need to build scale quickly to compete with the incumbents whose regional-focussed models have helped maintain tight opex ratios in addition to their cost of fund advantage. This entails building up the order-book at a rapid pace. This in turn would necessitate having the right ‘people’ (who have seen various cycles and scale) and the right ‘processes’ (building a scalable and robust platform) while getting the ‘pricing’ (risk and opex adjusted spreads) right. These are the key differentiators. As your Company has already become a sort of a Specialist in affordable housing space, it is quite favourably placed to participate in such opportunity as discussed further.

### C. Infrastructure:

#### i. Affordable Housing:

Right to adequate housing is a basic human right as shelter is a basic human need. Provision of adequate housing is emerging as a major thrust area for Government and the government accords a very high priority to this task. With all round increase in the cost of land, building materials, labour and infrastructure, affordable housing has become a distant dream for the economically weaker, low income groups, and middle income groups. Hence, the role and intervention of the Government has become all the more important. Sustainable human development cannot be achieved without adequate & affordable housing. Affordable shelter for the masses or creation of productive and responsive housing for all is not a simple technological issue or a mere problem of finance. It is a complex amalgam of a host of factors, which need to be tackled at all levels and in a synchronised manner. Due to rapid pace of urbanisation, increasing rural to urban migration and the gap between demand and supply, there is a growing requirement for shelter and related infrastructure in urban areas of the country.

PMAY has selected 171 cities of Gujarat and 189 cities of Rajasthan for HFA by 2022. The latest progress of PMAY (U) – HFA at June 1, 2020 is furnished below:

| State     | Project Proposal Considered | Financial Progress (₹ in crores) |                               |                             | Physical Progress (Nos.) |                                   |                   |
|-----------|-----------------------------|----------------------------------|-------------------------------|-----------------------------|--------------------------|-----------------------------------|-------------------|
|           |                             | Investment in Projects           | Central Assistance Sanctioned | Central Assistance Released | Houses Sanctioned        | Houses grounded* for construction | Houses Completed* |
| Gujarat   | 1,195                       | 61,703                           | 12,313                        | 8,168                       | 6,86,006                 | 6,05,724                          | 4,17,110          |
| Rajasthan | 396                         | 14,040                           | 3,639                         | 1,599                       | 2,14,586                 | 1,22,689                          | 98,375            |
| Total     | 1,591                       | 75,743                           | 15,952                        | 9,767                       | 9,00,592                 | 7,28,413                          | 5,15,485          |
| PAN India | 21,566                      | 635,000                          | 166,000                       | 70,910                      | 1,05,00,000              | 64,80,000                         | 34,23,000         |

\* Including incomplete houses of earlier NURM.

It can be gathered from the above table that your Company is already operating in states that offer about 9% in numbers and 12% amountwise opportunity. Also, about 61% Central assistance is already released in Gujarat (66%) and Rajasthan (44%) combined together, wherein it is 43% for Pan India. Out of the Houses Sanctioned, Gujarat has completed 61% and Rajasthan 46% that is superior to 33% for Pan India.

## ii. Slum Redevelopment in PPP:

According to the GoG's UDUHD, about 7,00,000 families reside in slums in the urban areas of Gujarat. State Government aims to accord priority to rehabilitate such slum dweller families in-situ. Eligible slum dwellers families will be provided houses of minimum 25 sq. mtr. Carpet area with basic civic amenities free of cost in lieu of their hutments with main objectives being:

- In-situ rehabilitation of the slums situated on public land in urban areas of the State
- Provision of pucca houses with basic amenities having two rooms, kitchen, bath room and latrine for slum dwellers families
- Ownership rights of the house to the beneficiaries after 15 years
- Provision of hygienic and healthy life style especially for urban poor
- Qualitative improvement in socio-economic and environmental conditions of towns and cities of Gujarat
- Attracting private investment by PPP for this purpose
- Simple and transparent policy framework to rehabilitate slums in-situ on public land through PPP

The beneficiaries get basic civic facilities of drinking water, sewerage line, electricity connections, Anganwadi/Health Centre. The beneficiaries are responsible for payment of operational and maintenance cost, property tax and any other tax levied by LSG. The beneficiaries will be initially granted lease-hold rights for the houses allotted to them for first 15 years and thereafter will be granted ownership rights. However, the ownership of the land will remain with the LSG. The developer gets certain incentives including additional FSI, TDRs, free-hold rights on balance vacant land for development and free sale, exemption on developmental charges, relaxation in construction. Private developer is selected through established, open and transparent procedures.

Your Company has already built proprietary knowledge required to execute such PPP projects by successfully delivering a 630 units' slum in record-time, while a couple of Slum projects are currently in final phase that shall be soon get delivered. Your Company is further executing certain meaningful projects that could further change lives of about 2,300 slum dwelling families. Hence, your Company is very enthusiastic about such opportunity.

## iii. Civic Urban Infrastructure:

Your Company has, over a period of time, developed a niche for itself by executing unique and pioneering projects e.g. BRTS bus-shelters, Multi-level parking facility, Slum Rehabilitation and Redevelopment, etc. Through execution of such projects, your Company has built proprietary knowledge and it places your Company favourably with employers of such projects. The Company expects that number of large sized urban infrastructure projects in Gujarat will start taking shape on the basis of investments committed vide 28,360 MoUs executed during the latest Vibrant Gujarat. In the backdrop of the announcement of GIFT, MEGA, Dholera SIR, Mega cities, Million plus cities, etc., your Company is favourably poised to replicate such experience. Apart from this, there are also other opportunities that your Company can participate into, such as:

- Transportation infrastructure for better mobility through public transport, improved walkability, parking
- Sewerage, drainage and water supply
- Solid waste management
- Social infrastructures such as parks, playgrounds and leisure spaces
- Preservation of heritage precincts
- Community Halls

Your Company is confident to benefit from this.

### 1. Bus Ports in PPP

A typical SRTC is a state owned corporation for passenger transport providing bus services both interstate and intra-state. As part of this endeavour, various SRTCs have decided to develop state-of-the-art Bus Terminals with an iconic structure and design as well as modern facilities. To improve the urban transport infrastructure, SRTC will undertake development and operation & maintenance of bus terminals with commercial facilities on DBFOT basis.

SRTC normally adopts a single stage three step online tendering process for selection of the Concessionaire for award of the Project(s). Gol's guidelines for qualification of bidders seeking to acquire stakes in any public sector enterprise through the process of disinvestment apply mutatis mutandis. The selected bidder i.e. the Concessionaire is responsible for designing, engineering, financing, procurement, construction, operation and maintenance of the Project(s) under and in accordance with the provisions of a long term Concession Agreement to be entered into between the Concessionaire and SRTC.

The scope of work broadly include rehabilitation, demolition of existing bus terminals with designing, financing, construction of new bus terminals along with associated amenities & facilities, development and construction of commercial facilities and the operation and maintenance thereof of bus terminal and commercial facilities. The commercial facilities to be developed by the Concessionaire shall be available on a long-term lease basis.

Your Company has already got a couple of orders directly as well as in joint venture with other reputed corporates for Amreli and Modasa Bus Ports at Gujarat. Your Company is confident to gain positively from execution of such projects.

## 2. Office/Commercial Complex

Your Company has already executing 8,00,000 sq ft bua for a reputed corporate at Gujarat. Your Company is confident to gain positively from execution of such projects.

## 3. Health and Medical

Your Company has already executing 3,00,000 sq ft bua facility of a Medical College campus for 100 MBBS admission annually as per applicable MCI norms at Barmer, Rajasthan. This Project will provide additional opportunities to your Company into Medical and Health related construction business, which has abundant prospect – moreso post COVID-19 pandemic. Your Company is confident to gain positively from execution of such project.

## D. Industrial and Logistics:

The logistics value chain comprises three units – transportation, warehousing and administration. Transportation involves the end-to-end movement of freight from the manufacturer/retailer to the customer. This transfer can span across borders and across different modes of transport. Warehousing is the intermediate storage of goods that happens during

a product's journey from the factory to the consumer. Administration is supply chain management.

Logistics entails a lot of coordination and integration, which is made efficient through supply chain management. It plays an indispensable role in the transportation of goods across the country. There is a target to reduce the logistics cost in India from the present 14% of GDP to less than 10% by 2022. At present it is nearly double as compared to 6-9% in developed countries such as the US, Hong Kong and France. Much of the higher cost could be attributed to absence of efficient intermodal and multimodal transport systems. Moreover, warehousing which approximately accounts for 25% of the logistics cost has also been facing major challenges. This further added to the logistics cost borne by the end users and other stakeholders.

Indian Government has increased thrust to improve the logistics sector. Promising and futuristic Policy and Infrastructure environment for the Logistic sector exists in India today, and is creating the most encouraging impact in revolutionizing the logistics sector and taking it to the next level of evolutionary phase. The country is gradually improving its logistics positioning as seen in the LPI, wherein India's rank has improved as mentioned earlier – also attributable to reforms undertaken by the government like the introduction of the SWIFT in the Customs Department.

The sector indeed has a potential to embrace lot more positive changes and has a long way to go. With the Logistics Sector getting Infrastructure status, the access to credit on long term basis is at competitive rates from financial institution and access to funds as ECB, as well as access long tenure funds from insurance and pension funds and borrows from IIFCL. Further, the implementation of GST has made way for cost and operationally efficient Hub & Spoke Model of warehousing and has shifted the end user demand and developer supply from inefficient, low quality redundant warehouses to large box, good quality Grade "A" warehouses. Strong demand and investment are foreseen in short to medium term.

A warehouse is a fundamental part of business infrastructure and is one of the key enablers in the global supply chain. It is the fulcrum for procurement, manufacturing and distribution services which collectively build robust economies. Earlier, the incentives to enter India's warehousing sector was minimal for organised players as the occupiers themselves were content to engage with fringe partners offering low cost options with a network of small storage facilities near consumption centres. Multiple state and central level taxes made it sensible

for companies to maintain smaller warehouses in each state. Further, this limited the focus on automation and higher throughput. This attitude of occupiers of preferring to save on costs as their sole objective is changing. There has been a gradual transition in the mind-set of occupiers to use the services offered by organised segments. A plethora of factors are driving this wave of change such as: requirement from compliance regulators (in case of the pharmaceutical industry), quality consistency assurance required by clients/ regulators, statutory penalties on non-complaint warehousing facilities, economies of scale being achieved through larger warehouses, safety and security of goods, efficiency in operations, quicker turnarounds, need for efficient warehousing designs and the advent of e-commerce and other multinational businesses that prefer to occupy only complaint facilities. This shift was further accentuated by the implementation of the GST. The warehousing market in India is highly fragmented as majority of the warehouses measure less than 10,000 square feet. Further, almost 90% of the warehousing space is controlled by unorganised players and comprises small-size warehouses with limited mechanisation. The present warehousing market in India can be categorised into three – lower stratum, middle stratum and higher stratum. The lower stratum is just godowns of the past converted into warehouses. These are old buildings, mostly Reinforced Cement Concrete (RCC) structures and their only utility is storage. The middle stratum warehouses comprise similar structures as in the lower stratum, but these are built with pre-engineered slabs and are known as pre-engineered building (PEB) structures. Their planning and functioning is very basic, like that of the lower strata, but their buildings are in a comparatively better condition. Higher stratum warehouses are the modern and massive structures that perform a lot of supply chain functions along with storage. Another practice in Indian warehousing market is the lack of attention to warehouse designing. This ignorance stems from lack of awareness and/or lack of willingness on the part of landowners and developers to cater to the requirements of end users. Most warehouses are built keeping in mind the developer's perspective and not that of the end user. Hence, the focus is to save cost which results in the construction of a very basic structure for a warehouse. Such warehouses do not adhere to market standards and therefore, end users are frequently plagued with issues like lack of basic amenities and sub-standard infrastructure with lower longevity. Warehouses today take different forms – fulfilment centres, distribution centres, return centres, and even showrooms. Your Company, thus, focuses on the concept of Built-to-Suit (BTS) warehouse incorporating the designing and end user centric facilities/amenities. Demand

for large warehousing spaces is likely to see steady increase as occupiers now prefer to move out of their smaller warehouses and consolidate their activities in larger facilities, which are presently in short supply compared to the demand. This demand-supply gap is visible in the current premium commanded by organised players owning these assets.

Such opportunity has attracted global corporations in Indian warehousing sector. The government's thrust to the sector such as giving infrastructure status to the logistics sector, "Make in India", "Digital India", "Skill India", India Brand Equity Foundation Trust, Multi-modal logistics parks, signing of FTA/PTA, etc.; and initiatives to set up industrial corridors like DMIC, Delhi Kolkata Industrial Corridor and logistics parks have propelled the cause. Over the past few years, the government has undertaken several reforms to promote and provide an exit route to real estate investors via the REITs. Currently the market for REITs in India is at a very nascent stage and it would take time to evolve. Once the market for REITs matures, the institutional investors would be able to get a credible exit avenue to gain from their warehousing investments by listing their warehousing assets through REITs. These initiatives would go a long way in leveraging the true potential of the sector and bring down the overall costs linked to warehousing and logistics as well give credible exit opportunities to investors.

As more and more companies streamline their logistics networks, it would be observed that unorganised players or smaller organized players would consolidate or sell their assets to larger ones. The industry is expected to witness a structural shift over the next 3–5 years. The warehousing aspect in the logistics supply chain globally is going through a transformation. From being a mere storage space provider for goods, the segment is offering an array of value added services such as packaging, small scale manufacturing, cross docking, automation, algorithm based demand forecasting and distribution centres. This transition would only happen if economies of scale come into play and companies are able to consolidate their spaces and move into larger warehouses. The Indian warehousing industry, which was lagging behind its global counterparts due to its fragmented structure, would now enter the same league. Your Company is favourably located, being in the economically most vibrant state of India i.e. Gujarat, to participate in developing/constructing the industrial infrastructure. The MOU with the Kataria Group of Ahmedabad to work jointly for acquiring land and developing industrial and logistics parks, units, sheds, plots, residential colonies, and allied infrastructure at various locations situated near the

upcoming automobile hub at Bechraji – about 90 kms from Ahmedabad at Gujarat; offers your Company a strategic advantage. Your Company has already delivered five (5) dormitories, commercial complex, and a couple of sizeable logistic warehouses under this initiative. Your Company is favourably placed to take the advantage of the expected spur in construction/development of new industrial facilities e.g. industrial park, warehouse/logistics Park, etc.

## 6. Risk, Challenges, and Threats:

As is typical in expanding business activities your Company has become a subject to a variety of risks, challenges, and threats. It is recognised that risks are not only inherent to any business but are also dynamic in nature. Further, the Company is susceptible to certain risks arising out of various activities undertaken in the normal course of business.

There are many constraints affecting the smooth functioning of the industry in which your Company operates. The table below provides a brief overview of the most significant risks and the company's approach to managing them.

| Risk                    | Explanation                                                                                                                      | Mitigation approach                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
|-------------------------|----------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Interest rate risk      | Your Company's interest costs are impacted by market rates.                                                                      | Your Company's liquidity and borrowing are managed by professional at Senior management level. The interest rate exposure of your Company is reduced by matching the duration of investments and borrowings.                                                                                                                                                                                                                                                                                                       |
| Credit risk             | Your Company's Principal's ability to pay can have an impact on the financial result.                                            | As per your Company's policy only well-established institutions/corporates are approved as counterparties. Exposure per counterparty is continuously monitored.                                                                                                                                                                                                                                                                                                                                                    |
| Liquidity risk          | Acceptable liquidity levels are required in order to achieve desired financial results.                                          | In addition to its own liquidity, your Company enjoys credit facilities with the largest Bank of the country as well as other banks/financial institutions of high-standing and good repute.                                                                                                                                                                                                                                                                                                                       |
| Competitor risk         | Competitors find ways to bid at dramatically lower cost or bid to construct with better functioning/latest technologies.         | Your Company aims to be the cost and value leader, meaning striving to innovate and bring new and increased value through the innovation to our customers while at the same time working to assure that your Company's operations are world class in terms of efficiency, cost and waste avoidance. Your Company has developed proprietary knowledge to construct with different technologies, while the management provides highest importance to the Quality perspective to ensure long-term sustainable growth. |
| Economic downturn       | Your Company's customers could be impacted by a major economic downturn resulting in lower demand for their respective projects. | Your Company has a highly diversified and well balanced customer base. The risk is therefore spread very widely on customer, regional and industrial sector/segment perspective. Your Company's flexible business model is capable to set operational priorities in the face of changing economic scenario. Your Company uses market data intelligence to follow and anticipate developments – allowing proactive management of changing market conditions.                                                        |
| Input cost fluctuations | Significant changes in raw material costs can impact the profitability.                                                          | Your Company has established a proficient supply chain which assures raw materials are purchased in a highly competitive manner. Raw material cost indexes could also be included in customer agreements.                                                                                                                                                                                                                                                                                                          |

| Risk                                     | Explanation                                                                                                                                                                                                                                                                                                                                                                                            | Mitigation approach                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
|------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Supply chain disruption                  | External factors such as fires, extreme weather events, natural disasters, water stress, war or pandemic illness to mention a few, could result in disruption of supply and impact on revenue and profit.                                                                                                                                                                                              | Your Company has intentionally set up a flexible supply chain and works to avoid dependence on a single source or production location. The supply chain tracks issues e.g. extreme weather events, natural disasters, water stress, war or pandemic illness, etc. as these may impact the supply. In addition your Company focuses on working with suppliers that have adequate insurance for both production and transports.                                                                                                                                                                                                                          |
| Water risk                               | Water scarcity in the supply chain or at the project site leads to reduced construction                                                                                                                                                                                                                                                                                                                | Your Company has a diversified supply chain that facilitates risk reduction and avoidance for water risks. Those projects which are located in areas of water scarcity are identified and required to drive rationale water reuse and reduction programs.                                                                                                                                                                                                                                                                                                                                                                                              |
| Material source or type compliance risks | Your Company aims to avoid the use of hazardous substances in its products and processes; the company also strives to avoid negative social impacts within the extended supply chain. Legislations have been and are being introduced in these aspects, failure to meet with direct or customer requirements of these legislations could result in costs as well as loss of business for your Company. | Your Company's majority Principal/client are government bodies and the material used by your Company is subject to stipulations of the client, BIS specifications, laboratory checks, inspection by independent third-party e.g. Project Management Consultant, etc. Hence, environment, health and safety risks have already been considered while deciding such stipulations.                                                                                                                                                                                                                                                                        |
| Labour disputes                          | Industrial disputes lead to industrial action with impacts your Company's ability to meet Principal/client demands.                                                                                                                                                                                                                                                                                    | Your Company maintains an open and positive relationship with all the employees, sub-contractors, workers, etc.; as exemplified by not a single instance of any such dispute so far.                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| Loss of a major project site             | Fire, flood or natural disaster could result in the temporary loss of a construction operation, in addition to the reconstruction and remediation costs; this could put time schedule, cost and revenues at risk.                                                                                                                                                                                      | Your Company's Quality Management System is ISO 9001 : 2015 accredited by INTERCERT that include Project Management, Site Development and Construction activities for Infrastructure, Industrial, Residential and Commercial projects. Your Company's construction strategy aims to assure adequate insurance, so that your Company is not financially affected. While, the loss prevention programmes, protect your Company's tangible and intangible assets through active risk management. Your Company is operating on about 21 projects across Gujarat and Rajasthan. Hence, if one project is taken out of action, others could provide support. |
| Major incident at a project              | A major incident during which a significant amount of local environmental damage occurs leading to fines, loss of reputation, etc.                                                                                                                                                                                                                                                                     | Your Company's Quality Management System is certified to ISO 9001 : 2015 and works to assure that all such material risks are identified and effective counter-measures are implemented in order to mitigate them. This includes actions to mitigate the risk as well as emergency response plans to assure the impacts of any incident are minimised.                                                                                                                                                                                                                                                                                                 |

| Risk                                                                                   | Explanation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | Mitigation approach                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
|----------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Health and Safety at projects                                                          | Any employee, labour, worker is hurt or killed by an accident at work.                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | Apart from the QMS, project execution policy/ processes, loss prevention programmes, insurance, etc. your Company ensures to initiate development and construction of the Project, only post identifying, defining and addressing all such risk propositions and dynamics. Your Company also ensure to share sufficient knowledge about such risks and imparts adequate training to all the employees, labours, workers, so as to tackle such risks. Zero accident programs supported by proactive near miss reporting aims at the avoidance of all workplace accidents. |
| Climate change risks – extreme weather events                                          | Extreme weather events disrupt project execution.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Requirements for emergency response plans at all sites include flood risks etc. See also mitigations mentioned hereinabove.                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| Health and Safety related to your Company's construction (conformance and performance) | Person or persons are hurt or injured as a result of your Company's construction failure or defect. Stability/sturdiness of the structure is compromised.                                                                                                                                                                                                                                                                                                                                                                                     | Your Company follows strict design and validation rules for all projects, and fully adheres to Principal/client/NBC specific requirements for safety and structural sturdiness. Your Company ensures implementation of detailed instructions of the Project Principal/client, Architect, Structural Engineer, PMC, etc. to ensure the fulfilment of Principal/client's requirements and your Company's quality standards. Your Company's overall approach to quality management assures conformance and performance to the highest level.                                |
| Corrupt or fraudulent actions carried out by your Company's representatives            | Your Company's employee or employees fail to adhere to the Company's Code of Conduct and related policies and requirements and act in a fraudulent or corrupt manner leading to financial penalties and reputation damage.                                                                                                                                                                                                                                                                                                                    | Your Company takes a proactive approach to assure awareness of demanded ethical standards by education, compliance programmes including anti-corruption, antifraud and antitrust. The work to follow up adherence is facilitated by the whistle blower function and a risk-and incident based audit system.                                                                                                                                                                                                                                                              |
| Non-compliance with applicable laws                                                    | The diverse nature of your Company's business and operations means that the Company is required to adhere to numerous laws and regulations related to all aspects of its activities. Failure to meet these requirements could lead to legal and financial consequences as well as damage to the Company's reputation.                                                                                                                                                                                                                         | Your Company has put in place comprehensive and robust compliance programme which is based on the Company's Code of Conduct. The compliance programme is put in place to ensure that applicable laws and regulations are identified, understood and adhered to.                                                                                                                                                                                                                                                                                                          |
| Legal risks relating to our business activities                                        | In connection with the revenue of your Company and in the purchase of materials and services from our suppliers, consultants, etc. large potential liabilities may occur in case of e.g. late delivery, delivery of defective products, unfulfilled service commitments and incorrect advice. Therefore, it is important that all such risks are identified, that risk decisions are taken on the appropriate level and that carefully worded contractual provisions aiming at reducing your Company's liabilities are included in contracts. | Your Company has put in place policies, procedures and training programs in order to make sure that legal risk relating to our business activities are identified and that risk decisions are taken on the appropriate level. In addition, independent professional legal counsels support the Company in identifying and handling legal risks. The legal counsels work closely with the Senior management and provide contract drafting and negotiation support, claim and litigation management, support, training and general advice.                                 |

Your Company is operating in a business which is cyclic in nature. Timely supply of raw material like cement, steel, bricks are essential for timely completion of the projects. Shortage of labour and raw material may delay the execution of projects of the Company. The infrastructure projects are capital intensive in nature. The Company's business requires long-term commitment of capital to meet the financial requirement of long-term projects. Further, timely availability of skilled and technical personnel is also one of the key challenges. Infrastructure projects are mainly dependent on the economic scenarios and any adverse events affecting the whole economy may deteriorate the industry as well. Any significant change in government policy in promoting Affordable Housing and/or Civic Urban Infrastructure could pose a threat. Further, the approval process and time for projects are generally uncertain which may delay the execution and thereby affect financials.

Your Company has in place an effective risk management mechanism to identify potential risk and its timely mitigation.

Please refer the COVID-19 section, part of this Report, for detailed comments on the affects, response, and future-readiness of your Company.

## 7. Corporate Governance:

Your Company's Corporate Governance philosophy is based on conscience, openness, fairness, professionalism and accountability. These qualities are ingrained in its value system and are reflected in its policies, procedures and systems. Your Company not only believes in adopting the best corporate governance system but also in proactive inclusion of public interest in its corporate priorities. The Company has its mission, vision, goals and core values. The Company is being governed in accordance with the policies, code of conducts, charters and various committees are formed in accordance with the law to ensure governance. The Companies Act, 2013 and SEBI Listing Regulations have strengthened the governance regime in the country. Your Company is in compliance with the governance requirements provided under the new law and listing regulations. The Company has adopted the policies in line with new governance requirements including the Policy on Related Party Transactions, Policy on Material Subsidiaries, CSR Policy and Whistle Blower Policy. These policies are available on the website of the Company at [www.nilainfra.com](http://www.nilainfra.com). The Company has established a vigil mechanism for Directors and employees to report their genuine concerns, details of which have been given in the Corporate Governance Report annexed to this Report.

The extract of annual return in Form MGT-9 as required under Section 92(3) and Rule 12 of the Companies (Management and Administration) Rules, 2014 is appended as an Annexure to this Report. A separate report on Corporate Governance is provided together with a Certificate from the Statutory Auditors of the Company regarding compliance of conditions of Corporate Governance as stipulated under Listing Regulations. A Certificate of the CEO and CFO of the Company in terms of Listing Regulations, inter alia, confirming the correctness of the financial statements and cash flow statements, adequacy of the internal control measures and reporting of matters to the Audit Committee, is also annexed.

## 8. Work Culture and Human Resources:

The management believes in team work and a corporate environment which is self-motivating. Your Company has successfully developed a work force of people over a period of time i.e. 55 Nos. at 31 March 2020. The top management is acting as the governing force in creating and maintaining the corporate work culture. The businesses that your Company engages in are primarily people-driven. Our Vision is to raise our own benchmarks with every successive endeavour and it is possible only by making every employee a fully engaged and aligned team member. Your Company continues to remain focused on reinforcing the key thrust areas i.e. being the employer of choice, building an inclusive culture, building a strong talent pipeline, building capabilities in the organization and continuing to focus on progressive employee relations policies. Accordingly, our HR policies are centered around the creation of an environment that attracts, nurtures and rewards high-caliber talent. Young engineers gain the opportunity to operate on the frontlines of technology and associate with projects of scale and complexity. We drive sustainable growth and have been instrumental in bringing in thought leadership in building strong employee relations. There is no material development in HR. Your Company continued to build on the Diversity and Inclusion agenda through building leadership capability and recognizing line managers who provide a simple, flexible and respectful work environment for their teams. Your Company is developing future leaders and having the best people practices. A structured leadership development initiative has helped to build a robust talent pipeline at all levels. Our HR organisation is well-gearred towards attraction and retention of engineering talent in an ecosystem that provides long-cycle professional development opportunities in various facets of civil urban infrastructure and caters to career building aspirations of talent at all levels.

## 9. Internal Control System:

The Corporate Governance Policy guides the conduct of affairs of your Company and clearly delineates the roles, responsibilities and authorities at each level of its three-tiered governance structure and key functionaries involved in governance. The Code of Conduct commits management to financial and accounting policies, systems and processes. The Corporate Governance Policy and the Code of Conduct stand widely communicated across the Company at all times, and, together with the 'Strategy of Organisation', Planning & Review Processes and the Risk Management Framework provide the foundation for Internal Financial Controls with reference to your Company's Financial Statements. Such Financial Statements are prepared on the basis of the Significant Accounting Policies that are carefully selected by management and approved by the Audit Committee and the Board. These Policies are supported by the Corporate Accounting and Systems Policies that apply to the entity as a whole to implement the tenets of Corporate Governance and the Significant Accounting Policies uniformly across the Company. The Accounting Policies are reviewed and updated from time to time. These, in turn are supported by a set of divisional policies and SOPs that have been established for individual businesses. Your Company uses ERP System as a business enabler and also to maintain its Books of Account. The

SOPs in tandem with transactional controls built into the ERP Systems ensure appropriate segregation of duties, tiered approval mechanisms and maintenance of supporting records. The Information Management Policy reinforces the control environment. The systems, SOPs and controls are reviewed by divisional management and audited by Internal Audit whose findings and recommendations are reviewed by the Audit Committee and tracked through to implementation. Your Company has in place adequate internal financial controls with reference to the Financial Statements. Such controls have been tested during the year and no reportable material weakness in the design or operation was observed. Nonetheless your Company recognises that any internal financial control framework, no matter how well designed, has inherent limitations and accordingly, regular audit and review processes ensure that such systems are reinforced on an on-going basis. Your Company has also put in place comprehensive systems and procedural guidelines concerning other areas of business, too, like budgeting, execution, material management, quality, safety, procurement, asset management, human resources etc., which are adequate and necessary considering the size and level of operations of the Company. The management has been making constant efforts to review and upgrade existing systems and processes to gear up and meet the changing needs of the business.

## 10. Business Overview:

### A. Infrastructure

During FY2020, your Company has completed and/or handed-over certain projects – the details are furnished below.

| CUI Projects-EPC                                                                                                                     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
|--------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Medical college campus and residences at Barmer, Rajasthan                                                                           | EPIL had awarded a contract for construction of the Medical College Campus and Residences at Barmer, Rajasthan. The Medical College Campus site is 9.3 km from District Hospital at Barmer and spread over 19.38 acres of land on NH-15. The Project of about 3,00,000 sq. ft. is completed.                                                                                                                                                                       |
| Demolition of Existing old building of DK Patel Hall and Construction of new Building with all amenities in Naranpura ward West Zone | AMC had awarded a contract for demolition of old building of DK Patel Hall and construction of new building with all amenities in Naranpura ward West Zone. AMC intended to construct a majestic community hall with all the latest amenities for the benefit of the citizens. The hall can be used for social, religious, and other general community purpose. The EPC project involved construction of about 6,000 sq. ft. built-up area and is since completed. |
| Adani – APSEZ                                                                                                                        | APSEZ has awarded a contract for construction of PMC Office Building at Adani Shantigram, located on S.G. Highway, Ahmedabad. The building envisages overall construction of Ground + 13 floors + two basements covering about 3,00,000 sq. ft. built-up area. The Project is since completed.                                                                                                                                                                     |

| CUI Projects-EPC                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
|----------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Adani – Inspire Business Park          | Adani Group’s Shantigram Estate Management Pvt. Ltd. has awarded an EPC work contract for construction of “Inspire Business Park” Project (Basement and Towers CH1 to CH9) at Shantigram, Ahmedabad. The project envisages overall construction covering about 4,00,000 sq. ft. built-up area. The Project is since handed-over to client per their specific request.                                                                                                                         |
| Adani – Inspire Business Park Phase-II | Adani Group’s Shantigram Estate Management Pvt. Ltd. has awarded an EPC work contract for further construction of “Inspire Business Park, Phase-II” Project (Basement and Towers CH1 to CH9) at Shantigram, Ahmedabad. The project envisages overall construction covering about 4,00,000 sq. ft. built-up area (one (1) tower having double basement+G+12 floors and two (2) towers with double basement+G+8 floors). The Project is since handed-over to client per their specific request. |

Currently, your Company is executing various projects on PPP, EPC/LSTK basis as detailed further.

| AH-PPP Projects                                         |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
|---------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Kailashnagar, Sabarmati                                 | The Project envisages rehabilitation of about 80 slum-dwelling families living at Kailashnagar, Sabarmati, Ahmedabad. The slum redevelopment is to be completed in 18 months. The execution is almost complete, while the revision in units to 196 entails revision in the development cost and the TDRs.                                                                                                                                                                                                                                                                                                                                                          |
| Chhanaji Na Chappra, Khodiyarnagar, Asarva <sup>1</sup> | The Project envisages rehabilitation of about 360 slum-dwelling families living at Chhanaji Na Chappra and Khodiyarnagar, Asarva Slum. The slum redevelopment is to be completed in 24 months. The execution is going on.                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| Sonaria Block, AMC                                      | AMC has awarded an order for development of Integrated Group Housing Facility at Sonaria Block, Rakhiyal-Asarva, Ahmedabad on PPP Basis under “Redevelopment of Public Housing Scheme – 2016” of Urban Development & Urban Housing Department, Government of Gujarat. The project envisages overall construction of 760 Dwelling Units (DU) and 18 shops alongwith common amenities, infrastructure & development works of the entire site, and SITC of Roof Top Solar PV System covering atleast 50% of roof-area. It is to be executed within 24 months. The Company has also agreed to develop 80 DU towards creation of additional AH stock as premium to AMC. |
| Labalavi ni Chali, Behrampura <sup>1</sup>              | The Project envisages rehabilitation of about 105 slum-dwelling families living at Labalavi ni Chali, Behrampura. The slum redevelopment is to be completed in 18 months. The project is to commence soon.                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| Rabari na Chhapra, Gulbai-Tekra <sup>1</sup>            | The Project envisages rehabilitation of about 89 slum-dwelling families living at Rabari na Chhapra, Gulbai-Tekra. The slum redevelopment is to be completed in 18 months. The project is to commence soon.                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| Bank of Baroda Society na Chhapra, Paldi <sup>1</sup>   | The Project envisages rehabilitation of about 91 slum-dwelling families living at Bank of Baroda Society na Chhapra, Paldi. The slum redevelopment is to be completed in 18 months. The project is to commence soon.                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| Kanku Maa ni Chali, Stadium <sup>1</sup>                | The Project envisages rehabilitation of about 43 slum-dwelling families living at Kanku Maa ni Chali, Stadium. The slum redevelopment is to be completed in 18 months. The project is to commence soon.                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| Harivan na Chhapra, Sabarmati <sup>1</sup>              | The Project envisages rehabilitation of about 687 slum-dwelling families living and 36 shops at Harivan na Chhapra, Sabarmati. The slum redevelopment is to be completed in 24 months. The project is to commence soon.                                                                                                                                                                                                                                                                                                                                                                                                                                            |

| AH-EPC Projects                            |                                                                                                                                                                                                                                                                                                                                                                                                                                         |
|--------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Radha Raman Ni Chali - Vyapti              | Vyapti Infrabuild Pvt Ltd has awarded a Turnkey contract for slum redevelopment project, at Radha Raman Ni Chali, Bapunagar, Ahmedabad involving about 1,80,000 sq. ft. built-up area for 552 slum -dwelling families. The execution is going on.                                                                                                                                                                                       |
| F.P. No. 241 EWS (Cat.-II) at Bopal - AUDA | The Project envisages construction of 70 units and SITC of 22 KW Rooftop Solar with completion time of 18 months. The contract is awarded by AUDA for EWS units with ~402 sq. ft. super built-up area each alongwith common amenities, infrastructure & development works of the entire site, 11 kv electrification, and Supply, Installation, Testing and Commissioning (SITC) of Roof Top Solar PV System. The execution is going on. |

1. The contract is awarded by AMC for the Integrated Slum In-situ Development for P.P.P. Project at Ahmedabad under Urban Development & Urban Housing Department, Government of Gujarat's Slum Rehabilitation and Redevelopment Policy-2013. As remuneration, the Company will get the balance vacant land and/or the TDRs to be used within the development plan of the Ahmedabad City. These offer financial and operational flexibility to either use it for captive consumption or monetize it by selling it to other developer/s, depending on the market trends.

|                                          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
|------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| RUDSICO - Jodhpur                        | RUDSICO has awarded a contract for construction of Project of Mega Housing at Jodhpur for EWS, LIG & MIG through PPP. Out of the total land area of 10.12 acre, Nila has developed 75% area for RUDSICO and balance 25% of total land is allotted to NILA free of cost to subsidise the ceiling rate. 1,072 units are constructed, wherein 50% are EWS units (325 sft each), 35% are LIG units (500 sft each) and 15% MIG units (700 sft each) i.e. total ~4,72,800 sft is constructed. Your Company can further develop a Residential (1,50,000 sft) cum Commercial (25,000 sft) area on the 25% free land allotted by RUDSICO.                                                                                                                       |
| Urban Improvement Trust (UIT) - Udaipur  | Urban Improvement Trust, Udaipur has awarded four (4) contracts for the construction of affordable housing flats on turnkey basis under the Chief Minister's Jan Awas Yojana – 2015 corresponding to the Memorandum of Understanding under the latest "Resurgent Rajasthan Partnership Summit - 2015". The large scale affordable housing schemes for EWS (325-350 sq. ft.) and LIG (500-550 sq. ft.) categories envisage overall construction of approx. 4,00,000 sq. ft. super built-up area on the Government lands at Sector A, South Extension Scheme, Udaipur. The Project will be constructed on 75% of the land area and remaining 25% will be allotted to the Company, free of cost to subsidize the ceiling rate. The execution is going on. |
| Urban Improvement Trust (UIT) - Bhilwara | Urban Improvement Trust, Bhilwara has awarded a contract for the construction of affordable housing flats on turnkey basis under the Chief Minister's Jan Awas Yojana – 2015 corresponding to the Memorandum of Understanding under the latest "Resurgent Rajasthan Partnership Summit - 2015". The large scale affordable housing schemes for EWS (325-350 sq. ft.) and LIG (500-550 sq. ft.) categories envisage overall construction of approx. 3,00,000 sq. ft. super built-up area on the Government land at Harni Khurd village, Bhilwara. The Project will be constructed on 75% of the land area and remaining 25% will be allotted to the Company, free of cost to subsidize the ceiling rate. The execution is going on.                     |
| Jodhpur Development Authority - Jodhpur  | JoDA has since revised the contract for construction of EWS and LIG Houses with G+3 pattern and internal Development as per Model No. 4A (i) of Chief Minister Jan Awas Yojana 2015 at Khasra No. 88, Village Barli, District Jodhpur. The township / complex / campus will comprise total 1,216 residential units i.e. total ~4,70,000 sft will be constructed by NILA. Work will be completed in stipulated time. The Company will also get the balance vacant land of 3.37 acres towards part-remuneration, once the project reaches 50% completion.                                                                                                                                                                                                |

| CUI Projects-EPC                      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
|---------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Service Area Building - Dholera ICDL  | Dholera Industrial City Development Limited has awarded a construction contract to design and construct "Service Area Building" in Dholera SIR. The contract is on EPC basis with specific duration of 545 days. The execution is going on.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| GSRTC Bus Terminals–Amreli and Modasa | <p>To improve the urban transport infrastructure, GSRTC has awarded a contract to develop and operate state-of-the-art BTF with an iconic structure and design as well as modern facilities that integrate CF on DBFOT Basis. The BTF construction work envisages development of the latest infrastructure including bus bays, administrative area, operating area, works/repairs area, passenger amenities, etc. The SPV of your Company will have to maintain certain basic BTF facility for 30 years, while the core operating and depot facility will be maintained by GSRTC. In consideration, the Company will get the right to develop, design, finance, construct, operate and maintain the CF (shops, offices, restaurants, hospitals, multiplex, parking lots, etc.) to be leased upto period of 90 (ninety) years.</p> <p>At Amreli, out of the total area of 17,095 square meters, the BTF facility will be constructed in 7,719 square meter built-up area incorporating 12 (twelve) boarding/alighting bays and six (6) idle bays. In consideration the SPV will get right to monetise CF of about 12,800 square meters.</p> <p>While, at Modasa, out of the total area of 30,212 square meters, the BTF facility will be constructed in 6,279 square meter incorporating 11 (eleven) boarding/alighting bays and seven (7) idle bays. In consideration the SPV will get right to monetise CF of about 39,000 square meters.</p> <p>While the Amreli BTF facility is awarded individually to the Company, the Modasa BTF is awarded in Consortium with Vyapti Infrabuild Pvt Ltd (wherein the Company's share is 34%).</p> <p>The execution is going on.</p> |
| Kalupur Vegetable Market - AMC        | AMC has awarded an order for development of Vegetable Market at Kalupur. The execution period is 24 months excluding monsoon. The state-of-the-art Vegetable Market will be the first such market in Gujarat. The redevelopment of the existing vegetable market shall be done afresh post demolition of super-structure and substructure upto foundation level of existing old building of Vegetable Market. Two (2) basement + Ground + two (2) floors are planned as fresh construction of about 3,53,763 sq. ft. – to be carried-out on a plot of 1,08,711 sq ft. It shall comprise general shopping area and offices. The effective layout plan incorporates a fully covered market besides the requisite amenities like ripening chamber, water works, garbage collection and disposal, etc. It shall also have provisions for canteen, bank, police control room, first-aid room, etc., besides separate ingress and egress. The work is yet to commence.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |

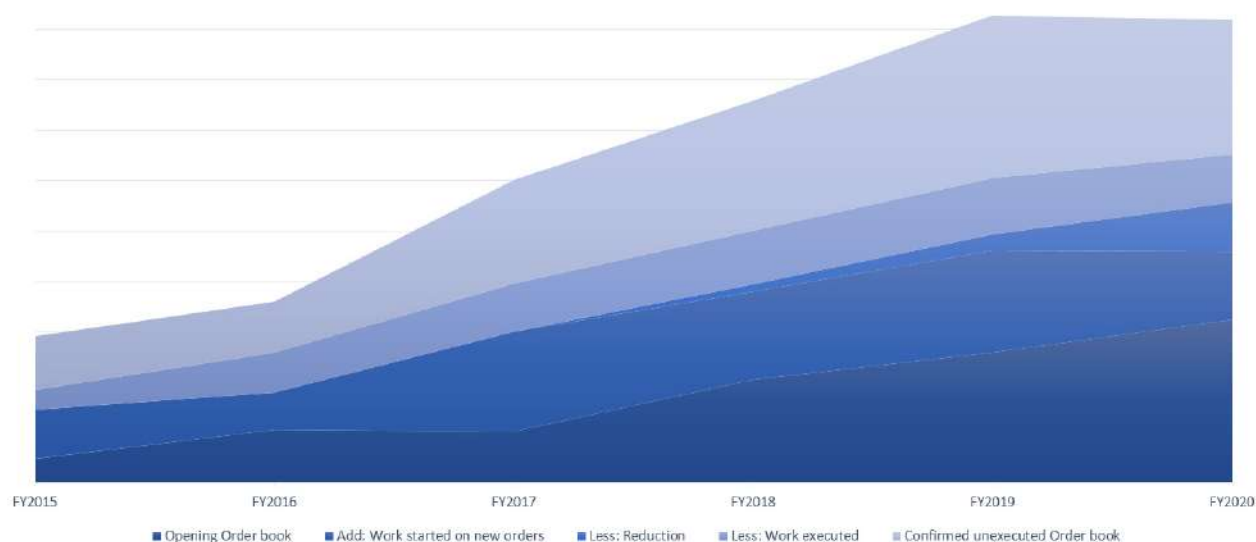
Summary of movement in your Company's order book for last five (5) years is furnished below:

(₹ in lakhs)

| Particulars                     | FY2016 | FY2017 | FY2018 | FY2019  | FY2020  |
|---------------------------------|--------|--------|--------|---------|---------|
| Opening Order book              | 20,955 | 20,259 | 40,761 | 51,784  | 64,747  |
| Add: Work started on new orders | 15,050 | 39,758 | 35,053 | 40,276  | 27,061  |
| Less:                           |        |        | *2,919 | @6,508  | @19,354 |
| Less: Work executed             | 15,746 | 19,256 | 21,111 | #22,278 | #19,003 |
| Confirmed unexecuted Order book | 20,259 | 40,761 | 51,784 | 64,747  | ^53,451 |

\* To be executed by the SPV | # Including value of proportionate land | @ Tender value reduction post allocation and/or orders terminated by the Company

^ Meanwhile, in order to reflect the realistic unexecuted value of the specific work-order, as an optimal prudence, your Company has since decided to declare the practically executable order-book - duly derived by considering the intricate dynamics of the respective work-orders. This shall ensure the absolute reconciliation of execution vis-à-vis Revenue with the books of accounts.



The composition of the existing order-book of your Company is quite balanced. The summary of the existing unexecuted order-book is furnished further.

(₹ in lakhs)

| Activity                | Gujarat       |               |               | Rajasthan    |             |              | Total (A+B)   | %           |
|-------------------------|---------------|---------------|---------------|--------------|-------------|--------------|---------------|-------------|
|                         | GoG           | PWL/ Misc.    | Total (A)     | GoR          | EPIL        | Total (B)    |               |             |
| Affordable Housing      | 24,827        | 2,575         | 27,403        | 5,293        | -           | 5,293        | 32,696        | 61.2%       |
| EPC                     | 470           | 2,576         | 3,045         | 5,293        | -           | 5,293        | 8,338         | 15.6%       |
| PPP                     | 24,358        | -             | 24,358        | -            | -           | -            | 24,358        | 45.6%       |
| Civic Urban Infra (EPC) | 9,654         | 10,964        | 20,617        | -            | 138         | 138          | 20,755        | 38.8%       |
| <b>Total</b>            | <b>34,481</b> | <b>13,539</b> | <b>48,020</b> | <b>5,293</b> | <b>138</b>  | <b>5,431</b> | <b>53,451</b> |             |
| <b>%</b>                | <b>64.5%</b>  | <b>25.3%</b>  | <b>89.8%</b>  | <b>9.9%</b>  | <b>0.3%</b> | <b>10.2%</b> |               | <b>100%</b> |

Geographically the state of Gujarat accounts for 90% orders (₹ 48,020 lakh), and Principalwise government entities account for 75% (₹ 39,911 lakh). AMC and GoR are the largest government clients. The other orders mainly include orders from the Company's associate/JV/subsidiary/related parties.

Your Company continues to focus on its core competence of "Affordable Housing" with 61% orders (₹ 32,696 lakh) i.e. about 7,729 units, while EPC is the major tributary with 54% orders (₹ 29,093 lakh). Detailed information on the order book is given in the subsequent part to this report.

#### B. Leasing

Your Company holds 88,000 sq ft of commercial properties at the prime location in Ahmedabad, which your Company leases to earn rental income.

#### C. Share of Profit

Your Company has made certain strategic investments in JV/associates/subsidiaries and earns its share of profit, which is detailed further.

## FINANCIAL DISCUSSION AND ANALYSIS:

The vision of your Company has always been of THINKING BIG and Staying Focused For Endless Possibilities. Consciously concentrating on Civic Urban Infrastructure Projects is paying-off to the satisfaction. The considerable improvement in business profile of your Company has continued primarily due to focusing the available resources only on developing civic urban infrastructure business. Your Company has since been able to broad-base its offerings as well as expanded scale of operations in civic urban infrastructure activities. The summarized analysis of financial statements viz. Profit and Loss Account, Balance Sheet and Cash Flow are furnished further.

### Total Revenue

(₹ in lakhs | % change)

| Particulars                             | For FY2020 | For FY2019 | YoY change | % change |
|-----------------------------------------|------------|------------|------------|----------|
| Revenue from Operations (refer note 24) | 19,003     | 22,278     | (3,275)    | (15%)    |
| • EPC basis                             | 15,706     | 21,656     | (5,950)    | (27%)    |
| • PPP basis                             | 3,297      | 622        | 2,675      | 430%     |
| Sale of land (refer note 24)            | 6,064      | -          | 6,064      | -        |
| Rental income                           | 77         | 272        | (195)      | (72%)    |
| Share of Profit/(Loss) from LLP         | (46)       | 29         | (75)       | (259%)   |
| Total Operating Income (TOI) (A)        | 25,099     | 22,580     | 2,519      | 11%      |
| Other income (B) (Refer Note 25)        | 1,234      | 828        | 406        | 49%      |
| Total Revenue (A + B)                   | 26,333     | 23,408     | 2,925      | 12%      |

The revenue of the Company comprises income from construction and development of civic urban infrastructure projects in the distinct modes as mentioned hereinabove as well as certain income from rental, and share of profit/(loss) from LLPs; while Other income mainly comprises interest earned on investments such as term deposits with banks, and on loans given.

The set pattern of revenue-mix with ~95% contribution from Infrastructure projects has since been modified during FY2020 as on one hand your Company has also earned revenue by sale of certain legacy assets that were part of inventory for a longtime now, while on the other hand the execution on certain new project sites could not be initiated and/or did not reach certain maturity. Hence, the revenue from Infrastructure projects during FY2020 reduced by ₹ 3,275 lakh (15%) as compared to the previous FY. Geographywise Gujarat has contributed higher and Rajasthan has contributed lower as compared to the previous FY. During FY2020, revenue from certain better-margin CUI projects has reduced, while overall EPC stream's contribution has also reduced. The contribution from PPP projects of Slum Rehabilitation has witnessed reasonable increase as your Company has satisfactorily executed certain project during FY2020 – as more specifically detailed in the other sections of this AR. During FY2020, your Company has grown on topline. The total income for FY2020 is ₹ 26,333 lakh as against ₹ 23,408 lakh in the previous year registering an increase of 12%. The detailed breakup of Infrastructure revenue for FY2020 is furnished in the following table:

(₹ in lakhs)

| Activity                | Gujarat |            |           | Rajasthan |            |           | Total (A+B) | %    |
|-------------------------|---------|------------|-----------|-----------|------------|-----------|-------------|------|
|                         | GoG     | PWL/ Misc. | Total (A) | GoR       | PWL/ Misc. | Total (B) |             |      |
| Affordable Housing      | 3,615   | 4,512      | 8,127     | 1,923     | -          | 1,923     | 10,049      | 53%  |
| • EPC                   | 318     | 4,512      | 4,829     | 1,923     | -          | 1,923     | 6,752       | 36%  |
| • PPP                   | 3,298   | -          | 3,298     | -         | -          | -         | 3,298       | 17%  |
| Civic Urban Infra (EPC) | 496     | 6,433      | 6,929     | -         | 2,025      | 2,025     | 8,954       | 47%  |
| Total                   | 4,111   | 10,945     | 15,056    | 1,923     | 2,025      | 3,948     | 19,003      |      |
| %                       | 22%     | 57%        | 79%       | 10%       | 11%        | 21%       |             | 100% |

Each element of total revenue is discussed further.

### Infrastructure Projects

Your Company undertakes construction and development of Civic Urban Infrastructure projects for government/semi-government agencies/departments as well as private entities of repute. Construction and development of Infrastructure project is carried-out pursuant to work order issued by/Agreement entered into with the client. Revenue of your Company from construction and development of Infrastructure project is driven by the success in selecting the right order (nature as well as size), executing it proficiently and building sufficient order-book.

On April 1, 2019, your Company had an unexecuted order-book of construction and development of Infrastructure projects worth ₹ 64,764 lakh. During FY2020, your Company participated in tenders amounting to ₹ 73,819 lakh, while secured work-orders amounting to ₹ 27,061 lakh.

Income from construction and development of civic urban infrastructure project for the FY2020 has reduced by ₹ 3,275 lakh to ₹ 19,003 lakh i.e. a reduction of 15% over FY2019's income of ₹ 22,278 lakh.

The market dynamics are since in favour of the organized players like your Company. The outlook of government spending in civic urban infrastructure is absolutely positive in short, medium and long-term. Be it PM's "Housing for All by 2022 Mission" or "Smart Cities" – the scales here are very promising and additionally the Fiscal and Monetary eco-systems are also galvanized. Moreso, the COVID-19 pandemic has since established the conclusive importance of staying in home, maintaining distance from others as the prime remedy. Observing health, safety, and hygiene guidelines at home are the supreme fortification from getting infected and to abate the spread. The new PPP Policy for AH with central assistance may open door for additional revenue stream for your Company. While, extension of CLSS benefits for one (1) more year, invocation of Force Majeure that provides additional timelines to complete the projects, shall provide the needed relief in execution of extant projects by certain extent.

Your Company is absolutely convinced about the Affordable Housing sector, more so, as i/ku e=h vlokI ;ktuk – "Housing for All by 2022" with thrust from the PMO (e.g. Affordable Housing since officially classified as "Infrastructure"). Currently your Company is executing about 7,700+ units under EWS, LIG and MIG categories (Affordable Houses). Your Company is very favorably placed to seize the endless possibilities in the area of its core competence as the government's focus is on creating more affordable houses. Your Company has since secured meaningful orders in the state of Gujarat and

Rajasthan under the schemes of Affordable Housing and envisages that, on back of enhanced pre-qualifications/bidding capacities, it will grow in natural/normal course of business. Considering the funding dynamics, it well fits into your Company's strategy of executing civic urban infrastructure projects where the cash flows are expected to be steady. Your Company is also executing certain unique Slum Rehabilitation and Redevelopment Projects in Ahmedabad as well as GSRTC Bus Port projects for Amerli and Modasa.

So far as the "Smart Cities" are concerned, your Company is in sweet-spot and very favorably placed to partake in the opportunities as it is already active in all the important facets of "Smart City" concept that is in Social Infrastructure, your Company is qualified to construct infrastructure for education, healthcare, entertainment, sports, children's parks and gardens, Slum rehabilitation, etc. In Physical Infrastructure, your Company has already executed urban utility projects like BRTS Bus Stations, Multilevel Parking, the housing stock, sanitation facilities, etc. For Economic Infrastructure, your Company has requisite experience and expertise to undertake construction of office complex, industrial parks, logistic parks, community hall, etc.

### Sale of land

Your Company owns certain land-bank and has invested in the development as well as requisite statutory clearances/sanctions/permissions in order to make it practically operational/marketable. During FY2020, your Company has divested/sold certain land aggregating ₹ 6,064 lakh.

### Rental

Your Company owns prime commercial office space of 88,000 sq ft in an upmarket locality of Ahmedabad. In order to generate regular sustainable income, your Company has leased certain prime commercial office space to reputed corporates on long-term basis. Income from rental for FY2020 is ₹ 77 lakh that is 72% (₹ 195 lakh) lower as compared to FY2019 on account of amortizing the total lease rental as per Lease Equalization Method as prescribed under Ind AS 19 as well as certain premises remaining vacant. However, your Company is looking-out for the new lessee with better/equivalent credentials and is confident to find lessee/s in due-course.

### Share of Profit/(Loss) from LLP

During FY2020, your Company has booked share of its loss from JV LLP firm i.e. Kent Residential and Industrial Park LLP ₹ 46 lakh contrary to profit of ₹ 29 lakh during FY2019. Meanwhile, it may be noted that the operations in subsidiary, associate and JV entities have since commenced and are gradually gaining the scale.

## Other Income

Other income mainly comprises interest income from bank deposits and others, liabilities written back, and miscellaneous income. Other income in FY2020 is ₹ 1,234 lakh that is 49% (₹ 405 lakh) higher as compared to FY2019's ₹ 828 lakh. The break-up of other income is furnished further.

(₹ in lakhs)

| Particulars                                            | For FY2020   | For FY2019 | YoY change | % change   |
|--------------------------------------------------------|--------------|------------|------------|------------|
| Interest income: (Refer Note 25)                       | 1,011        | 732        | 279        | 38%        |
| • From loan                                            | 947          | 667        | 280        | 42%        |
| • On Bank Deposits                                     | 64           | 65         | (1)        | (2%)       |
| Liabilities no longer required to be paid written back | 202          | 56         | 146        | 262%       |
| Other non-operating income                             | 21           | 40         | (19)       | (47%)      |
| <b>Total Other Income</b>                              | <b>1,234</b> | <b>828</b> | <b>406</b> | <b>49%</b> |

The increment in interest income from other parties to the extent of ₹ 280 lakh is from the advances extended mainly to JV's and subsidiary companies. It may be mentioned that such advances are given in the routine course of business and it carry interest not lesser than the weighted average cost of your Company's funds. Interest income from bank deposits for FY2020 has stagnated owing to falling-interest rate scenario as well as your Company has dynamically utilized its bank-guarantee limits from the banks that stipulate lower cash-margin. Overall interest income has registered a growth of 38% from the previous financial year i.e. by ₹ 279 lakh, while total other income has registered a growth of 49% from the previous financial year i.e. by ₹ 406 lakh.

## Expenses

Total expenses in FY2020 is ₹ 24,096 lakh as compared to ₹ 20,272 lakh in FY2019 i.e. increase of 19% (₹ 3,824 lakh), which is higher in comparison of 12% (₹ 2,925 lakh) growth of revenue. The breakup of the said expenses is furnished further.

(₹ in lakhs)

| Particulars                                                                                               | For FY2020    | For FY2019    | YoY change   | % change   |
|-----------------------------------------------------------------------------------------------------------|---------------|---------------|--------------|------------|
| Cost of material consumed and project expenses (Refer Note 26) and Changes in inventories (Refer Note 27) | 20,943        | 17,570        | 3,373        | 19%        |
| Employee benefit expenses (Refer Note 28)                                                                 | 505           | 542           | (37 )        | (7%)       |
| Finance costs (Refer Note 29)                                                                             | 1,690         | 1,299         | 391          | 30%        |
| Depreciation and amortization expense (Refer Note 4, 5 & 6)                                               | 175           | 186           | (12 )        | (6%)       |
| CSR Expense (Refer Note 30A)                                                                              | 62            | 56            | 6            | 10%        |
| Other Expenses (Refer Note 30)                                                                            | 722           | 619           | 103          | 17%        |
| <b>Total Expenses</b>                                                                                     | <b>24,096</b> | <b>20,272</b> | <b>3,824</b> | <b>19%</b> |

#### Cost of material consumed and project expenses (Refer Note 26) and Changes in inventories (Refer Note 27)

The expenditure incurred on projects for FY2020 has reduced to ₹ 17,009 lakh, in line with the revenue from construction and development of civic urban infrastructure projects, by 9% over the previous year's expenditure of ₹ 18,658 lakh. However, the proportion of reduction in revenue is higher at 15%, while it is lower at 9% for cost of material consumed and project expenses. The prime contributors to the net reduction of ₹ 1,650 lakh are raw-material and construction cost on the back of restrained execution at certain existing project sites while initiation of new project sites being in nascent stage.

The expenditure incurred on consumption of material for FY2020 is ₹ 5,417 lakh, which is reduction by 16% over the previous year's expenditure of ₹ 6,414 lakh; while Civil, Electrical, Contracting, Labour work, etc. cost for FY2020 is ₹ 10,091 lakh, which is reduction by 11% (₹ 1,209 lakh) over the previous year's expenditure of ₹ 11,300 lakh. Legal and professional expense for FY2020 is ₹ 106 lakh, which is reduction by 15% over the previous year's expenditure of ₹ 124 lakh. However, such reduced costs were curtailed by increment of 147% over the previous year's expenditure in certain other direct expense by ₹ 744 lakh i.e. from ₹ 504 lakh for FY2019 to ₹ 1,248 lakh for FY2020.

The inventories (RM+WIP) have reduced collectively, at quite higher proportion to TOI, by 25% (₹ 577 lakh) i.e. ₹ 1,724 lakh during FY2020 from ₹ 2,301 lakh during FY2019. This is owing to restrained execution as detailed hereinabove. There has been substantial reduction in land-bank by 65% i.e. ₹ 5,152 lakh at 31 March, 2019 to ₹ 1,796 lakh during at 31 March, 2020 that has majorly contributed to reduction of the overall inventory by ₹ 3,934 lakh.

Both these have collectively increased the costs for FY2020 by ₹ 3,373 lakh i.e. by 19% over the previous year's expenditure.

#### Employee benefits expenses (Refer Note 28)

Employee benefits expenses include salaries, allowances, bonus, Contribution to provident and other funds, Remuneration and perquisites to Directors, and Staff welfare expenses.

Total No. of employees at 31 March 2020 is 55, which is net reduction as compared to 66 employees at 31 March 2019. It has reduced by 7% (₹ 37 lakh) i.e. from ₹ 542 lakh in FY2019 to ₹ 505 lakh in FY2020. There is no variable component of remuneration availed by the Directors except fixed pay of monthly salary and sitting fees as applicable, which is in conformity of the Remuneration Policy of your Company.

#### Finance costs (Refer Note 29)

Your Company does not inventorise any finance cost. The finance costs for FY2020 is ₹ 1,690 lakh in comparison to ₹ 1,299 lakh during FY2019. Interest on borrowings has increased by ₹ 415 lakh over previous financial year due to higher utilization of funds during FY2020. However, the weighted average cost of borrowing is similar and has since stagnated.

The 'Other borrowing cost' has reduced by 12% from ₹ 127 lakh in FY2019 to ₹ 113 lakh in FY2020, as during FY2020 your Company has paid upfront/one-time processing fees higher by ₹ 14 lakh (26% increment) towards sanction of new credit facilities, which has been outdone by lower payment of bank charges by ₹ 29 lakh (40% reduction) - as compared to FY2019.

#### Depreciation and amortisation expense (Refer Note 4, 5 & 6)

The depreciation and amortisation expense charged to the profit and loss account during FY2020 is ₹ 174 lakh as compared to ₹ 186 lakh in FY2019 i.e. a reduction of 6%. During FY2020, your Company has sold certain worn-out Plant & Machinery aggregating ₹ 14 lakh and office equipment aggregating ₹ 6 lakh; while there has been a net addition of vehicles by ₹ 75 lakh. The net-block of PPE has reduced by ₹ 46 lakh at 31 March 2020 as compared to 31 March 2019.

#### CSR Expense (Refer Note 30A)

The Company has undertaken activities for promotion of sanitation and preventive healthcare by way of installation of sanitation equipments, organizing awareness campaigns for cleanliness and waste management, physical work for cleanliness and waste removal at various locations of Ahmedabad. The entire activity has been undertaken as a project under the brand name "My Own Street". Apart from that the Company has undertaken programs of education, food distribution and preventive medical aid during the year. An aggregate amount of ₹ 62 lakh is spent on the said CSR projects and programs during the year, well satisfying the statutory stipulations.

#### Other expenses (excluding CSR Expense) (Refer Note 30)

Other expenses majorly comprise Legal and professional charges, Power and fuel expenses, Travelling and conveyance, Provision for loss allowance, TDR cancellation expense, bad-debts written off. Collectively other expenses (excluding CSR Expense) have increased by ₹ 103 lakh i.e. ₹ 722 lakh in FY2020 from ₹ 619 lakh in FY2019 mainly owing to ₹ 127 lakh bad-debts written off, ₹ 126 lakh TDR cancellation expense, ₹ 11 lakh incremental Power and fuel expenses, ₹ 8 lakh incremental Audit Fees, ₹ 17 lakh Assets discarded and enhanced Misc. expenses by ₹ 15 lakh.

## Profitability

(₹ in lakhs)

| Particulars                                  | For FY2020 | For FY2019 | YoY change | % change |
|----------------------------------------------|------------|------------|------------|----------|
| Revenue from Operations                      | 25,099     | 22,580     | 2,519      | 11%      |
| Less: Operational Expenses                   | 22,231     | 18,786     | 3,445      | 18%      |
| EBITDA                                       | 2,868      | 3,794      | (926)      | (24%)    |
| EBITDA % to Revenue from operation           | 11%        | 17%        |            |          |
| Add: Other Income                            | 1,234      | 828        | 405        | 49%      |
| Less: Finance Costs                          | 1,690      | 1,299      | 391        | 30%      |
| Less: Depreciation and amortisation expenses | 175        | 186        | (12)       | (6%)     |
| Profit Before Tax (PBT)                      | 2,237      | 3,137      | (900)      | (29%)    |
| PBT % to Total Revenue                       | 8%         | 13%        |            |          |
| Tax Expenses                                 | 474        | 920        | (446)      | (48%)    |
| Profit After Tax                             | 1,763      | 2,218      | (455)      | (21%)    |
| PAT % to Total Income                        | 7%         | 9%         |            |          |

During FY2020, while the Company has reasonably grown, product-mix and maturity-stage of certain projects have been unable to offer analogous profitability. The EBITDA has reduced from ₹ 3,794 lakh i.e. 17% of revenue from operations for FY2019 to ₹ 2,868 lakh i.e. 11% for FY2020. Cost of material consumed and project expenses alongwith Changes in inventories of construction material, land and work in progress are 83% of Revenue from operations for FY2020 as compared to 78% for FY2019. The PBT for FY2020 has reduced by ₹ 900 lakh as Operational Expenses, and Finance Costs have increased. PAT for FY2020 is ₹ 1,763 lakh (7% of Total Revenue), as against ₹ 2,218 lakh (9% of Total Income) for FY2019. Your Company provides for current tax and deferred tax based on the computation in accordance with provisions of Income Tax Act, 1961. The net tax payable for FY2020 is ₹ 474 lakh that is reduction by ₹ 446 lakh over FY2019's ₹ 920 lakh, mainly owing to reduction in tax rate from 29.12% to 25.17%.

Overall reduction in profitability is primarily owing to commensurate expenses booked on certain legacy assets that your Company has sold during FY2020 as well as change in revenue-mix. With contribution from other income (mainly from interest) as well as change in the effective tax-rate, the reduction in profitability is curtailed to 278 bps at PAT level. With certain projects being in nascent/primary stage, the finance expense has increased towards interest, as well as processing charges towards availment of fresh credit facility and renewal of existing credit facilities. Your Company has made sufficient provision towards current tax for FY2020. The Board of Directors of your Company has thought it prudent to not propose declaration of any dividend and plough-back the entire profit instead as retained earnings to ably fuel further growth of your Company.

## Non-current Assets

The non-current assets at 31 March 2020 and 31 March 2019 with detail of changes therein during the financial year are as follows:

(₹ in lakhs)

|      | Particulars                                        | At 31 March 2020 | At 31 March 2019 | YoY change   | % change   |
|------|----------------------------------------------------|------------------|------------------|--------------|------------|
| a.   | Property, plant and equipment (Refer Note 4)       | 680              | 726              | (46)         | (6%)       |
| b.   | Investment properties (Refer Note 5)               | 2,383            | 2,445            | (62)         | (3%)       |
| c.   | Intangible assets under development (Refer Note 6) | 1                | 1                | -            | (%)        |
| d.   | Financial assets:                                  |                  |                  |              |            |
| i.   | Investments (Refer Note 7)                         | 1,544            | 1,552            | (8)          | (1%)       |
| ii.  | Loans (Refer Note 8)                               | 7,967            | 5,972            | 1,995        | 33%        |
| iii. | Other financial assets (Refer Note 9)              | 470              | 330              | 140          | 42%        |
| e.   | Other tax assets net (Refer Note 11)               | 85               | 9                | 76           | 844%       |
|      | <b>Total</b>                                       | <b>13,130</b>    | <b>11,035</b>    | <b>2,095</b> | <b>19%</b> |

During FY2020, your Company purchased net new PPE amounting ₹ 6 lakh - mainly equipments and furniture, etc. to support incremental operations, while it sold certain worn-out Plant & Machinery aggregating ₹ 15 lakh and used-vehicles of ₹ 3 lakh. Building amounting to ₹ 2,601 lakh is the sole Investment Property, while there has been no addition/reduction but only the depreciation has reduced the balance to ₹ 2,383 lakh at 31 March 2020.

The primary reason of net reduction in Investment during FY2020 is loss from JV LLP firm i.e. Kent Residential and Industrial Park LLP ₹ 46 lakh, while your Company has arranged to provide further support to JV/associate viz. Vyapnla Terminals (Modasa) Pvt Ltd with incremental ₹ 37 lakh. Your Company has also extended further loans to all four (4) subsidiary/associate/JV entities. These entities are established to address specific business opportunities. Such investments as well as loans/advances are extended in normal course of business in order to pursue the specific objective for which it is formed. Loans and Advances to related parties at 31 March 2020 are ₹ 6,738 lakh as against ₹ 4,949 lakh at 31 March 2019 mainly to subsidiary/associate/JV.

Security Deposit has increased to ₹ 1,229 lakh at 31 March 2020 from ₹ 1,023 lakh at 31 March 2019 mainly

due to initiation of fresh projects during FY2020, wherein the client has held the stipulated amount of revenue as per the tender terms.

The benefits of contracting bank guarantee facilities at favourable terms have started delivering the fruits to your Company with reduction in margin money deposited with bank; alongwith other favourable terms. It may be noted that such interest bearing fixed deposits are kept with bank for the purpose of issuing bank guarantee in order to participate in various tenders. Other financial assets increased by ₹ 140 lakh at 31 March 2020 to ₹ 470 lakh towards cash-margin of BG due to incremental BG requirement towards more number of work orders/ contracts being executed as well as more projects successfully completed by your Company.

The advance payment of tax has increased from ₹ 9 lakh at 31 March 2019 to ₹ 85 lakh at 31 March 2020.

Hence, overall Non-current Assets have increased by net ₹ 2,095 lakh i.e. 19% from ₹ 11,035 lakh at 31 March 2019 to ₹ 13,130 lakh at 31 March 2020 mainly due to support operations of the subsidiary, associate and JV entities of your Company.

#### Current Assets:

The detail of Current Assets at 31 March 2020 and 31 March 2019 with changes therein during the year is furnished further.

(₹ in lakhs)

|      | Particulars                                         | At 31 March 2020 | At 31 March 2019 | YoY change | % change  |
|------|-----------------------------------------------------|------------------|------------------|------------|-----------|
| a.   | Inventories (Refer Note 12)                         | 3,520            | 7,454            | (3,934)    | (53%)     |
| b.   | Financial Assets                                    |                  |                  |            |           |
| i.   | Trade receivables (Refer Note 13)                   | 6,833            | 3,400            | 3,433      | 101%      |
| ii.  | Cash and cash equivalents (Refer Note 14)           | 66               | 79               | (13)       | (16%)     |
| iii. | Bank balances other than (ii) above (Refer Note 14) | 560              | 625              | (65)       | (10%)     |
| iv.  | Loans (Refer Note 8)                                | 117              | 19               | 98         | 516%      |
| v.   | Other financial assets (Refer Note 9)               | 302              | -                | 302        | -         |
| c.   | Other current assets (Refer Note 10)                | 10,285           | 9,960            | 325        | 3%        |
|      | <b>Total</b>                                        | <b>21,683</b>    | <b>21,536</b>    | <b>147</b> | <b>1%</b> |

Total reduction of ₹ 3,934 lakh in inventories during FY2020 is mainly attributable to substantial reduction in land-bank by 53% i.e. ₹ 3,357 lakh during FY2020 i.e. ₹ 1,796 lakh at 31 March 2020 from ₹ 5,152 lakh at 31 March 2019. RM+WIP have also reduced collectively by 25% i.e. ₹ 577 lakh during FY2020 i.e. ₹ 1,724 lakh at 31 March 2020 from ₹ 2,301 lakh at 31 March 2019; as a result of your Company's conscious and focused efforts to rationalize the inventory carrying as well as graduated efficiency of purchase function.

The Receivables from related parties have reduced by ₹ 159 lakh i.e. from ₹ 783 lakh at 31 March 2019 to ₹ 624 lakh at 31 March 2020. However, there is an overall increment in the level of Trade Receivables by ₹ 3,433 lakh i.e. from ₹ 3,400 lakh at 31 March 2019 to ₹ 6,833 lakh at 31 March 2020. This is mainly attributable to the TDR of ₹ 2,329 lakh the Company sold with certain credit-period during FY2020 that eventually becomes due in FY2021, while the Retention that are not due since amount to ₹ 970 lakh at 31 March 2020. These have resulted in increment to 71 days in proportion of the overall revenue. Collection for FY2020 is ₹ 22,900 lakh i.e. efficiency of 87%. Meanwhile, your Company has continued rigorous follow-up with debtors (all considered "good") and is confident to recover such amounts in full, in normal course of business.

There is a reduction in collective cash and bank balance by ₹ 77 lakh i.e. from ₹ 703 lakh at 31 March 2019 to ₹ 626 lakh at 31 March 2020.

Loans comprise the portion that is expected to be realized within a period of 12 months from the Balance Sheet Date. At 31 March 2020 it is ₹ 117 lakh as against ₹ 19 lakh at 31 March 2019 depicting an increment by ₹ 98 lakh, which is mainly attributable to certain strategic initiatives of your Company.

#### Non-current liabilities

During FY2020, your Company has earned interest to the tune of ₹ 916 lakh from Loans to Related Parties.

The other receivables amount ₹ 302 lakh at 31 March 2020.

The other current assets have increased by ₹ 325 lakh to ₹ 10,285 lakh at 31 March 2020 as against ₹ 9,960 lakh at 31 March 2019 mainly on account of increment of unbilled revenue vide Ind AS 115 by ₹ 497 lakh to ₹ 5,100 lakh at 31 March 2020 as against ₹ 4,603 lakh at 31 March 2019. It may be noted that such contract assets are booked in normal course of business and would be converted to receivables in due course to time. Advance to vendors has increased by ₹ 384 lakh to ₹ 1,225 lakh at 31 March 2020 as against ₹ 841 lakh at 31 March 2019. These have been curtailed by some extent with reduction in land and TDR rights by ₹ 499 lakh, GST receivables by ₹ 85 lakh, VAT receivable as well as lease equalisation – both by ₹ 3 lakh each.

Hence, overall Current Assets have increased by ₹ 147 lakh i.e. from ₹ 21,536 lakh at 31 March 2019 to ₹ 21,683 lakh at 31 March 2020 mainly due to an increase in Trade Receivables, and Other Financial and Current assets.

#### Net Worth

The net worth of your Company has been augmenting considerably in past financial years. During FY2020, the net worth of your Company has increased by ₹ 1,831 lakh to ₹ 14,332 lakh at 31 March 2020 from ₹ 12,501 lakh at 31 March 2019 mainly due to earnings are retained and ploughed-back.

(₹ in lakhs)

|      | Particulars                                           | At 31 March 2020 | At 31 March 2019 | YoY change   | % change   |
|------|-------------------------------------------------------|------------------|------------------|--------------|------------|
| a.   | <b>Financial liabilities</b>                          |                  |                  |              |            |
| i.   | Borrowings (Refer Note 17)                            | 9,991            | 8,863            | 1,128        | 13%        |
| ii.  | Trade payable (Refer Note 21)                         | 359              | -                | 359          | -          |
| iii. | Other financial liabilities (Refer Note 18)           | 16               | 202              | (186)        | (92%)      |
| b.   | <b>Provisions (Refer Note 19)</b>                     | 99               | 73               | 26           | 36%        |
| c.   | <b>Deferred tax liabilities (Net) (Refer Note 20)</b> | 843              | 1,001            | (158)        | (16%)      |
|      | <b>Total</b>                                          | <b>11,308</b>    | <b>10,139</b>    | <b>1,169</b> | <b>12%</b> |

While the order-book increased by adding-up on new projects, incremental no. of sites under operations as well as to support the specific business initiatives through subsidiary, associate, JV; Borrowings of your Company has increased by ₹ 1,128 lakh at 31 March 2020 i.e. from ₹ 8,863 lakh at 31 March 2019 to ₹ 9,991 lakh at 31 March 2020. It may be mentioned that your Company has honoured all its financial commitments and the account is Standard with all the lenders. None of the BGs submitted by your Company has ever been invoked by any Principal/Client.

Trade Payable to other than Micro & Small Enterprises (as per the intimation received from vendors) amount to ₹ 359 lakh at 31 March 2020.

Other financial liabilities are security deposits that your Company accepts in ordinary course of business from its various vendors and/or contractors. It has reduced by ₹ 186 lakh i.e. to ₹ 16 lakh at 31 March 2020 from ₹ 202 lakh at 31 March 2019 owing to release of retention amount

to your Company's contractors after completion of project and/or achieving stipulated milestones by them.

Provision for employee benefits including gratuity and leave encashment has increased by ₹ 26 lakh i.e. ₹ 99 lakh at 31 March 2020 from ₹ 73 lakh at 31 March 2019 mainly as the Eligible employees have continued the job, while the reduction in Leave Encashment has reduced as certain employees have left the job and/or have encashed the entitlement.

Net deferred tax liability has reduced by ₹ 158 lakh i.e. ₹ 843 lakh at 31 March 2020 from ₹ 1,001 lakh at 31 March 2019 mainly towards excess of depreciation under tax laws over book depreciation and amortization as well as fair valuation of investment in joint venture.

Hence, overall Non-current Liabilities have increased by ₹ 1,169 lakh i.e. 12% from ₹ 10,139 lakh at 31 March 2019 to ₹ 11,308 lakh at 31 March 2020 mainly due to increase in borrowings and trade payable.

#### Current liabilities

(₹ in lakhs)

|      | Particulars                                      | At 31 March 2020 | At 31 March 2019 | YoY change   | % change    |
|------|--------------------------------------------------|------------------|------------------|--------------|-------------|
| a.   | <b>Financial Liabilities</b>                     |                  |                  |              |             |
| i.   | Borrowings (Refer Note 17)                       | 982              | 1,852            | (870)        | (47%)       |
| ii.  | Trade payables (Refer Note 21)                   |                  |                  |              |             |
|      | iia. Due to micro and small enterprises          | 234              | 2                | 232          | 10,155%     |
|      | iib. Due to others                               | 4,038            | 4,639            | (601)        | (13%)       |
| iii. | Other financial liabilities (Refer Note 18)      | 1,059            | 1,556            | (497)        | (32%)       |
| b.   | <b>Other current liabilities (Refer Note 22)</b> | <b>2,784</b>     | <b>1,793</b>     | <b>991</b>   | <b>55%</b>  |
| c.   | Provisions (Refer Note 19)                       | 76               | 72               | 4            | 6%          |
| d.   | Current tax liability (Net) (Refer Note 23)      | 0                | 15               | (231)        | (94%)       |
|      | <b>Total</b>                                     | <b>9,172</b>     | <b>9,929</b>     | <b>(757)</b> | <b>(8%)</b> |

Current Borrowings consist of overdraft bank facility with reduced utilisation by ₹ 870 lakh i.e. ₹ 982 lakh at 31 March 2020 as compared to ₹ 1,852 lakh at 31 March 2019 mainly due to depositing the proceeds that your Company received from sale of certain legacy assets. Trade Payables at 31 March 2020 have reduced by ₹ 369 lakh i.e. reduction of 8% ₹ 4,272 lakh at 31 March 2020 as compared to ₹4,641 lakh at 31 March 2019. The current maturities of long term borrowing during FY2021 are ₹ 932 lakh at 31 March 2019 as per the repayment schedule of term debt contracted by your Company.

Other Current Liabilities have increased by ₹ 991 lakh mainly towards the advance from customers and contractors, while TDS payable have reduced by ₹ 28 lakh to ₹ 34 lakh at 31 March 2020 from ₹ 62 lakh at 31 March 2019.

Provision consist of employee benefits including gratuity and leave encashment that have reduced to ₹ 22 lakh at 31 March 2020 from ₹ 48 lakh at 31 March 2019, while provision for defect liability period has increased to ₹ 54 lakh at 31 March 2020 from ₹ 24 lakh at 31 March 2019.

There is no current tax liability of your Company at 31 March 2020.

Hence, overall Current Liabilities have reduced by ₹ 757 lakh i.e. 8% from ₹ 9,929 lakh at 31 March 2019 to ₹ 9,172 lakh at 31 March 2020 mainly due to reduction in other financial liabilities, trade payables and tax liability.

**Key financial ratios:**

| Ratio                       | FY2020 | FY2019 | Detailed explanation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
|-----------------------------|--------|--------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Debtor Turnover             | 4.91   | 6.57   | The credit policies, and collection process of your Company are satisfactory and commensurate to the industry and/or the segment it operates into. Your Company deals with creditworthy customers. During FY2020, your Company could convert its debtors to cash lower by 1.66 times as compared to FY2019. This is mainly attributable to the TDR of ₹ 2,329 lakh the Company sold with certain credit-period during FY2020 that eventually becomes due in FY2021. This one off transaction has disturbed the perspective of No. of days as compared to previous year.     |
| Days                        | 74     | 56     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| Inventory Turnover          | 3.82   | 2.54   | As your Company has certain historic land, the inventory turnover is not exactly comparable with industry and/or the segment it operates into. However, during FY2020, your Company has sold certain legacy assets that were part of inventory for a longtime now. Hence, the inventory turnover has increased by 1.28 times as compared to FY2019. In the perspective of No. of days, your Company required 48 less days than the previous year, which is mainly owing to overall reduced inventory - as more specifically described in the other sections of this Report. |
| Days                        | 96     | 144    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| Interest Coverage Ratio     | 2.32   | 3.42   | Your Company's debt:equity, leverage, gearing are commensurate to the industry and/or the segment it operates into. Your Company has tied-up with first-rung banks/NBFCs for its various credit requirements. Your Company has successfully maintained Investment Grade credit rating over a period of years, while the account is Standard with all the lenders. For FY2020, the interest coverage is marginally lower by 1.10 times as compared to FY2019, which is mainly owing to higher level of Interest cost while the earnings have reduced.                        |
| Current Ratio               | 2.36   | 2.17   | The improvement in current ratio of your Company at 31 March 2020 as compared to that of 31 March 2019 is mainly owing to the increment in current assets on one hand, while reduction in current liabilities on the other during FY2020. It could also indicate that your Company has sufficient ability to pay short-term obligations or those due within one year. Your company has been able to maximize the current assets on its balance sheet to satisfy its current debt and other payables.                                                                        |
| Debt : Equity Ratio         | 0.83   | 0.98   | During FY 2020, though your Company has been aggressive in financing its growth with debt, it has successfully reduced the Debt:Equity ratio as while the total debt has reduced, the equity has increased due to plough-back of profit. Meanwhile, it is commensurate to the industry and/or the segment it operates into. Your Company has tied-up with first-rung banks/NBFCs for its various credit requirements. Your Company has successfully maintained Investment Grade credit rating over a period of years, while the account is Standard with all the lenders.   |
| Operating Profit Margin (%) | 10.73% | 15.98% | During FY 2020, your Company could earn lower at operating level as compared to FY 2019, which is mainly owing to higher level of operating expenses including provisioning - as more specifically described in the other sections of this Report.                                                                                                                                                                                                                                                                                                                          |
| Net Profit Margin (%)       | 6.69%  | 9.47%  | During FY 2020, your Company could earn lower at net profit level by 278 bps as compared to FY 2019, which is mainly owing to lower profit as compared to previous year - as more specifically described in the other sections of this Report.                                                                                                                                                                                                                                                                                                                              |

| Ratio                      | FY2020 | FY2019 | Detailed explanation                                                                                                                                                                                   |
|----------------------------|--------|--------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Return on Networth         | 12.30% | 17.74% | The reduction in profit during FY 2020, while increased Networth/Capital Employed/Assets has affected the returns. The phenomena are more specifically described in the other sections of this Report. |
| Return on Capital Employed | 15.32% | 19.59% |                                                                                                                                                                                                        |
| Return on Assets           | 5.06%  | 6.81%  |                                                                                                                                                                                                        |

#### Cashflow

(₹ in lakh)

| Particulars                                                  | For FY2020 | For FY2019 |
|--------------------------------------------------------------|------------|------------|
| Opening cash and cash equivalents                            | 79         | 132        |
| Net cash generated from / (used in) Operating Activities (A) | 3,015      | (1,623)    |
| Net cash from / (used in) Investing Activities (B)           | (1,089)    | 1,487      |
| Net cash from / (used in) Financing Activities (C)           | (1,938)    | 82         |
| Change in cash and cash equivalent (Total = A+B+C)           | (13)       | (54)       |
| Closing cash and cash equivalents                            | 66         | 79         |

Net cash generated from operating activities is ₹ 3,015 lakh during FY2020 mainly on account of decrease in the inventories by ₹ 3,934 lakh, increase in other current liabilities by ₹ 992 lakh and trade payable by ₹ 191 lakh. While, it is used mainly towards incremental Trade Receivables of ₹ 3,668 lakh, payment of income tax of ₹656 lakh, increase in other assets of ₹ 325 lakh.

Net cash utilized in investing activities is ₹ 1,089 lakh during FY2020 mainly on account of loans given to related parties with increment by ₹ 1,819 lakh, ₹ 100 lakh to others, ₹ 90 lakh in incremental bank deposit, and ₹ 84 lakh in PPE. While, your Company has earned interest income to the tune of ₹ 1,003 lakh on the given loans during FY2020.

Net cash utilized in financing activities is towards finance cost of ₹ 1,677 lakh, and repayment. While, it is generated from fresh borrowings.

Hence, your Company's cash has reduced by ₹ 13 lakh during FY2020.

#### Details of Subsidiaries, Associates and JVs of your Company:

(₹ in lakhs)

| Sr. No. | Name of the entity   Project location                                               | NILA's investment in equity | % shareholding | Loans & Advances extended | Profit After Tax shared | Remark                                                             |
|---------|-------------------------------------------------------------------------------------|-----------------------------|----------------|---------------------------|-------------------------|--------------------------------------------------------------------|
| 1       | Romanovia Industrial Park Pvt Ltd   (23.480621, 71.974021), Navyani, Gujarat        | 1,250*                      | 50%            | 76                        | -                       | Industrial and logistics park – various structures under execution |
| 2       | Kent Residential and Industrial Park LLP   (23.478515, 72.009447), Sitapur, Gujarat | 24                          | 50%            | 5,153                     | (46)                    |                                                                    |
| 3       | Nila Terminals (Amreli) Pvt Ltd   (21°36'11"N 71°13'19"E), Amreli, Gujarat          | 1                           | 100%           | 479                       | -                       | Bus-port projects for GSRTC                                        |
| 4       | Vyapnila Terminals (Modasa) Pvt Ltd   (23°28'N 73°18'E), Modasa, Gujarat            | 268                         | 34%            | 1,029                     | -                       | – under execution                                                  |

\* measured at fair value at the date of transition to Ind AS i.e. the deemed cost of such investment for your Company.

None of the Pvt Ltd entities mentioned above have declared any dividend during FY2020. Further, with respect to your Company's strategic investment with the Kataria Group of Ahmedabad to work jointly for acquiring land and developing industrial and logistics parks, units, sheds, plots, residential colonies, and allied infrastructure at various locations situated near the upcoming automobile hub at Bechraji – about 90 kms from Ahmedabad at Gujarat, it may be mentioned that the progress is satisfactory and your Company has started to reap benefits as more specifically furnished in detail in other sections of this Annual Report. Your Company has executed a well-thought strategy and is favorably positioned as a first-mover, promoter of industrial eco-system in the region, and fostering infrastructure development.

Your Company has built industrial warehouse structures as well as residential dormitories on BTS basis. Such infrastructure development has already been rented out on long-term lease basis to reputed corporates including MNCs.

# Report on Corporate Governance

[In terms of Regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

## 1. COMPANY'S PHILOSOPHY ON THE CODE OF CORPORATE GOVERNANCE

At NILA we believe in adopting and adhering to the best standards of Corporate Governance to all the stakeholders. The Company's Corporate Governance is therefore based on the total transparency, integrity, fairness, equity, accountability and commitments to the values. The Company is committed to the best governance practices that create long term sustainable shareholder value. With the object of the Company to conduct its business in a highly professional manner and thereby enhance trust and confidence of all its stakeholders, the Company has devised a complete compliance of Corporate Governance norms.

We at NILA firmly believe that firm Corporate Governance leads to the optimal utilization of resources and enhance the value of the enterprise and an ethical behavior of the enterprise leads to honoring and protecting the rights of all the stakeholders. Sound Corporate Governance practices and ethical business conduct always remain at the core of the NILA's value system.

## 2. BOARD OF DIRECTORS

### 2.1 Composition and Category of the Board:

The Company has an optimum combination of Executive and Non-Executive Directors. At the end of the year the Board consists of six directors comprising of one executive chairman and managing director, two non-executive directors and three other non-executive independent directors. The appointment of three non-executive independent directors is in conformity with the provisions of Section 149 of the Companies Act, 2013 and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. There are two promoter directors out of which one is executive director and the other one is non-executive director. Out of the independent directors there is one woman director. There is no nominee director on the board. During the year the tenure of Mr. H P Jamdar (DIN: 00062081) has been completed and therefore he ceased to be the Director w.e.f 19 September 2019. Ms. Foram B. Mehta (DIN:0714346) has been reappointed as an Independent Director for a second term of five years w.e.f 27 March 2020 upon completion of her first term.

### 2.2 Information in the form of table setting out the skills/ expertise/ competence of the Board of Directors:

The Company operates in the business of construction and development of infrastructure projects. The Board has identified various skills and expertise required to run the business like construction, project management and execution, business strategy, engineering, communication, media and brand building, strategic management, marketing, planning, corporate planning and affairs, financial management, corporate governance, banking, M&A, capital market, fund raising and wealth management.

| Name of Director   | Expertise in specific functional area identified and available with the Board.                               |
|--------------------|--------------------------------------------------------------------------------------------------------------|
| Manoj B. Vadodaria | Construction, Project Management and Execution, Business Strategy and Business Management                    |
| Kiran B. Vadodaria | Engineering, Project Management, Communication and Media                                                     |
| Dilip D. Patel     | Strategic Management, Marketing, Planning, Corporate Planning and Affairs                                    |
| Shyamal S. Joshi   | Financial Management, Corporate Governance, Banking, M&A, Capital Market, Fund Raising and Wealth Management |
| Foram B. Mehta     | Communication Media and Brand Building                                                                       |
| Ashok R. Bhandari  | Financial Management, M&A, Fund Raising                                                                      |

### 2.3 Directorships, Membership on Committees and Meetings Attended:

The Name and Category of the Directors on the Board, their Attendance at Board Meetings held during the year and at the last Annual General Meeting; Number of Directorships, Committee Chairmanships or Memberships and Name of the Listed Entities and category of Directorship held by them in other Companies are given below.

| SN | Name of Director(s)  | Category                               | Attendance Particulars |          | #Number of Directorship(s) held In other Companies | ##Committee Memberships/ Chairmanships of other Companies |          | Name of the Other Listed Entities and category of Directorship |
|----|----------------------|----------------------------------------|------------------------|----------|----------------------------------------------------|-----------------------------------------------------------|----------|----------------------------------------------------------------|
|    |                      |                                        | Board Meeting          | Last AGM |                                                    | Member                                                    | Chairman |                                                                |
| 1  | *Manoj B. Vadodaria  | Executive Chairman & Managing Director | 4                      | Yes      | 1                                                  | 1                                                         | Nil      | Sambhaav Media Limited – Non Executive Director                |
| 2  | *Kiran B. Vadodaria  | Non-Executive Director                 | 4                      | Yes      | 3                                                  | 1                                                         | Nil      | Sambhaav Media Limited – Chairman & Managing Director          |
| 3  | **Dilip D. Patel     | Non-Executive Director                 | 3                      | Yes      | 1                                                  | 2                                                         | Nil      | Sambhaav Media Limited – Independent Director                  |
| 4  | **Shyamal S. Joshi   | Non-Executive Independent Director     | 4                      | Yes      | 5                                                  | 5                                                         | 1        | Shalby Limited – Non Executive Director                        |
| 5  | ** Ashok R. Bhandari | Non-Executive Independent Director     | 1                      | No       | 0                                                  | Nil                                                       | Nil      | Nil                                                            |
| 6  | ** H P Jamdar S      | Non-Executive Independent Director     | 1                      | No       | 1                                                  | Nil                                                       | Nil      | Nil                                                            |
| 7  | ** Foram B. Mehta    | Non-Executive Independent Director     | 3                      | Yes      | 0                                                  | Nil                                                       | Nil      | Nil                                                            |

\* Promoter Director; \*\* Non-Promoter Director

# Excludes directorship in Nila Infrastructures Limited

S Mr. H P Jamdar ceased to be Director of the Company w.e.f 19 September 2019.

##Committees considered are Audit Committee, Nomination and Remuneration Committee, Risk Management Committee, Stakeholders' Relationship Committee, Corporate Social Responsibility Committee, Environment, Health & Safety Committee in other Companies listed at BSE Limited and National Stock Exchange of India Limited excluding that of Nila Infrastructures Limited. Committee Membership(s) & Chairmanships are counted separately

None of the Directors of Board is a member of more than ten Committees or Chairman of more than five committees across all the Public companies in which they are Director. The necessary disclosures regarding Committee positions have been made by all the Directors.

fulfill the conditions of independence specified in Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### 2.5 Number of Independent Directorships:

### 2.4 Independent Directors confirmation by the Board:

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149 (6) of the Companies Act, 2013 and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, the Independent Directors,

As per Regulation 17A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Independent Directors of the Company do not serve as Independent Director in more than seven listed companies. Further, the Managing Director of the Company does not serve as an Independent Director in any listed entity.

## 2.6 Details of Number of Meetings of Board of Directors held and dates on which held

During the year total 4 (four) meetings of the Board of Directors were held. The dates of the meetings are as under.

| Date of Board Meeting | Board Strength | No of Directors Present |
|-----------------------|----------------|-------------------------|
| 20 May 2019           | 7              | 5                       |
| 12 August 2019        | 7              | 5                       |
| 12 November 2019      | 6              | 4                       |
| 14 February 2020      | 6              | 6                       |

## 2.7 Disclosures of relationship between Directors inter-se:

None of the Directors of the Company are related with each other in any manner except Mr. Manoj B. Vadodaria and Mr. Kiran B. Vadodaria, are brothers and also belonging to Promoter and Promoter Group.

## 2.8 Number of shares and convertible instruments held by Non-Executive Directors:

None of the Non-Executive Director holds any shareholding or any convertible instrument of the Company except Mr. Kiran B. Vadodaria hold 3,86,08,100 equity shares.

## 2.9 Performance Evaluation & Familiarization programs imparted to Independent Directors:

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, after considering various criteria, the performance evaluation of the Board Members was carried out. Various aspects like attendance and participation at meetings, suggestions, inputs at discussions, adherence to various codes and policies, role in overall growth etc were taken into consideration while evaluating the Board. The detailed performance evaluation framework is displayed at the website of the Company at [www.nilainfra.com](http://www.nilainfra.com). The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors and Non-Executive Director. The Board of Directors expressed their satisfaction with the evaluation process.

The Company believes that a Board, which is well informed / familiarized with the Company, can contribute significantly to effectively discharge its role of trusteeship in a manner that fulfils stakeholders' aspirations and societal expectations.

In pursuit of this, the Directors have been familiarized on a continuing basis on changes / developments corporate and industry scenario including those pertaining to statutes / legislations and economic environment, by way of presentations, board review notes, regular updates of projects and business operations, meetings etc. to enable them to take well informed and timely decisions.

The details of familiarization programs is available at the website of the Company at [www.nilainfra.com](http://www.nilainfra.com) under investor segment.

## 2.10 Board Diversity and Policy on Director's Appointment and Remuneration:

The Company believes that building a diverse and inclusive culture is integral to its success. A diverse Board, among others, will enhance the quality of decisions by utilizing different skills, qualifications, professional experience and knowledge of the Board members necessary for achieving sustainable and balanced development. Accordingly, the Board has adopted a policy on 'Board Diversity', which sets out the criteria for determining qualifications, positive attributes and independence of a Director. The detailed policy is available on the Company's website [www.nilainfra.com](http://www.nilainfra.com).

## 2.11 Code of Conduct for the Board of Directors and Senior Management Personnel:

In Compliance with Part-D under Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; the Board has adopted the code of conduct for the Board of Directors and senior management personnel of the Company. This code of conduct is comprehensive code which is applicable to all Directors and senior management personnel. A copy of the same has been put on the Company's website [www.nilainfra.com](http://www.nilainfra.com). The same code has been circulated to all the members of the Board and all senior management personnel. The compliance of the said code has been affirmed by them annually. A declaration signed by the Managing Director of the Company forms part of this Report.

## Declaration on Code of Conduct by the Managing Director:

This is to confirm that the Company has adopted a Code of Conduct for its Board Members and the Senior Management Personnel and the same is available on the Company's website. I confirm that the Company has in respect of the financial year ended on 31 March 2020 received from the Senior Management Personnel of the Company and the

members of the Board a declaration of compliance with Code of Conduct applicable to them

**Manoj B Vadodaria**

Date : 29 June 2020 Chairman & Managing Director  
Place : Ahmedabad DIN: 00092053

### 2.12 Board Procedure:

Pursuant to the SEBI Laws, Stock Exchanges are being informed about the convening of the Board Meetings at least 5 clear days in advance. The agenda is prepared by the Secretarial Department in consultation with the Chief Finance Officer and Chairman of the Board. The information as required under the SEBI Regulations is made available to the Board. The agenda for the meeting of the Board and its Committees together with the appropriate supporting documents and papers are circulated well in advance of the meeting to enable the Board to take informed decisions. The Stock Exchanges are informed about the outcome of the Board Meeting as soon as the meeting concludes.

The meetings of the Board and its various Committees are generally held at the Registered Office of the Company at Ahmedabad.

### 2.13 Separate Meeting of Independent Directors:

As stipulated by the Code of Independent Directors under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate meeting of the Independent Directors of the Company was held on 14 February 2020 to review the performance of Non-independent Directors (including the Chairman) and the entire Board. The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and its Committees which is necessary to effectively and reasonably perform and discharge their duties.

## 3 AUDIT COMMITTEE

### 3.1 Composition of the Audit Committee:

The Audit Committee of the Company is comprised of three directors of which two are non executive independent directors. The chairman of the audit committee is an independent director. The constitution of the audit committee is in line with the requirement of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Shyamal S. Joshi is the Chairman of the committee. He possesses adequate financial accounting knowledge.

Ms. Foram B. Mehta and Mr. Kiran B. Vadodaria are the other two members of the audit committee.

### 3.2 Brief Description of terms of reference of the Audit Committee:

The terms of reference and role of the audit committee as decided by the Board of Directors are in accordance with provisions of Section 177 of the Companies Act, 2013 and SEBI Regulations as under:

- a. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- b. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- c. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- d. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - i. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013
  - ii. Changes, if any, in accounting policies and practices and reasons for the same
  - iii. Major accounting entries involving estimates based on the exercise of judgment by management
  - iv. Significant adjustments made in the financial statements arising out of audit findings
  - v. Compliance with listing and other legal requirements relating to financial statements
  - vi. Disclosure of any related party transactions
  - vii. Qualifications in the draft audit report
- e. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- f. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or

- rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- g. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
  - h. Approval or any subsequent modification of transactions of the company with related parties;
  - i. Scrutiny of inter-corporate loans and investments;
  - j. Valuation of undertakings or assets of the company, wherever it is necessary;
  - k. Evaluation of internal financial controls and risk management systems;
  - l. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
  - m. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
  - n. Discussion with internal auditors of any significant findings and follow up there on;
  - o. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
  - p. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
  - q. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
  - r. To review the functioning of the Whistle Blower Mechanism(Vigil Mechanism);
  - s. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
  - t. To review compliance with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 atleast once in a financial year and verify the Internal Controls are adequate and operative effective.
  - u. To review compliances, mechanism, code of conduct and policy framework under SEBI (Prohibition of Insider Trading) Regulations, 2015 on yearly basis.
  - v. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
  - w. A statement of all transactions with related parties, including their basis shall be placed before the Audit Committee for formal approval / ratification with explanations where there are interested transactions.
  - x. Details of material individual transactions with related parties which are not in the normal course of business shall be placed before the audit committee.
  - y. The audit committee shall mandatorily review the following information:
    - i. Management discussion and analysis of financial condition and results of operations;
    - ii. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
    - iii. management letters / letters of internal control weaknesses issued by the statutory auditors;
    - iv. internal audit reports relating to internal control weaknesses; and
    - v. the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
    - vi. statement of deviations:
      - Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
      - Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

### 3.3 Meetings of the Audit Committee and Attendance:

5 (Five) Audit Committee meetings were held during the year on 20 May 2019; 12 August 2019; 12 November 2019; 10 December 2019 and 14 February 2020. The time gap between two Audit Committee meetings was not more than 120 days.

The details of the attendance of the Members at the Meetings of Audit Committee are as under:

| Name of Committee Members | Category                           | Designation | No. of Meetings during the year |          |
|---------------------------|------------------------------------|-------------|---------------------------------|----------|
|                           |                                    |             | Held                            | Attended |
| Shyamal S. Joshi          | Non Executive Independent Director | Chairman    | 5                               | 5        |
| Kiran B. Vadodaria        | Non Executive Director             | Member      | 5                               | 5        |
| Foram B. Mehta            | Non Executive Independent Director | Member      | 5                               | 5        |

The Statutory Auditors and Internal Auditors of the Company are invited in the meeting of the Committee wherever required. The Chief Financial Officer of the Company is a regular invitee at the Meeting.

The Company Secretary & Compliance Officer acts as the Secretary to the Committee.

Recommendations of Audit Committee have been accepted by the Board of wherever/whenever given.

As prescribed under the Companies Act, 2013 and SEBI Regulations, the Chairman of the Audit Committee was present at the 29th Annual General Meeting of the Company held on 27 September 2019.

#### 4. NOMINATION AND REMUNERATION COMMITTEE:

##### 4.1 Composition of the Committee:

The Nomination and Remuneration Committee of the Company comprises of three members and all are Non-Executive Independent Directors. Mr. Shyamal S. Joshi is the Chairman and Ms. Foram B. Mehta and Mr. Dilip D Patel are the other two members of the committee. The committee has been constituted in accordance with the provisions of Section 178(1) of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

##### 4.2 Brief Description of terms of reference of the Committee:

The broad terms of reference of the Nomination and Remuneration Committee, as approved by the Board,

are in accordance with provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which are as follows:

- To recommend the Board in determining the appropriate size, diversity and composition of the Board;
- Identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal, and shall carry out evaluation of every director's performance.
- Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- Formulate criteria for performance evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity;

##### 4.3 Details of Meetings of the Nomination and Remuneration Committee and Attendance:

2 (Two) meetings of nomination and remuneration committee were held on 20 May 2019 and 14 February 2020. The requisite quorum was present at the meeting. The Chairman of the Nomination and Remuneration Committee was present at the last Annual General Meeting of the Company.

The table below provides the attendance of the Nomination and Remuneration Committee members:

| Name of Committee Members | Category                           | Designation | No. of Meetings during the year |          |
|---------------------------|------------------------------------|-------------|---------------------------------|----------|
|                           |                                    |             | Held                            | Attended |
| Shyamal S. Joshi          | Non Executive Independent Director | Chairman    | 2                               | 2        |
| Dilip D. Patel            | Non Executive Independent Director | Member      | 2                               | 2        |
| Foram B. Mehta            | Non Executive Independent Director | Member      | 2                               | 2        |

#### 4.4 Performance evaluation criteria for independent directors:

The Independent Directors are being evaluated by the members of the Board of Directors other than Independent Directors on the basis of pre defined evaluation criteria as under:

- Attendance and contribution at the Board and Committee meetings
- Educational qualification, experience of relevant field, expertise of subjects,
- Leadership qualities, skills, behavior, understanding of business, knowledge of subjects and processes,
- Ability to participate at debates, discussions and quality of suggestions, guidance, advise
- Traits like integrity, honesty, secrecy maintenance, etc.

### 5. REMUNERATION OF DIRECTORS

#### 5.1. Criteria for making payment to non-executive directors:

Various criteria of making payments to non-executive directors are displayed on the website of the Company at [www.nilainfra.com](http://www.nilainfra.com) under investor segment.

#### 5.2 Details of Remuneration paid to Directors during the year:

Disclosures with respect to remuneration and sitting fees paid to the Directors during the year is provided under extract of Annual Report in Form MGT 9 duly annexed with the Board Report.

#### 5.3 Pecuniary Relationship or transactions with Non-Executive Directors:

There is no pecuniary relationship or transactions with non-executive directors, except with Mr. Kiran B Vadodaria, with the Company other than payment of sitting fees by the Company for attending meetings.

Mr. Kiran B Vadodaria has been paid remuneration in the form of commission. Details of transactions with non-executive directors are disclosed in Notes to the Accounts.

#### 5.4 Remuneration Policy:

**5.4.1** The Salient Features of the Nomination and Remuneration Policy of the Company constituted in terms of the provisions of the Companies Act, 2013 and as per the requirements of the SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015 as amended from time to time is as under:

The full Nomination and Remuneration Policy is available at the website of the Company i.e. [www.nilainfra.com](http://www.nilainfra.com). The Nomination and Remuneration Policy of the Company Policy is divided in three parts:

**Part – A covers the matters to be dealt with and recommended by the Committee to the Board;**

**Part – B covers the appointment and nomination and**

**Part – C covers remuneration and perquisites etc.**

**PART – A: Matters to be dealt with, perused and recommended to the Board by the Nomination and Remuneration Committee**

The Committee shall:

- Formulate the criteria for determining qualifications, positive attributes and independence of a director.
- Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial Personnel and Senior Management positions in accordance with the criteria laid down in this policy.
- Recommend to the Board, appointment and removal of Director, KMP and Senior Management.

## **PART – B: Policy for appointment and removal of Director, KMP and Senior Management**

### **(a) Appointment criteria and Qualifications:**

1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP, Committees or at Senior Management level and recommend to the Board his / her appointment.
2. A person should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.
3. The Company shall not appoint or continue the employment of any person as Managing Director or Whole-time Director or Manager who has attained the age of seventy years.

Provided that where any person has attained the age of seventy years and where his appointment or reappointment is approved by passing a special resolution in the General Meeting based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years. In any other case the same shall be approved by Central Government.

### **(b) Term or Tenure:**

#### **1. Managing Director/Whole-time Director:**

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

#### **2. Independent Director:**

- i. An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for reappointment on passing of a Special Resolution by the Company and disclosure of such appointment in the Board's report.
- ii. No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years from cessation of Independent Director. Provided that an Independent Director

shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. However, if a person who has already served as an Independent Director for 5 years or more in the Company as on 1st October, 2014 or such other date as may be determined by the Committee as per regulatory requirement, he/she shall be eligible for appointment for one more term of 5 years only.

- iii. At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and in case he is serving as a Whole-time Director of a listed company then he shall serve as Independent Director in three listed companies.

### **(c) Evaluation:**

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

### **(d) Removal:**

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made there under or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

### **(e) Retirement:**

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

## **PART – C: Policy relating to the remuneration for the Whole-Time Director, KMP and Senior Management**

### **(a) General:**

- i. The committee will determine and recommend to Board the remuneration / compensation / commission etc. to the Managing Director, Whole-time Director, KMP and Senior Management Personnel for approval. The

remuneration/compensation/ commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.

- ii. The remuneration and commission to be paid to the Managing Director or Whole-time Director shall be in accordance with the limits or conditions laid down in the Articles of Association of the Company and as per the provisions of the Companies Act, 2013, and the rules made there under as amended from time to time.
- iii. Increments to the existing remuneration/ compensation structure may be recommended by the Committee to the Board which should be within the limits approved by the Shareholders in the case of Managing Director or Whole-time Director. Increments will be effective from the date mentioned in the respective resolutions in case of a Managing Director and Whole-time Director and 1st April in respect of other employees of the Company or such other date as may be determined from time to time.
- iv. Where any insurance is taken by the Company on behalf of its Managing Director, Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

**(b) Remuneration to Whole-time Director, Managing Director/ Manager, KMP and Senior Management:**

**i. Fixed pay:**

The Managing Director/Manager, Whole-time Director, KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The breakup of the pay scale and quantum of perquisites including, employer's contribution to provident fund, superannuation or annuity fund, gratuity, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

**ii. Minimum Remuneration:**

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managing Director and Whole-time Director in accordance with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the previous approval of the Central Government.

**iii. Provisions for excess remuneration:**

If any Managing Director and Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

**iv. Stock Options:**

In case, Managing Director, Whole-time Director, Company Secretary and Chief Financial Officer, are not being Promoter Director or Independent Director, they shall be entitled to any stock option of the Company as qualified by the normal employees of the Company. Provided the same shall be subject to the Companies Act, 2013 and rules made there under read with Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and any amendment or modification thereof.

Senior Management Personnel shall be eligible for stock options as normal employees of the Company.

**(c) Remuneration to Non- Executive / Independent Director:**

**i. Remuneration / Commission:**

The remuneration / commission shall be fixed as per the limits and conditions mentioned in the Articles of Association of the Company and the Companies Act, 2013 and the rules made there under.

**ii. Sitting Fees:**

The Non- Executive / Independent Director may receive remuneration by way of fees for attending

meetings of Board or Committee thereof. The sitting fees shall be decided by the Board of Directors of the Company at its meeting where quorum consists of disinterested directors. In case all the directors are interested, the same shall be decided by the Resolution passed by the Members of the Company.

Provided that the amount of such fees shall not exceed Rupees One lakh per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

### iii. Commission:

Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Companies Act, 2013.

### iv. Stock Options:

An Independent Director shall not be entitled to any stock option of the Company.

## 6. STAKEHOLDERS' RELATIONSHIP COMMITTEE

In terms of the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has constituted Stakeholders' Relationship Committee to look into the mechanism of redressal of grievances of shareholders and investors of the Company. The Stakeholders' Relationship Committee has three members comprising of two non-executive directors and one executive director.

- 6.1 Name of the non-executive director heading the committee: Mr. Kiran B. Vadodaria
- 6.2 Name and designation of Compliance Officer: Mr. Dipen Y. Parikh, Company Secretary
- 6.3 Number of shareholders' complaints received so far: NIL
- 6.4 Number not solved to the satisfaction of shareholders: NIL
- 6.5 Number of pending Complaints: NIL
- 6.6 Meetings held during the year:

During the year Stakeholders' Relationship Committee met 2 (two) times on 12 August 2019 and 14 February 2020 and were attended by all the Committee members.

## 7. DETAILS OF WHISTLE BLOWER POLICY (VIGIL MECHANISM)

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. A Vigil (Whistle Blower) Mechanism provides a channel to the employees and Directors to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the codes of conduct or policy or any misconduct. The mechanism provides for adequate safeguards against victimization of employees and Directors to avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases. This is to affirm that no personnel have been denied access to the audit committee during the year. The whistle Blower Policy is available at the website of the Company at [www.nilainfra.com](http://www.nilainfra.com).

## 8 MEANS OF COMMUNICATIONS

- 8.1 Quarterly Results: Company submits standalone and consolidated financial results on quarterly basis to the Stock Exchanges as required under Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015. The copies of quarterly results submitted to the Stock Exchanges are also available on the website of the Company at [www.nilainfra.com](http://www.nilainfra.com) under investor segment.
- 8.2 Normally quarterly results of the Company are published in Business Standard (English) and Loksatta Jansatta (Gujarati).
- 8.3 Website of the Company: The Company's website [www.nilainfra.com](http://www.nilainfra.com) contains a separate dedicated section namely "Investors" where shareholders information is available. The Annual Report of the Company is also available on the website of the Company <https://www.nilainfra.com/investors.html> in a downloadable form.
- 8.4 Whether it also displays official news release and presentation made to institutional investors or to the analyst: Copies of press release and presentation are submitted to stock exchange prior to presentation and release made to institutional investors or to the analysts.
- 8.5 Any presentation(s) made to the institutional investors or to the analysts: Any presentation made to the institutional or/and analyst are also posted on the Company's website at [www.nilainfra.com](http://www.nilainfra.com).

## 9. GENERAL BODY MEETINGS

### 9.1 Location and time, where last three Annual General Meetings held:

| Financial Year | Venue                                                                                       | Date              | Time     |
|----------------|---------------------------------------------------------------------------------------------|-------------------|----------|
| 2016-17        | First Floor, "Sambhaav House", Opp. Chief Justice's Bungalow, Bodakdev, Ahmedabad – 380 015 | 29 September 2017 | 10:00 AM |
| 2017-18        | First Floor, "Sambhaav House", Opp. Chief Justice's Bungalow, Bodakdev, Ahmedabad – 380 015 | 29 September 2018 | 10:00 AM |
| 2018-19        | First Floor, "Sambhaav House", Opp. Chief Justice's Bungalow, Bodakdev, Ahmedabad – 380 015 | 27 September 2019 | 10:00 AM |

### 9.2 Special Resolution passed at last 3 Annual General Meetings:

| Financial Year | Special Resolution passed                                                                                                                                                                                                                                                                  |
|----------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 2016-17        | 1) To appoint Mr. Ashok R. Bhandari as an Independent Director<br>2) To reappoint Mr. Manoj B. Vadodaria as Chairman and Managing Director                                                                                                                                                 |
| 2017-18        | 1) Ratification of appointment of Mr. Kiran B. Vadodaria as the Non-Executive Director                                                                                                                                                                                                     |
| 2018-19        | 1) Reappointment of Mr. Shyamal S. Joshi for further period of 5(five) years as an Independent Director.<br>2) Approval of Remuneration of Mr. Kiran B. Vadodaria – Non Executive Director.<br>3) Approval to Loan, Guarantee, Security etc. under section 185 of the Companies Act, 2013. |

### 9.3. Details of special resolutions passed through postal ballot, the persons who conducted the postal ballot exercise, details of the voting pattern and procedure of postal ballot:

No special resolutions were required to be passed through postal ballot last year.

### 9.4 Details of special resolution proposed to be conducted through Postal Ballot: None of the Businesses proposed to be transacted at the ensuing 30<sup>th</sup> Annual General Meeting requires passing of a special resolution through postal ballot.

## 10. GENERAL SHAREHOLDER INFORMATION

### 10.1 Day, Date, Time and Venue of the 30<sup>th</sup> Annual General Meeting:

Day and Date: Friday, 25 September 2020 Time: 11:00 a.m.

Venue: Virtually Through Video Conferencing

### 10.2 Financial Year: April 01 to March 31

### 10.3 Financial Calendar: Tentative and subject to change for the financial year 2020-21

| Quarter Ending    | Release of Results     |
|-------------------|------------------------|
| 30 June 2020      | Mid of August, 2020    |
| 30 September 2020 | Mid of November, 2020  |
| 31 December 2020  | Mid of February, 2021  |
| 31 March 2021     | Last Week of May, 2021 |

### 10.4 Date of Book Closure: From 19 September 2020 to 25 September 2020 [both days inclusive]

#### 10.5 Dividend Payment History:

| Year    | Rate of Dividend<br>(per equity share) | Total Amount of<br>Dividend Paid<br>(₹ in Lacs) | Date of AGM in which<br>Dividend was declared | Dividend payment<br>date |
|---------|----------------------------------------|-------------------------------------------------|-----------------------------------------------|--------------------------|
| 2009-10 | 0.10                                   | 295.23                                          | 25 September 2010                             | 04 October 2010          |
| 2010-11 | 0.10                                   | 295.23                                          | 10 September 2011                             | 16 September 2011        |
| 2011-12 | 0.10                                   | 295.23                                          | 15 September 2012                             | 20 September 2012        |
| 2012-13 | 0.10                                   | 295.23                                          | 06 July 2013                                  | 13 July 2013             |
| 2013-14 | 0.10                                   | 295.23                                          | 20 September 2014                             | 26 September 2014        |
| 2014-15 | 0.10                                   | 370.23                                          | 28 August 2015                                | 02 September 2015        |
| 2015-16 | 0.11                                   | 432.26                                          | 10 September 2016                             | 15 September 2016        |
| 2016-17 | 0.11                                   | 433.28                                          | 29 September 2017                             | 04 October 2017          |
| 2017-18 | 0.11                                   | 433.28                                          | 29 September 2018                             | 04 October 2018          |

#### 10.6 Unpaid and Unclaimed Dividend:

The Company has uploaded the details of shareholders of the Company containing information like name, address, amount due to be transferred to Investor Education & Protection Fund (IEPF) and due date of transfer of amount to IEPF on its website. The said information has also been filed in e-Form No. 5INV/IEPF-2 on the website of Ministry of Corporate Affairs at [www.mca.gov.in](http://www.mca.gov.in). It may be noted that no claim lies against the Company once the dividend is deposited in IEPF.

In terms of the provisions of Section 124(5) of the Companies Act, 2013; Unpaid dividend amounting to ₹ 9,88,109/- for FY 2011-12 lying in the YES Bank account had become due to be transferred to the IEPF account of the Government and were duly transferred so. The information of year wise amount of unclaimed dividend due to be transferred to IEPF is given in Directors' Report.

Demat Suspense Account / Unclaimed Suspense Account:

There are no Unclaimed shares with the Company which require transfer to Demat Suspense Accounts in terms of Regulation 39(4) of the SEBI Listing Regulations and therefore the disclosure as required under schedule V of the regulation relating to such unclaimed shares is not applicable.

#### 10.7 Listing at Stock Exchanges

| Name and Address of the Stock Exchanges                                                                                                      | Stock Code/Scrip Symbol | ISIN Number for NSDL/ CDSL<br>(Dematerialized shares) |
|----------------------------------------------------------------------------------------------------------------------------------------------|-------------------------|-------------------------------------------------------|
| BSE Limited<br>25th Floor, Phiroze Jeejeebhoy Towers,<br>Dalal Street, Mumbai 400 001                                                        | 530377                  | INE937C01029                                          |
| National Stock Exchange of India Limited<br>Plot No. C/1, G Block, Exchange Plaza,<br>Bandra-Kurla Complex, Bandra (East),<br>Mumbai 400 051 | NILAINFRA               |                                                       |

**10.8 Confirmation of payment of Listing Fees:** The annual listing fees for the year 2020-21, to the stock exchanges where the securities of the Company are listed, has been paid in prescribed time limit.

### 10.9 Market Price Data:

The monthly high / low and the volume of the Company's shares trades at BSE Limited and the monthly high/low of the said exchange are as under:

| Month          | Nila Infrastructures Limited |      |           | BSE Limited |           |
|----------------|------------------------------|------|-----------|-------------|-----------|
|                | High                         | Low  | Volume    | High        | Low       |
| April 2019     | 9.05                         | 6.90 | 6,44,815  | 39,487.45   | 38,460.25 |
| May 2019       | 9.09                         | 5.91 | 32,39,280 | 40,124.96   | 36,956.10 |
| June 2019      | 8.36                         | 6.11 | 4,31,492  | 40,312.07   | 38,870.96 |
| July 2019      | 7.51                         | 5.00 | 4,84,424  | 40,032.41   | 37,128.26 |
| August 2019    | 5.74                         | 4.00 | 5,40,887  | 37,807.55   | 36,102.35 |
| September 2019 | 5.49                         | 4.22 | 33,93,068 | 39,441.12   | 35,987.80 |
| October 2019   | 5.22                         | 3.71 | 7,89,220  | 40,392.22   | 37,415.83 |
| November 2019  | 6.44                         | 4.70 | 8,75,511  | 41,163.79   | 40,014.23 |
| December 2019  | 5.00                         | 4.00 | 4,66,024  | 41,809.96   | 40,135.37 |
| January 2020   | 6.05                         | 4.13 | 32,94,924 | 42,273.87   | 40,476.55 |
| February 2020  | 5.80                         | 3.85 | 4,72,435  | 41,709.30   | 38,219.97 |
| March 2020     | 4.16                         | 2.19 | 10,32,147 | 39,083.17   | 25,638.90 |

The monthly high / low and the volume of the Company's shares trades at National Stock Exchange of India Limited and the monthly high/low of the said exchange are as under:

| Month          | Nila Infrastructures Limited |         |             | National Stock Exchange of India Limited |          |
|----------------|------------------------------|---------|-------------|------------------------------------------|----------|
|                | High (₹)                     | Low (₹) | Volume      | High                                     | Low      |
| April 2019     | 9.25                         | 6.90    | 45,86,390   | 11856.15                                 | 11549.10 |
| May 2019       | 9.05                         | 5.06    | 1,80,94,226 | 12041.15                                 | 11108.30 |
| June 2019      | 8.00                         | 6.20    | 41,39,147   | 12103.05                                 | 11625.10 |
| July 2019      | 7.55                         | 4.80    | 39,76,366   | 11981.75                                 | 10999.40 |
| August 2019    | 5.75                         | 3.95    | 41,67,524   | 11181.45                                 | 10637.15 |
| September 2019 | 5.65                         | 4.20    | 70,38,546   | 11694.85                                 | 10670.25 |
| October 2019   | 5.30                         | 3.60    | 51,65,195   | 11945.00                                 | 11090.15 |
| November 2019  | 6.40                         | 4.65    | 68,26,189   | 12158.80                                 | 11802.65 |
| December 2019  | 4.95                         | 4.00    | 29,66,414   | 12293.90                                 | 11832.30 |
| January 2020   | 6.10                         | 4.15    | 1,72,56,631 | 12430.50                                 | 11929.60 |
| February 2020  | 5.80                         | 3.80    | 37,76,533   | 12246.70                                 | 11175.05 |
| March 2020     | 4.15                         | 2.15    | 38,98,730   | 11433.00                                 | 7511.10  |

### 10.10 In case the securities are suspended from trading; the Directors' Report shall explain the reason thereof:

Not Applicable

### 10.11 Registrar to an issue and Share Transfer Agent:

M/s MCS Share Transfer Agent Limited

201, Second Floor, Shatdal Complex, Opp. Bata Show Room; Ashram Road, Ahmedabad – 380 009

Email: mcsahmd@gmail.com / mcsstaahmd@gmail.com | Website: www.mcsregistrars.com;

Tel No. +91 79 2658 0461 / 62 / 63, Fax No. +91 79 2658 1296

**10.12 Share Transfer System:** The powers of transfer and transmission of shares of the company have been delegated to the RTA of the Company M/s MCS Share Transfer Agent Limited, Ahmedabad. The RTA within time limit prescribed under the law approves and registers the transfer lodged by the investors.

**10.13 Distribution of shareholding as on 31 March 2020:**

| Shareholding of nominal value of | Number of Holder |               | Number of Shares |               |
|----------------------------------|------------------|---------------|------------------|---------------|
|                                  | Nos              | % of total    | Nos              | % of total    |
| 1 - 500                          | 14633            | 47.45         | 3425717          | 0.87          |
| 501 - 1000                       | 6955             | 22.54         | 6412223          | 1.63          |
| 1001 - 2000                      | 3498             | 11.35         | 5984091          | 1.52          |
| 2001 - 3000                      | 1498             | 4.87          | 4061091          | 1.03          |
| 3001 - 4000                      | 733              | 2.39          | 2736228          | 0.69          |
| 4001 - 5000                      | 1025             | 3.23          | 5026209          | 1.28          |
| 5001 - 10000                     | 1301             | 4.23          | 10307233         | 2.62          |
| 10001 - 50000                    | 960              | 3.12          | 20465354         | 5.19          |
| 50001 - 100000                   | 128              | 0.42          | 9797810          | 2.49          |
| 100001 and Above                 | 121              | 0.40          | 325673244        | 82.68         |
| <b>Total</b>                     | <b>30852</b>     | <b>100.00</b> | <b>393889200</b> | <b>100.00</b> |

**10.14 Shareholding Pattern as on 31 March 2020:**

| Category                          | No. of shares held | % of total share capital |
|-----------------------------------|--------------------|--------------------------|
| Promoters' Holding                | 243825187          | 61.90                    |
| Public holding                    |                    |                          |
| Institutions and Bodies Corporate | 43881164           | 11.14                    |
| Individuals                       | 85974125           | 21.83                    |
| HUF                               | 7068578            | 1.80                     |
| Non Resident Indians              | 8405069            | 2.13                     |
| IEPF                              | 4735077            | 1.20                     |
| <b>Total</b>                      | <b>393889200</b>   | <b>100.00</b>            |

**10.15 Lock in shares:** There is no share under lock-in as on 31 March 2020

**10.16 Compliance With Corporate Governance Requirements Specified In Regulation 17 To 27 And Clauses (B) To (I) Of Sub-Regulation (2) Of Regulation 46 Of Listing Regulations**

| Particulars                                   | Regulation Number   | Compliance status (Yes/No/NA) |
|-----------------------------------------------|---------------------|-------------------------------|
| Board composition                             | 17 (1), (1A) & (1B) | Yes                           |
| Meeting of Board of directors                 | 17(2)               | Yes                           |
| Quorum of Board Meeting                       | 17 (2A)             | Yes                           |
| Review of Compliance Reports                  | 17(3)               | Yes                           |
| Plans for orderly succession for appointments | 17(4)               | Yes                           |
| Code of Conduct                               | 17(5)               | Yes                           |
| Fees/compensation                             | 17(6)               | Yes                           |
| Minimum Information                           | 17(7)               | Yes                           |

| Particulars                                                                                                       | Regulation Number              | Compliance status (Yes/No/NA) |
|-------------------------------------------------------------------------------------------------------------------|--------------------------------|-------------------------------|
| Compliance Certificate                                                                                            | 17(8)                          | Yes                           |
| Risk Assessment & Management                                                                                      | 17(9)                          | Yes                           |
| Performance Evaluation of Independent Directors                                                                   | 17(10)                         | Yes                           |
| Recommendation of Board                                                                                           | 17(11)                         | Yes                           |
| Maximum number of Directorships                                                                                   | 17A                            | Yes                           |
| Composition of Audit Committee                                                                                    | 18(1)                          | Yes                           |
| Meeting of Audit Committee                                                                                        | 18(2)                          | Yes                           |
| Composition of nomination & remuneration committee                                                                | 19(1) & (2)                    | Yes                           |
| Quorum of Nomination & Remuneration Committee Meeting                                                             | 19 (2A)                        | Yes                           |
| Meeting of Nomination & Remuneration Committee                                                                    | 19 (3A)                        | Yes                           |
| Composition of Stakeholder Relationship Committee                                                                 | 20(1), (2) & (2A)              | Yes                           |
| Meeting of Stakeholders Relationship Committee                                                                    | 20(3A)                         | Yes                           |
| Composition and role of risk management committee                                                                 | 21(1),(2),(3),(4)              | NA                            |
| Meeting of Risk Management Committee                                                                              | 21(3A)                         | NA                            |
| Vigil Mechanism                                                                                                   | 22                             | Yes                           |
| Policy for related party Transaction                                                                              | 23(1), (1A), (5),(6),(7) & (8) | Yes                           |
| Prior or Omnibus approval of Audit Committee for all related party transactions                                   | 23(2) & (3)                    | Yes                           |
| Approval for material related party transactions                                                                  | 23(4)                          | Yes                           |
| Disclosure of Related Party Transactions on Consolidated basis                                                    | 23(9)                          | Yes                           |
| Composition of Board of Directors of unlisted material Subsidiary                                                 | 24(1)                          | Yes                           |
| Other Corporate Governance requirements with respect to subsidiary of listed entity                               | 24(2),(3),(4),(5) & (6)        | Yes                           |
| Annual Secretarial Compliance Report                                                                              | 24(A)                          | Yes                           |
| Alternate Director to Independent Director                                                                        | 25(1)                          | Yes                           |
| Maximum Tenure                                                                                                    | 25(2)                          | Yes                           |
| Meeting of independent directors                                                                                  | 25(3) & (4)                    | Yes                           |
| Familiarization of independent directors                                                                          | 25(7)                          | Yes                           |
| Declaration from Independent Directors                                                                            | 25(8) & (9)                    | Yes                           |
| D & O Insurance for Independent Directors                                                                         | 25(10)                         | N.A.                          |
| Memberships in Committees                                                                                         | 26(1)                          | Yes                           |
| Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel | 26(3)                          | Yes                           |
| Disclosure of Shareholding by Non-Executive Directors                                                             | 26(4)                          | Yes                           |
| Policy with respect to Obligations of directors and senior management                                             | 26(2) & 26(5)                  | Yes                           |
| Corporate Governance                                                                                              | 27(1)&(2)                      | Yes                           |
| Details of business                                                                                               | 46 (2) (a)                     | Yes                           |

| Particulars                                                                                                                                                                           | Regulation Number | Compliance status (Yes/No/NA) |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|-------------------------------|
| Terms and conditions of appointment of independent directors                                                                                                                          | 46 (2) (b)        | Yes                           |
| Composition of various committees of board of directors                                                                                                                               | 46 (2) (c)        | Yes                           |
| Code of conduct of board of directors and senior management personnel                                                                                                                 | 46 (2) (d)        | Yes                           |
| Details of establishment of vigil mechanism/ Whistle Blower policy                                                                                                                    | 46 (2) (e)        | Yes                           |
| Criteria of making payments to non-executive directors                                                                                                                                | 46 (2) (f)        | Yes                           |
| Policy on dealing with related party transactions                                                                                                                                     | 46 (2) (g)        | Yes                           |
| Policy for determining 'material' subsidiaries                                                                                                                                        | 46 (2) (h)        | Yes                           |
| Details of familiarization programmes imparted to independent directors                                                                                                               | 46 (2) (i)        | Yes                           |
| email address for grievance redressal and other relevant details                                                                                                                      | 46 (2) (j)        | Yes                           |
| Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances                                               | 46 (2) (k)        | Yes                           |
| Financial results                                                                                                                                                                     | 46 (2) (l)        | Yes                           |
| Shareholding pattern                                                                                                                                                                  | 46 (2) (m)        | Yes                           |
| Details of agreements entered into with the media companies and/or their associates                                                                                                   | 46 (2) (n)        | NA                            |
| Schedule of analyst or institutional investor meet and presentations made by the listed entity to analyst or institutional investors simultaneously with submission to stock exchange | 46 (2) (o)        | Yes                           |
| New name and the old name of the listed entity                                                                                                                                        | 46 (2) (p)        | Yes                           |

#### 10.17 Dematerialization of Shares and liquidity:

Trading in the Company's shares is permitted only in dematerialization form for all investors. The Company has established connectivity with CDSL and NSDL through the Registrar, M/s MCS Share Transfer Agent Limited, Ahmedabad, whereby the investors have the option to dematerialize their shares with either of the depositories. As on 31 March 2020, 98.6% of the paid up share capital has been dematerialized.

#### 10.18 Share Capital Evolution:

| Date of Issue/ Allotment | No. of shares Allotted | Issue Price per share (₹) | Distinctive Numbers | Type of Issue             | Cumulative capital (No of shares) |
|--------------------------|------------------------|---------------------------|---------------------|---------------------------|-----------------------------------|
| 26 February 1990         | 20                     | 10                        | 1 to 20             | Subscribers to memorandum | 20                                |
| 30 March 1991            | 9500                   | 10                        | 21 to 9520          | Further Allotment         | 9520                              |
| 31 March 1992            | 3500                   | 10                        | 9521 to 13020       | Further Allotment         | 13020                             |
| 31 March 1993            | 18500                  | 10                        | 13021 to 31520      | Further Allotment         | 31520                             |
| 23 March 1994            | 4400                   | 10                        | 31521 to 35920      | Further Allotment         | 35920                             |
| 10 January 1995          | 1010000                | 15                        | 35921 to 1045920    | Further Allotment         | 1045920                           |

| Date of Issue/<br>Allotment | No. of shares<br>Allotted | Issue Price<br>per share (₹) | Distinctive<br>Numbers | Type of Issue                                         | Cumulative capital<br>(No of shares) |
|-----------------------------|---------------------------|------------------------------|------------------------|-------------------------------------------------------|--------------------------------------|
| 31 March 1995               | 2990000                   | 15                           | 1045921 to 4035920     | Further Allotment- Public Issue                       | 4035920                              |
| 31 March 1995               | 1920000                   | 15                           | 4035921 to 5955920     | Further Allotment- Public Issue                       | 5955920                              |
| 28 April 1995               | 6366700                   | 15                           | 5955921 to 12322620    | Further Allotment- Public Issue                       | 12322620*                            |
| 27 July 2010                | 172000000                 | 1.20                         | 123226201 to 295226200 | Further Allotment Pursuant to scheme of amalgamation  | 295226200                            |
| 03 January 2015             | 75000000                  | 5.00                         | 295226201 to 370226200 | Further Allotment on Private Placement Basis          | 370226200                            |
| 30 June 2016                | 22500000                  | 5.00                         | 370226200              | Further Allotment upon conversion of Warrants         | 392726200                            |
| 23 July 2016                | 242500                    | 6.64                         | 392726201 to 392968700 | Allotment upon exercise of stock options by employees | 392968700                            |
| 16 January 2017             | 424000                    | 6.64                         | 392968701 to 393392700 | Allotment upon exercise of stock options by employees | 393392700                            |
| 15 September 2017           | 496500                    | 6.64                         | 393392701 To 393889200 | Allotment upon exercise of stock options by employees | 393889200                            |

\* Note: The above 1,23,22,620 Equity Shares of ₹ 10/- each have been sub divided into 12,32,26,200 Equity Shares of ₹ 1/- each pursuant to ordinary resolution passed at the Annual General Meeting held on August 30, 2005.

#### 10.19 Outstanding GDR/ADR/Warrants or any convertible instrument, conversion date and likely impact on equity:

At the end of the year there is no such instrument pending for conversion.

#### 10.20 Commodity price risk or foreign exchange risk and hedging activities:

There is no exposure of the Company involving any commodity price risk or foreign exchange risk and therefore there is no hedging activities undertaken.

#### 10.21 Plant locations:

The Company is in the business of construction activities and therefore do not have any plant or production units. However the information regarding various infrastructure projects of the Company is available on the Company's website at [www.nilainfra.com](http://www.nilainfra.com).

#### 10.22 Credit Ratings:

- Brickwork Ratings India Private Limited has reaffirmed credit rating of bank loan facilities amounting to ₹ 154.22 Crore.

The credit rating of Fund based long term facility amounting to ₹ 59.80 Crore has been reaffirmed as BWR BBB+ (Pronounced as BWR Triple B

Plus) Outlook-Stable and the Non-fund based short term facility amounting to ₹ 94.42 Crore has been reaffirmed as BWR A2 (Pronounced as BWR A Two).

- The Company has voluntarily withdrawn from availing rating from CARE Ratings Ltd ("CARE"). However, prior to withdrawal, CARE revised the outstanding ratings assigned to the bank facilities from 'CARE BBB+; Stable/ CARE A2' (Triple B Plus; Outlook: Stable/ CARE A Two) to CARE BBB; Stable/ CARE A3+ (Triple B; Outlook: Stable/ A Three Plus).

#### 10.23 Address for Correspondence: All shareholder's related enquires; clarifications and correspondence should be addressed at the following address:

The Compliance Officer  
Nila Infrastructures Limited 1<sup>st</sup> Floor, "Sambhaav House", Opp: Chief Justice's Bungalow, Bodakdev, Ahmedabad-380015 Email: [secretarial@nilainfra.com](mailto:secretarial@nilainfra.com), Fax: +91 79 2687 3922; Phone: +91 79 4003 6817/18

### 11. OTHER DISCLOSURES

#### 11.1 Materially Significant Related Party Transaction:

The transaction(s) entered into between the Company and its related parties are disclosed in the Notes

forming part of accounts and are in compliance with the Accounting Standards relating to "Related Party Disclosures". There is no materially significant Related Party Transaction wherein Directors and Key Managerial Personnel are interested and that may have potential conflict with the interest of the Company. All material transactions with subsidiaries, associates and joint ventures are in compliance with applicable law.

#### 11.2 Statutory Compliances, Penalties and Strictures:

No strictures or penalties have been imposed on the Company by the Stock Exchanges or by the Securities and Exchange Board of India (SEBI) or by any statutory authority on any matters related to capital markets during the last three years.

#### 11.3 Details of non-compliance with mandatory requirements and adoption of the non-mandatory requirements:

There is no noncompliance of any mandatory requirements and adoption of the non-mandatory requirements by the Company.

#### 11.4 Web link where policy for determining 'Material Subsidiaries' is disclosed:

The Company does not have any material subsidiary within the meaning of SEBI laws. The Company's policy on determining material subsidiary is placed on the Company's website at [www.nilainfra.com](http://www.nilainfra.com) under investor segment.

#### 11.5 Web link where policy on dealing with related party transactions:

The Company's policy on dealing with related party transactions is placed on the Company's website at [www.nilainfra.com](http://www.nilainfra.com) under investor segment.

#### 11.6 Certificate from a Company Secretary in practice that none of the directors on the board of the company have been debarred or disqualified:

A Certificate from a Company Secretary in practice has been received that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/ Ministry of Corporate Affairs or any such statutory authority. The certificate is reproduced herein under.

#### 11.7 Total Fees for all services paid by the listed entity and its subsidiaries etc. whose accounts have been consolidated; on a consolidated basis to the statutory auditors for the financial year 2019-20:

| SN | Particulars            | Consolidated Amount (₹) |
|----|------------------------|-------------------------|
| 1  | Audit fees             | 16,00,000               |
| 2  | Out of pocket expenses | 1,20,000                |
|    | Total                  | 17,20,000               |

#### 12. DISCLOSURES IN RELATION TO THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

- No. of complaints filed during the financial year: Nil
- No. of complaints disposed of during the financial year: Nil
- No. of complaints pending as at end of the financial year: Nil

#### 13. DETAILS OF UTILIZATION OF FUNDS RAISED THROUGH PREFERENTIAL ALLOTMENT OR QUALIFIED INSTITUTION PLACEMENT AS SPECIFIED UNDER REGULATION 32(7A): NOT APPLICABLE

#### 14. DISCLOSE OF THE EXTENT TO WHICH THE DISCRETIONARY REQUIREMENTS AS SPECIFIED IN PART E OF SCHEDULE II OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 HAVE BEEN ADOPTED: NOT APPLICABLE

#### 15. WHERE THE BOARD HAD NOT ACCEPTED ANY RECOMMENDATION OF ANY COMMITTEE OF THE BOARD WHICH IS MANDATORILY REQUIRED, IN THE RELEVANT FINANCIAL YEAR: NOT APPLICABLE

#### 16. SECRETARIAL AUDIT FOR CAPITAL RECONCILIATION:

As stipulated by SEBI, a Secretarial Audit is carried out by an Independent Practicing Company Secretary on quarterly basis to confirm reconciliation of the issued and listed capital, shares held in dematerialized and physical mode and the status of the register of members.

#### 17. SECRETARIAL AUDIT REPORT FOR COMPLIANCES:

Secretarial Audit has been carried out by an Independent Practicing Company Secretary at the end of the financial year to ensure timely compliances of all applicable acts, laws, guidelines, rules and regulations.

## Certificate of Non-Disqualification of Directors

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
The Members of  
**Nila Infrastructures Limited**  
1<sup>st</sup> Floor, Sambhaav House,  
Opp. Chief Justice's Bungalow,  
Bodakdev, Ahmedabad -380015

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Nila Infrastructures Limited having CIN: L45201GJ1990PLC013417 and having registered office at First Floor, Sambhaav House, Opp Judges Bunglows, Bodakdev, Ahmedabad -380015. (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31 March 2020 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India (SEBI), Ministry of Corporate Affairs (MCA) or any such other Statutory Authority.

| Sr. No. | Name of Director                      | DIN      | Date of appointment in Company |
|---------|---------------------------------------|----------|--------------------------------|
| 1       | Mr. Manojbhai Bhupatbhai Vadodaria    | 00092053 | 26/02/1990                     |
| 2       | Mr. Kiranbhai Bhupatbhai Vadodaria    | 00092067 | 30/07/2009                     |
| 3       | Mr. Dilip Dahyabhai Patel             | 01523277 | 30/07/2009                     |
| 4       | Mr. Shyamal Shivkumar Joshi           | 00005766 | 14/08/2010                     |
| 5       | Ms. Foram Bhanukumar Mehta            | 07140346 | 28/03/2015                     |
| 6       | Mr. Ashokkumar Ramdayalchand Bhandari | 01802390 | 08/02/2017                     |

Ensuring the eligibility of for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**Umesh Ved**  
**Umesh Ved & Associates**  
Company Secretaries  
FCS No.: 4411  
C.P. No.: 2924  
UDIN: F004411B000396110

Place: Ahmedabad  
Date: 29 June 2020

## Corporate Governance Compliance Certificate

To  
The Members,  
Nila Infrastructures Limited,

In accordance with Chapter IV of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, we have examined all relevant records of the Nila Infrastructures Limited relating to its compliance of condition of Corporate Governance as stipulated in said Listing Regulations for the financial year ended 31 March 2020. It is responsibility of the Company to prepare and maintain the relevant necessary record under the SEBI guidelines, Listing Agreement and other application Laws. Our responsibility is to carry out an examination on the basis of our professional judgment so as to award a reasonable assurance of the correctness and completeness of the records for the purpose of this certificate. We have obtained all the information and explanation, which to the best of our knowledge and belief were necessary for the purpose of this certificate and have been provided with such records documents certificates etc as had been required by us. We certify that from the records produced and the explanation given to us by the Company for the purpose of this certificate and to the best of our information, the Company has complied with all the mandatory requirement of the Chapter IV of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Place: Ahmedabad  
Date: 29 June 2020

Umesh Ved  
Umesh Ved & Associates  
Company Secretaries  
FCS No.: 4411  
C.P. No.: 2924  
UDIN: F004411B000396132

## CEO and CFO Certification

To,  
The Board of Directors  
Nila Infrastructures Limited

We, Manoj B. Vadodaria, Chairman and Managing Director and Prashant H. Sarkhedi, Chief Financial Officer responsible for the finance function of the Company certify that:

- (a) We have reviewed financial statements and the cash flow statement for the year ended on 31 March 2020 and that to the best of our knowledge and belief:
- (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- (ii) these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) To the best of our knowledge and belief, no transactions entered into by the Company during the Financial Year ended on 31 March 2020 which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting. We have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the Auditors and to the Audit committee:
  - (i) There have been no significant changes in internal control over financial reporting during the year;
  - (ii) There have been no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (iii) There have been no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**Manoj B. Vadodaria**  
Chairman & Managing Director  
DIN: 00092053

Date : 29 June 2020  
Place : Ahmedabad

**Prashant H. Sarkhedi**  
Chief Financial Officer

# INDEPENDENT AUDITORS' REPORT

To the Members of Nila Infrastructures Limited

## Report on the Audit of the Standalone Financial Statements

### Opinion

We have audited the standalone financial statements of Nila Infrastructures Limited ("the Company"), which comprise the standalone balance sheet as at 31 March 2020, and the standalone statement of profit and loss (including other comprehensive income), standalone statement of changes in equity and standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including a summary of the significant accounting policies and other explanatory information ( hereinafter referred to as " the standalone financials statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2020, and profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

### Basis for Opinion

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

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

#### Description of Key Audit Matter

Recognition of contract revenue and margins:

| The key audit matter                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | How the matter was addressed in our audit                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>Revenue from construction projects represents significant portion of the revenue from operations of the Company.</p> <p>We identified recognition of contract revenue and margins as a key audit matter because the estimation of the contract revenue and total cost to complete the contract is inherently subjective, complex and requires significant management judgment. The same may get subsequently changed due to change in prevailing circumstances, contract variations and changes to key assumptions and could result in significant variance in the revenue and profit or loss from a contract for the reporting period.</p> <p>Refer note 3 (g) to the standalone financial statements on accounting policy for revenue recognition.</p> | <p>Our procedures included the following:</p> <ul style="list-style-type: none"> <li>Obtained an understanding of management's process for analysing long term contracts, the risk associated with the contract and any key judgments.</li> <li>Evaluating the design and implementation of relevant controls over contract revenue and cost estimation process through a combination of procedures involving inquiry, observations, and inspection of evidence.</li> <li>We selected a sample of contracts to test, using a risk based criteria which included individual contracts with:</li> </ul> |

| The key audit matter | How the matter was addressed in our audit                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
|----------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                      | <ul style="list-style-type: none"> <li>- significant revenue recognised during the year;</li> <li>- significant contract asset balances held at the year-end; or</li> <li>- low profit margins.</li> </ul> <ul style="list-style-type: none"> <li>• For the sample contracts selected as above, verified underlying documents such as original contract and its amendments, key contract terms and milestones for verifying the estimation of contract revenue and costs and /or any change in such estimation.</li> <li>• Evaluating retrospective results for contracts completed during the current year to ensure there is no management bias in estimated contract revenue and costs.</li> <li>• Involved internal specialist to evaluate adequacy of specific key assumptions considered by management in determining contract revenue.</li> <li>• Considered the adequacy of the disclosures in note 37 to the standalone financial statements.</li> </ul> |

**Recoverability of carrying value of loans and investments in subsidiary, joint ventures and associate:**

| The key audit matter                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | How the matter was addressed in our audit                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>The assessment of recoverable value of the Company's investment in and loans receivable from subsidiary, joint ventures and associate involves significant judgement. These include assumptions such as discount rates, future business plan, recoverability of its receivables and growth rate.</p> <p>We focused on this area as a key audit matter due to judgements involved in forecasting future cash flows and the selection of assumptions.</p> <p>Refer note 7 and 38 to the standalone Financial Statements.</p> | <ul style="list-style-type: none"> <li>• Tested operating effectiveness of controls over the impairment analysis performed by the management.</li> <li>• Evaluated net worth and past performance of the Company to whom loans were given or investment made.</li> <li>• Challenged the significant assumptions and judgements used in impairment analysis, such as forecast revenue, margins, terminal growth and discount rates, especially in light of the existing economic situation due to COVID-19.</li> <li>• Involved internal specialist to evaluate adequacy of specific key assumptions considered by management in determining the recoverable value of its loans and investments.</li> <li>• Performing sensitivity analysis on key assumptions including discount rates and estimated future growth.</li> <li>• Evaluated accuracy of disclosure in the financial statements.</li> </ul> |

## Information Other than the Standalone Financial Statements and Auditors' Report Thereon

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Director's report, Corporate Governance Report, and management discussion and Analysis included in the Company's annual report, but does not include the financial statements and our auditors' report thereon.

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

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## Management's and Board of Directors' Responsibility for the Standalone Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, profit and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. 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 design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going

concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

## Auditor's Responsibilities for the Audit of the Standalone Financial Statements

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures in the standalone financial statements made by the Management and Board of Directors.

## Auditor's Responsibilities for the Audit of the Standalone Financial Statements

- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central

Government in terms of section 143 (11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

- (A) As required by Section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those book.
- c) The standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under section 133 of the Act.
- e) On the basis of the written representations received from the directors as on 31 March 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2020 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

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

- i. The Company does not have any pending litigations which would impact its financial position.
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- iv. The disclosures in the standalone financial statements regarding holdings as well as dealings in specified bank notes during the period from 8 November 2016 to 30 December 2016 have not been made in these financial statements since they do not pertain to the financial year ended 31 March 2020.

- (C) With respect to the matter to be included in the Auditors' Report under section 197(16):

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

**For B S R & Associates LLP**  
Chartered Accountants  
Firm's Registration No. 116231W/W-100024

**Jeyur Shah**  
Partner  
Membership Number: 045754  
UDIN: 20045754AAAACI3752

Place: Ahmedabad  
Date: 29 June 2020

## Annexure A

To the Independent Auditor's Report – 31 March 2020

(Referred to in our report of even date)

With reference to the "Annexure A" referred to in the Independent Auditor's Report to the members of the Company on the standalone financial statements for the year ended 31 March 2020, we report the following:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a regular programme of physical verification of its fixed assets by which all fixed assets are verified annually. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this programme, fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and the records examined by us including registered titled deeds, we report that, the title deeds, comprising of all of immovable properties of land and buildings which are freehold, are held in the name of the Company as at Balance sheet date.
- (ii) Inventories have been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable. The discrepancies noticed on verification between the physical stocks and the book records were not material and have been properly dealt with in the books of account.
- (iii) The company has granted unsecured loans to companies and limited liability partnership firm covered in the register maintained under Section 189 of the Companies Act, 2013 ('the Act'). The Company has not granted any loans, secured or unsecured, to firms or parties covered in the register required to be maintained under Section 189 of the Act.
- (a) According to the information and explanations given to us and based on the audit procedures conducted by us, we are of the opinion that rate of interest and other terms and conditions of aforesaid loans granted by the Company are not, prima facie, prejudicial to the interest of Company.
- (b) According to the information and explanations given to us and based on the audit procedures conducted by us, the aforesaid loans granted by the Company and interest payable thereon are repayable as stipulated. The borrowers have been regular in payment of principal and interest as stipulated.
- (c) There are no overdue amounts of more than 90 days in respect of aforesaid loans granted by the Company.
- (iv) In our opinion and according to the information and explanations given to us, the Company has not granted any loans, or provided any guarantees or security to the parties covered under Section 185 of the Act during the year. Accordingly, compliance under Section 185 of the Act is not applicable to the Company. According to the information and explanations given to us, the Company is engaged in the business of providing infrastructural facilities and accordingly the provisions of Section 186 (except subsection (1) of Section 186) of the Act are not applicable to the Company. In our opinion, and according to the information and explanations given to us, the Company has made investment referred in Section 186(1) of the Act and have complied with the provisions of Section 186 of the Act.
- (v) In our opinion, and according to the information and explanations given to us, the Company has not accepted any deposit from public as per the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed thereunder. Accordingly, paragraph 3 (v) of the Order is not applicable to the Company.
- (vi) We have broadly reviewed the cost records maintained by the Company pursuant to the rules prescribed by the Central Government for the maintenance of cost records under Section 148(1) of the Act and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Provident fund, Employees' State Insurance, Income-tax, Cess and other material statutory dues have been generally regularly deposited

during the year by the Company with the appropriate authorities, though there have been slight delays in a few cases. As explained to us, the Company did not have any dues on account of Wealth Tax, Sales-tax, Service-tax, Duty of Customs, Duty of excise and Value added tax during the year.

There are no undisputed amounts payable in respect of Provident fund, Professional tax, Income-tax, Duty of customs, Duty of excise, Goods and service tax and other material statutory dues were in arrears as at 31 March 2020 for a period of more than six months from the date they became payable. Further, as explained in note 35(b) to the standalone financial statements, the Company is currently unable to determine the extent of arrears of such provident fund due as at 31 March 2020 for a period of more than six months from the date they become payable.

- (b) According to the information and explanations given to us, there are no dues of Income-tax, Goods and Service tax and Cess as at 31 March 2020, which have not been deposited with the appropriate authorities on account of any dispute.
- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans and borrowings to banks and financial institutions. The Company did not have any dues to government and debenture holders during the year.
- (ix) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. In our opinion and according to the information and explanations given to us, the term loans taken by the Company were applied for the purpose for which they were raised.
- (x) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the management.
- (xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company as prescribed under Section 406 of the Act. Accordingly, paragraph 3 (xii) of the Order is not applicable to the Company.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act where applicable. The details of such related party transactions have been disclosed in the standalone financial statements as required by the applicable Indian Accounting Standards.
- (xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3 (xiv) of the Order is not applicable to the Company.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3 (xv) of the Order is not applicable to the Company.
- (xvi) In our opinion and according to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, paragraph 3 (xvi) of the Order is not applicable to the Company.

Place: Ahmedabad  
Date: 29 June 2020

**For B S R & Associates LLP**  
Chartered Accountants  
Firm's Registration No. 116231W/W-100024

**Jeyur Shah**  
Partner  
Membership Number: 045754  
UDIN: 20045754AAAACI3752

## Annexure B

To the Independent Auditor's Report – 31 March 2020

**Report on the internal financial controls with reference to the aforesaid standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013**

(Referred to in paragraph 1 (A) (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

### Opinion

We have audited the internal financial controls with reference to standalone financial statements of Nila Infrastructures Limited ("the Company") as of 31 March 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2020, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("the Guidance Note").

### Management's Responsibility for Internal Financial Controls

The Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as "the Act").

### Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the

Standards on Auditing, specified under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and whether such controls operated effectively in all material respects.

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

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

### Meaning of Internal Financial controls with Reference to Standalone Financial Statements

A company's internal financial controls with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to standalone financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

### Inherent Limitations of Internal Financial controls with Reference to Standalone Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with

reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Place: Ahmedabad  
Date: 29 June 2020

For B S R & Associates LLP  
Chartered Accountants  
Firm's Registration No. 116231W/W-100024

Jeyur Shah  
Partner  
Membership Number: 045754  
UDIN: 20045754AAAACI3752

# Standalone Balance Sheet

as at 31 March 2020

(₹ in lakhs)

| Particulars                               | Note | As at 31 March 2020 | As at 31 March 2019 |
|-------------------------------------------|------|---------------------|---------------------|
| <b>ASSETS</b>                             |      |                     |                     |
| <b>Non-current assets</b>                 |      |                     |                     |
| (a) Property, plant and equipment         | 4    | 680.36              | 726.29              |
| (b) Investment properties                 | 5    | 2,383.02            | 2,445.26            |
| (c) Intangible assets                     | 6    | 1.07                | 0.82                |
| (d) Financial assets                      |      |                     |                     |
| (i) Investments                           | 7    | 1,543.90            | 1,551.72            |
| (ii) Loans                                | 8    | 7,966.57            | 5,971.57            |
| (iii) Other financial assets              | 9    | 470.23              | 330.36              |
| (e) Other income tax assets (net)         | 11   | 84.66               | 8.56                |
| <b>Total non-current assets</b>           |      | <b>13,129.81</b>    | <b>11,034.58</b>    |
| <b>Current assets</b>                     |      |                     |                     |
| (a) Inventories                           | 12   | 3,519.98            | 7,453.77            |
| (b) Financial assets                      |      |                     |                     |
| (i) Trade receivables                     | 13   | 6,832.62            | 3,400.10            |
| (ii) Cash and cash equivalents            | 14   | 66.04               | 78.53               |
| (iii) Bank balances other than (ii) above | 14   | 560.15              | 624.72              |
| (iv) Loans                                | 8    | 117.42              | 18.62               |
| (v) Other financial assets                | 9    | 301.68              | -                   |
| (d) Other current assets                  | 10   | 10,284.88           | 9,959.90            |
| <b>Total current assets</b>               |      | <b>21,682.77</b>    | <b>21,535.64</b>    |
| <b>Total assets</b>                       |      | <b>34,812.58</b>    | <b>32,570.22</b>    |
| <b>EQUITY AND LIABILITIES</b>             |      |                     |                     |
| <b>Equity</b>                             |      |                     |                     |
| (a) Equity share capital                  | 15   | 3,938.89            | 3,938.89            |
| (b) Other equity                          | 16   | 10,393.50           | 8,562.48            |
| <b>Total equity</b>                       |      | <b>14,332.39</b>    | <b>12,501.37</b>    |
| <b>Liabilities</b>                        |      |                     |                     |
| <b>Non-current liabilities</b>            |      |                     |                     |
| (a) Financial liabilities                 |      |                     |                     |
| (i) Borrowings                            | 17   | 9,990.93            | 8,863.33            |
| (ii) Trade payable                        |      |                     |                     |
| (iia) Due to micro and small enterprises  | 21   | -                   | -                   |
| (iib) Due to others                       | 21   | 359.04              | -                   |
| (iii) Other financial liabilities         | 18   | 15.85               | 201.93              |
| (b) Provisions                            | 19   | 99.31               | 73.21               |
| (c) Deferred tax liabilities (net)        | 20   | 842.89              | 1,001.01            |
| <b>Total non-current liabilities</b>      |      | <b>11,308.02</b>    | <b>10,139.48</b>    |
| <b>Current liabilities</b>                |      |                     |                     |
| (a) Financial liabilities                 |      |                     |                     |
| (i) Borrowings                            | 17   | 981.57              | 1,851.98            |
| (ii) Trade payables                       |      |                     |                     |
| (iia) Due to micro and small enterprises  | 21   | 233.81              | 2.28                |
| (iib) Due to others                       | 21   | 4,037.90            | 4,638.87            |
| (iii) Other financial liabilities         | 18   | 1,058.91            | 1,555.89            |
| (b) Other current liabilities             | 22   | 2,784.47            | 1,792.79            |
| (c) Provisions                            | 19   | 75.51               | 72.23               |
| (d) Current tax liabilities (net)         | 23   | -                   | 15.33               |
| <b>Total current liabilities</b>          |      | <b>9,172.17</b>     | <b>9,929.37</b>     |
| <b>Total liabilities</b>                  |      | <b>20,480.19</b>    | <b>20,068.85</b>    |
| <b>Total equity and liabilities</b>       |      | <b>34,812.58</b>    | <b>32,570.22</b>    |

The accompanying notes 1 to 43 form an integral part of these standalone financial statements.

As per our report of even date attached

For B S R & Associates LLP

Chartered Accountants

Firm's Registration No: 116231W/W-100024

Jeyur Shah

Partner

Membership No: 045754

For and on behalf of the Board of Directors of

Nila Infrastructures Limited

CIN No. : L45201GJ1990PLC013417

Manoj B. Vadodaria

Managing Director

DIN : 00092053

Kiran B. Vadodaria

Director

DIN : 00092067

Prashant H. Sarkhedi

Chief Financial Officer

Dipen Y. Parikh

Company Secretary

Membership no: A24031

Place : Ahmedabad

Date : 29 June 2020

Place : Ahmedabad

Date : 29 June 2020

Place : Ahmedabad

Date : 29 June 2020

## Standalone Statement of Profit and Loss

for the year ended 31 March 2020

(₹ in lakhs)

| Particulars                                                                | Note    | For the year ended<br>31 March 2020 | For the year ended<br>31 March 2019 |
|----------------------------------------------------------------------------|---------|-------------------------------------|-------------------------------------|
| <b>Income</b>                                                              |         |                                     |                                     |
| Revenue from operations                                                    | 24      | 25,099.00                           | 22,580.13                           |
| Other income                                                               | 25      | 1,233.57                            | 828.49                              |
| <b>Total income</b>                                                        |         | <b>26,332.57</b>                    | <b>23,408.62</b>                    |
| <b>Expenses</b>                                                            |         |                                     |                                     |
| Cost of material consumed and project expenses                             | 26      | 17,008.76                           | 18,658.37                           |
| Changes in inventories of construction material, land and work in progress | 27      | 3,933.79                            | (1,088.82)                          |
| Employee benefits expenses                                                 | 28      | 505.06                              | 541.82                              |
| Finance costs                                                              | 29      | 1,690.11                            | 1,298.87                            |
| Depreciation and amortisation expense                                      | 4,5 & 6 | 174.65                              | 186.19                              |
| Other expenses                                                             | 30      | 783.42                              | 674.99                              |
| <b>Total expenses</b>                                                      |         | <b>24,095.79</b>                    | <b>20,271.42</b>                    |
| <b>Profit before tax</b>                                                   |         | <b>2,236.78</b>                     | <b>3,137.20</b>                     |
| <b>Tax expense:</b>                                                        |         |                                     |                                     |
| - Current tax                                                              | 20      | 597.60                              | 939.43                              |
| - Reversal of excess provision for tax of earlier years                    | 20      | (33.08)                             | (28.81)                             |
| - Deferred tax charge/(credit) (net)                                       | 20      | (90.57)                             | 8.96                                |
| <b>Profit for the year</b>                                                 |         | <b>1,762.83</b>                     | <b>2,217.62</b>                     |
| <b>Other comprehensive income</b>                                          |         |                                     |                                     |
| <b>Items that will not be reclassified subsequently to profit or loss</b>  |         |                                     |                                     |
| Remeasurement of post-employment benefit obligation                        | 16      | 0.65                                | 34.30                               |
| Income tax relating to these items                                         | 16      | 0.09                                | (9.99)                              |
| <b>Other comprehensive income for the year, net of tax</b>                 |         | <b>0.74</b>                         | <b>24.31</b>                        |
| <b>Total comprehensive income for the year</b>                             |         | <b>1,763.57</b>                     | <b>2,241.93</b>                     |
| <b>Earnings per equity share (Face value ₹ 1 per share)</b>                |         |                                     |                                     |
| Basic                                                                      | 31      | 0.44                                | 0.56                                |
| Diluted                                                                    | 31      | 0.44                                | 0.56                                |

The accompanying notes 1 to 43 form an integral part of these standalone financial statements.  
As per our report of even date attached

**For B S R & Associates LLP**

Chartered Accountants

Firm's Registration No: 116231W/W-100024

**Jeyur Shah**

Partner

Membership No: 045754

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

**Nila Infrastructures Limited**

CIN No. : L45201GJ1990PLC013417

**Manoj B. Vadodaria**

Managing Director

DIN : 00092053

**Kiran B. Vadodaria**

Director

DIN : 00092067

**Prashant H. Sarkhedi**

Chief Financial Officer

**Dipen Y. Parikh**

Company Secretary

Membership no: A24031

Place : Ahmedabad

Date : 29 June 2020

Place : Ahmedabad

Date : 29 June 2020

Place : Ahmedabad

Date : 29 June 2020

## Standalone Statement of Changes in Equity

for the year ended 31 March 2020

### Equity share capital

(₹ in lakhs)

| Particulars                 | Note | Amount   |
|-----------------------------|------|----------|
| Balance as at 1 April 2018  |      | 3,938.89 |
| Changes during the year     |      | -        |
| Balance as at 31 March 2019 |      | 3,938.89 |
| Changes during the year     |      | -        |
| Balance as at 31 March 2020 | 15   | 3,938.89 |

### Other Equity

(₹ in lakhs)

| Particulars                                                      | Note | Reserves and Surplus |                 |                    | Total     |
|------------------------------------------------------------------|------|----------------------|-----------------|--------------------|-----------|
|                                                                  |      | Retained earnings    | General reserve | Securities premium |           |
| Balance as at 1 April 2018                                       |      | 6,284.41             | 524.77          | 33.71              | 6,842.89  |
| Total comprehensive income for the year ended 31 March 2019      |      |                      |                 |                    |           |
| Profit for the year                                              |      | 2,217.62             | -               | -                  | 2,217.62  |
| Items of other comprehensive income                              |      |                      |                 |                    |           |
| Remeasurement of post-employment benefit obligation (net of tax) | 16   | 24.31                | -               | -                  | 24.31     |
| Total comprehensive income for the year                          |      | 8,526.34             | 524.77          | 33.71              | 9,084.82  |
| Payment of dividends                                             | 16   | (433.28)             | -               | -                  | (433.28)  |
| Tax on dividends                                                 | 16   | (89.06)              | -               | -                  | (89.06)   |
| Balance as at 31 March 2019                                      |      | 8,004.00             | 524.77          | 33.71              | 8,562.48  |
| Deferred tax on fair valuation of interest free loan             |      | 67.45                | -               | -                  | 67.45     |
| Total comprehensive income for the year ended 31 March 2019      |      |                      |                 |                    |           |
| Profit for the year                                              |      | 1,762.83             | -               | -                  | 1,762.83  |
| Items of other comprehensive income                              |      |                      |                 |                    |           |
| Remeasurement of post-employment benefit obligation (net of tax) |      | 0.74                 | -               | -                  | 0.74      |
| Total comprehensive income for the year 31 March 2020            |      | 9,835.02             | 524.77          | 33.71              | 10,393.50 |

#### Nature and purpose of reserves:

**General Reserve** - The General Reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the General Reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve is not reclassified subsequently to the Statement of Profit and Loss.

**Equity Security Premium** - Securities premium reserve is used to record the premium on issue of equity shares. The reserve is utilised in accordance with the provisions of the Act.

The accompanying notes 1 to 43 form an integral part of these standalone financial statements.  
As per our report of even date attached

#### For B S R & Associates LLP

Chartered Accountants

Firm's Registration No: 116231W/W-100024

#### Jeyur Shah

Partner

Membership No: 045754

Place : Ahmedabad

Date : 29 June 2020

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

Nila Infrastructures Limited

CIN No. : L45201GJ1990PLC013417

#### Manoj B. Vadodaria

Managing Director

DIN : 00092053

#### Prashant H. Sarkhedi

Chief Financial Officer

Place : Ahmedabad

Date : 29 June 2020

#### Kiran B. Vadodaria

Director

DIN : 00092067

#### Dipen Y. Parikh

Company Secretary

Membership no: A24031

Place : Ahmedabad

Date : 29 June 2020

## Standalone Statement of Cash Flow

for the year ended 31 March 2020

(₹ in lakhs)

| Particulars                                                              | For the year ended<br>31 March 2020 | For the year ended<br>31 March 2019 |
|--------------------------------------------------------------------------|-------------------------------------|-------------------------------------|
| <b>Cash flow from operating activities</b>                               |                                     |                                     |
| Profit before tax                                                        | 2,236.78                            | 3,137.20                            |
| Adjustments for:                                                         |                                     |                                     |
| Depreciation and amortisation expense                                    | 174.65                              | 186.19                              |
| Finance cost                                                             | 1,690.11                            | 1,298.87                            |
| Liabilities no longer required written back                              | (201.42)                            | (55.62)                             |
| Bad debts written off                                                    | 127.22                              | 130.24                              |
| Provision for defect liability expense                                   | 29.55                               | 24.43                               |
| Loss on sale of property, plant and equipments                           | 16.72                               | 41.88                               |
| Interest income                                                          | (1,010.80)                          | (732.47)                            |
| Provision for loss allowance on trade receivables                        | 108.53                              | 40.00                               |
| Share of (profit)/loss from LLP                                          | 46.14                               | (29.36)                             |
| <b>Operating profit before working capital changes</b>                   | <b>3,217.48</b>                     | <b>4,041.36</b>                     |
| <b>Changes in working capital adjustments</b>                            |                                     |                                     |
| (Increase) in security deposit given                                     | (205.37)                            | (357.33)                            |
| (Increase) in trade receivables                                          | (3,668.27)                          | (95.87)                             |
| (Increase)/decrease in other financial assets                            | (299.06)                            | 56.99                               |
| (Increase) in other assets (current and non-current)                     | (324.98)                            | (3,944.65)                          |
| (Increase)/decrease in inventories                                       | 3,933.79                            | (1,088.82)                          |
| Increase in trade payables                                               | 191.02                              | 606.08                              |
| Increase/(decrease) in other financial liabilities                       | (166.15)                            | 11.60                               |
| Increase in other current liabilities                                    | 991.68                              | 283.97                              |
| Increase in provisions                                                   | 0.48                                | 3.67                                |
| <b>Cash generated from / (used in) operations</b>                        | <b>3,670.62</b>                     | <b>(483.00)</b>                     |
| Less: Income taxes paid (net)                                            | (655.95)                            | (1,140.00)                          |
| <b>Net cash flow generated from/ (used in) operating activities [A]</b>  | <b>3,014.67</b>                     | <b>(1,623.00)</b>                   |
| <b>Cash flow from investing activities</b>                               |                                     |                                     |
| Purchase of property, plant and equipments                               | (83.90)                             | (114.69)                            |
| Loans given to related parties (net)                                     | (1,818.85)                          | (687.48)                            |
| Loans (given)/repaid by others (net)                                     | (99.70)                             | 1,204.77                            |
| Proceeds from sale of property, plant and equipments                     | 1.13                                | 113.79                              |
| Purchase of intangible assets                                            | (0.65)                              | (0.98)                              |
| Proceeds from/(investments) in bank deposits (net)                       | (89.94)                             | 243.52                              |
| Interest income                                                          | 1,002.60                            | 728.44                              |
| <b>Net cash flow generated from / (used in) investing activities [B]</b> | <b>(1,089.31)</b>                   | <b>1,487.37</b>                     |
| <b>Cash flow from financing activities</b>                               |                                     |                                     |
| Proceeds/(repayment) of short term borrowings (net)                      | (523.35)                            | 577.27                              |
| Proceeds/(repayment) of borrowings to related parties (net)              | (609.84)                            | 609.84                              |
| (Repayment) of long term borrowings                                      | (4,799.89)                          | (2,520.84)                          |
| Proceeds from long term borrowings                                       | 5,672.27                            | 3,240.60                            |
| Finance costs paid                                                       | (1,677.04)                          | (1,302.59)                          |
| Dividend paid (including corporate dividend tax)                         | -                                   | (522.34)                            |
| <b>Net cash flow generated from/ (used in) financing activities [C]</b>  | <b>(1,937.85)</b>                   | <b>81.94</b>                        |
| <b>Net (decrease) in cash and cash equivalents (A+B+C)</b>               | <b>(12.49)</b>                      | <b>(53.69)</b>                      |
| <b>Cash and cash equivalents at beginning of the year (see note 2)</b>   | <b>78.53</b>                        | <b>132.23</b>                       |
| <b>Cash and cash equivalents at end of the year (see note 2)</b>         | <b>66.04</b>                        | <b>78.53</b>                        |

**Notes:**

- 1 The above statement of Cash Flows has been prepared under "Indirect method" as set out in the Indian Accounting Standard (Ind AS - 7) "Statement of Cash Flows".
- 2 Reconciliation of cash and cash equivalents as per the Standalone Statement of Cash Flows.

Cash and cash equivalents as per above comprise of the following:

(₹ in lakhs)

| Particulars        | For the year ended<br>31 March 2020 | For the year ended<br>31 March 2019 |
|--------------------|-------------------------------------|-------------------------------------|
| Cash on hand       | 0.29                                | 0.40                                |
| Balance with banks | 65.75                               | 78.13                               |
|                    | <b>66.04</b>                        | <b>78.53</b>                        |

- 3 Changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes:

Reconciliation of liabilities arising from financing activities

(₹ in lakhs)

| Particulars                                                                                           | As at<br>1 April 2019 | Changes as<br>per standalone<br>statement of<br>cash flow | Non cash<br>changes | As at<br>31 March<br>2020 |
|-------------------------------------------------------------------------------------------------------|-----------------------|-----------------------------------------------------------|---------------------|---------------------------|
| Borrowings (long term borrowings, short term borrowings & current maturities of long term borrowings) | 12,164.94             | (260.81)                                                  | -                   | 11,904.13                 |

| Particulars                                                                                           | As at<br>1 April 2018 | Changes as<br>per standalone<br>statement of<br>cash flow | Non cash<br>changes | As at<br>31 March<br>2019 |
|-------------------------------------------------------------------------------------------------------|-----------------------|-----------------------------------------------------------|---------------------|---------------------------|
| Borrowings (long term borrowings, short term borrowings & current maturities of long term borrowings) | 10,258.07             | 1,906.87                                                  | -                   | 12,164.94                 |
| Dividend including corporate dividend tax                                                             | -                     | (522.34)                                                  | -                   | -                         |

As per our report of even date attached

**For B S R & Associates LLP**

Chartered Accountants

Firm's Registration No: 116231W/W-100024

**Jeyur Shah**

Partner

Membership No: 045754

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

**Nila Infrastructures Limited**

CIN No. : L45201GJ1990PLC013417

**Manoj B. Vadodaria**

Managing Director

DIN : 00092053

**Kiran B. Vadodaria**

Director

DIN : 00092067

**Prashant H. Sarkhedi**

Chief Financial Officer

**Dipen Y. Parikh**

Company Secretary

Membership no: A24031

Place : Ahmedabad

Date : 29 June 2020

Place : Ahmedabad

Date : 29 June 2020

Place : Ahmedabad

Date : 29 June 2020

# Notes forming part of the standalone financial statements

for the year ended 31 March 2020

## 1. Corporate Information

Nila Infrastructures Limited is a Company based in Ahmedabad, Gujarat with its Registered Office situated at 1st Floor, Sambhav House, Opp. Chief Justice Bungalow, Bodakdev, Ahmedabad - 380015. Nila Infrastructures Limited is a public company incorporated on 26th February, 1990 and listed on BSE (Bombay Stock Exchange of India Limited) and NSE (National Stock Exchange of India Limited). The Company is involved in the construction as well as development of infrastructures projects.

## 2. Basis of preparation and measurement

### 2.1. Statement of compliance

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

The standalone financial statements for the year ended 31 March 2020 have been reviewed by audit committee and subsequently approved by Board of Directors at its meetings held on 29 June 2020.

Details of the Company's significant accounting policies are included in note 3.

### 2.2. Functional and presentation currency

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

### 2.3. Basis of Measurement

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

| Items                                                | Measurement basis                                                                                          |
|------------------------------------------------------|------------------------------------------------------------------------------------------------------------|
| Net defined benefit plans                            | Fair value of plan assets less present value of defined benefit obligation using key actuarial assumptions |
| Land and transferable development rights receivables | Fair value of land and transferable development rights using applicable market inputs                      |

### 2.4. Use of estimates and judgements

In preparing this standalone financial statement, management has made judgements, estimates, and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and assumptions are reviewed on an ongoing basis. Revision to accounting estimates are recognized prospectively.

Information about critical judgements in applying accounting policies, as well as estimates and the assumptions that have most significant effect to the carrying amounts of assets and liabilities within the next financial year, are included in the following notes:

Note 3(g) – Evaluation of percentage completion for the purpose of revenue recognition

Note 3(d) - Identification of the building as an investment property

Note 3(b) – Useful life used for the purpose of depreciation on property, plant and equipment and investment properties and amortisation of intangible assets

Note 3 (e), (i) – Impairment of financial and non-financial assets

Note 3 (q) - Lease classification

Note 3 (f) – Recognition and measurement of defined benefit obligations, key actuarial assumptions

Note 3 (i) – Fair value measurement of financial instruments

Note 3 (j) – Current / deferred tax expense and recognition and evaluation of recoverability of deferred tax assets

Note 3(l)– Provisions and contingencies

## 2.5. Measurement of fair values

The Company's accounting policies and disclosures requires the measurement of fair values for financial instruments.

The Company has established control framework with respect to the measurement of fair values. The management regularly reviews significant unobservable inputs and valuation adjustments.

Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

**Level 1:** quoted prices(unadjusted) in active markets for identical assets and liabilities.

**Level 2:** inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

**Level 3:** inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entity in the same level of fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognizes transfers between the levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information about the assumptions made in measuring fair values is included in the following notes:

Note 5 - Investment property  
Note 38 – Financial instruments

## 3. Significant Accounting Policies

### a) Operating Cycle

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III of the Companies Act, 2013. Operating cycle for project related assets and

liabilities is the time start of the project to their realization in cash or cash equivalents. Operating cycle for all other assets and liabilities has been considered as twelve months.

### b) Property, plant and equipment

#### Recognition and measurement

Items of property, plant and equipment are measured at cost, which includes capitalized borrowing costs, less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price, including non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognized in Statement of Profit and Loss.

#### Subsequent measurement

Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

#### Depreciation

Depreciation is being provided on a pro-rata basis on the 'Straight Line Method' over the estimated useful lives of the assets as prescribed under Part C of Schedule II to the Companies Act, 2013. The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate. Advances given towards acquisition of property, plant and equipment outstanding at each Balance Sheet date are disclosed as other non-current assets.

#### Derecognition

The carrying amount of an item of property, plant and equipment is derecognized on disposal or when no future economic benefits are expected

from its use or disposal. The consequential gain or loss is measured as the difference between the net disposal proceeds and the carrying amount of the item and is recognized in the Statement of Profit and Loss.

#### c) Intangible assets and amortisation

Intangible assets are carried at cost less accumulated amortization and impairment losses, if any. The cost of an intangible asset comprises of its purchase price, including any import duties and other taxes (other than those subsequently recoverable from the taxing authorities), and any directly attributable expenditure on making the asset ready for its intended use.

##### Subsequent Expenditure

Subsequent expenditure is capitalized only when it increases the future economic benefits associated with the expenditure will flow to the Company. All other expenditure is recognized in the Statement of Profit and Loss as incurred

##### Amortisation

Intangible assets are amortized on a straight - line basis (pro-rata from the date of additions) over estimated useful life of four years.

##### Derecognition

The carrying amount of an intangible asset is derecognized on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the derecognition of an intangible assets are measured as the difference between the net disposal proceeds and the carrying amount of intangible assets and is recognized in the Statement of Profit and Loss.

#### d) Investment Property

Investment property is property held either to earn rental income or for capital appreciation or for both, but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes.

##### Recognition and measurement

Upon initial recognition, an investment property is measured at cost. Subsequent to initial recognition, investment property is measured

at cost less accumulated depreciation and accumulated impairment losses, if any.

##### Depreciation

Depreciation is being provided on a pro-rata basis on the 'Straight Line Method' over the estimated useful lives of the assets as prescribed under Part C of Schedule II to the Companies Act, 2013. The residual values, useful lives and methods of depreciation of investment properties equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

##### Fair value disclosure

The fair values of investment property is disclosed in the notes. Fair value is determined by an independent valuer who holds a recognized and relevant professional qualification and has recent experience in the location and category of the investment property being valued.

Any gain or loss on disposal of an investment property is recognized in Statement of Profit and Loss.

#### e) Impairment of non-financial assets

Non-financial assets of the Company, other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

An impairment loss is recognized if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognized in the Statement of Profit and Loss.

Impairment loss recognized in respect of a CGU is allocated to reduce the carrying amounts of the other assets of the CGU (or group of CGUs) on a pro rata basis.

#### f) Employee benefits

##### Short term employee benefits

Short term employee benefit obligations are measured on an undiscounted expenses and are expensed as the related services are provided. A liability is recognized for the amount expected to be paid, if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

##### Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. The Company makes specified monthly contributions towards government administered schemes. Obligations for contributions to defined contribution plans are recognized as an employee benefit expense in the Statement of Profit and Loss in the periods during which the services are rendered by the employees.

##### Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than defined contribution plan. The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligations is performed periodically by an independent qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Company, the recognized asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan. To calculate the present value of economic benefits, consideration is given to any applicable minimum funding requirements.

Remeasurement of the net defined benefit liability, which comprise actuarial gains and losses and the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognized immediately in other comprehensive income (OCI). Net interest expense (income) on the net defined liability (assets) is computed by applying the discount rate, used to measure the net defined liability (asset). Net interest expense and other expenses related to defined benefit plans are recognized in Statement of Profit and Loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognized immediately in Statement of Profit and Loss. The Company recognizes gains and losses on the settlement of a defined benefit plan when the settlement occurs.

##### Other long-term employee benefits

The Company's net obligation in respect of long-term employee benefits other than post-employment benefits is the amount of future benefits that employees have earned in return for their service in the current and prior periods; that benefits is discounted to determine its present value, and the fair value of any related assets is deducted. The obligation is measured on the basis of an annual independent actuarial valuation using the projected unit credit method.

Remeasurement gains or losses are recognized in the Statement of Profit and Loss in the period in which they arise.

#### g) Revenue recognition

##### (i) Construction and infrastructure contracts

Performance obligations with reference to construction and infrastructure contracts are satisfied over the period of time, and accordingly, revenue from such contracts is recognized based on progress of performance determined using input method with reference to the cost incurred on contract and their estimated total contract costs. Revenue is adjusted towards liquidated damages, time value of money and price variations/escalation, wherever, applicable. Variation in contract work and other claims are included when it is highly probable that significant reversal will not occur and it can be measured reliably and it is agreed with customers.

Estimates of revenue and costs are reviewed periodically and revised, wherever circumstances change, resulting increases or decreases in revenue determination, is recognized in the period in which estimates are revised.

The Company evaluates whether each contract consists of a single performance obligation or multiple performance obligations. Where the Company enters into multiple contracts with the same customer, the Company evaluates whether the contract is to be combined or not by evaluating various factors as prescribed in the standard.

## (ii) Land and transferrable development rights

Revenue from contracts for sale of land and transferrable development rights is recognised at a point in time when control is transferred to the customer and it is probable that consideration will be collected. This is usually deemed to be legal completion as this is the point at which the Company has an enforceable right to payment. Revenue from sale of land and transferrable development rights is measured at the transaction price specified in the contract with the customer.

### Contract balances

#### Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer e.g. unbilled revenue. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset i.e. unbilled revenue is recognised for the earned consideration that is conditional.

#### Trade receivables

A receivable represents the Company's right to an amount of consideration that is unconditional i.e. only the passage of time is required before payment of consideration is due.

#### Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. Contract liabilities are recognised as revenue when the Company performs under the contract.

## (iii) Lease rental income

Lease income from operating leases shall be recognised in income on a straight line basis over the lease term, unless another systematic basis is more representative of the time pattern in which use benefit derived from the leased asset is diminished. Income from leasing of commercial complex is recognised on an accrual basis in accordance with lease agreements. Refer note 3 (r) for accounting policy on leases.

## h) Other income

Interest income from financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to the asset's net carrying amount on initial recognition.

Dividend income and share of profit in LLP is recognized when the right to receive the same is established, it is probable that the economic benefits associated with the dividend will flow to the Company and amount can be measured reliably.

## i) Financial instrument

### Financial assets

#### Classification

The Company classifies financial assets as subsequently measured at amortized cost, fair value through other comprehensive income or fair value through profit and loss on the basis of its business model for managing the financial assets and the contractual cash flow characteristics of the financial assets.

#### Initial recognition and measurement

On initial recognition, a financial asset is recognized at fair value, in case of financial assets which are recognized at fair value through the Statement of Profit and Loss (FVTPL), its transaction cost are recognized in the Statement of Profit and Loss. In other case, the transaction costs are attributed to the acquisition value of the financial asset.

### Subsequent measurement and gains and losses

Financial assets are subsequently classified as measured at

- Financial assets at amortized cost: These assets are subsequently measured at amortized cost using the effective interest method. The amortized cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment is recognized in the P&L.
- Statement of Profit and Loss. Any gain or loss on derecognition is recognized in the Statement of Profit and Loss.
- Fair value through profit and loss (FVTPL): These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognized in the Statement of Profit and Loss.
- Fair value through other comprehensive income (FVOCI): These assets are subsequently measured at fair value. Dividends are recognized as income in the Statement of Profit and Loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains or losses are recognized in OCI and are not reclassified to the Statement of Profit and Loss.

Financial assets are not reclassified subsequent to their recognition, except if and in the period the Company changes its business model for managing financial assets.

### Trade receivables and loans

Trade receivables and loans are initially recognized at fair value when they are originated. Subsequently, these assets are held at amortized cost, using the effective interest rate (EIR) method net of any expected credit losses. The EIR is the rate that discounts estimated future cash income through the expected life of financial instrument.

### Equity instrument

All investments in equity instruments classified under financial assets are initially measured at fair

value, the Company may, on initial recognition, irrevocably elect to measure the same either at FVOCI or FVTPL. The Company makes such election on an instrument-by-instrument basis. Fair value changes on an equity instrument is recognized as other income in the Statement of Profit and Loss unless the Company has elected to measure such instrument at FVOCI. Fair value changes excluding dividends, on an equity instrument measured at FVOCI are recognized in OCI.

Amounts recognized in OCI are not subsequently reclassified to the Statement of Profit and Loss. Dividend income on the investments in equity instruments are recognized as 'other income' in the Statement of Profit and Loss.

### Derecognition

A financial asset (or, where applicable, a part of the financial asset) is primarily derecognized when:

- a) The right to receive cash flows from the asset have expired; or
- b) The Company has transferred substantially all the risks and rewards of the asset; or
- c) The Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Expected credit losses are recognized for all financial assets subsequent to initial recognition other than financial assets in FVTPL category. For financial assets other than trade receivables, as per Ind AS 109, the Company recognizes 12 month expected credit losses for all originated or acquired financial assets if at the reporting date the credit risk of the financial asset has not increased significantly since its initial recognition. The expected credit losses are measured as lifetime expected credit losses if the credit risk on financial asset increases significantly since its initial recognition. The Company's trade receivables do not contain significant financing component and loss allowance on trade receivables is measured at an amount equal to life time expected losses i.e. expected cash shortfall. The impairment losses and reversals are recognized in Statement of Profit and Loss.

## Financial liabilities

### Initial recognition and measurement

Financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortized cost unless at initial recognition, they are classified as fair value through profit and loss. In case of trade payables, they are initially recognized at fair value and subsequently, these liabilities are held at amortized cost, using the effective interest method.

### Subsequent measurement

Financial liabilities are subsequently measured at amortized cost using the EIR method. Financial liabilities carried at fair value through Statement of Profit and Loss are measured at fair value with all changes in fair value recognized in the Statement of Profit and Loss.

### Derecognition

A financial liability is derecognized when the obligation specified in the contract is discharged, cancelled or expires.

### Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet date if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle them on net basis or to realize the assets and settle the liabilities simultaneously.

## j) Income taxes

Income tax comprises of current and deferred tax. It is recognized in the Statement of Profit and Loss except to the extent that it relates to an item recognized directly in equity or in OCI.

### Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes.

It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date. Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognized amounts, and it is intended to realize the asset and settle the liability on a net basis or simultaneously.

### Deferred tax

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognized in respect of carried forward tax losses and tax credits. Deferred tax assets are recognized to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available.

Minimum Alternate Tax (MAT) eligible for set off in subsequent years (as per tax laws), is recognized as an asset by way of credit to the restated standalone summary Statement of Profit and Loss only if there is convincing evidence that sufficient taxable profit will be available against which the unused tax losses or unused tax credits can be utilized by the Company. At each balance sheet date, the carrying amount of deferred tax in relation to MAT credit entitlement receivable is reviewed to reassure realization.

## k) Inventories

Inventory comprises of land, project inventories and work in progress in case of construction and development of infrastructure projects. Inventories comprising of land is valued at lower of cost or net realizable value. Cost includes cost of land, borrowing cost and other related overhead as the case may be.

### Project inventories

Inventories of project materials are valued at cost or net realizable value whichever is less. Cost is arrived at on weighted average method (WAM) basis.

## Work-in-progress

### Construction and development of Infrastructure project:

Cost incurred for the contract that relate to future activity of the contract, such contract cost are recognized as an asset provided it is probable that they will be recovered. Such costs represent an amount due from the customer and are often classified as Contract work in progress which is valued at cost or net realizable value whichever is less.

#### l) Provisions and contingencies

A provision is recognized if, as a result of past events, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

The unwinding of the discount is recognized as finance cost. Expected future operating losses are not provided for.

Contingent liabilities are disclosed in the Notes to the Standalone Financial Statements. Contingent liabilities are disclosed for:

- i. possible obligations which will be confirmed only by future events not wholly within the control of the Company, or
- ii. present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

#### m) Borrowing Cost

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings to the extent they are regarded as an adjustment to the interest cost.

Investment income earned on temporary investment of specific borrowings pending

their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

Borrowing costs, if any, 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, if any. All other borrowing costs are expensed in the period in which they occur.

#### n) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM) of the Company. The CODM is responsible for allocating resources and assessing performance of the operating segments of the Company. For the disclosure on reportable segments see Note 34.

#### o) Cash and cash equivalents

Cash and Cash equivalents for the purpose of Cash Flow Statement comprise cash and cheques in hand, bank balances, demand deposits with banks where the original maturity is three months or less and other short term highly liquid.

#### p) Investments in subsidiaries, joint venture and associates

The Company has elected to recognise its investments in subsidiary and associate and joint venture companies at cost in accordance with the option available in Ind AS 27, Separate Financial Statements.

#### q) Leases

Policy applicable before 1 April 2019 under Ind AS 17

#### Asset given under lease

In respect of assets provided on finance leases, amount due from lessees are recorded as receivables at the amount of the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Company's net investment outstanding in respect of the leases. In respect of assets given on operating lease, lease rentals are accounted on accrual basis in accordance with the respective lease agreements.

### Asset held under lease

Leases of property, plant and equipment that transfer substantially all the risks and rewards of ownership are classified as finance leases. All the other leases are classified as operating leases. For finance lease, the leased assets are measured initially at an amount equal to the lower of their fair value and the present value of minimum lease payments. Subsequent to the initial recognition, the assets are accounted for in accordance with the accounting policy applicable to similar owned assets.

Assets held under operating leases are neither recognized in (in case the Company is lessee) nor derecognized (in case the Company is lessor) from the Company's balance sheet.

### Lease payments

Payments made under operating leases are generally recognized in the Statement of Profit and Loss on a straight line basis over the term of lease unless such payments are structured to increase in line with the expected general inflation to compensate for the lessor's expected inflationary cost increases. Lease incentives received are recognized as an integral part of the total lease expense over the term of lease

### Policy applicable after 1 April 2019 under Ind AS 116

Effective 1 April 2019, the Company has adopted Ind AS 116 Leases which introduces single accounting model and requires a lessee to recognise assets and liabilities for all leases subject to recognition exemptions. The Company adopted Ind AS 116 Leases using modified retrospective approach and practical expedients. Accordingly, the comparative information presented for the year ended 31 March 2019 is presented as previously reported under Ind AS 17 Leases.

At the inception of a contract, the Company assesses whether a contract is or contains, a lease. A contract is, or contains a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange of consideration. To assess whether a contract conveys the right to control the use of an asset the Company assesses whether:

- The contract involves the use of an identified asset – this may be specified explicitly

or implicitly, and should be physically distinct or represent substantially all of the capability of a physical distinct asset. If the supplier has a substantive substitution right, then the asset is not identified.

- The Company has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and
- The Company has the right to direct the use of the asset. The Company has this right when it has the decision making rights that are most relevant to changing how and for what purpose the asset is used.

### As a Lessee

#### Right of use Asset

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. At the commencement date, a lessee shall measure the right-of-use asset at cost which comprises initial measurement of the lease liability, any lease payments made at or before the commencement date, less any lease incentives received, any initial direct costs incurred by the lessee; and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

#### Lease Liability

At the commencement date, a lessee shall measure the lease liability at the present value of the lease payments that are not paid at that date. The lease payments shall be discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the lessee shall use the lessee's incremental borrowing rate.

#### Short-term lease and leases of low-value assets

The Company has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of less than 12 months or less and leases of low-value assets, including IT Equipment. The Company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

The election for short-term leases shall be made by class of underlying asset to which the right of use relates. A class of underlying asset is a grouping of underlying assets of a similar nature and use in Company's operations. The election for leases for which the underlying asset is of low value can be made on a lease-by-lease basis.

**r) Earnings per share**

Basic earnings per share is computed by dividing the net profit for the year attributable to the equity shareholders of the Company by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year and for all the years presented is adjusted for events such as bonus shares, other than conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

**s) Foreign currency transactions**

Transactions in foreign currencies are translated into the respective functional currencies of the Company at the exchange rates as at the date of transaction or at an average rate if the average rate approximates the actual rate at the date of transaction.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of transaction. Exchange differences are recognized in the Statement of Profit and Loss.

**t) Recent accounting pronouncement**

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from April 01, 2020.

| Particulars            | Gross block              |              |              | Depreciation              |                          |               |              | Net block                 |                           |
|------------------------|--------------------------|--------------|--------------|---------------------------|--------------------------|---------------|--------------|---------------------------|---------------------------|
|                        | As at<br>1 April<br>2019 | Additions    | Disposal     | As at<br>31 March<br>2020 | As at<br>1 April<br>2019 | For the year  | Disposal     | As at<br>31 March<br>2020 | As at<br>31 March<br>2020 |
| Freehold land          | 10.73                    | -            | -            | 10.73                     | -                        | -             | -            | -                         | 10.73                     |
| Building               | 131.77                   | -            | 3.09         | 128.68                    | 5.72                     | 2.32          | 0.22         | 7.82                      | 120.86                    |
| Plant and machinery    | 197.83                   | 2.97         | 14.97        | 185.83                    | 36.87                    | 15.72         | 3.26         | 49.33                     | 136.50                    |
| Furniture and fixtures | 63.47                    | 0.71         | 0.22         | 63.96                     | 31.06                    | 8.86          | 0.07         | 39.85                     | 24.11                     |
| Computer equipment     | 9.98                     | 1.35         | 3.98         | 7.35                      | 3.77                     | 2.44          | 3.26         | 2.95                      | 4.40                      |
| Vehicles               | 561.68                   | 77.55        | 2.97         | 636.26                    | 197.58                   | 75.65         | 1.85         | 271.38                    | 364.88                    |
| Electrification        | 5.70                     | -            | 1.36         | 4.34                      | 3.52                     | 0.77          | 1.29         | 3.00                      | 1.34                      |
| Office equipments      | 33.55                    | 1.32         | 6.25         | 28.62                     | 9.90                     | 6.25          | 5.07         | 11.08                     | 17.54                     |
| <b>Total</b>           | <b>1,014.71</b>          | <b>83.90</b> | <b>32.84</b> | <b>1,065.77</b>           | <b>288.42</b>            | <b>112.01</b> | <b>15.02</b> | <b>385.41</b>             | <b>680.36</b>             |

| Particulars            | Gross block              |               |               | Depreciation              |                          |                 |              | Net block                 |                           |
|------------------------|--------------------------|---------------|---------------|---------------------------|--------------------------|-----------------|--------------|---------------------------|---------------------------|
|                        | As at<br>1 April<br>2018 | Additions     | Disposal      | As at<br>31 March<br>2019 | As at<br>1 April<br>2018 | For the<br>year | Disposal     | As at<br>31 March<br>2019 | As at<br>31 March<br>2019 |
| Freehold land          | 10.73                    | -             | -             | 10.73                     | -                        | -               | -            | -                         | 10.73                     |
| Building               | 131.77                   | -             | -             | 131.77                    | 3.40                     | 2.32            | -            | 5.72                      | 126.05                    |
| Plant and machinery    | 260.69                   | 43.51         | 106.37        | 197.83                    | 36.56                    | 21.71           | 21.40        | 36.87                     | 160.96                    |
| Furniture and fixtures | 57.75                    | 6.92          | 1.20          | 63.47                     | 20.42                    | 11.77           | 1.13         | 31.06                     | 32.41                     |
| Computer equipment     | 10.08                    | 5.24          | 5.34          | 9.98                      | 5.70                     | 2.83            | 4.76         | 3.77                      | 6.21                      |
| Vehicles               | 631.14                   | 43.12         | 112.58        | 561.68                    | 154.60                   | 86.24           | 43.26        | 197.58                    | 364.10                    |
| Electrification        | 5.70                     | -             | -             | 5.70                      | 2.43                     | 1.09            | -            | 3.52                      | 2.18                      |
| Office equipments      | 23.01                    | 15.90         | 5.36          | 33.55                     | 9.05                     | 5.37            | 4.52         | 9.90                      | 23.65                     |
| <b>Total</b>           | <b>1,130.89</b>          | <b>114.69</b> | <b>230.85</b> | <b>1,014.71</b>           | <b>232.15</b>            | <b>131.33</b>   | <b>75.07</b> | <b>288.42</b>             | <b>726.29</b>             |

Refer note 17 - For information on property, plant and equipment pledged as security by the Company

**Note 5**  
**Investment properties**

(₹ in lakhs)

| Particulars  | Gross block        |           |          |                     | Depreciation       |              |           |                     | Net block           |
|--------------|--------------------|-----------|----------|---------------------|--------------------|--------------|-----------|---------------------|---------------------|
|              | As at 1 April 2019 | Additions | Sale     | As at 31 March 2020 | As at 1 April 2019 | For the year | deduction | As at 31 March 2020 | As at 31 March 2020 |
| Building     | 2,600.76           | -         | -        | 2,600.76            | 155.50             | 62.24        | -         | 217.74              | 2,383.02            |
| <b>Total</b> | <b>2,600.76</b>    | <b>-</b>  | <b>-</b> | <b>2,600.76</b>     | <b>155.50</b>      | <b>62.24</b> | <b>-</b>  | <b>217.74</b>       | <b>2,383.02</b>     |

(₹ in lakhs)

| Particulars  | Gross block        |           |          |                     | Depreciation       |              |           |                     | Net block           |
|--------------|--------------------|-----------|----------|---------------------|--------------------|--------------|-----------|---------------------|---------------------|
|              | As at 1 April 2018 | Additions | Sale     | As at 31 March 2019 | As at 1 April 2018 | For the year | deduction | As at 31 March 2019 | As at 31 March 2019 |
| Building     | 2,600.76           | -         | -        | 2,600.76            | 100.80             | 54.70        | -         | 155.50              | 2,445.26            |
| <b>Total</b> | <b>2,600.76</b>    | <b>-</b>  | <b>-</b> | <b>2,600.76</b>     | <b>100.80</b>      | <b>54.70</b> | <b>-</b>  | <b>155.50</b>       | <b>2,445.26</b>     |

**Information regarding income and expenditure of Investment properties**

| Particulars                                                              | Year Ended 31 March 2020 | Year Ended 31 March 2019 |
|--------------------------------------------------------------------------|--------------------------|--------------------------|
| Rental income derived from investment properties                         | 77.33                    | 272.41                   |
| Direct operating expenses                                                | 21.13                    | 21.44                    |
| Profit arising from investment properties                                | 56.20                    | 250.97                   |
| Less : depreciation                                                      | 62.24                    | 54.70                    |
| Profit/(loss) arising from investment properties before indirect expense | (6.04)                   | 196.27                   |

**Fair value of the investment properties are as under:**

(₹ in lakhs)

| Particulars                         | Building |
|-------------------------------------|----------|
| Balance as at 1 April 2018          | 6,000.26 |
| Fair value decrease during the year | 12.26    |
| Balance as at 31 March 2019         | 5,988.00 |
| Fair value decrease during the year | 90.00    |
| Balance as at 31 March 2020         | 5,898.00 |

**Measurement of fair value of investment properties:**

**A. Fair value hierarchy:**

The fair value of investment properties has been determined by external independent property valuers, having appropriate recognised professional qualification and recent experience in the location and category of properties being valued.

The fair value measurement of the investment properties has been categorised as Level 3 fair value based on the inputs to the valuation techniques used.

**B. Fair valuation technique**

| Particulars | Valuation technique |
|-------------|---------------------|
| Building    | Market Approach     |

Refer note 17 - For information on investment properties pledged as security by the Company

Refer note 36 - For disclosure of operating lease

**Note 6**  
**Intangible assets**

(₹ in lakhs)

| Particulars  | Gross block        |             |          |                     | Amortisation       |              |           |                     | Net block           |
|--------------|--------------------|-------------|----------|---------------------|--------------------|--------------|-----------|---------------------|---------------------|
|              | As at 1 April 2019 | Additions   | Sale     | As at 31 March 2020 | As at 1 April 2019 | For the year | deduction | As at 31 March 2020 | As at 31 March 2020 |
| Software     | 0.98               | 0.65        | -        | 1.63                | 0.16               | 0.40         | -         | 0.56                | 1.07                |
| <b>Total</b> | <b>0.98</b>        | <b>0.65</b> | <b>-</b> | <b>1.63</b>         | <b>0.16</b>        | <b>0.40</b>  | <b>-</b>  | <b>0.56</b>         | <b>1.07</b>         |

| Particulars  | Gross block        |             |          |                     | Amortisation       |              |           |                     | Net block           |
|--------------|--------------------|-------------|----------|---------------------|--------------------|--------------|-----------|---------------------|---------------------|
|              | As at 1 April 2018 | Additions   | Sale     | As at 31 March 2019 | As at 1 April 2018 | For the year | deduction | As at 31 March 2019 | As at 31 March 2019 |
| Software     | -                  | 0.98        | -        | 0.98                | -                  | 0.16         | -         | 0.16                | 0.82                |
| <b>Total</b> | <b>-</b>           | <b>0.98</b> | <b>-</b> | <b>0.98</b>         | <b>-</b>           | <b>0.16</b>  | <b>-</b>  | <b>0.16</b>         | <b>0.82</b>         |

**Note 7**  
**Investment**

(₹ in lakhs)

| Particulars                                                                                                     | As at 31 March 2020 | As at 31 March 2019 |
|-----------------------------------------------------------------------------------------------------------------|---------------------|---------------------|
| <b>Investment in subsidiary, associate and joint venture</b>                                                    |                     |                     |
| <b>Unquoted:</b>                                                                                                |                     |                     |
| <b>Investments in equity shares of subsidiary company (at cost)</b>                                             |                     |                     |
| 10,000 (31 March 2019: 10,000) equity shares of Nila Terminals (Amreli) Pvt Ltd of ₹ 10/- each                  | 1.00                | 1.00                |
|                                                                                                                 | <b>1.00</b>         | <b>1.00</b>         |
| <b>Investments in joint venture (at cost)</b>                                                                   |                     |                     |
| Kent Residential & Industrial Park LLP (50% share of profit)                                                    | 23.95               | 68.35               |
| <b>Investments in equity shares of joint venture (at cost)*</b>                                                 |                     |                     |
| 5,000 (31 March 2019 : 5,000) equity shares of Romanovia Industrial Park Pvt. Ltd. of ₹ 10/- each fully paid up | 1,250.50            | 1,250.50            |
| <b>Investments in equity shares of associate (at cost)</b>                                                      |                     |                     |
| 3,400 (31 March 2019 : 3,400) equity shares of Vyapnila Terminals (Modasa) Pvt. Ltd. of ₹ 10/- each             | 0.34                | 0.34                |
| <b>Equity contribution in associate (at cost)</b>                                                               |                     |                     |
| 3,400 (31 March 2019 : 3,400) equity shares of Vyapnila Terminals (Modasa) Pvt. Ltd. of ₹ 10/- each             | 267.96              | 231.39              |
|                                                                                                                 | <b>1,542.75</b>     | <b>1,550.58</b>     |
| <b>Total investment in subsidiary, associate and joint venture</b>                                              | <b>1,543.75</b>     | <b>1,551.58</b>     |
| <b>Other investments</b>                                                                                        |                     |                     |
| National saving certificate                                                                                     | 0.15                | 0.14                |
| <b>Total other investments</b>                                                                                  | <b>0.15</b>         | <b>0.14</b>         |
| <b>Total</b>                                                                                                    | <b>1,543.90</b>     | <b>1,551.72</b>     |

\* At the time of transition to Ind AS effective from 1 April 2016, the Company had opted to measure its investments in subsidiaries, joint ventures and associate at deemed cost, i.e. previous GAAP carrying amount, except for its investment in one of the joint venture - Romanovia Industrial Park Private Limited, which has been measured at fair value at the date of transition to Ind AS. If an entity chooses to measure its investment at fair value at the date of transition to Ind AS than that is deemed cost of such investment for the Company and, therefore, it shall carry its investment in at that amount (i.e. fair value at the date of transition) after the date of transition.

| Particulars                            | Book value             |                        |
|----------------------------------------|------------------------|------------------------|
|                                        | As at<br>31 March 2020 | As at<br>31 March 2019 |
| Aggregate value of unquoted investment | 1,543.90               | 1,551.72               |
| Aggregate value of quoted investment   | -                      | -                      |
|                                        | 1,543.90               | 1,551.72               |

#### Note 8

##### Loans

(₹ in lakhs)

| Particulars                                | As at<br>31 March 2020 | As at<br>31 March 2019 |
|--------------------------------------------|------------------------|------------------------|
| <b>Non-current loans</b>                   |                        |                        |
| (Unsecured, considered good)               |                        |                        |
| Loans to related party (refer note 32)     |                        |                        |
| - to subsidiary                            | 479.36                 | 422.00                 |
| - to joint venture companies and associate | 6,258.17               | 4,526.80               |
| Security and other deposits                | 1,229.04               | 1,022.77               |
|                                            | 7,966.57               | 5,971.57               |
| <b>Current loans</b>                       |                        |                        |
| (Unsecured, considered good)               |                        |                        |
| Loans                                      |                        |                        |
| - to employees                             | 16.37                  | 17.27                  |
| - to others                                | 100.30                 | 0.60                   |
| Security and other deposits                | 0.75                   | 0.75                   |
|                                            | 117.42                 | 18.62                  |
| <b>Total</b>                               | <b>8,083.99</b>        | <b>5,990.19</b>        |

Refer note 38 - Financial instruments, fair values and risk measurement

#### Note 9

##### Other financial assets

(₹ in lakhs)

| Particulars                      | As at<br>31 March 2020 | As at<br>31 March 2019 |
|----------------------------------|------------------------|------------------------|
| <b>Non-current</b>               |                        |                        |
| Margin money deposits with bank  | 470.18                 | 327.69                 |
| Accrued interest on Term Deposit | -                      | 2.62                   |
| Retention money receivables      | 0.05                   | 0.05                   |
|                                  | 470.23                 | 330.36                 |

| Particulars       | As at<br>31 March 2020 | As at<br>31 March 2019 |
|-------------------|------------------------|------------------------|
| Current           |                        |                        |
| Other receivables | 301.68                 | -                      |
|                   | 301.68                 | -                      |
| <b>Total</b>      | <b>771.91</b>          | <b>330.36</b>          |

#### Note 10

##### Other current assets

(₹ in lakhs)

| Particulars                                 | As at<br>31 March 2020 | As at<br>31 March 2019 |
|---------------------------------------------|------------------------|------------------------|
| Contract assets                             |                        |                        |
| - Land and transferrable development rights | 3,479.60               | 3,978.11               |
| - Unbilled revenue                          | 5,099.61               | 4,602.55               |
| Advance to vendors                          | 1,225.04               | 840.64                 |
| Prepaid expenses                            | 132.83                 | 98.69                  |
| Balances with government authorities        |                        |                        |
| - Goods and service tax receivable          | 347.80                 | 433.29                 |
| - VAT receivable                            | -                      | 3.44                   |
| - Others                                    | -                      | 0.10                   |
| Lease equalisation                          | -                      | 3.08                   |
| <b>Total</b>                                | <b>10,284.88</b>       | <b>9,959.90</b>        |

Refer note 38 - Financial instruments, fair values and risk measurement

#### Note 11

##### Other income tax assets (net)

(₹ in lakhs)

| Particulars                                       | As at<br>31 March 2020 | As at<br>31 March 2019 |
|---------------------------------------------------|------------------------|------------------------|
| Non-current                                       |                        |                        |
| Advance payment of tax (net of provision for tax) | 84.66                  | 8.56                   |
| <b>Total</b>                                      | <b>84.66</b>           | <b>8.56</b>            |

#### Note 12

##### Inventories

(₹ in lakhs)

| Particulars                   | As at<br>31 March 2020 | As at<br>31 March 2019 |
|-------------------------------|------------------------|------------------------|
| Construction material on hand | 221.42                 | 379.12                 |
| Work in progress              | 1,502.80               | 1,922.30               |
| Land                          | 1,795.76               | 5,152.35               |
| <b>Total</b>                  | <b>3,519.98</b>        | <b>7,453.77</b>        |

Refer note 3 (I) for accounting policy on inventories.

**Note 13**
**Trade receivables**

(₹ in lakhs)

| Particulars                                                    | As at<br>31 March 2020 | As at<br>31 March 2019 |
|----------------------------------------------------------------|------------------------|------------------------|
| <b>Related parties</b>                                         |                        |                        |
| Unsecured, considered good (refer note 32)                     | 624.25                 | 783.38                 |
| <b>Other than related parties</b>                              |                        |                        |
| Unsecured, considered good                                     | 6,208.37               | 2,616.72               |
| Unsecured, trade receivables in which credit risk is increased | 148.53                 | 40.00                  |
| Less:- Provision for loss allowance on trade receivables       | (148.53)               | (40.00)                |
| <b>Total</b>                                                   | <b>6,832.62</b>        | <b>3,400.10</b>        |

Refer note 38 - Financial instruments, fair values and risk measurement

Trade receivables includes retention money receivable amounting to ₹ 969.64 lakhs (31 March 2019 - ₹1,153.73 lakhs)

**Note 14**
**Cash and bank balances**

(₹ in lakhs)

| Particulars                                                           | As at<br>31 March 2020 | As at<br>31 March 2019 |
|-----------------------------------------------------------------------|------------------------|------------------------|
| <b>Cash and cash equivalents</b>                                      |                        |                        |
| Balance with banks                                                    |                        |                        |
| - Balance in current account                                          | 65.75                  | 78.13                  |
| Cash on hand                                                          | 0.29                   | 0.40                   |
|                                                                       | <b>66.04</b>           | <b>78.53</b>           |
| <b>Other bank balances</b>                                            |                        |                        |
| Deposits with original maturity over 3 months but less than 12 months | 9.09                   | 9.05                   |
| Margin money deposits with bank                                       | 492.03                 | 544.62                 |
| Unpaid dividend account *                                             | 59.03                  | 71.05                  |
|                                                                       | <b>560.15</b>          | <b>624.72</b>          |
| <b>Total</b>                                                          | <b>626.19</b>          | <b>703.25</b>          |

Refer note 38 - Financial instruments, fair values and risk measurement

\* The Company can utilise these balances only towards payment of dividend.

**Note 15**
**Equity share capital**

(₹ in lakhs)

| Particulars                                                                         | As at<br>31 March 2020 | As at<br>31 March 2019 |
|-------------------------------------------------------------------------------------|------------------------|------------------------|
| <b>Authorised share capital</b>                                                     |                        |                        |
| 500,000,000 (31 March 2019 : 500,000,000) Equity shares of ₹ 1/- each               | 5,000.00               | 5,000.00               |
| <b>Issued, Subscribed and Paid-up Capital</b>                                       |                        |                        |
| 393,889,200 (31 March 2019 : 393,889,200) Equity shares of ₹ 1/- each fully paid up | 3,938.89               | 3,938.89               |
| <b>Total</b>                                                                        | <b>3,938.89</b>        | <b>3,938.89</b>        |

**A. Reconciliation of number of equity shares**

| Particulars                             | As at 31 March 2020 |          | As at 31 March 2019 |          |
|-----------------------------------------|---------------------|----------|---------------------|----------|
|                                         | Numbers             | in lakhs | Numbers             | in lakhs |
| Balance as at the beginning of the year | 39,38,89,200        | 3,938.89 | 39,38,89,200        | 3,938.89 |
| Issued during the year                  | -                   | -        | -                   | -        |
| Balance as at the end of the year       | 39,38,89,200        | 3,938.89 | 39,38,89,200        | 3,938.89 |

**B. Terms / rights attached to Equity shares**

The company has single class of equity shares having a par value of ₹ 1 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

**C. Details of shareholders holding more than 5% shares in the company**

| Particulars                          | As at 31 March 2020 |            | As at 31 March 2019 |            |
|--------------------------------------|---------------------|------------|---------------------|------------|
|                                      | Number of Shares    | % holdings | Number of Shares    | % holdings |
| Equity shares of ₹ 1 each fully paid |                     |            |                     |            |
| Mr. Manoj B. Vadodaria               | 5,31,54,712         | 13.49      | 5,31,54,712         | 13.49      |
| Mrs. Nila M. Vadodaria               | 4,39,55,267         | 11.16      | 4,39,55,267         | 11.16      |
| Mrs. Alpa K. Vadodaria               | 3,68,00,000         | 9.34       | 3,68,00,000         | 9.34       |
| Mr. Kiran B. Vadodaria               | 3,86,08,100         | 9.80       | 3,86,08,100         | 9.80       |
| Mr. Deep S. Vadodaria                | 3,17,52,108         | 8.06       | 3,17,52,108         | 8.06       |

**D.** During last 5 years immediately preceding reporting date, the Company has not allotted any (a) Bonus Shares or (b) Shares issued for consideration other than cash.

**E.** During last 5 years immediately preceding reporting date, the Company has not bought back any class of shares.

**Note 16**  
**Other Equity**

(₹ in lakhs)

| Particulars                   | As at<br>31 March 2020 | As at<br>31 March 2019 |
|-------------------------------|------------------------|------------------------|
| <b>Reserves &amp; Surplus</b> |                        |                        |
| (i) Retained earnings         | 9,835.02               | 8,004.00               |
| (ii) Equity security premium  | 33.71                  | 33.71                  |
| (iii) General reserve         | 524.77                 | 524.77                 |
| <b>Total</b>                  | <b>10,393.50</b>       | <b>8,562.48</b>        |

| Particulars                                                                 | As at<br>31 March 2020 | As at<br>31 March 2019 |
|-----------------------------------------------------------------------------|------------------------|------------------------|
| (i) Retained earnings                                                       |                        |                        |
| Profit & loss opening balance                                               | 8,004.00               | 6,284.41               |
| Profit during the year                                                      | 1,762.83               | 2,217.62               |
| Deferred tax on fair valuation of interest free loan                        | 67.45                  | -                      |
|                                                                             | 9,834.27               | 8,502.03               |
| Appropriation                                                               |                        |                        |
| Final equity dividend at ₹ 0.11 per share (31 March 2019: ₹ 0.10 per share) | -                      | (433.28)               |
| Tax on equity dividend                                                      | -                      | (89.06)                |
|                                                                             | -                      | (522.34)               |
| Items of other comprehensive income (net of tax)                            |                        |                        |
| Remeasurement of post-employment benefit obligation (net of tax)            | 0.74                   | 24.31                  |
|                                                                             | 0.74                   | 24.31                  |
| <b>Total</b>                                                                | <b>9,835.02</b>        | <b>8,004.00</b>        |
| (ii) Equity security premium                                                |                        |                        |
| Opening balance                                                             | 33.71                  | 33.71                  |
| Addition during the year                                                    | -                      | -                      |
| <b>Total</b>                                                                | <b>33.71</b>           | <b>33.71</b>           |
| (iii) General reserve                                                       | 524.77                 | 524.77                 |
| <b>Total reserves and surplus</b>                                           | <b>10,393.50</b>       | <b>8,562.48</b>        |

**Note 17**  
**Borrowings**

(₹ in lakhs)

| Particulars                   | As at<br>31 March 2020 | As at<br>31 March 2019 |
|-------------------------------|------------------------|------------------------|
| <b>Non current borrowings</b> |                        |                        |
| <b>Secured loans</b>          |                        |                        |
| Indian rupee loan from        |                        |                        |
| Banks                         | 7,753.25               | 5,033.54               |
| Financial institution         | -                      | 3,271.85               |
| Vehicle loan from             |                        |                        |
| Banks                         | 94.55                  | 62.98                  |
| Financial institution         | -                      | 2.87                   |
| <b>Unsecured loans</b>        |                        |                        |
| Indian rupee loan from        |                        |                        |
| Financial institution         | 2,143.13               | 492.09                 |
|                               | 9,990.93               | 8,863.33               |

| Particulars               | As at<br>31 March 2020 | As at<br>31 March 2019 |
|---------------------------|------------------------|------------------------|
| <b>Current borrowings</b> |                        |                        |
| <b>Secured loans</b>      |                        |                        |
| Indian rupee loan from    |                        |                        |
| Bank                      | 981.57                 | 1,242.14               |
| <b>Unsecured loans#</b>   |                        |                        |
| Indian rupee loan from    |                        |                        |
| Loans from related party  | -                      | 609.84                 |
|                           | 981.57                 | 1,851.98               |
| <b>Total</b>              | <b>10,972.50</b>       | <b>10,715.31</b>       |

\* Current maturities of long term borrowings is reported under 'Other current financial liabilities'

# Unsecured loan from related party carries interest rate of 11 % for 31 March 2019 which is repaid during the current year.

Refer note 38 - Financial instruments, fair values and risk measurement

#### Security Details of Borrowings -

(₹ in lakhs)

|                    | Loan Amount<br>outstanding as at                                                                                                                                                                                                                 |                 | Rate of Interest as at |               | Installment Details |          |     |           |
|--------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|------------------------|---------------|---------------------|----------|-----|-----------|
|                    | 31 March 2020                                                                                                                                                                                                                                    | 31 March 2019   | 31 March 2020          | 31 March 2019 | Start Date          | End Date | Nos | Period    |
| (A)                | Secured Loans from banks                                                                                                                                                                                                                         |                 |                        |               |                     |          |     |           |
| (A.1)              | Term Loans                                                                                                                                                                                                                                       |                 |                        |               |                     |          |     |           |
|                    | Secured by way of equitable mortgage of immovable properties situated at 3 <sup>rd</sup> , 4 <sup>th</sup> & 5 <sup>th</sup> Floor Sambhaav House, Judges Bungalow, Bodakdev, Ahmedabad owned by Company                                         |                 |                        |               |                     |          |     |           |
| (i)                | 432.83                                                                                                                                                                                                                                           | 546.08          | 9.10%                  | 9.70%         | Jul-2013            | Jun-2023 | 119 | Monthly   |
| (ii)               | 539.94                                                                                                                                                                                                                                           | 591.95          | 9.70%                  | 9.70%         | Feb-2018            | Jun-2028 | 125 | Monthly   |
|                    | Dropped Down OD facility secured by way of (a) registered equitable mortgage of industrial land at Bavla owned by Company (b) Personal guarantee of Shri Manoj Vaodaria & Kiran Vadodaria                                                        |                 |                        |               |                     |          |     |           |
| (iii)              | 727.63                                                                                                                                                                                                                                           | 2,899.06        | 10.15%                 | 10.85%        | Dec-2015            | Mar-2023 | 27  | Quarterly |
|                    | Secured by way of (a) registered equitable mortgage of immovable properties situated at 2 <sup>nd</sup> & 6 <sup>th</sup> Floor Sambhaav House, Judges Bungalow, Bodakdev, Ahmedabad (b) Personal Guarantee of Manoj Vadodaria & Kiran Vadodaria |                 |                        |               |                     |          |     |           |
| (iv)               | 889.52                                                                                                                                                                                                                                           | 960.20          | 9.95%                  | 10.25%        | Dec-2018            | Jan-2029 | 121 | Monthly   |
| <b>Total (A.1)</b> | <b>2,589.93</b>                                                                                                                                                                                                                                  | <b>4,997.30</b> |                        |               |                     |          |     |           |
| (A.2)              | Vehicle Loans                                                                                                                                                                                                                                    |                 |                        |               |                     |          |     |           |
|                    | Secured by way of hypothecation of commercial equipment                                                                                                                                                                                          |                 |                        |               |                     |          |     |           |
| (i)                | 4.79                                                                                                                                                                                                                                             | 36.64           | 9.80%                  | 9.80%         | Oct-2016            | Oct-2020 | 48  | Monthly   |
| (ii)               | 26.04                                                                                                                                                                                                                                            | 34.18           | 9.10%                  | 9.10%         | Dec-2018            | Dec-2022 | 48  | Monthly   |
|                    | Secured by way of hypothecation of vehicle                                                                                                                                                                                                       |                 |                        |               |                     |          |     |           |
| (iii)              | 12.33                                                                                                                                                                                                                                            | 19.27           | 8.99%                  | 8.99%         | Oct-2018            | Oct-2021 | 36  | Monthly   |
| (iv)               | 9.02                                                                                                                                                                                                                                             | 14.38           | 9.16%                  | 9.16%         | Sep-2018            | Sep-2021 | 36  | Monthly   |
| (v)                | 2.32                                                                                                                                                                                                                                             | 7.56            | 8.50%                  | 8.50%         | Sep-2017            | Aug-2020 | 36  | Monthly   |
| (vi)               | 0.97                                                                                                                                                                                                                                             | 13.50           | 8.75%                  | 8.75%         | May-2017            | Apr-2020 | 36  | Monthly   |
| (vii)              | -                                                                                                                                                                                                                                                | 9.32            | 8.50%                  | 8.50%         | Apr-2017            | Mar-2020 | 36  | Monthly   |
| (viii)             | -                                                                                                                                                                                                                                                | 16.57           | 8.75%                  | 8.75%         | Apr-2017            | Feb-2020 | 36  | Monthly   |

|                    | Loan Amount outstanding as at                                                                                                                                                                                                                                              |                 | Rate of Interest as at |               | Installment Details |          |     |               |
|--------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|------------------------|---------------|---------------------|----------|-----|---------------|
|                    | 31 March 2020                                                                                                                                                                                                                                                              | 31 March 2019   | 31 March 2020          | 31 March 2019 | Start Date          | End Date | Nos | Period        |
| (ix)               | -                                                                                                                                                                                                                                                                          | 2.20            | 9.50%                  | 9.50%         | Dec-2016            | Nov-2019 | 36  | Monthly       |
| (x)                | -                                                                                                                                                                                                                                                                          | 2.28            | 9.50%                  | 9.50%         | Nov-2016            | Oct-2019 | 36  | Monthly       |
| (xi)               | -                                                                                                                                                                                                                                                                          | 8.28            | 9.40%                  | 9.40%         | Mar-2016            | Jan-2020 | 47  | Monthly       |
| (xii)              | 117.91                                                                                                                                                                                                                                                                     | -               | 8.75%                  | -             | Mar-2020            | Mar-2023 | 36  | Monthly       |
| <b>Total (A.2)</b> | <b>173.39</b>                                                                                                                                                                                                                                                              | <b>164.19</b>   |                        |               |                     |          |     |               |
| <b>(A.3)</b>       | <b>Overdraft facilities</b>                                                                                                                                                                                                                                                |                 |                        |               |                     |          |     |               |
|                    | Overdraft Facility secured by way of (a) registered equitable mortgage of property situated at 7 <sup>th</sup> , 8 <sup>th</sup> & 9 <sup>th</sup> floor Sambhaav House, Judges Bungalow, Bodakdev, Ahmedabad. (b) Personal Guarantee of Manoj Vadodaria & Kiran Vadodaria |                 |                        |               |                     |          |     |               |
| (i)                | 981.57                                                                                                                                                                                                                                                                     | 1,183.10        | 9.25%                  | 9.50%         |                     |          |     | Annual Review |
|                    | Overdraft Facility secured by way of Personal Guarantee of Manoj Vadodaria & Kiran Vadodaria                                                                                                                                                                               |                 |                        |               |                     |          |     |               |
| (ii)               | -                                                                                                                                                                                                                                                                          | 142.62          | 11.00%                 | 11.00%        |                     |          |     | Annual Review |
| (iii)              | -                                                                                                                                                                                                                                                                          | 165.00          | 13.45%                 | 13.55%        |                     |          |     | Annual Review |
| <b>Total (A.3)</b> | <b>981.57</b>                                                                                                                                                                                                                                                              | <b>1,490.72</b> |                        |               |                     |          |     |               |
| <b>(A.4)</b>       | <b>Line of Credit*</b>                                                                                                                                                                                                                                                     |                 |                        |               |                     |          |     |               |
|                    | Secured by way of Personal Guarantee of promoter family members and escrow of revenue of certain infrastructure projects.                                                                                                                                                  |                 |                        |               |                     |          |     |               |
| (i)                | 5,403.54                                                                                                                                                                                                                                                                   | -               | 12.25%                 | -             | Mar-2019            | Feb-2024 | 60  | Annual Review |
| <b>Total (A.4)</b> | <b>5,403.54</b>                                                                                                                                                                                                                                                            | <b>-</b>        |                        |               |                     |          |     |               |
| <b>Total (A)</b>   | <b>9,148.43</b>                                                                                                                                                                                                                                                            | <b>6,652.21</b> |                        |               |                     |          |     |               |
| <b>(B)</b>         | <b>Secured Loans from Financial Institutions</b>                                                                                                                                                                                                                           |                 |                        |               |                     |          |     |               |
| <b>(B.1)</b>       | <b>Term Loans</b>                                                                                                                                                                                                                                                          |                 |                        |               |                     |          |     |               |
|                    | Secured by way of mortgage over NA Land admeasuring 33400 sq mtrs having clear and Marketable title situated at survey no. 324/1, of mouje vinzol, Ahmedabad having minimum present market value of Rs.50.00 crore standing in the name of Nila Infrastructure Ltd.        |                 |                        |               |                     |          |     |               |
| (i)                | -                                                                                                                                                                                                                                                                          | 884.08          | 12.00%                 | 12.00%        | Jan-2018            | Nov-2020 | 36  | Monthly       |
| (ii)               | -                                                                                                                                                                                                                                                                          | 1,012.15        | 10.75%                 | 10.75%        | Jul-2018            | Jul-2021 | 36  | Monthly       |
|                    | Secured by way of Personal Guarantee of Promoters                                                                                                                                                                                                                          |                 |                        |               |                     |          |     |               |
| (i)                | 2,473.05                                                                                                                                                                                                                                                                   | -               | 10.75%                 | -             | Jan-2020            | Oct-2023 | 60  | Monthly       |
| (ii)               | -                                                                                                                                                                                                                                                                          | 79.50           | 10.00%                 | 10.00%        | Oct-2014            | Sep-2019 | 60  | Monthly       |
| (iii)              | 95.92                                                                                                                                                                                                                                                                      | 245.36          | 10.00%                 | 10.00%        | Nov-2015            | Oct-2020 | 54  | Monthly       |
| (iv)               | 183.88                                                                                                                                                                                                                                                                     | -               | 9.30%                  | -             | Mar-2020            | Feb-2025 | 60  | Monthly       |
| <b>Total (B.1)</b> | <b>2,752.85</b>                                                                                                                                                                                                                                                            | <b>2,221.09</b> |                        |               |                     |          |     |               |
| <b>(B.2)</b>       | <b>Vehicle Loans</b>                                                                                                                                                                                                                                                       |                 |                        |               |                     |          |     |               |
|                    | Secured by way of hypothecation of vehicle                                                                                                                                                                                                                                 |                 |                        |               |                     |          |     |               |
| (i)                | 2.88                                                                                                                                                                                                                                                                       | 6.95            | 8.50%                  | 8.50%         | Dec-2017            | Nov-2020 | 36  | Monthly       |
| <b>Total (B.2)</b> | <b>2.88</b>                                                                                                                                                                                                                                                                | <b>6.95</b>     |                        |               |                     |          |     |               |
| <b>(B.3)</b>       | <b>Line of Credit*</b>                                                                                                                                                                                                                                                     |                 |                        |               |                     |          |     |               |
|                    | Secured by way of Personal Guarantee of promoter family members and escrow of revenue of certain infrastructure projects.                                                                                                                                                  |                 |                        |               |                     |          |     |               |

|                      | Loan Amount outstanding as at |               | Rate of Interest as at |               | Installment Details |          |     |               |
|----------------------|-------------------------------|---------------|------------------------|---------------|---------------------|----------|-----|---------------|
|                      | 31 March 2020                 | 31 March 2019 | 31 March 2020          | 31 March 2019 | Start Date          | End Date | Nos | Period        |
| (i)                  | -                             | 2,705.45      | -                      | 12.50%        | Mar-2019            | Feb-2024 | 60  | Annual Review |
| Total (B.3)          | -                             | 2,705.45      |                        |               |                     |          |     |               |
| Total (B)            | 2,755.73                      | 4,933.49      |                        |               |                     |          |     |               |
| T o t a l<br>(A)+(B) | 11,904.16                     | 11,585.70     |                        |               |                     |          |     |               |

\*The company has availed line of credit from Gruh Finance which has merged during the current year with Bandhan bank. Accordingly the outstanding facility was also takeover by Bandhan Bank and hence outstanding amount as at 31 March 2020 is presented under secured loan from banks which was presented as secured loan from financial institution as at 31 March 2019.

#### Note 18

##### Other financial liabilities

(₹ in lakhs)

| Particulars                                           | As at<br>31 March 2020 | As at<br>31 March 2019 |
|-------------------------------------------------------|------------------------|------------------------|
| <b>Other non current financial liabilities</b>        |                        |                        |
| Security deposits                                     | 15.85                  | 201.93                 |
|                                                       | 15.85                  | 201.93                 |
| <b>Other current financial liabilities</b>            |                        |                        |
| Current maturities of long term borrowings            | 931.63                 | 1,449.63               |
| Interest accrued on borrowings                        | 32.25                  | 30.60                  |
| Interest accrued on dues to micro & small enterprises | 11.41                  | -                      |
| Security deposits                                     | 20.34                  | -                      |
| Employee related liabilities                          | 4.26                   | 4.67                   |
| Unclaimed dividend (1)                                | 59.02                  | 70.99                  |
|                                                       | 1,058.91               | 1,555.89               |
| <b>Total</b>                                          | <b>1,074.76</b>        | <b>1,757.82</b>        |

(1) There is no amount due to be transfer to Investor Education and Protection Fund as at 31 March 2020 as well as 31 March 2019.

#### Note 19

##### Provisions

(₹ in lakhs)

| Particulars                          | As at<br>31 March 2020 | As at<br>31 March 2019 |
|--------------------------------------|------------------------|------------------------|
| <b>Non-current provisions</b>        |                        |                        |
| (a) Provisions for employee benefits |                        |                        |
| Gratuity (refer note 33)             | 67.57                  | 31.94                  |
| Leave encashment (refer note 33)     | 31.74                  | 41.27                  |
|                                      | 99.31                  | 73.21                  |
| <b>Current provisions</b>            |                        |                        |
| (a) Provisions for employee benefits |                        |                        |

| Particulars                              | As at<br>31 March 2020 | As at<br>31 March 2019 |
|------------------------------------------|------------------------|------------------------|
| Gratuity (refer note 33)                 | 5.61                   | 29.97                  |
| Leave encashment (refer note 33)         | 15.92                  | 17.83                  |
| (b) Others                               |                        |                        |
| Provision for defect liability expense # | 53.98                  | 24.43                  |
|                                          | 75.51                  | 72.23                  |
| <b>Total</b>                             | <b>174.82</b>          | <b>145.44</b>          |

#### Gratuity

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

#### Leave encashment

Provision for leave encashment cover the Company's liability for earned leave.

# Disclosure as regards to provisions as per Ind AS 37 "Provisions, contingent liabilities and contingent assets"

#### Provision for defect liability expense

(₹ in lakhs)

| Particulars                          | As at<br>31 March 2020 | As at<br>31 March 2019 |
|--------------------------------------|------------------------|------------------------|
| Balance at the beginning of the year | 24.43                  | -                      |
| Provision for the year               | 29.55                  | 24.43                  |
| Utilisation for the year             | -                      | -                      |
| Balance at the end of the year       | 53.98                  | 24.43                  |

#### Note 20

##### Income taxes

#### A. Income tax expense recognised in the Statement of Profit and Loss

(₹ in lakhs)

| Particulars                                                      | As at<br>31 March 2020 | As at<br>31 March 2019 |
|------------------------------------------------------------------|------------------------|------------------------|
| <b>Current tax</b>                                               |                        |                        |
| Current tax on profit for the year                               | 597.60                 | 939.43                 |
| Reversal of excess provision for tax of earlier years            | (33.08)                | (28.81)                |
| <b>Deferred tax</b>                                              |                        |                        |
| Attributable to—                                                 |                        |                        |
| Origination and reversal of temporary differences (refer note E) | (90.57)                | 8.96                   |
|                                                                  | 473.95                 | 919.58                 |

#### B. Income tax expense / (income) recognised in other comprehensive income

(₹ in lakhs)

| Particulars                                                                 | As at<br>31 March 2020 | As at<br>31 March 2019 |
|-----------------------------------------------------------------------------|------------------------|------------------------|
| Deferred tax (refer note E)                                                 |                        |                        |
| Deferred tax (credit)/charge on remeasurement of defined benefit obligation | (0.09)                 | 9.99                   |
|                                                                             | (0.09)                 | 9.99                   |

C. Reconciliation of effective tax rate

(₹ in lakhs)

| Particulars                                                                  | As at<br>31 March 2020 | As at<br>31 March 2019 |
|------------------------------------------------------------------------------|------------------------|------------------------|
| Profit before tax                                                            | 2,236.78               | 3,137.20               |
| Tax using the Company's statutory tax rate at 25.17% (31 March 2019: 29.12%) | 563.00                 | 913.55                 |
| Effect of :                                                                  |                        |                        |
| Effect of tax rate change                                                    | (100.51)               | -                      |
| Non deductible expenses                                                      | 47.20                  | 42.40                  |
| Reversal of excess provision for tax of earlier years                        | (33.08)                | (28.81)                |
| Income exempt from tax                                                       | -                      | (8.55)                 |
| Others                                                                       | (2.65)                 | 0.99                   |
| Tax expense                                                                  | 473.95                 | 919.58                 |

D. Recognised deferred tax assets and liabilities

Movement in temporary differences

(₹ in lakhs)

| Particulars                                                                | Deferred tax (assets)     |                           | Deferred tax liabilities  |                           | Net deferred tax (assets) / liabilities |                           |
|----------------------------------------------------------------------------|---------------------------|---------------------------|---------------------------|---------------------------|-----------------------------------------|---------------------------|
|                                                                            | As at<br>31 March<br>2020 | As at<br>31 March<br>2019 | As at<br>31 March<br>2020 | As at<br>31 March<br>2019 | As at<br>31 March<br>2020               | As at<br>31 March<br>2019 |
| Expenditure allowed on payment basis                                       | (31.30)                   | (36.35)                   | -                         | -                         | (31.30)                                 | (36.35)                   |
| Expenditure on which tax has not been deducted                             | (1.82)                    | (10.97)                   | -                         | -                         | (1.82)                                  | (10.97)                   |
| Provision for defect liability expense                                     | -                         | (7.12)                    | -                         | -                         | -                                       | (7.12)                    |
| Provision for loss allowance on trade receivables                          | (37.39)                   | (11.65)                   | -                         | -                         | (37.39)                                 | (11.65)                   |
| Prepaid finance charges                                                    | -                         | -                         | 28.08                     | 23.37                     | 28.08                                   | 23.37                     |
| Interest income on fair valuation of non current loan                      | -                         | -                         | 53.72                     | 23.78                     | 53.72                                   | 23.78                     |
| Fair valuation of non-current loans                                        | (67.45)                   | -                         | -                         | -                         | (67.45)                                 | -                         |
| Straight lining of rent                                                    | -                         | -                         | -                         | 0.90                      | -                                       | 0.90                      |
| Fair valuation of investment in joint venture                              | -                         | -                         | 260.00                    | 260.00                    | 260.00                                  | 260.00                    |
| Fair valuation of revenue from land and transferrable development rights   | -                         | -                         | 81.83                     | 94.68                     | 81.83                                   | 94.68                     |
| Re-measurement of employee benefit                                         | -                         | -                         | 1.77                      | 1.86                      | 1.77                                    | 1.86                      |
| Excess depreciation under tax laws over book depreciation and amortisation | -                         | -                         | 555.45                    | 662.51                    | 555.45                                  | 662.51                    |
| Net deferred tax (assets) / liabilities                                    | (137.96)                  | (66.09)                   | 980.85                    | 1,067.10                  | 842.89                                  | 1,001.01                  |

**E. Recognised deferred tax (assets) and liabilities**  
**Movement in temporary differences**

(₹ in lakhs)

| Particulars                                                                   | Balance as at<br>1 April<br>2019 | Recognised<br>in profit or<br>loss during<br>2019-20 | Recognised<br>in OCI<br>during<br>2019-20 | Recognised<br>in equity<br>during<br>2019-20 | Balance as at<br>31 March<br>2020 |
|-------------------------------------------------------------------------------|----------------------------------|------------------------------------------------------|-------------------------------------------|----------------------------------------------|-----------------------------------|
| Expenditure allowed on payment basis                                          | (36.35)                          | 5.05                                                 | -                                         | -                                            | (31.30)                           |
| Expenditure on which tax has not been deducted                                | (10.97)                          | 9.15                                                 | -                                         | -                                            | (1.82)                            |
| Provision for defect liability expense                                        | (7.12)                           | 7.12                                                 | -                                         | -                                            | -                                 |
| Provision for loss allowance on trade receivables                             | (11.65)                          | (25.74)                                              | -                                         | -                                            | (37.39)                           |
| Prepaid finance charges                                                       | 23.37                            | 4.71                                                 | -                                         | -                                            | 28.08                             |
| Interest income on fair valuation of non current loan to associate            | 23.78                            | 29.94                                                | -                                         | -                                            | 53.72                             |
| Fair valuation of interest free loans to associate                            | -                                | -                                                    | -                                         | (67.45)                                      | (67.45)                           |
| Straight lining of rent                                                       | 0.90                             | (0.90)                                               | -                                         | -                                            | -                                 |
| Fair valuation of investment in joint venture                                 | 260.00                           | -                                                    | -                                         | -                                            | 260.00                            |
| Fair valuation of revenue from land and transferrable development rights      | 94.68                            | (12.85)                                              | -                                         | -                                            | 81.83                             |
| Re-measurement of employee benefit                                            | 1.86                             | -                                                    | (0.09)                                    | -                                            | 1.77                              |
| Excess of depreciation under tax laws over book depreciation and amortisation | 662.51                           | (107.06)                                             | -                                         | -                                            | 555.45                            |
| <b>Net deferred tax (assets) / liabilities</b>                                | <b>1,001.01</b>                  | <b>(90.59)</b>                                       | <b>(0.09)</b>                             | <b>(67.45)</b>                               | <b>842.89</b>                     |

| Particulars                                                                   | Balance as at<br>1 April<br>2018 | Recognised<br>in profit or<br>loss during<br>2018-19 | Recognised<br>in OCI<br>during<br>2018-19 | Recognised<br>in equity<br>during<br>2018-19 | Balance as at<br>31 March<br>2019 |
|-------------------------------------------------------------------------------|----------------------------------|------------------------------------------------------|-------------------------------------------|----------------------------------------------|-----------------------------------|
| Expenditure allowed on payment basis                                          | (45.76)                          | 9.41                                                 | -                                         | -                                            | (36.35)                           |
| Demerger expense                                                              | (7.88)                           | 7.88                                                 | -                                         | -                                            | -                                 |
| Expenditure on which tax has not been deducted                                | -                                | (10.97)                                              | -                                         | -                                            | (10.97)                           |
| Provision for defect liability expense                                        | -                                | (7.12)                                               | -                                         | -                                            | (7.12)                            |
| Interest income on fair valuation of non-current loan to associate            | -                                | 23.78                                                | -                                         | -                                            | 23.78                             |
| Provision for loss allowance on trade receivables                             | (10.42)                          | (1.23)                                               | -                                         | -                                            | (11.65)                           |
| Prepaid finance charges                                                       | 8.12                             | 15.25                                                | -                                         | -                                            | 23.37                             |
| Straight lining of rent                                                       | 2.53                             | (1.63)                                               | -                                         | -                                            | 0.90                              |
| Fair valuation of investment in joint venture                                 | 257.50                           | 2.50                                                 | -                                         | -                                            | 260.00                            |
| Fair valuation of revenue from land and transferrable development rights      | 94.68                            | -                                                    | -                                         | -                                            | 94.68                             |
| Re-measurement of employee benefit                                            | (8.13)                           | -                                                    | 9.99                                      | -                                            | 1.86                              |
| Excess of depreciation under tax laws over book depreciation and amortisation | 691.42                           | (28.91)                                              | -                                         | -                                            | 662.51                            |
| <b>Net deferred tax (assets) / liabilities</b>                                | <b>982.06</b>                    | <b>8.96</b>                                          | <b>9.99</b>                               | <b>-</b>                                     | <b>1,001.01</b>                   |

**Note 21**  
**Trade payables**

(₹ in lakhs)

| Particulars                                                                       | As at<br>31 March 2020 | As at<br>31 March 2019 |
|-----------------------------------------------------------------------------------|------------------------|------------------------|
| <b>Non-current</b>                                                                |                        |                        |
| Dues to Micro & Small Enterprises (as per the intimation received from vendors)   | -                      | -                      |
| Dues to others                                                                    | 359.04                 | -                      |
|                                                                                   | 359.04                 | -                      |
| <b>Current</b>                                                                    |                        |                        |
| Dues to Micro & Small Enterprises (as per the intimation received from vendors) # | 233.81                 | 2.28                   |
| Dues to others                                                                    | 4,037.90               | 4,638.87               |
|                                                                                   | 4,271.71               | 4,641.15               |
| <b>Total</b>                                                                      | <b>4,630.75</b>        | <b>4,641.15</b>        |

The above information regarding Micro, Small and Medium Enterprises has been determined on the basis of information available with the Company. This has been relied upon by the auditors.

Trade payables - dues to others include retention money payable amounting to ₹ 721.05 lakhs (31 March 2019: ₹ 1,316.11 lakhs)

**# Total dues to Micro & Small Enterprises**

(₹ in lakhs)

| Particulars                                                                                                                                                                                                                                           | As at<br>31 March 2020 | As at<br>31 March 2019 |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|------------------------|
| A. Principal and interest amount remaining unpaid                                                                                                                                                                                                     | 233.81                 | 2.28                   |
| B. Interest due thereon remaining unpaid                                                                                                                                                                                                              | -                      | -                      |
| C. Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of payment made to supplier beyond the appointed day                                                   | -                      | -                      |
| D. Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprises Development Act, 2006 | 11.41                  | -                      |
| E. Interest accrued and remaining unpaid*                                                                                                                                                                                                             | 11.41                  | -                      |
| F. Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises.                                                                                       | -                      | -                      |

\*Interest due thereon remaining unpaid is presented in Note 18 - other current financial liabilities.

**Note 22**
**Other current liabilities (net)**

(₹ in lakhs)

| Particulars              | As at<br>31 March 2020 | As at<br>31 March 2019 |
|--------------------------|------------------------|------------------------|
| Advance from contractors | 934.96                 | 660.06                 |
| Contract liability       |                        |                        |
| - Advance from customer  | 1,815.09               | 1,070.51               |
| Statutory dues payable   |                        |                        |
| - Others                 | 0.03                   | -                      |
| - TDS payable            | 34.39                  | 62.22                  |
| <b>Total</b>             | <b>2,784.47</b>        | <b>1,792.79</b>        |

**Note 23**
**Current tax liabilities (net)**

(₹ in lakhs)

| Particulars                                  | As at<br>31 March 2020 | As at<br>31 March 2019 |
|----------------------------------------------|------------------------|------------------------|
| Current tax liabilities (net of advance tax) | -                      | 15.33                  |
| <b>Total</b>                                 | <b>-</b>               | <b>15.33</b>           |

**Note 24**
**Revenue from operations**

(₹ in lakhs)

| Particulars                       | For the year ended<br>31 March 2020 | For the year ended<br>31 March 2019 |
|-----------------------------------|-------------------------------------|-------------------------------------|
| <b>A. Sales</b>                   |                                     |                                     |
| Contract revenue                  | 19,003.35                           | 22,278.36                           |
| Sale of land                      | 6,064.46                            | -                                   |
|                                   | <b>25,067.81</b>                    | <b>22,278.36</b>                    |
| <b>B. Other operating revenue</b> |                                     |                                     |
| Rent income (refer note 36)       | 77.33                               | 272.41                              |
| Share of (loss) / profit from LLP | (46.14)                             | 29.36                               |
|                                   | <b>31.19</b>                        | <b>301.77</b>                       |
| <b>Total</b>                      | <b>25,099.00</b>                    | <b>22,580.13</b>                    |

**Note 25**
**Other income**

(₹ in lakhs)

| Particulars                                        | For the year ended<br>31 March 2020 | For the year ended<br>31 March 2019 |
|----------------------------------------------------|-------------------------------------|-------------------------------------|
| Interest on loan                                   | 946.68                              | 667.08                              |
| Interest from bank                                 | 64.12                               | 65.39                               |
| Liabilities no longer required to pay written back | 201.42                              | 55.62                               |
| Other non-operating income                         | 21.35                               | 40.40                               |
| <b>Total</b>                                       | <b>1,233.57</b>                     | <b>828.49</b>                       |

**Note 26****Cost of material consumed and project expenses**

(₹ in lakhs)

| Particulars                                      | For the year ended<br>31 March 2020 | For the year ended<br>31 March 2019 |
|--------------------------------------------------|-------------------------------------|-------------------------------------|
| Consumption of materials                         | 5,417.11                            | 6,413.58                            |
| Power and fuel                                   | 19.11                               | 77.16                               |
| Repair and maintenance expense                   | 12.49                               | 7.30                                |
| Freight charges                                  | 34.72                               | 4.77                                |
| Civil, electrical, contracting, labour work etc. | 10,090.90                           | 11,300.01                           |
| Electricity expenses                             | 48.81                               | 106.50                              |
| Insurance expenses                               | 23.60                               | 21.70                               |
| Security service charges                         | 27.15                               | 34.73                               |
| Value added tax                                  | 6.39                                | 9.53                                |
| Service tax/GST expenses                         | 5.79                                | 0.15                                |
| Welfare cess                                     | 40.88                               | 59.91                               |
| Travelling expenses                              | 4.60                                | 5.64                                |
| Project administrative charges                   | -                                   | 22.41                               |
| Legal and professional expenses                  | 105.71                              | 124.48                              |
| Defect liability expense                         | 29.55                               | 24.43                               |
| Land betterment charges                          | 577.92                              | -                                   |
| Other direct project expenses                    | 564.03                              | 446.07                              |
| <b>Total</b>                                     | <b>17,008.76</b>                    | <b>18,658.37</b>                    |

**Note 27****Changes in inventories of construction material, land and work in progress**

(₹ in lakhs)

| Particulars                   | For the year ended<br>31 March 2020 | For the year ended<br>31 March 2019 |
|-------------------------------|-------------------------------------|-------------------------------------|
| <b>Opening inventories</b>    |                                     |                                     |
| Construction material on hand | 379.12                              | 380.90                              |
| Work in progress              | 1,922.30                            | 1,804.40                            |
| Land                          | 5,152.35                            | 4,179.65                            |
|                               | <b>7,453.77</b>                     | <b>6,364.95</b>                     |
| <b>Closing inventories</b>    |                                     |                                     |
| Construction material on hand | 221.42                              | 379.12                              |
| Work in progress              | 1,502.80                            | 1,922.30                            |
| Land                          | 1,795.76                            | 5,152.35                            |
|                               | <b>3,519.98</b>                     | <b>7,453.77</b>                     |
| <b>Changes in inventories</b> | <b>3,933.79</b>                     | <b>(1,088.82)</b>                   |

**Note 28**  
**Employee benefits expenses**

(₹ in lakhs)

| Particulars                                              | For the year ended<br>31 March 2020 | For the year ended<br>31 March 2019 |
|----------------------------------------------------------|-------------------------------------|-------------------------------------|
| Salaries, allowances and bonus                           | 455.43                              | 489.03                              |
| Contribution to provident and other fund (refer note 33) | 3.63                                | 4.65                                |
| Remuneration and perquisites to directors                | 46.00                               | 48.00                               |
| Staff welfare expenses                                   | -                                   | 0.14                                |
| <b>Total</b>                                             | <b>505.06</b>                       | <b>541.82</b>                       |

**Note 29**  
**Finance costs**

(₹ in lakhs)

| Particulars                          | For the year ended<br>31 March 2020 | For the year ended<br>31 March 2019 |
|--------------------------------------|-------------------------------------|-------------------------------------|
| Interest on borrowings               |                                     |                                     |
| - To banks and financial institution | 1,544.57                            | 1,129.14                            |
| - To others                          |                                     |                                     |
| - unsecured loan                     | 18.42                               | 26.44                               |
| - MSME suppliers                     | 11.41                               | -                                   |
| - late payment of tax                | 3.17                                | 16.02                               |
|                                      | <b>1,577.57</b>                     | <b>1,171.60</b>                     |
| Other borrowing costs                |                                     |                                     |
| - Bank guarantee charges             | 43.19                               | 72.12                               |
| - Processing fees                    | 69.35                               | 55.15                               |
|                                      | <b>112.54</b>                       | <b>127.27</b>                       |
| <b>Total</b>                         | <b>1,690.11</b>                     | <b>1,298.87</b>                     |

**Note 30**  
**Other expenses**

(₹ in lakhs)

| Particulars                       | For the year ended<br>31 March 2020 | For the year ended<br>31 March 2019 |
|-----------------------------------|-------------------------------------|-------------------------------------|
| Legal and professional charges    | 124.87                              | 194.43                              |
| TDR cancellation expense          | 126.00                              | -                                   |
| Office rent (refer note Note 36B) | 11.50                               | 12.50                               |
| Repairs and maintenance expenses  | 20.95                               | 17.19                               |
| Insurance                         | 15.01                               | 16.52                               |
| Power and fuel expenses           | 59.25                               | 47.87                               |
| Travelling and conveyance         | 38.25                               | 37.68                               |
| CSR expenses (refer note 30A)     | 61.61                               | 56.23                               |
| Printing and stationery           | 10.65                               | 20.61                               |
| Rates and taxes                   | 0.07                                | 0.06                                |

(₹ in lakhs)

| Particulars                                       | For the year ended<br>31 March 2020 | For the year ended<br>31 March 2019 |
|---------------------------------------------------|-------------------------------------|-------------------------------------|
| Donation                                          | -                                   | 8.00                                |
| Royalty expense                                   | -                                   | 6.69                                |
| Payment to auditors (exclusive of GST)            |                                     |                                     |
| - Audit fees                                      | 16.00                               | 11.27                               |
| - Tax audit fees                                  | -                                   | -                                   |
| - Other services                                  | -                                   | 0.50                                |
| - Reimbursement of expenses                       | 1.20                                | 0.81                                |
| Loss on sale of property, plant and equipment     | 0.16                                | 41.88                               |
| Advertisement and business promotion expenses     | 3.35                                | 5.30                                |
| Provision for loss allowance on trade receivables | 108.53                              | 40.00                               |
| Bad debts written off                             | 127.22                              | 130.24                              |
| Director's sitting fees                           | 0.45                                | 0.60                                |
| Property, plant and equipment discarded           | 16.56                               | 1.90                                |
| Miscellaneous expenses                            | 41.79                               | 24.71                               |
| <b>Total</b>                                      | <b>783.42</b>                       | <b>674.99</b>                       |

**Note 30A****CSR Expense**

(₹ in lakhs)

| Particulars                                                                         | For the year ended<br>31 March 2020 | For the year ended<br>31 March 2019 |
|-------------------------------------------------------------------------------------|-------------------------------------|-------------------------------------|
| <b>A. Gross amount required to be spent by the Company</b>                          | <b>59.13</b>                        | <b>56.03</b>                        |
| <b>B. Amount spent during the year (in cash)</b>                                    |                                     |                                     |
| (i) Development of area/acquisition of any asset                                    | -                                   | -                                   |
| (ii) On purpose other than (i) above                                                | 61.61                               | 56.23                               |
| <b>C. Related party transactions in relation to corporate social responsibility</b> | -                                   | -                                   |
| <b>D. Provision movement during the year:</b>                                       |                                     |                                     |
| Opening provision                                                                   | -                                   | -                                   |
| Addition during the year                                                            | 61.61                               | 56.23                               |
| Utilised during the year                                                            | 61.61                               | 56.23                               |
| Closing provision                                                                   | -                                   | -                                   |

**Note 31**  
**Earnings per share**

(₹ in lakhs)

| Particulars                                          | For the year ended<br>31 March 2020 | For the year ended<br>31 March 2019 |
|------------------------------------------------------|-------------------------------------|-------------------------------------|
| <b>Profit attributable to equity share holders :</b> |                                     |                                     |
| Basic earnings                                       | 1,762.83                            | 2,217.62                            |
| Adjusted for the effect of dilution                  | 1,762.83                            | 2,217.62                            |
| <b>Weighted average number of equity shares for:</b> |                                     |                                     |
| Basic                                                | 39,38,89,200                        | 39,38,89,200                        |
| Adjusted for the effect of dilution                  | 39,38,89,200                        | 39,38,89,200                        |
| <b>Earning per share</b>                             |                                     |                                     |
| Basic                                                | 0.44                                | 0.56                                |
| Diluted                                              | 0.44                                | 0.56                                |

**Note 32**  
**Related party**

|                                                                             |                                                                                                                                     |
|-----------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------|
| (A) Subsidiaries:                                                           | Nila Terminal (Amerli) Private Limited                                                                                              |
| (B) Associate                                                               | Vyapnila Terminals (Modasa) Private Limited                                                                                         |
| (C) Joint venture                                                           | Kent Residential and Industrial Park LLP<br>Romanovia Industrial Park Private Limited                                               |
| (D) Enterprise in which Key Managerial Personnel have significant influence | Sambhaav Media Limited<br>Nilsan Realty LLP<br>Nila Spaces Limited                                                                  |
| (E) Key Managerial Personnel                                                | Manoj Vadodaria - Chairman and Managing Director<br>Prashant Sarkhedi - Chief Financial Officer<br>Dipen Parikh - Company Secretary |
| (F) Non-Executive Director                                                  | Kiran B. Vadodaria                                                                                                                  |

Transactions between the Company and its Related Parties for the year ended 31 March 2020 and 31 March 2019

(₹ in lakhs)

| Particulars                                 | 31 March 2020 | 31 March 2019 |
|---------------------------------------------|---------------|---------------|
| <b>Rent paid</b>                            |               |               |
| Sambhaav Media Limited                      | 9.25          | 10.18         |
| <b>Revenue from infrastructure projects</b> |               |               |
| Kent Residential and Industrial Park LLP    | 817.28        | 2,917.76      |
| Romanovia Industrial Park Private Limited   | 44.24         | 1,359.22      |
| Sambhaav Media Limited                      | 24.85         | 220.93        |
| Nila Terminal (Amerli) Private Limited      | 763.68        | 291.00        |
| Nila Spaces Limited                         | 2,305.45      | 1,196.45      |

(₹ in lakhs)

| Particulars                                                                                                         | 31 March 2020 | 31 March 2019 |
|---------------------------------------------------------------------------------------------------------------------|---------------|---------------|
| <b><u>Loans given</u></b>                                                                                           |               |               |
| Kent Residential and Industrial Park LLP                                                                            | 1,250.55      | 2,362.75      |
| Romanovia Industrial Park Private Limited                                                                           | 669.10        | 1,476.64      |
| Nila Terminal (Amerli) Private Limited                                                                              | 90.10         | 392.99        |
| Vyapnla Terminals (Modasa) Private Limited                                                                          | 113.42        | 593.27        |
| Nilsan Realty LLP                                                                                                   | -             | 390.38        |
| Nila Spaces Limited                                                                                                 | 2,144.66      | -             |
| <b><u>Withdrawal of capital</u></b>                                                                                 |               |               |
| Kent Residential and Industrial Park LLP                                                                            | 6.45          | -             |
| <b><u>Interest free loan to associate in the nature of equity support</u></b>                                       |               |               |
| Vyapnla Terminals (Modasa) Private Limited                                                                          | 36.24         | 231.73        |
| <b><u>Loan taken</u></b>                                                                                            |               |               |
| Nila Spaces Limited                                                                                                 | 522.00        | 3,510.77      |
| <b><u>Repayment of loans taken from enterprise in which Key Managerial Personnel have significant influence</u></b> |               |               |
| Nila Spaces Limited                                                                                                 | 1,131.84      | -             |
| <b><u>Interest income</u></b>                                                                                       |               |               |
| Kent Residential and Industrial Park LLP (interest on investment)                                                   | 8.20          | 4.18          |
| Kent Residential and Industrial Park LLP (interest on loan)                                                         | 576.62        | 355.37        |
| Romanovia Industrial Park Private Limited                                                                           | 44.04         | 176.51        |
| Nila Terminal (Amerli) Private Limited                                                                              | 51.40         | 30.29         |
| Vyapnla Terminals (Modasa) Private Limited                                                                          | 131.79        | 81.65         |
| Nila Spaces Limited                                                                                                 | 104.20        | -             |
| <b><u>Interest expense</u></b>                                                                                      |               |               |
| Nila Spaces Limited                                                                                                 | -             | 23.31         |
| <b><u>Share of profit / (loss) from investment in LLP</u></b>                                                       |               |               |
| Kent Residential and Industrial Park LLP                                                                            | (46.14)       | 29.36         |
| <b><u>Re-payment of loans and advances given</u></b>                                                                |               |               |
| Kent Residential and Industrial Park LLP                                                                            | 311.37        | 1,339.58      |
| Romanovia Industrial Park Private Limited                                                                           | 665.72        | 3,589.76      |
| Nila Terminal (Amerli) Private Limited                                                                              | 79.00         | 84.38         |
| Nila Spaces Limited                                                                                                 | 2,144.66      | 3,908.61      |
| Vyapnla Terminals (Modasa) Private Limited                                                                          | 15.00         | -             |
| Nilsan Realty LLP                                                                                                   | -             | 390.38        |
| <b><u>Advances received</u></b>                                                                                     |               |               |
| Sambhaav media limited                                                                                              | -             | 19.00         |
| Romanovia Industrial Park Private Limited - sales of land                                                           | -             | 710.00        |

(₹ in lakhs)

| Particulars                                               | 31 March 2020 | 31 March 2019 |
|-----------------------------------------------------------|---------------|---------------|
| <b><u>Advances repaid</u></b>                             |               |               |
| Romanovia Industrial Park Private Limited - sales of land | -             | 710.00        |
| <b><u>Expense reimbursement</u></b>                       |               |               |
| Kent Residential and Industrial Park LLP                  | 9.53          | 81.63         |
| Romanovia Industrial Park Private Limited                 | 1.28          | 77.28         |
| Nila Spaces Limited                                       | 5.21          | -             |

Outstanding Balances of transactions between the Company and its Related Parties (Other than Key - managerial personnel) as at 31 March 2020 and 31 March 2019.

(₹ in lakhs)

| Particulars                                                                                            | 31 March 2020 | 31 March 2019 |
|--------------------------------------------------------------------------------------------------------|---------------|---------------|
| <b><u>Trade Receivables (including retention)</u></b>                                                  |               |               |
| Kent residential and industrial park LLP                                                               | -             | 512.76        |
| Nila Spaces Limited                                                                                    | 203.47        | 50.53         |
| Nila Terminal (Amerli) Private Limited                                                                 | 420.78        | 220.10        |
| <b><u>Unbilled revenue</u></b>                                                                         |               |               |
| Kent residential and industrial park LLP                                                               | -             | 221.32        |
| Romanovia Industrial Park Private Limited                                                              | -             | 5.15          |
| Nila Terminal (Amerli) Private Limited                                                                 | 5.18          | -             |
| Nila Spaces Limited                                                                                    | 745.82        | 554.34        |
| <b><u>Loans given to subsidiaries</u></b>                                                              |               |               |
| Nila Terminal (Amerli) Private Limited                                                                 | 479.36        | 422.00        |
| <b><u>Loans given to associate and joint venture</u></b>                                               |               |               |
| Kent Residential and Industrial Park LLP                                                               | 5,153.27      | 3,695.12      |
| Romanovia Industrial Park Private Limited                                                              | 75.57         | 32.57         |
| Vyapnila Terminals (Modasa) Private Limited                                                            | 1,029.33      | 799.12        |
| <b><u>Loans taken from enterprise in which Key Managerial Personnel have significant influence</u></b> |               |               |
| Nila spaces limited                                                                                    | -             | 609.84        |
| <b><u>Rent deposit receivable</u></b>                                                                  |               |               |
| Sambhaav Media Limited                                                                                 | 0.96          | 0.96          |
| <b><u>Investment</u></b>                                                                               |               |               |
| Kent Residential and Industrial Park LLP (Capital)                                                     | 23.95         | 68.35         |
| Romanovia Industrial Park Private Limited                                                              | 1,250.50      | 1,250.50      |
| Nila Terminal (Amerli) Private Limited                                                                 | 1.00          | 1.00          |
| Vyapnila Terminals (Modasa) Pvt. Ltd                                                                   | 268.30        | 231.73        |

Disclosure of transactions between the Company, Key-managerial personnel, Directors and the status of outstanding balances as at 31 March 2020

(₹ in lakhs)

| Particulars                                          | 31 March 2020 | 31 March 2019 |
|------------------------------------------------------|---------------|---------------|
| Remuneration                                         |               |               |
| - to directors                                       | 48.00         | 48.00         |
| - to other than directors                            | 26.40         | 24.72         |
| Director sitting fees                                | 0.45          | 0.60          |
| Short term employment benefits                       | 4.10          | -             |
| Post-employment benefits                             | 32.31         | 38.71         |
| Guarantees received/(released) during the year (net) | 3,313.31      | (376.13)      |
| Outstanding balance of guarantee obtained            | 11,727.90     | 8,414.59      |

**Note 33**  
**Employee benefits**

**A. Defined benefit plans:**

**Gratuity**

The Company operates a defined benefit plan (the gratuity plan) covering eligible employees, which provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employees salary and tenure of employment. The liability in respect of gratuity being defined benefit schemes, payable in future, are determined by actuarial valuation as on balance sheet date.

In activity of valuation for gratuity following assumptions were used:

| Particulars       | 31 March 2020                                                                                                                                                                                                                                                               | 31 March 2019                                                                                                                                                                                                                                                               |
|-------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Mortality rate    | Indian Assured Lives Mortality (2012-14) ultimate                                                                                                                                                                                                                           | Indian Assured Lives Mortality (2012-14) ultimate                                                                                                                                                                                                                           |
| Withdrawal rate   | For attained age upto 18 years: 25%<br>For attained age above 18 upto 32 years: 10%,<br>For attained age above 32 upto 39 years: 5%,<br>For attained age above 39 upto 46 years: 2%,<br>For attained age above 46 upto 58 years: 2%,<br>For attained age above 58 years: 2% | For attained age upto 20 years: 15%<br>For attained age above 20 upto 30 years: 10%,<br>For attained age above 30 upto 35 years: 8%,<br>For attained age above 35 upto 45 years: 5%,<br>For attained age above 45 upto 50 years: 3%,<br>For attained age above 50 years: 2% |
| Retirement age    | 58 Years                                                                                                                                                                                                                                                                    | 58 Years                                                                                                                                                                                                                                                                    |
| Discount rate     | 6.65%                                                                                                                                                                                                                                                                       | 7.63%                                                                                                                                                                                                                                                                       |
| Salary escalation | 7.50%                                                                                                                                                                                                                                                                       | 6.00%                                                                                                                                                                                                                                                                       |

The following tables set out the funded status of the gratuity plans and the amounts recognised in the Company's standalone financial statements as at 31 March 2020, 31 March 2019

The following tables set out status of gratuity plan under Indian Accounting Standard 19 on "Employee benefit".

(₹ in lakhs)

| Particulars                                                                                             | 31 March 2020 | 31 March 2019  |
|---------------------------------------------------------------------------------------------------------|---------------|----------------|
| <b>Changes in present value of defined benefit obligation</b>                                           |               |                |
| Present value of defined benefit obligation as at the beginning of the year                             | 61.91         | 91.66          |
| Interest cost                                                                                           | 4.64          | 6.78           |
| Current service cost                                                                                    | 9.36          | 8.58           |
| Actuarial loss due to change in financial assumptions                                                   | 11.33         | (10.16)        |
| Actuarial (gain) due to change in demographic assumptions                                               | (0.22)        | 0.00           |
| Actuarial loss/(gain) due to experience adjustments                                                     | (11.76)       | (24.14)        |
| Benefits paid                                                                                           | (2.08)        | (10.81)        |
| <b>Present value of defined benefit obligation as at the end of the year</b>                            | <b>73.18</b>  | <b>61.91</b>   |
| <b>Amount recognised in the balance sheet</b>                                                           |               |                |
| Fair value of plan assets as at the end of the year                                                     | -             | -              |
| Present value of defined benefit obligation as at the end of the year                                   | 73.18         | 61.91          |
| <b>Net obligation as at end of year</b>                                                                 | <b>73.18</b>  | <b>61.91</b>   |
| <b>Non current</b>                                                                                      | <b>67.57</b>  | <b>31.94</b>   |
| <b>Current</b>                                                                                          | <b>5.61</b>   | <b>29.97</b>   |
| <b>Expenses recognised in the statement of profit and loss under the head Employee benefit expenses</b> |               |                |
| Service cost                                                                                            | 9.36          | 8.58           |
| Interest cost                                                                                           | 4.64          | 6.78           |
| <b>Net expense recognised in employee benefit expenses</b>                                              | <b>14.00</b>  | <b>15.36</b>   |
| <b>Expenses recognised in other comprehensive income for the year</b>                                   |               |                |
| Remeasurment due to:                                                                                    |               |                |
| Actuarial loss on obligations - due to change in financial assumptions                                  | 11.33         | (10.16)        |
| Actuarial (gain) on obligations - due to change in demographic assumptions                              | (0.22)        | -              |
| Actuarial loss/(gain) on obligations - due to experience adjustments                                    | (11.76)       | (24.14)        |
| <b>Net expense/(income) recognised in other comprehensive income</b>                                    | <b>(0.65)</b> | <b>(34.30)</b> |

#### Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below:

(₹ in lakhs)

| Particulars                      | 31 March 2020 |          | 31 March 2019 |          |
|----------------------------------|---------------|----------|---------------|----------|
|                                  | Increase      | Decrease | Increase      | Decrease |
| Discount rate (1% movement)      | (5.31)        | 6.12     | (2.87)        | 3.32     |
| Salary growth rate (1% movement) | 5.00          | (4.61)   | 3.61          | (3.18)   |
| Withdrawal rate (1% movement)    | (0.27)        | 0.28     | 0.26          | (0.31)   |

The sensitivity analyses presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated. Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit

obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the balance sheet. There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

The obligations are measured at the present value of estimated future cash flows by using a discount rate that is determined with reference to the market yields at the Balance Sheet date on Government Bonds which is consistent with the estimated terms of the obligation.

The estimate of future salary increase, considered in the actuarial valuation, takes account of inflation, security, promotion and other relevant factors such as supply and demand in the employment market.

#### Expected future cash flows:

The expected future cash flows in respect of gratuity as at balance sheet date will be as follows: (₹ in lakhs)

| Projected benefits payable in future years from the date of reporting | 31 March 2020 | 31 March 2019 |
|-----------------------------------------------------------------------|---------------|---------------|
| 1st following year                                                    | 5.61          | 29.97         |
| 2nd following year                                                    | 3.25          | 3.60          |
| 3rd following year                                                    | 3.31          | 1.98          |
| 4th following year                                                    | 26.44         | 2.09          |
| 5th following year                                                    | 2.10          | 6.08          |
| Sum of years 6 to 10                                                  | 24.26         | 16.62         |

#### B. Other long term employee benefits

##### Compensated absences

The accrual for unutilised leave is determined for the entire available leave balance standing to the credit of the employees at the year end. The value of such leave balances that are eligible for carry forward is determined by an actuarial valuation as at the end of the year and actuarial gains and losses are charged to the statement of profit and loss. Amount of ₹ (11.43) lakhs (31 March 2019: ₹ (0.88) lakhs) towards leave benefits is recognised as credit to salaries, wages and bonus under "Employee benefits expenses" in the Statement of Profit and Loss.

##### Actuarial assumptions

| Particulars        | 31 March 2020                                                                                                                                                                                                                                                               | 31 March 2019                                                                                                                                                                                                                                                               |
|--------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Discount rate      | 6.65%                                                                                                                                                                                                                                                                       | 7.63%                                                                                                                                                                                                                                                                       |
| Salary growth rate | 7.50%                                                                                                                                                                                                                                                                       | 6.00%                                                                                                                                                                                                                                                                       |
| Withdrawal rates   | For attained age upto 18 years: 25%<br>For attained age above 18 upto 32 years: 10%,<br>For attained age above 32 upto 39 years: 5%,<br>For attained age above 39 upto 46 years: 2%,<br>For attained age above 46 upto 58 years: 2%,<br>For attained age above 58 years: 2% | For attained age upto 20 years: 15%<br>For attained age above 20 upto 30 years: 10%,<br>For attained age above 30 upto 35 years: 8%,<br>For attained age above 35 upto 45 years: 5%,<br>For attained age above 45 upto 50 years: 3%,<br>For attained age above 50 years: 2% |

#### C. Defined contribution

##### Contribution to provident fund and employee state insurance contribution

Amount of ₹ 3.63 lakhs (31 March 2019: ₹ 4.65 lakhs) paid towards contribution to provident funds (including administration charges) and Employee state insurance contribution is recognised as an expense and included in "Salaries, wages and bonus" under "Employee benefits expense" in the Statement of Profit and Loss.

#### Note 34

##### Operating segment

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Company's other components, and for which discrete financial information is available. All operating segments' operating results are reviewed regularly by the Company's Chief Operating Decision Maker (CODM) to make decisions about resources to be allocated to the segments and assess their performance. The Company's operations fall under single segment namely "Infrastructure Business", taking into account the risks and returns, the organization structure and the internal reporting systems. Board of Directors are Chief Operating Decision Maker (CODM) of the Company and hence financial statement represents disclosure of primary segment. Further, there are no export sales and hence there is no reportable secondary segment. All assets are located in the company's country of domicile.

#### Note 35

##### Contingent liabilities and commitments

(i) Contingent liabilities (₹ in lakhs)

| (a) Particulars                                                       | As at<br>31 March 2020 | As at<br>31 March 2019 |
|-----------------------------------------------------------------------|------------------------|------------------------|
| Income tax demands for A. Y. 2011 - 12 matter before ITAT - Ahmedabad | -                      | 75.94                  |

(b) The Hon'ble Supreme Court of India ("SC") by their order dated 28 February 2019, in the case of Surya Roshani Limited & others v/s EPFO, set out the principles based on which allowances paid to the employees should be identified for inclusion in basic wages for the purposes of computation of Provident Fund contribution. The Company has provided the impact of the said supreme court judgement with effect from 1 January 2020. In view of the management, any additional liability for the period from date of the SC order (28 February 2019) to 31 December 2019 is not material and hence have not been provided in the books of account. In addition, management is of the view that there is a considerable uncertainty around the timing and extent in which the judgement will be interpreted and applied by the regulatory authorities and accordingly, the impact for periods prior to the date SC order (28 February 2019), if any, is not ascertainable and consequently no financial effect has been provided for in the standalone financial statements. Accordingly, this has been disclosed as a contingent liability in the standalone financial statements.

(ii) Commitments

There are no commitments as at 31 March 2020 as well as 31 March 2019.

#### Note 36

##### Leases

a) First time Adoption of Ind AS 36 - Leases

Ind AS 116 has been notified by Ministry of Corporate Affairs (MCA) on March 30, 2019 and is effective from accounting period beginning on or after 1 April 2019. The application of Ind AS 116 did not have any material impact on the Company's financial position, income statement, earnings per share and cash flows for the year ended 31 March 2020.

b) As a lessor

The Company's significant leasing arrangements are in respect of operating leases for commercial premises. Lease income from operating leases is recognised on a straight-line basis over the period of lease. The aggregate lease rental income of ₹ 77.33 (31 March 2019: ₹ 272.41) lakhs is accounted in the statement of profit and loss. (refer note 24).

There are no contingent rents which are recognised in statement of profit and loss. The future minimum lease receivables of non-cancellable operating leases are as under:

Future minimum lease receipts under operating leases

| Particulars                                  | As at<br>31 March 2020 | As at<br>31 March 2019 |
|----------------------------------------------|------------------------|------------------------|
| Not later than 1 year                        | 31.06                  | -                      |
| Later than 1 year and not later than 5 years | 77.64                  | -                      |
| Later than 5 years                           | -                      | -                      |

c) As a lessee

The Company has taken office premises on lease. The terms of lease includes terms of renewals, increase in rent in future periods, terms of cancellation, etc. The agreement is executed for a period of 3 years with a renewable clause and also provide for termination at will by either party giving a prior notice of 3 months at any time during the lease term and hence considered the same to be of short term lease in nature under Ind AS 116. Accordingly, no further disclosures are applicable.

Lease rental expense debited to statement of profit and loss is ₹ 9.25 lakhs (31 March 2019: ₹ 10.18 lakhs).

**Note 37**

**Disclosures as per new revenue standard - Ind AS 115 "Revenue from contracts with customers"**

(a) Disaggregation of revenue from contracts with customers for the year ended 31 March 2020 : (₹ in lakhs)

| Particulars                                                        | Gujarat         |                  |                  | Rajasthan       |                 |                 | Total (A+B)      |
|--------------------------------------------------------------------|-----------------|------------------|------------------|-----------------|-----------------|-----------------|------------------|
|                                                                    | Government      | Non-government   | Total (A)        | Government      | Non-government  | Total (B)       |                  |
| Affordable Housing Engineering, procurement and construction (EPC) | 317.53          | 4,511.57         | 4,829.10         | 1,922.75        | -               | 1,922.75        | 6,751.85         |
| PPP contracts                                                      | 3,297.55        | -                | 3,297.55         | -               | -               | -               | 3,297.55         |
| Civic Urban Infra - EPC contracts                                  | 495.88          | 6,433.15         | 6,929.03         | -               | 2,024.92        | 2,024.92        | 8,953.95         |
| <b>Total</b>                                                       | <b>4,110.96</b> | <b>10,944.72</b> | <b>15,055.68</b> | <b>1,922.75</b> | <b>2,024.92</b> | <b>3,947.67</b> | <b>19,003.35</b> |

(a) Disaggregation of revenue from contracts with customers for the year ended 31 March 2019 : (₹ in lakhs)

| Particulars                                                        | Gujarat         |                  |                  | Rajasthan       |                |                 | Total (A+B)      |
|--------------------------------------------------------------------|-----------------|------------------|------------------|-----------------|----------------|-----------------|------------------|
|                                                                    | Government      | Non-government   | Total (A)        | Government      | Non-government | Total (B)       |                  |
| Affordable Housing Engineering, procurement and construction (EPC) | 128.98          | -                | 128.98           | 4,973.78        | -              | 4,973.78        | 5,102.76         |
| PPP contracts                                                      | 622.43          | -                | 622.43           | -               | -              | -               | 622.43           |
| Civic Urban Infra - EPC contracts                                  | 576.46          | 13,063.63        | 13,640.09        | 2,426.64        | 486.44         | 2,913.08        | 16,553.17        |
| <b>Total</b>                                                       | <b>1,327.87</b> | <b>13,063.63</b> | <b>14,391.50</b> | <b>7,400.42</b> | <b>486.44</b>  | <b>7,886.86</b> | <b>22,278.36</b> |

(b) Contract assets / Contract liabilities

The contract assets, land and transferrable development rights receivable represents amount due from customers

which primarily relate to the Company's rights to consideration for work executed but not billed at the reporting date. The contract assets or Land and transferrable development rights are transferred to receivables when the rights become unconditional. i.e. when invoice is raised on achievement of contractual milestones. This usually occurs when the Company issues an invoice to the customer. The contract liabilities primarily represent advances received from customers for which invoices are yet to be raised on customers pending achievement of milestone

The following table provides information about trade receivables and contract assets : (₹ in lakhs)

| Particulars                               | 31 March 2020 | 31 March 2019 |
|-------------------------------------------|---------------|---------------|
| Contract assets                           | 5,099.61      | 4,602.55      |
| Land and transferrable development rights | 3,479.60      | 3,978.11      |
| Contract liabilities                      | 1,815.09      | 1,070.51      |

Changes in contract asset and land and transferrable development right balances during the year are as follows: (₹ in lakhs)

| Particulars                                              | 31 March 2020 | 31 March 2019 |
|----------------------------------------------------------|---------------|---------------|
| Contract asset                                           |               |               |
| Opening balance                                          | 4,602.55      | 2,562.71      |
| Add:- Unbilled revenue for the year                      | 4,655.18      | 4,602.55      |
| Less:- Contract assets reclassified to trade receivables | 4,158.12      | 2,562.71      |
| Closing balance                                          | 5,099.61      | 4,602.55      |

(₹ in lakhs)

| Particulars                                              | 31 March 2020 | 31 March 2019 |
|----------------------------------------------------------|---------------|---------------|
| Land and transferrable development rights                |               |               |
| Opening balance                                          | 3,978.11      | 1,882.20      |
| Add:- Unbilled revenue for the year                      | 3,459.70      | 3,978.11      |
| Less:- Contract assets reclassified to trade receivables | 3,958.21      | 1,882.20      |
| Closing balance                                          | 3,479.60      | 3,978.11      |

Changes in contract liabilities balances during the year are as follows: (₹ in lakhs)

| Particulars                                                                    | 31 March 2020 | 31 March 2019 |
|--------------------------------------------------------------------------------|---------------|---------------|
| Opening balance                                                                | 1,070.51      | 1,186.21      |
| Less:- Recognised as amounts due to Customers under Construction Contract      | 1,043.92      | 1,077.16      |
| Add:- Advances received from customers for which invoices are yet to be raised | 1,788.49      | 961.46        |
| Closing balance                                                                | 1,815.08      | 1,070.51      |

(c) Transaction price allocated to remaining performance obligations

Table below shows the forward order book for the Company at the reporting date with the time bands of when the Company expects to recognise secured revenue on its contracts with customers. Secured revenue corresponds to fixed work contracted with customers and excludes the impact of any anticipated contract extensions or modifications, and new contracts with customers.

31 March 2020

(₹ in lakhs)

| Particulars      | Within one year  | More than one year | Total            |
|------------------|------------------|--------------------|------------------|
| Contract revenue | 14,044.99        | 39,405.01          | 53,450.00        |
| <b>Total</b>     | <b>14,044.99</b> | <b>39,405.01</b>   | <b>53,450.00</b> |

31 March 2019

(₹ in lakhs)

| Particulars      | Within one year  | More than one year | Total            |
|------------------|------------------|--------------------|------------------|
| Contract revenue | 19,430.00        | 45,333.20          | 64,763.20        |
| <b>Total</b>     | <b>19,430.00</b> | <b>45,333.20</b>   | <b>64,763.20</b> |

**(d) Reconciliation of revenue recognised in the Statement of Profit and Loss**

There are no adjustments made to the contracted price with customers which need to be reconciled to revenue recognised in the statement of profit and loss.

**Note 38****Financial Instruments - Fair Value And Risk Measurements****A. Accounting classification and fair values**

The carrying amounts and fair values of financial instruments by class are as follows:-

(₹ in lakhs)

| As at 31 March 2020          | Carrying amount                    |                                               |                  |                  | Fair value                               |                                         |                                           |       |
|------------------------------|------------------------------------|-----------------------------------------------|------------------|------------------|------------------------------------------|-----------------------------------------|-------------------------------------------|-------|
|                              | Fair Value Through Profit and Loss | Fair Value through Other Comprehensive Income | Amortized Cost*  | Total            | Level 1 - Quoted price in active markets | Level 2 - Significant observable inputs | Level 3 - Significant unobservable inputs | Total |
| <b>Financial asset</b>       |                                    |                                               |                  |                  |                                          |                                         |                                           |       |
| Loan                         |                                    |                                               |                  |                  |                                          |                                         |                                           |       |
| - Non-current                | -                                  | -                                             | 7,966.57         | 7,966.57         | -                                        | -                                       | -                                         | -     |
| - Current                    | -                                  | -                                             | 117.42           | 117.42           | -                                        | -                                       | -                                         | -     |
| Investment (note 2)          | -                                  | -                                             | 0.15             | 0.15             | -                                        | -                                       | -                                         | -     |
| Trade receivables            | -                                  | -                                             | 6,832.62         | 6,832.62         | -                                        | -                                       | -                                         | -     |
| Cash and cash equivalent     | -                                  | -                                             | 66.04            | 66.04            | -                                        | -                                       | -                                         | -     |
| Other bank balance           | -                                  | -                                             | 560.15           | 560.15           | -                                        | -                                       | -                                         | -     |
| Other financial assets       |                                    |                                               |                  | -                |                                          |                                         |                                           |       |
| - Non-current                | -                                  | -                                             | 470.23           | 470.23           | -                                        | -                                       | -                                         | -     |
| - Current                    | -                                  | -                                             | 301.68           | 301.68           | -                                        | -                                       | -                                         | -     |
|                              | -                                  | -                                             | <b>16,314.86</b> | <b>16,314.86</b> | -                                        | -                                       | -                                         | -     |
| <b>Financial liabilities</b> |                                    |                                               |                  |                  |                                          |                                         |                                           |       |
| Borrowings                   |                                    |                                               |                  |                  |                                          |                                         |                                           |       |
| - Non-current                | -                                  | -                                             | 9,990.93         | 9,990.93         | -                                        | -                                       | -                                         | -     |

(₹ in lakhs)

| As at 31 March 2020                 | Carrying amount                    |                                               |                 |           | Fair value                               |                                         |                                           |       |
|-------------------------------------|------------------------------------|-----------------------------------------------|-----------------|-----------|------------------------------------------|-----------------------------------------|-------------------------------------------|-------|
|                                     | Fair Value Through Profit and Loss | Fair Value through Other Comprehensive Income | Amortized Cost* | Total     | Level 1 - Quoted price in active markets | Level 2 - Significant observable inputs | Level 3 - Significant unobservable inputs | Total |
| - Current Trade payable             | -                                  | -                                             | 981.57          | 981.57    | -                                        | -                                       | -                                         | -     |
| - Non-current                       | -                                  | -                                             | 359.04          | 359.04    | -                                        | -                                       | -                                         | -     |
| - Current Other financial liability | -                                  | -                                             | 4,271.71        | 4,271.71  | -                                        | -                                       | -                                         | -     |
| - Non-current                       | -                                  | -                                             | 15.85           | 15.85     | -                                        | -                                       | -                                         | -     |
| - Current                           | -                                  | -                                             | 1,058.91        | 1,058.91  | -                                        | -                                       | -                                         | -     |
|                                     | -                                  | -                                             | 16,678.01       | 16,678.01 | -                                        | -                                       | -                                         | -     |

(₹ in lakhs)

| As at 31 March 2019          | Carrying amount                    |                                               |                 |           | Fair value                               |                                         |                                           |       |
|------------------------------|------------------------------------|-----------------------------------------------|-----------------|-----------|------------------------------------------|-----------------------------------------|-------------------------------------------|-------|
|                              | Fair Value Through Profit and Loss | Fair Value through Other Comprehensive Income | Amortized Cost* | Total     | Level 1 - Quoted price in active markets | Level 2 - Significant observable inputs | Level 3 - Significant unobservable inputs | Total |
| <b>Financial asset</b>       |                                    |                                               |                 |           |                                          |                                         |                                           |       |
| <b>Loan</b>                  |                                    |                                               |                 |           |                                          |                                         |                                           |       |
| - Non-current                | -                                  | -                                             | 5,971.57        | 5,971.57  | -                                        | -                                       | -                                         | -     |
| - Current                    | -                                  | -                                             | 18.62           | 18.62     | -                                        | -                                       | -                                         | -     |
| Investment (note 2)          | -                                  | -                                             | 0.14            | 0.14      | -                                        | -                                       | -                                         | -     |
| Trade receivables            | -                                  | -                                             | 3,400.10        | 3,400.10  | -                                        | -                                       | -                                         | -     |
| Cash and cash equivalent     | -                                  | -                                             | 78.53           | 78.53     | -                                        | -                                       | -                                         | -     |
| Other bank balance           | -                                  | -                                             | 624.72          | 624.72    | -                                        | -                                       | -                                         | -     |
| Other financial assets       |                                    |                                               |                 | -         |                                          |                                         |                                           |       |
| - Non-current                | -                                  | -                                             | 330.36          | 330.36    | -                                        | -                                       | -                                         | -     |
| - Current                    | -                                  | -                                             | -               | -         | -                                        | -                                       | -                                         | -     |
|                              | -                                  | -                                             | 10,424.04       | 10,424.04 | -                                        | -                                       | -                                         | -     |
| <b>Financial liabilities</b> |                                    |                                               |                 |           |                                          |                                         |                                           |       |
| <b>Borrowings</b>            |                                    |                                               |                 |           |                                          |                                         |                                           |       |
| - Non-current                | -                                  | -                                             | 8,863.33        | 8,863.33  | -                                        | -                                       | -                                         | -     |
| - Current                    | -                                  | -                                             | 1,851.98        | 1,851.98  | -                                        | -                                       | -                                         | -     |
| Trade payable                |                                    |                                               |                 |           |                                          |                                         |                                           |       |
| - Non-current                | -                                  | -                                             | -               | -         | -                                        | -                                       | -                                         | -     |

(₹ in lakhs)

| As at 31 March 2019       | Carrying amount                    |                                               |                 |           | Fair value                               |                                         |                                           |       |
|---------------------------|------------------------------------|-----------------------------------------------|-----------------|-----------|------------------------------------------|-----------------------------------------|-------------------------------------------|-------|
|                           | Fair Value Through Profit and Loss | Fair Value through Other Comprehensive Income | Amortized Cost* | Total     | Level 1 - Quoted price in active markets | Level 2 - Significant observable inputs | Level 3 - Significant unobservable inputs | Total |
| - Current                 | -                                  | -                                             | 4,641.15        | 4,641.15  | -                                        | -                                       | -                                         | -     |
| Other financial liability |                                    |                                               |                 |           |                                          |                                         |                                           |       |
| - Non-current             | -                                  | -                                             | 201.93          | 201.93    | -                                        | -                                       | -                                         | -     |
| - Current                 | -                                  | -                                             | 1,555.89        | 1,555.89  | -                                        | -                                       | -                                         | -     |
|                           | -                                  | -                                             | 17,114.28       | 17,114.28 | -                                        | -                                       | -                                         | -     |

\* Fair value of financial assets and liabilities measured at amortised cost is not materially different from the amortised cost. Further, impact of time value of money is not significant for the financial instruments classified as current. Accordingly, the fair value has not been disclosed separately.

Note 1: Investments in associate, joint ventures and subsidiary have been accounted at historical cost. Since these are scoped out of Ind AS 109 for the purposes of measurement, the same have not been disclosed in the tables above.

Note 2: At the time of transition to Ind AS effective from 1 April 2016, the Group had opted to measure its investments in subsidiaries, joint ventures and associate at deemed cost, i.e. previous GAAP carrying amount, except for its investment in one of the joint venture - Romanovia Industrial Park Private Limited, which has been measured at fair value at the date of transition to Ind AS. If an entity chooses to measure its investment at fair value at the date of transition to Ind AS than that is deemed cost of such investment for the Group and, therefore, it shall carry its investment in at that amount (i.e. fair value at the date of transition) after the date of transition.

#### A. Accounting classification and fair values

##### Fair value hierarchy

The fair value of financial instruments as referred above have been classified into three categories depending on the inputs used in valuation technique. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level I measurements) and lowest priority to unobservable inputs (Level III measurements).

The categories used are as follows:-

**Input Level I (Directly Observable)** : which includes quoted prices in active markets for identical assets such as quoted price for an equity security on Security Exchanges.

**Input Level II (Indirectly Observable)** : which includes prices in active markets for similar assets such as quoted price for similar assets in active markets, valuation multiple derived from prices in observed transactions involving similar businesses, etc.

**Input Level III (Unobservable)**: which includes management's own assumptions for arriving at a fair value such as projected cash flows used to value a business, etc.

#### B. Measurement of fair values

##### i) Valuation techniques and significant unobservable inputs

The fair value of the investment in quoted investment in equity shares is based on the current bid price of investment at balance sheet date

ii) Transfers between Levels I and II

There has been no transfer in between Level I and Level II

iii) Level III fair values

There are no items in Level III fair values.

**C. Financial risk management**

The Company has a well-defined risk management framework. The Board of Directors of the Company has adopted a Risk Management Policy. The Company has exposure to the following risks arising from financial instruments:

- Credit risk ;
- Liquidity risk ; and
- Market risk

**Risk management framework**

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors evaluate and exercise independent control over the entire process of risk management. The board also recommends risk management objectives and policies.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The audit committee oversees how management monitors compliance with the company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and adhoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

(i) Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk primarily trade receivables and other financial assets including deposits with banks. The Company's exposure and credit ratings of its counterparties are continuously monitored and the aggregate value of transactions is reasonably spread amongst the counterparties.

**Trade receivables and other receivables**

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. The Company establishes an allowance for doubtful debts and impairment that represents its estimate of incurred losses in respect of trade and other receivables. The Company considers the probability of default and whether there has been a significant increase in the credit risk on an ongoing basis through each reporting period. To assess whether there is a significant increase in credit risk, the Company compares the risk of default occurring on financial assets as on the reporting date.

Summary of the Company's exposure to credit risk by age of the outstanding from various customers is as follows:  
(₹ in lakhs)

| Particulars  | As at<br>31 March 2020 | As at<br>31 March 2019 |
|--------------|------------------------|------------------------|
| Not Due      | 3,297.33               | 1,065.47               |
| 0-3 Months   | 2,341.63               | 2,106.38               |
| 3-6 Months   | 1,284.05               | 55.81                  |
| 6-12 Months  | 52.83                  | 120.85                 |
| 1-2 years    | 3.71                   | 19.43                  |
| > 2 years    | 1.60                   | 72.16                  |
| <b>Total</b> | <b>6,981.15</b>        | <b>3,440.10</b>        |

#### Impairment

Most of customers are PSU and as per past experience, there has been no credit loss on account of customer's inability to pay i.e. there has been no material bad debts in past and therefore, no provision is generally made on this account. The company has used a practical expedient by computing the expected credit loss allowance for trade receivables on a provision matrix. An impairment analysis is performed at each reporting date based on the facts and circumstances existing on that date to identify expected losses on account of time value of money and credit risk. The calculation is based provision matrix which considers actual historical data adjusted appropriately for the future expectations and probabilities. Receivables from group companies are excluded for the purposes of this analysis since no credit risk is perceived on them. Proportion of expected credit loss provided for across the ageing buckets is summarised below:

On the above basis, the Company estimates the following provision matrix at the reporting date:

(₹ in lakhs)

| Particulars | Expected credit loss % |               |
|-------------|------------------------|---------------|
|             | 31 March 2020          | 31 March 2019 |
| Not Due     | 0.89%                  | 0.42%         |
| 0-3 Months  | 0.89%                  | 0.42%         |
| 3-6 Months  | 3.67%                  | 7.17%         |
| 6-12 Months | 8.15%                  | 7.66%         |
| 1-2 years   | 52.29%                 | 64.05%        |
| > 2 years   | 100.00%                | 100.00%       |

Movement in the provision for loss allowance in respect of trade and other receivables are as follows:

(₹ in lakhs)

| Particulars                           | 31 March 2020 | 31 March 2019 |
|---------------------------------------|---------------|---------------|
| Balance at the begininng of the year  | 40.00         | -             |
| Provision during the year             | 108.53        | 40.00         |
| Reversal / utilisation                | -             | -             |
| <b>Balance at the end of the year</b> | <b>148.53</b> | <b>40.00</b>  |

#### Cash and bank balances

The Company is also exposed to credit risks arising on cash and cash equivalents and term deposits with banks. The Company believes that its credit risk in respect of cash and cash equivalents and term deposits is insignificant as funds are invested in term deposits at pre-determined interest rates for specified period of time. For cash and cash equivalents and other bank balances, only high rated banks are accepted.

#### Other financial assets

Other financial assets includes loan to employees and related parties, security deposits, etc. Credit risk arising from these financial assets is limited and there is no collateral held against these because the counterparties are group companies, banks. Banks have high credit ratings assigned by the credit rating agencies.

#### (ii) Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are proposed to be settled by delivering cash or other financial asset. The Company's financial planning has ensured, as far as possible, that there is sufficient liquidity to meet the liabilities whenever due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. In addition to the Company's own liquidity, it enjoys credit facilities with the reputed bank and financial institutions.

Management monitors the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company's liquidity management policy involves periodic reviews of cash flow projections and considering the level of liquid assets necessary, monitoring balance sheet, liquidity ratios against internal and external regulatory requirements.

#### Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments and exclude the impact of netting agreements.  
(₹ in lakhs)

| 31 March 2020                    | Carrying amount | Contractual maturities |                     |           |           |                   |
|----------------------------------|-----------------|------------------------|---------------------|-----------|-----------|-------------------|
|                                  |                 | Not Due                | Less than 12 months | 1-2 years | 2-5 years | More than 5 years |
| <b>Borrowings</b>                |                 |                        |                     |           |           |                   |
| - Non-current                    | 9,990.93        | -                      | -                   | 1,075.15  | 8,186.44  | 729.34            |
| - Current                        | 981.57          | -                      | 981.57              | -         | -         | -                 |
| <b>Trade payable</b>             |                 |                        |                     |           |           |                   |
| - Non-current                    | 359.04          | -                      | -                   | 359.04    | -         | -                 |
| - Current                        | 4,271.71        | -                      | 4,271.71            | -         | -         | -                 |
| <b>Other financial liability</b> |                 |                        |                     |           |           |                   |
| - Non-current                    | 15.85           | -                      | -                   | 7.98      | 7.87      | -                 |
| - Current                        | 1,058.91        | -                      | 1,058.91            | -         | -         | -                 |

| 31 March 2019                    | Carrying amount | Contractual maturities |                     |           |           |                   |
|----------------------------------|-----------------|------------------------|---------------------|-----------|-----------|-------------------|
|                                  |                 | Not Due                | Less than 12 months | 1-2 years | 2-5 years | More than 5 years |
| <b>Borrowings</b>                |                 |                        |                     |           |           |                   |
| - Non-current                    | 8,863.33        | -                      | -                   | 5,857.02  | 2,094.58  | 911.74            |
| - Current                        | 1,851.98        | -                      | 1,851.98            | -         | -         | -                 |
| <b>Trade payable</b>             |                 |                        |                     |           |           |                   |
| - Non-current                    | -               | -                      | -                   | -         | -         | -                 |
| - Current                        | 4,641.15        | -                      | 4,641.15            | -         | -         | -                 |
| <b>Other financial liability</b> |                 |                        |                     |           |           |                   |
| - Non-current                    | 201.93          | 201.93                 | -                   | -         | -         | -                 |
| - Current                        | 1,555.89        | -                      | 1,555.89            | -         | -         | -                 |

(iii) Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates and interest rates – will affect the Company's income. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables and debt. The company does not have any transactions in foreign currency. And accordingly, company does not have currency risk.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's liquidity and borrowing are managed by professional at senior management level. The interest rate exposure of the Company is reduced by matching the duration of investments and borrowings. The interest rate profile of the Company's interest - bearing financial instrument as reported to management is as follows:

(₹ in lakhs)

| Particulars              | As at<br>31 March 2020 | As at<br>31 March 2019 |
|--------------------------|------------------------|------------------------|
| Fixed-rate instrument    |                        |                        |
| Financial asset          | 6,737.53               | 4,948.80               |
| Financial liability      | -                      | -                      |
| Floating-rate instrument |                        |                        |
| Financial asset          | -                      | -                      |
| Financial liability      | 11,936.38              | 12,195.54              |

Interest rate sensitivity

Profit or loss is sensitive to higher/lower interest expense from borrowings as a result of change in interest rates. The following table demonstrates the sensitivity of floating rate financial instruments to a reasonably possible change in interest rates. The risk estimates provided assume a parallel shift of 100 basis points interest rate across all yield curves. This calculation also assumes that the change occurs at the balance sheet date and has been calculated based on risk exposures outstanding as at that date. The period end balances are not necessarily representative of the average debt outstanding during the period.

| Particulars                 | Increase on profit/(loss) after tax |
|-----------------------------|-------------------------------------|
| 31-Mar-20                   |                                     |
| Increase in 100 basis point | (119.36)                            |
| Decrease in 100 basis point | 119.36                              |
| 31-Mar-19                   |                                     |
| Increase in 100 basis point | (121.96)                            |
| Decrease in 100 basis point | 121.96                              |

Note 39

Capital management

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The board of directors seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position. The Company monitors capital using a ratio of 'Debt' to 'Equity'. For this purpose, 'Debt' is meant to include long-term borrowings, short-term borrowings and current maturities of long-term borrowings. 'Equity' comprises all components of equity. The Company's debt to equity ratio as at the end of the reporting periods are as follows:

(₹ in lakhs)

| Particulars                                                       | As at<br>31 March 2020 | As at<br>31 March 2019 |
|-------------------------------------------------------------------|------------------------|------------------------|
| Total debt (including interest accrued but not due on borrowings) | 11,936.38              | 12,195.54              |
| Less : Cash and bank balances                                     | 66.04                  | 78.53                  |
| Adjusted net debt                                                 | 11,870.34              | 12,117.01              |
| Total equity                                                      | 14,332.39              | 12,501.37              |
| Debt to equity (net)                                              | 0.83                   | 0.97                   |

#### Note 40

Disclosure under Regulation 34 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and section 186(4) of the Companies Act, 2013.

(₹ in lakhs)

| Particulars                                 | As at<br>31 March 2020 | Maximum<br>balance<br>outstanding<br>during<br>the year<br>2019-20 | As at<br>31 March 2019 | Maximum<br>balance<br>outstanding<br>during<br>the year<br>2018-19 |
|---------------------------------------------|------------------------|--------------------------------------------------------------------|------------------------|--------------------------------------------------------------------|
| Details of loans given :                    |                        |                                                                    |                        |                                                                    |
| Nila Terminal (Amerli) Private Limited      | 479.36                 | 484.50                                                             | 422.00                 | 424.98                                                             |
| Kent Residential and Industrial Park LLP    | 5,153.27               | 5,204.48                                                           | 3,695.12               | 3,730.65                                                           |
| Romanovia Industrial Park Private Limited   | 75.57                  | 652.67                                                             | 32.57                  | 2,986.18                                                           |
| Vyapnila Terminals (Modasa) Private Limited | 1,029.33               | 1,098.86                                                           | 799.12                 | 948.86                                                             |
| Nilsan Realty LLP                           | -                      | -                                                                  | -                      | 390.38                                                             |

Details of Investments made by the company are given in Note 7 .  
All loans are given for the purposes of the business.

#### Note 41

##### Covid-19

Consequent to the COVID – 19 pandemic throughout the world, nationwide lockdown was implemented from 25th March 2020 in India and accordingly operations of the Company were suspended from that date. The Company resumed its operations with minimum capacity from 23 June 2020 with a gradual increase in the level of operations since then considering social distancing norms and material / labour availability.

The Company has made detailed assessment of its liquidity position for the next one year and of the recoverability and carrying values of its assets comprising Property, Plant and Equipment, Trade Receivables, Contract assets, Investments, Loans and advances and Inventories and has concluded that there is no material adjustments required in the Financial Statements as at 31 March 2020 . Based on the forecasted cash flows, management believes that they will be able to discharge all their liabilities/obligations in next one year.

Management believes that it has considered all the possible impact of known events arising from COVID -19 pandemic in the preparation of the financial Statements. However, the impact assessment of COVID-19 is a continuing process given the uncertainties associated with its nature and duration. The Company will continue to monitor any material changes to future economic conditions.

**Note 42**  
**Specified bank notes**

The details of specified bank notes held and transacted during 8 November 2016 to 30 December 2016 has not been made in these financial statements since the requirement does not pertain to financial year ended 31 March 2020.

**Note 43**

Previous year figures have been regrouped/reclassified wherever necessary to confirm to current year presentation

**For B S R & Associates LLP**  
Chartered Accountants  
Firm's Registration No: 116231W/W-100024

**Jeyur Shah**  
Partner  
Membership No: 045754

Place : Ahmedabad  
Date : 29 June 2020

**For and on behalf of the Board of Directors of**  
**Nila Infrastructures Limited**  
CIN No. : L45201GJ1990PLC013417

**Manoj B. Vadodaria**  
Managing Director  
DIN : 00092053

**Prashant H. Sarkhedi**  
Chief Financial Officer

Place : Ahmedabad  
Date : 29 June 2020

**Kiran B. Vadodaria**  
Director  
DIN : 00092067

**Dipen Y. Parikh**  
Company Secretary  
Membership no: A24031

Place : Ahmedabad  
Date : 29 June 2020

# CONSOLIDATED FINANCIAL



# INDEPENDENT AUDITORS' REPORT

To the Members of Nila Infrastructures Limited

## Report on the Audit of Consolidated Financial Statements

### Opinion

We have audited the consolidated financial statements of Nila Infrastructures Limited (hereinafter referred to as the 'Holding Company') and its subsidiary (Holding Company and its subsidiary together referred to as "the Group"), its associate and its joint ventures, as listed in Annexure 1, which comprise the consolidated balance sheet as at 31 March 2020, and the consolidated statement of profit and loss (including other comprehensive income), consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of other auditors on separate financial statements of such subsidiary, associate, joint ventures as were audited by the other auditors, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("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 consolidated state of affairs of the Group, its associate, joint ventures as at 31 March 2020, of its consolidated profit and other comprehensive income, consolidated changes in equity and consolidated cash flows for the year then ended.

### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group, its associate, joint ventures in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence obtained by us along with the consideration of audit reports of the other auditors referred to in sub paragraph (a) of the "Other Matters" paragraph below, is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

#### Description of Key Audit Matter

##### Recognition of contract revenue and margins:

| The key audit matter                                                                                                                                                                                                                                                                                                                                                                                              | How the matter was addressed in our audit                                                                                                                                                                                                                                                                                                                                                                                                                                |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>Revenue from construction projects represents significant portion of the revenue from operations of the Group.</p> <p>We identified recognition of contract revenue and margins as a key audit matter because the estimation of the contract revenue and total cost to complete the contract is inherently subjective, complex and requires significant management judgment. The same may get subsequently</p> | <p>Our procedures included the following:</p> <ul style="list-style-type: none"><li>Evaluating the design and implementation of relevant controls over contract revenue and cost estimation process through a combination of procedures involving inquiry, observations, and inspection of evidence.</li><li>Obtained an understanding of management's process for analysing long term contracts, the risk associated with the contract and any key judgments.</li></ul> |

| The key audit matter                                                                                                                                                                                                                                                                                                                             | How the matter was addressed in our audit                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>changed due to change in prevailing circumstances, contract variations and changes to key assumptions and could result in significant variance in the revenue and profit or loss from a contract for the reporting period.</p> <p>Refer note 3 (h) to the consolidated financial statements on accounting policy for revenue recognition.</p> | <ul style="list-style-type: none"> <li>• We selected a sample of contracts to test, using a risk based criteria which included individual contracts with: <ul style="list-style-type: none"> <li>- significant revenue recognised during the year;</li> <li>- significant contract asset balances held at the year- end; or</li> <li>- low profit margins.</li> </ul> </li> <li>• For the sample contracts selected as above, verified underlying documents such as original contract and its amendments, key contract terms and milestones for verifying the estimation of contract revenue and costs and /or any change in such estimation.</li> <li>• Evaluating retrospective results for contracts completed during the current year. Comparing the outcome of the contracts with previous estimates made for these contracts to assess the reliability of management forecasting process.</li> <li>• Considered the adequacy of the disclosures in note 37 to the consolidated financial statements.</li> </ul> |

**Recoverability of carrying value of loans and investments in subsidiary, joint ventures and associate:**

| The key audit matter                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | How the matter was addressed in our audit                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>The assessment of recoverable value of the Group's investment in and loans receivable from joint ventures and associate involves significant judgement. These include assumptions such as discount rates, future business plan, recoverability of its receivables and growth rate.</p> <p>We focused on this area as a key audit matter due to judgements involved in forecasting future cash flows and the selection of assumptions.</p> <p>Refer note 7 and 38 to the consolidated financial statements.</p> | <ul style="list-style-type: none"> <li>• Tested operating effectiveness of controls over the impairment analysis performed by the management.</li> <li>• Evaluated net worth and past performance of the Group to whom loans were given or investment made.</li> <li>• Challenged the significant assumptions and judgements used in impairment analysis, such as forecast revenue, margins, terminal growth and discount rates, especially in light of the existing economic situation due to COVID-19.</li> <li>• Involved internal specialist to evaluate adequacy of specific key assumptions considered by management in determining the recoverable value of its loans and investments.</li> <li>• Performing sensitivity analysis on key assumptions including discount rates and estimated future growth.</li> <li>• Evaluated accuracy of disclosure in the consolidated financial statements.</li> </ul> |

### Information Other than the Consolidated Financial Statements and Auditors' Report Thereon

The Holding Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Director's Report, Corporate Governance Report, and Management Discussion and Analysis included in the Group's annual report, but does not include the financial statements and our auditors' report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed and based on the work done/ audit report of other auditors, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Management's and Board of Directors' Responsibilities for the Consolidated Financial Statements

The Holding Company's Management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group including its associate and joint ventures in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. The respective Management and Board of Directors of the companies included in the Group and of its associates and joint ventures are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each company. and for preventing and detecting frauds and other irregularities; the 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 accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for

the purpose of preparation of the consolidated financial statements by the Management and Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group and of its associate, joint ventures are responsible for assessing the ability of each company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associate, joint ventures is responsible for overseeing the financial reporting process of each company.

### Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible

for expressing our opinion on the internal financial controls with reference to the consolidated financial statements and the operating effectiveness of such controls based on our audit.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of Management and Board of Directors use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associate and joint ventures to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of such entities or business activities within the Group and its associates and joint ventures to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in para (a) of the section titled 'Other Matter' in this audit report.

We believe that the audit evidence obtained by us along with the consideration of audit reports of the other auditors referred to in paragraph (a) of the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

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

#### Other Matter

- The consolidated financial statement include the audited financial statement of one subsidiary, whose financial statements reflect total assets (before consolidation adjustments) of ₹ 1,662.13 lakhs as at 31 March 2020, total revenue (before consolidation adjustments) of ₹ Nil and total net loss after tax (before consolidation adjustments) of ₹ 0.56 lakhs and net cash (inflows) of ₹ 0.38 lakhs for the year ended on that date, as considered in the consolidated financial statement, which has been audited by its independent auditor. The consolidated financial statement also include the Group's share of net profit after tax (before consolidation adjustments) of ₹ 22.68 lakhs for the year ended 31 March 2020, as considered in the consolidated financial statements, in respect of one associate and two joint ventures, whose financial statements have been audited by their respective independent auditors. The independent auditors' reports on financial statements of these entities have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these entities, is based solely on the report of such auditors and the procedures performed by us are as stated in paragraph above.
- One of these joint ventures is Limited Liability Partnership ('LLP') whose financial statements and

other financial information have been prepared in accordance with accounting principles generally accepted in India, the accounting standards issued by Institute of Chartered Accountants of India and the provisions of LLP Act, 2008 ('applicable reporting framework for LLP') and have been audited by other auditors under generally accepted auditing standards applicable in India. The Holding Company's management has converted the financial statements of such joint venture from applicable reporting framework for LLP to Indian Accounting Standards prescribed under Section 133 of the Act. We have audited these conversion adjustments prepared by the Holding Company's management. Our opinion in so far as it relates to the balances and affairs of such joint venture is based on the report of other auditors and the conversion adjustments prepared by the management of the Holding Company and audited by us.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the conversion adjustments prepared by management as mentioned above.

#### Report on Other Legal and Regulatory Requirements

A. As required by Section 143(3) of the Act, based on our audit and on the consideration of reports of the other auditors on separate financial statements of such subsidiary, associate, and joint ventures as were audited by other auditors, as noted in the 'Other Matter' paragraph, we report, to the extent applicable, that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- c) The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the relevant books of account maintained for

the purpose of preparation of the consolidated financial statements.

- d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under section 133 of the Act.
- e) On the basis of the written representations received from the directors of the Holding Company as on 31 March 2020 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary company, associate company, joint ventures incorporated in India, none of the directors of the Group companies, its associate company, and joint ventures incorporated in India is disqualified as on 31 March 2020 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and one joint venture Company, to which requirements of the Act are applicable and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".

B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements of the subsidiary, associate and joint ventures, as noted in the 'Other Matter' paragraph:

- i. There were no pending litigations as at 31 March 2020 which would impact the consolidated financial position of the Group, its associate and joint ventures.
- ii. The Group, its associate and joint ventures did not have any material foreseeable losses on long-term contracts including derivative contracts during the year ended 31 March 2020.
- iii. There has been no delay in transferring amounts to the Investor Education and Protection Fund by the Holding Company during the year ended 31 March 2020. Further, there are no amounts which are required to be transferred to the Investor Education and Protection Fund by the subsidiary, associate and joint ventures during the year ended 31 March 2020.

iv. The disclosures in the consolidated financial statements regarding holdings as well as dealings in specified bank notes during the period from 8 November 2016 to 30 December 2016 have not been made in the financial statements since they do not pertain to the financial year ended 31 March 2020.

C. With respect to the matter to be included in the Auditor's report under section 197(16):

In our opinion and according to the information and explanations given to us and based on the reports of the statutory auditors of subsidiary company incorporated in India which was not audited by us, the remuneration paid during the current year by

the Holding Company and such subsidiary Company to its directors is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Holding Company and such subsidiary Company is not in excess of the limit laid down under Section 197 of the Act. According to the information and explanations given to us and based on the reports of the statutory auditors of associate and joint ventures, which were not audited by us, the provisions of Section 197 of the Act is not applicable to such associate and joint ventures. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

**For B S R & Associates LLP**  
Chartered Accountants  
Firm's Registration No. 116231W/W-100024

**Jeyur Shah**  
Partner  
Membership Number: 045754  
UDIN: 20045754AAAACI3752

Place: Ahmedabad  
Date: 29 June 2020

## Annexure I

| Entity                                      | Relationship            |
|---------------------------------------------|-------------------------|
| Nila Terminals (Amreli) Private Limited     | Wholly owned subsidiary |
| Kent Residential and Industrial Park LLP    | Joint venture           |
| Romanovia Industrial Park Private Limited   | Joint venture           |
| Vyapnila Terminals (Modasa) Private Limited | Associate               |

## Annexure A

To the Consolidated Independent Auditor's Report – 31 March 2020

**Report on the internal financial controls with reference to the aforesaid consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013**

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

### Opinion

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31 March 2020, we have audited the internal financial controls with reference to consolidated financial statements of Nila Infrastructures Limited (hereinafter referred to as 'the Holding Company') and one joint venture company to which requirements of the Act are applicable, as of that date.

In our opinion, the Holding Company and one joint venture company to which requirements of the Act are applicable, have, in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls were operating effectively as at 31 March 2020, based on the internal financial controls with reference to consolidated financial statements criteria established by such companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the 'Guidance Note').

### Management's Responsibility for Internal Financial Controls

The respective Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on the criteria established by the respective Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls

that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as 'the Act').

### Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, specified under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to consolidated financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements were established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the one joint venture Company, to which requirements of the Act are applicable, in terms of their reports referred to

in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

#### Meaning of Internal Financial controls with Reference to Consolidated Financial Statements

A Company's internal financial controls with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial controls with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the

Company's assets that could have a material effect on the consolidated financial statements.

#### Inherent Limitations of Internal Financial controls with Reference to Consolidated Financial Statements

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

#### Other Matter

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements in so far as it relates to one joint venture company, to which the requirements of the Act are applicable, is based on the corresponding report of other auditors of such one joint venture company.

**For B S R & Associates LLP**  
Chartered Accountants  
Firm's Registration No. 116231W/W-100024

**Jeyur Shah**  
Partner  
Membership Number: 045754  
UDIN: 20045754AAAACI3752

Place: Ahmedabad  
Date: 29 June 2020

# Consolidated Balance Sheet

as at 31 March 2020

(₹ in lakhs)

| Particulars                               | Note | As at 31 March 2020 | As at 31 March 2019 |
|-------------------------------------------|------|---------------------|---------------------|
| <b>ASSETS</b>                             |      |                     |                     |
| <b>Non-current assets</b>                 |      |                     |                     |
| (a) Property, plant and equipment         | 4    | 680.36              | 726.33              |
| (b) Investment properties                 | 5    | 2,383.02            | 2,445.26            |
| (c) Intangible assets                     | 6    | 1.07                | 0.82                |
| (d) Financial assets                      |      |                     |                     |
| (i) Investments                           | 7    | 613.73              | 468.85              |
| (ii) Loans                                | 8    | 7,480.75            | 5,699.31            |
| (iii) Other financial assets              | 9    | 508.72              | 366.30              |
| (e) Other income tax assets (net)         | 11   | 84.66               | 9.05                |
| <b>Total non-current assets</b>           |      | <b>11,752.31</b>    | <b>9,715.92</b>     |
| <b>Current assets</b>                     |      |                     |                     |
| (a) Inventories                           | 12   | 4,849.73            | 8,001.18            |
| (b) Financial assets                      |      |                     |                     |
| (i) Trade receivables                     | 13   | 6,411.84            | 3,179.45            |
| (ii) Cash and cash equivalents            | 14   | 66.95               | 79.10               |
| (iii) Bank balances other than (ii) above | 14   | 560.15              | 624.72              |
| (iv) Loans                                | 9    | 117.42              | 18.62               |
| (v) Other financial assets                | 9    | 301.68              | -                   |
| (c) Current tax assets (net)              | 11   | 2.77                | -                   |
| (d) Other current assets                  | 10   | 10,419.29           | 9,997.01            |
| <b>Total current assets</b>               |      | <b>22,729.83</b>    | <b>21,900.08</b>    |
| <b>Total assets</b>                       |      | <b>34,482.14</b>    | <b>31,616.00</b>    |
| <b>EQUITY AND LIABILITIES</b>             |      |                     |                     |
| <b>Equity</b>                             |      |                     |                     |
| (a) Equity share capital                  | 15   | 3,938.89            | 3,938.89            |
| (b) Other equity                          | 16   | 9,613.02            | 7,895.48            |
| <b>Total equity</b>                       |      | <b>13,551.91</b>    | <b>11,834.37</b>    |
| <b>Liabilities</b>                        |      |                     |                     |
| <b>Non-current liabilities</b>            |      |                     |                     |
| (a) Financial liabilities                 |      |                     |                     |
| (i) Borrowings                            | 17   | 9,990.93            | 8,863.32            |
| (ii) Trade payable                        |      |                     |                     |
| (iia) Due to micro and small enterprises  | 21   | -                   | -                   |
| (iib) Due to others                       | 21   | 359.04              | -                   |
| (iii) Other financial liabilities         | 18   | 15.85               | 201.93              |
| (b) Provisions                            | 19   | 99.31               | 73.21               |
| (c) Deferred tax liabilities (net)        | 20   | 527.28              | 682.43              |
| <b>Total non-current liabilities</b>      |      | <b>10,992.41</b>    | <b>9,820.89</b>     |
| <b>Current liabilities</b>                |      |                     |                     |
| (a) Financial liabilities                 |      |                     |                     |
| (i) Borrowings                            | 17   | 981.57              | 1,851.98            |
| (ii) Trade payables                       |      |                     |                     |
| (iia) Due to micro and small enterprises  | 21   | 233.81              | 2.28                |
| (iib) Due to others                       | 21   | 4,037.90            | 4,638.87            |
| (iii) Other financial liabilities         | 18   | 1,058.91            | 1,555.89            |
| (b) Other current liabilities             | 22   | 3,550.12            | 1,815.32            |
| (c) Provisions                            | 19   | 75.51               | 72.23               |
| (d) Current tax liabilities (net)         | 23   | -                   | 24.17               |
| <b>Total current liabilities</b>          |      | <b>9,937.82</b>     | <b>9,960.74</b>     |
| <b>Total liabilities</b>                  |      | <b>20,930.23</b>    | <b>19,781.63</b>    |
| <b>Total equity and liabilities</b>       |      | <b>34,482.14</b>    | <b>31,616.00</b>    |

The accompanying notes 1 to 45 form an integral part of these standalone financial statements.

As per our report of even date attached

For B S R & Associates LLP

Chartered Accountants

Firm's Registration No: 116231W/W-100024

Jeyur Shah

Partner

Membership No: 045754

For and on behalf of the Board of Directors of

Nila Infrastructures Limited

CIN No. : L45201GJ1990PLC013417

Manoj B. Vadodaria

Managing Director

DIN : 00092053

Kiran B. Vadodaria

Director

DIN : 00092067

Prashant H. Sarkhedi

Chief Financial Officer

Dipen Y. Parikh

Company Secretary

Membership no: A24031

Place : Ahmedabad

Date : 29 June 2020

Place : Ahmedabad

Date : 29 June 2020

Place : Ahmedabad

Date : 29 June 2020

## Consolidated Statement of Profit and Loss

for the year ended 31 March 2020

(₹ in lakhs)

| Particulars                                                                  | Note    | For the year ended<br>31 March 2020 | For the year ended<br>31 March 2019 |
|------------------------------------------------------------------------------|---------|-------------------------------------|-------------------------------------|
| <b>Income</b>                                                                |         |                                     |                                     |
| Revenue from operations                                                      | 24      | 24,354.16                           | 21,377.59                           |
| Other income                                                                 | 25      | 1,161.13                            | 600.95                              |
| <b>Total income</b>                                                          |         | <b>25,515.29</b>                    | <b>21,978.54</b>                    |
| <b>Expenses</b>                                                              |         |                                     |                                     |
| Cost of material consumed and project expenses                               | 26      | 17,061.09                           | 18,172.27                           |
| Changes in inventories of construction material, land and work in progress   | 27      | 3,151.45                            | (1,599.09)                          |
| Employee benefits expenses                                                   | 28      | 505.06                              | 541.82                              |
| Finance costs                                                                | 29      | 1,690.23                            | 1,298.95                            |
| Depreciation and amortisation expense                                        | 4,5 & 6 | 174.65                              | 186.19                              |
| Other expenses                                                               | 30      | 783.87                              | 676.30                              |
| <b>Total expenses</b>                                                        |         | <b>23,366.35</b>                    | <b>19,276.44</b>                    |
| <b>Profit before share in profit of joint ventures and associate and tax</b> |         | <b>2,148.94</b>                     | <b>2,702.10</b>                     |
| Share in profit/(loss) of joint ventures and associate (net of tax)          |         | (22.68)                             | 101.33                              |
| <b>Profit before tax</b>                                                     |         | <b>2,126.26</b>                     | <b>2,803.43</b>                     |
| <b>Tax expense:</b>                                                          |         |                                     |                                     |
| - Current tax                                                                | 20      | 597.60                              | 939.43                              |
| - Reversal of excess provision for tax of earlier years                      | 20      | (33.08)                             | (28.81)                             |
| - Deferred tax charge/(credit) (net)                                         | 20      | (87.61)                             | (108.44)                            |
| <b>Profit for the year</b>                                                   |         | <b>1,649.35</b>                     | <b>2,001.25</b>                     |
| <b>Other comprehensive income</b>                                            |         |                                     |                                     |
| Items that will not be reclassified subsequently to profit or loss           |         |                                     |                                     |
| Remeasurement of post-employment benefit obligation                          | 16      | 0.65                                | 34.30                               |
| Income tax relating to these items                                           | 16      | 0.09                                | (9.99)                              |
| <b>Other comprehensive income for the year, net of tax</b>                   |         | <b>0.74</b>                         | <b>24.31</b>                        |
| <b>Total comprehensive income for the year</b>                               |         | <b>1,650.09</b>                     | <b>2,025.56</b>                     |
| <b>Earnings per equity share (Face value ₹ 1 per share)</b>                  |         |                                     |                                     |
| Basic                                                                        | 31      | 0.41                                | 0.51                                |
| Diluted                                                                      | 31      | 0.41                                | 0.51                                |

The accompanying notes 1 to 45 form an integral part of these standalone financial statements.  
As per our report of even date attached

**For B S R & Associates LLP**

Chartered Accountants

Firm's Registration No: 116231W/W-100024

**Jeyur Shah**

Partner

Membership No: 045754

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

**Nila Infrastructures Limited**

CIN No. : L45201GJ1990PLC013417

**Manoj B. Vadodaria**

Managing Director

DIN : 00092053

**Kiran B. Vadodaria**

Director

DIN : 00092067

**Prashant H. Sarkhedi**

Chief Financial Officer

**Dipen Y. Parikh**

Company Secretary

Membership no: A24031

Place : Ahmedabad

Date : 29 June 2020

Place : Ahmedabad

Date : 29 June 2020

Place : Ahmedabad

Date : 29 June 2020

## Consolidated Statement of Changes in Equity

for the year ended 31 March 2020

### Equity share capital

(₹ in lakhs)

| Particulars                 | Note | Amount   |
|-----------------------------|------|----------|
| Balance as at 1 April 2018  |      | 3,938.89 |
| Changes during the year     |      | -        |
| Balance as at 31 March 2019 |      | 3,938.89 |
| Changes during the year     |      | -        |
| Balance as at 31 March 2020 | 15   | 3,938.89 |

### Other Equity

(₹ in lakhs)

| Particulars                                                      | Note | Reserves and Surplus |                 |                    | Total    |
|------------------------------------------------------------------|------|----------------------|-----------------|--------------------|----------|
|                                                                  |      | Retained earnings    | General reserve | Securities premium |          |
| Balance as at 1 April 2018                                       |      | 5,833.78             | 524.77          | 33.71              | 6,392.26 |
| Total comprehensive income for the year ended 31 March 2019      |      |                      |                 |                    |          |
| Profit for the year                                              |      | 2,001.25             | -               | -                  | 2,001.25 |
| Items of other comprehensive income                              |      |                      |                 |                    |          |
| Remeasurement of post-employment benefit obligation (net of tax) | 16   | 24.31                | -               | -                  | 24.31    |
| Total comprehensive income for the year                          |      | 7,859.34             | 524.77          | 33.71              | 8,417.82 |
| Payment of dividends                                             | 16   | (433.28)             | -               | -                  | (433.28) |
| Dividend distribution tax                                        | 16   | (89.06)              | -               | -                  | (89.06)  |
| Balance as at 31 March 2019                                      |      | 7,337.00             | 524.77          | 33.71              | 7,895.48 |
| Deferred tax on fair valuation of interest free loan             |      | 67.45                | -               | -                  | 67.45    |
| Total comprehensive income for the year ended 31 March 2020      |      |                      |                 |                    |          |
| Profit for the year                                              |      | 1,649.35             | -               | -                  | 1,649.35 |
| Items of other comprehensive income                              |      |                      |                 |                    |          |
| Remeasurement of post-employment benefit obligation (net of tax) |      | 0.74                 | -               | -                  | 0.74     |
| Total comprehensive income for the year 31 March 2020            |      | 9,054.54             | 524.77          | 33.71              | 9,613.02 |

#### Nature and purpose of reserves:

**General Reserve** - The General Reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the General Reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve is not reclassified subsequently to the Statement of Profit and Loss.

**Equity Security Premium** - Securities premium reserve is used to record the premium on issue of equity shares. The reserve is utilised in accordance with the provisions of the Act.

The accompanying notes 1 to 45 form an integral part of these consolidated financial statements.

As per our report of even date attached

#### For B S R & Associates LLP

Chartered Accountants

Firm's Registration No: 116231W/W-100024

#### Jeyur Shah

Partner

Membership No: 045754

Place : Ahmedabad

Date : 29 June 2020

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

Nila Infrastructures Limited

CIN No. : L45201GJ1990PLC013417

#### Manoj B. Vadodaria

Managing Director

DIN : 00092053

#### Prashant H. Sarkhedi

Chief Financial Officer

Place : Ahmedabad

Date : 29 June 2020

#### Kiran B. Vadodaria

Director

DIN : 00092067

#### Dipen Y. Parikh

Company Secretary

Membership no: A24031

Place : Ahmedabad

Date : 29 June 2020

## Consolidated Statement of Cash Flow

for the year ended 31 March 2020

(₹ in lakhs)

| Particulars                                                              | For the year ended<br>31 March 2020 | For the year ended<br>31 March 2019 |
|--------------------------------------------------------------------------|-------------------------------------|-------------------------------------|
| <b>Cash flow from operating activities</b>                               |                                     |                                     |
| Profit before tax                                                        | 2,126.26                            | 2,803.43                            |
| Adjustments for:                                                         |                                     |                                     |
| Depreciation and amortisation expense                                    | 174.65                              | 186.19                              |
| Finance cost                                                             | 1,690.23                            | 1,298.95                            |
| Liabilities no longer required written back                              | (201.42)                            | (55.62)                             |
| Bad debts written off                                                    | 127.22                              | 130.24                              |
| Provision for defect liability expense                                   | 29.55                               | 24.43                               |
| Loss on sale of property, plant and equipments                           | 16.72                               | 41.88                               |
| Interest income                                                          | (938.36)                            | (504.92)                            |
| Intecompany elimination of transaction of jointventure and associates    | (108.24)                            | 172.62                              |
| Provision for loss allowance on trade receivables                        | 108.53                              | 40.00                               |
| <b>Operating profit before working capital changes</b>                   | <b>3,025.14</b>                     | <b>4,137.20</b>                     |
| <b>Changes in working capital adjustments</b>                            |                                     |                                     |
| (Increase) in security deposit given                                     | (205.37)                            | (357.34)                            |
| (Increase) in trade receivables                                          | (3,468.14)                          | 124.77                              |
| (Increase) in other financial assets                                     | (301.61)                            | 54.67                               |
| (Increase) in other assets (current and non-current)                     | (422.28)                            | (3,974.70)                          |
| (Increase)/decrease in inventories                                       | 3,151.45                            | (1,599.09)                          |
| Increase in trade payables                                               | 191.02                              | 604.51                              |
| Increase/(decrease) in other financial liabilities                       | (166.15)                            | 11.59                               |
| Increase in other current liabilities                                    | 1,734.80                            | 305.74                              |
| Increase in provisions                                                   | 0.48                                | 3.67                                |
| <b>Cash generated from / (used in) operations</b>                        | <b>3,539.34</b>                     | <b>(688.98)</b>                     |
| <b>Less: Income taxes paid (net)</b>                                     | <b>(667.07)</b>                     | <b>(1,131.54)</b>                   |
| <b>Net cash flow from operating activities [A]</b>                       | <b>2872.27</b>                      | <b>(1,820.52)</b>                   |
| <b>Cash flow from investing activities</b>                               |                                     |                                     |
| Purchase of property, plant and equipments                               | (83.90)                             | (114.69)                            |
| Loans given to related parties (net)                                     | (1,611.75)                          | (266.92)                            |
| Loans (given)/repaid by others (net)                                     | (99.70)                             | 1,204.80                            |
| Proceeds from sale of property, plant and equipment                      | 1.13                                | 113.79                              |
| Purchase of intangible assets                                            | (0.65)                              | (0.98)                              |
| Proceeds from/(investments) in bank deposits (net)                       | (89.94)                             | 243.52                              |
| Interest income                                                          | 938.36                              | 504.92                              |
| <b>Net cash flow generated from / (used in) investing activities [B]</b> | <b>(946.45)</b>                     | <b>1,684.44</b>                     |
| <b>Cash flow from financing activities</b>                               |                                     |                                     |
| Proceeds/(repayment) of short term borrowings (net)                      | (523.35)                            | 577.26                              |
| Proceeds/(repayment) of borrowings to related parties (net)              | (609.84)                            | 609.84                              |
| (Repayment) of long term borrowings                                      | (4,799.89)                          | (2,520.85)                          |
| Proceeds from long term borrowings                                       | 5,672.28                            | 3,240.59                            |
| Finance costs paid                                                       | (1,677.17)                          | (1,302.66)                          |
| Dividend paid (including corporate dividend tax)                         | -                                   | (522.34)                            |
| <b>Net cash flow generated from financing activities [C]</b>             | <b>(1,937.97)</b>                   | <b>81.84</b>                        |
| <b>Net (decrease) in cash and cash equivalents (A+B+C)</b>               | <b>(12.15)</b>                      | <b>(54.24)</b>                      |
| <b>Cash and cash equivalents at beginning of the year (see note 2)</b>   | <b>79.10</b>                        | <b>133.34</b>                       |
| <b>Cash and cash equivalents at end of the year (see note 2)</b>         | <b>66.95</b>                        | <b>79.10</b>                        |

**Notes:**

- 1 The above statement of Cash Flows has been prepared under "Indirect method" as set out in the Indian Accounting Standard (Ind AS - 7) "Statement of Cash Flows".
- 2 Reconciliation of cash and cash equivalents as per the Standalone Statement of Cash Flows.

Cash and cash equivalents as per above comprise of the following:

(₹ in lakhs)

| Particulars        | For the year ended<br>31 March 2020 | For the year ended<br>31 March 2019 |
|--------------------|-------------------------------------|-------------------------------------|
| Cash on hand       | 0.33                                | 0.44                                |
| Balance with banks | 66.62                               | 78.66                               |
|                    | <b>66.95</b>                        | <b>79.10</b>                        |

- 3 Changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes:

**Reconciliation of liabilities arising from financing activities**

(₹ in lakhs)

| Particulars                                                                                           | As at<br>1 April 2019 | Changes as<br>per standalone<br>statement of<br>cash flow | Non cash<br>changes | As at<br>31 March 2020 |
|-------------------------------------------------------------------------------------------------------|-----------------------|-----------------------------------------------------------|---------------------|------------------------|
| Borrowings (long term borrowings, short term borrowings & current maturities of long term borrowings) | 12,164.93             | (260.80)                                                  | -                   | 11,904.13              |

| Particulars                                                                                           | As at<br>1 April 2018 | Changes as<br>per standalone<br>statement of<br>cash flow | Non cash<br>changes | As at<br>31 March 2019 |
|-------------------------------------------------------------------------------------------------------|-----------------------|-----------------------------------------------------------|---------------------|------------------------|
| Borrowings (long term borrowings, short term borrowings & current maturities of long term borrowings) | 10,258.07             | 1,906.86                                                  | -                   | 12,164.93              |
| Dividend including corporate dividend tax                                                             | -                     | (522.34)                                                  | -                   | -                      |

**For B S R & Associates LLP**

Chartered Accountants

Firm's Registration No: 116231W/W-100024

**Jeyur Shah**

Partner

Membership No: 045754

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

**Nila Infrastructures Limited**

CIN No. : L45201GJ1990PLC013417

**Manoj B. Vadodaria**

Managing Director

DIN : 00092053

**Kiran B. Vadodaria**

Director

DIN : 00092067

**Prashant H. Sarkhedi**

Chief Financial Officer

**Dipen Y. Parikh**

Company Secretary

Membership no: A24031

Place : Ahmedabad

Date : 29 June 2020

Place : Ahmedabad

Date : 29 June 2020

Place : Ahmedabad

Date : 29 June 2020

# Notes forming part of the consolidated financial statements

for the year ended 31 March 2020

## 1. Group overview

Nila Infrastructures Limited ('the Company') is based in Ahmedabad, Gujarat with its Registered Office situated at 1<sup>st</sup> Floor, Sambhav House, Opp. Chief Justice Bungalow, Bodakdev, Ahmedabad - 380015. Nila Infrastructures Limited is a public company incorporated on 26th February, 1990 and listed on BSE (Bombay Stock Exchange of India Limited) and NSE (National Stock Exchange of India Limited). The Company, together with its subsidiaries, joint ventures and associate, collectively referred to as ('the Group') is involved in the construction as well as development infrastructures project. These consolidated financial statements comprise the financial statements of the Company, its subsidiary, joint ventures and the associate.

## 2. Basis of preparation and measurement

### 2.1. Statement of compliance

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

The consolidated financial statements for the year ended 31 March 2020 have been reviewed by audit committee and subsequently approved by Board of Directors at its meetings held on 29 June 2020.

Details of the Group's significant accounting policies are included in note 3.

### 2.2. Functional and presentation currency

These consolidated financial statements are presented in Indian Rupees (₹), which is also the Group's functional currency. All the amounts have been rounded-off to the nearest lakhs, unless otherwise stated

## 2.3 Basis of Measurement

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

| Items                                                   | Measurement basis                                                                                          |
|---------------------------------------------------------|------------------------------------------------------------------------------------------------------------|
| Net defined benefit plans                               | Fair value of plan assets less present value of defined benefit obligation using key actuarial assumptions |
| Land and transferable development rights<br>Receivables | Fair value of land and transferable development rights using applicable market inputs                      |

## 2.4 Use of estimates and judgements

In preparing this consolidated financial statement, management has made judgements, estimates, and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and assumptions are reviewed on an ongoing basis. Revision to accounting estimates are recognized prospectively.

Information about critical judgements in applying accounting policies, as well as estimates and the assumptions that have most significant effect to the carrying amounts of assets and liabilities within the next financial year, are included in the following notes:

Note 3(h) – Evaluation of percentage completion for the purpose of revenue recognition

Note 3 (e) - Identification of the building as an investment property

Note 3 (c) – Useful life used for the purpose of depreciation on property, plant and equipment and investment properties and amortization of intangible assets

Note 3 (f), (j) – Impairment of financial and non-financial assets

Note 3 (q) - Lease classification

Note 3 (g) – Recognition and measurement of defined benefit obligations, key actuarial assumptions

Note 3 (j) – Fair value measurement of financial instruments

Note 3 (k) – Current / deferred tax expense and recognition and evaluation of recoverability of deferred tax assets

Note 3 (m) – Provisions and contingencies

## 2.5 Measurement of fair values

The Group's accounting policies and disclosures requires the measurement of fair values for financial instruments.

The Group has established control framework with respect to the measurement of fair values. The management regularly reviews significant unobservable inputs and valuation adjustments.

Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

**Level 1:** quoted prices(unadjusted) in active markets for identical assets and liabilities.

**Level 2:** inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

**Level 3:** inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or liability, the Group uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entity in the same level of fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group recognizes transfers between the levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information about the assumptions made in measuring fair values is included in the following notes:

Note 5 - Investment property  
Note 38 – Financial instruments

## 3. Significant Accounting Policies

### a) Operating Cycle

All assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle and other criteria set out in Schedule III of the Companies Act, 2013. Operating cycle for project related assets and liabilities is the time start of the project to their

realization in cash or cash equivalents. Operating cycle for all other assets and liabilities has been considered as twelve months.

### b) Basis of consolidation

#### i) Subsidiaries

Subsidiaries are all entities (including structured entities) over which the group has control. The group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. The financial statement of the subsidiaries are included in the consolidated financial statements from the date on which control is transferred/acquired to/by the group and they are deconsolidated from the date the control ceases. The acquisition method of accounting is used to account for business combinations by the group.

The group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealized gains on transactions between group companies are eliminated. Accounting policies of subsidiaries are changed where necessary to ensure consistency with policies adopted by the group.

#### ii) Joint ventures and associate

The Group's interest in equity accounted investees comprises interest in joint ventures and associate.

An associate is an entity in which the Group has significant influence but not control or joint control. A joint venture is an arrangement in which the Group has joint control and has the rights to the net assets of the arrangement, rather than rights to its assets and obligations for its liabilities.

Interests in joint ventures and associates are accounted for using the equity method. They are initially recognized at cost. Subsequent to initial recognition, the consolidated financial statements include the Group's share of profit and loss and other comprehensive income of equity

accounted investees until the date on which the significant influence or joint control ceases.

When the Group's share of losses in any equity accounted investments equals or exceeds its interest in an entity; the Group does not recognize further losses, unless it has incurred obligations or made payments on behalf of other entity.

iii) Equity method

Under the equity method of accounting, the investments are initially recognized at cost and adjusted thereafter to recognize the Group's share of post-acquisition profits or losses of the investee in profit and loss, and the Group's share of other comprehensive income of the investee in other comprehensive income.

When the Group's share of loss in equity-accounted investment equals or excess its interest in the entity, including any other unsecured long term receivables, the Group does not recognize further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealised gains on transactions between the Group and its associates and joint ventures are eliminated to the extent of the Groups interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of assets transferred. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Group.

iv) Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealized income and expenses arising from intra-group transactions, are eliminated in full while preparing these consolidated financial statements. Unrealised gains or losses arising from transactions with equity accounted investees are eliminated against the investment to the extent of the Group's interest in the investee. Deferred tax asset or liability is created on any temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

c) Property, plant and equipment

Recognition and measurement

Items of property, plant and equipment are measured at cost, which includes capitalized borrowing costs, less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price, including non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment. Any gain or loss on disposal of an item of property, plant and equipment is recognized in the Statement of Profit and Loss.

Subsequent measurement

Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the Group.

Depreciation

Depreciation is being provided on a pro-rata basis on the 'Straight Line Method' over the estimated useful lives of the assets as prescribed under Part C of Schedule II to the Companies Act, 2013. The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate. Advances given towards acquisition of property, plant and equipment outstanding at each Balance Sheet date are disclosed as other non-current assets.

Derecognition

The carrying amount of an item of property, plant and equipment is derecognized on disposal or when no future economic benefits are expected from its use or disposal. The consequential gain or loss is measured as the difference between the net disposal proceeds and the carrying amount of the item and is recognized in the Statement of Profit and Loss.

#### d) Intangible assets and amortisation

Intangible assets are carried at cost less accumulated amortization and impairment losses, if any. The cost of an intangible asset comprises of its purchase price, including any import duties and other taxes (other than those subsequently recoverable from the taxing authorities), and any directly attributable expenditure on making the asset ready for its intended use.

##### Subsequent Expenditure

Subsequent expenditure is capitalized only when it increases the future economic benefits associated with the expenditure will flow to the Group. All other expenditure is recognized in the Statement of Profit and Loss as incurred

##### Amortisation

Intangible assets are amortized on a straight - line basis (pro-rata from the date of additions) over estimated useful life of four years.

##### Derecognition

The carrying amount of an intangible asset is derecognized on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the derecognition of an intangible assets are measured as the difference between the net disposal proceeds and the carrying amount of intangible assets and is recognized in the Statement of Profit and Loss account

#### e) Investment Property

Investment property is property held either to earn rental income or for capital appreciation or for both, but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes.

##### Recognition and measurement

Upon initial recognition, an investment property is measured at cost. Subsequent to initial recognition, investment property is measured at cost less accumulated depreciation and accumulated impairment losses, if any.

##### Depreciation

Depreciation is being provided on a pro-rata basis on the 'Straight Line Method' over the

estimated useful lives of the assets as prescribed under Part C of Schedule II to the Companies Act, 2013. The residual values, useful lives and methods of depreciation of investment properties equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

##### Fair value disclosure

The fair values of investment property is disclosed in the notes. Fair values is determined by an independent valuer who holds a recognized and relevant professional qualification and has recent experience in the location and category of the investment property being valued.

Any gain or loss on disposal of an investment property is recognized in Statement of Profit and Loss.

#### f) Impairment of non-financial assets

Non-financial assets of the Group, other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

An impairment loss is recognized if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognized in the Statement of Profit and Loss. Impairment loss recognized in respect of a CGU is allocated to reduce the carrying amounts of the other assets of the CGU (or group of CGUs) on a pro rata basis.

## g) Employee benefits

### Short term employee benefits

Short term employee benefit obligations are measured on an undiscounted expenses and are expensed as the related services are provided. A liability is recognized for the amount expected to be paid, if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

### Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. The Group makes specified monthly contributions towards government administered schemes. Obligations for contributions to defined contribution plans are recognized as an employee benefit expense in the Statement of Profit and Loss in the periods during which the services are rendered by the employees.

### Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than defined contribution plan. The Group's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligations is performed periodically by an independent qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Group, the recognized asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan.

To calculate the present value of economic benefits, consideration is given to any applicable minimum funding requirements.

Remeasurement of the net defined benefit liability, which comprise actuarial gains and losses and the return on plan assets (excluding interest) and the effect of the asset ceiling (if any,

excluding interest), are recognized immediately in other comprehensive income (OCI). Net interest expense (income) on the net defined liability (assets) is computed by applying the discount rate, used to measure the net defined liability (asset). Net interest expense and other expenses related to defined benefit plans are recognized in Statement of Profit and Loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognized immediately in Statement of Profit and Loss. The Group recognizes gains and losses on the settlement of a defined benefit plan when the settlement occurs.

### Other long-term employee benefits

The Group's net obligation in respect of long-term employee benefits other than post-employment benefits is the amount of future benefits that employees have earned in return for their service in the current and prior periods; that benefits is discounted to determine its present value, and the fair value of any related assets is deducted. The obligation is measured on the basis of an annual independent actuarial valuation using the projected unit credit method. Remeasurements gains or losses are recognized in the Statement of Profit and Loss in the period in which they arise.

## h) Revenue recognition

### (i) Construction and infrastructure contracts

Performance obligations with reference to construction and infrastructure contracts are satisfied over the period of time, and accordingly, revenue from such contracts is recognized based on progress of performance determined using input method with reference to the cost incurred on contract and their estimated total contract costs. Revenue is adjusted towards liquidated damages, time value of money and price variations/escalation, wherever, applicable. Variation in contract work and other claims are included when it is highly probable that significant reversal will not occur and it can be measured reliably and it is agreed with customers.

Estimates of revenue and costs are reviewed periodically and revised, wherever circumstances change, resulting increases

or decreases in revenue determination, is recognized in the period in which estimates are revised.

The Group evaluates whether each contract consists of a single performance obligation or multiple performance obligations. Where the Group enters into multiple contracts with the same customer, the Group evaluates whether the contract is to be combined or not by evaluating various factors as prescribed in the standard.

## (ii) Land and transferrable development rights

Revenue from contracts for sale of land and transferrable development rights is recognised at a point in time when control is transferred to the customer and it is probable that consideration will be collected. This is usually deemed to be legal completion as this is the point at which the Group has an enforceable right to payment. Revenue from sale of land and transferrable development rights is measured at the transaction price specified in the contract with the customer.

### Contract balances

#### Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer e.g. unbilled revenue. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset i.e. unbilled revenue is recognised for the earned consideration that is conditional.

#### Trade receivables

A receivable represents the Group's right to an amount of consideration that is unconditional i.e. only the passage of time is required before payment of consideration is due.

#### Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. Contract liabilities are recognised as revenue when the Group performs under the contract.

## (iii) Lease rental income

Lease income from operating leases shall be recognised in income on a straight line basis over the lease term, unless another systematic basis is more representative of the time pattern in which use benefit derived from the leased asset is diminished. Income from leasing of commercial complex is recognised on an accrual basis in accordance with lease agreements. Refer note 3 (q) for accounting policy on leases.

## i) Other income

Interest income from financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to the asset's net carrying amount on initial recognition.

Dividend income and share of profit in LLP is recognised when the right to receive the same is established, it is probable that the economic benefits associated with the dividend will flow to the Group and amount can be measured reliably.

## j) Financial instrument

### Financial assets

#### Classification

The Group classifies financial assets as subsequently measured at amortized cost, fair value through other comprehensive income or fair value through profit and loss on the basis of its business model for managing the financial assets and the contractual cash flow characteristics of the financial assets.

#### Initial recognition and measurement

On initial recognition, a financial asset is recognized at fair value, in case of financial assets which are recognized at fair value through the Statement of Profit and Loss (FVTPL), its transaction cost are recognized in the Statement of Profit and Loss. In other case, the transaction costs are attributed to the acquisition value of the financial asset.

### Subsequent measurement and gains and losses

Financial assets are subsequently classified as measured at

- Financial assets at amortized cost: These assets are subsequently measured at amortized cost using the effective interest method. The amortized cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment is reconized in the 3.
- Fair value through profit and loss (FVTPL): These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognized in the Statement of Profit and Loss.
- Fair value through other comprehensive income (FVOCI): These assets are subsequently measured at fair value. Dividends are recognized as income in the Statement of Profit and Loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains or losses are recognized in OCI and are not reclassified to the Statement of Profit and Loss.

Financial assets are not reclassified subsequent to their recognition, except if and in the period the Group changes its business model for managing financial assets.

### Trade receivables and loans

Trade receivables and loans are initially recognized at fair value when they are originated. Subsequently, these assets are held at amortized cost, using the effective interest rate (EIR) method net of any expected credit losses. The EIR is the rate that discounts estimated future cash income through the expected life of financial instrument.

### Equity instrument

All investments in equity instruments classified under financial assets are initially measured at fair value, the Group may, on initial recognition, irrevocably elect to measure the same either at FVOCI or FVTPL. The Group makes such election on an instrument-by-instrument basis. Fair value changes on an equity instrument is recognized as other income in the Statement of Profit and

Loss unless the Group has elected to measure such instrument at FVOCI. Fair value changes excluding dividends, on an equity instrument measured at FVOCI are recognized in OCI. Amounts recognized in OCI are not subsequently reclassified to the Statement of Profit and Loss. Dividend income on the investments in equity instruments are recognized as 'other income' in the Statement of Profit and Loss.

### Derecognition

A financial asset (or, where applicable, a part of the financial asset) is primarily derecognized when:

- a) The right to receive cash flows from the asset have expired; or
- b) The Group has transferred substantially all the risks and rewards of the asset; or
- c) The Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

### Impairment of financial assets

Expected credit losses are recognized for all financial assets subsequent to initial recognition other than financial assets in FVTPL category. For financial assets other than trade receivables, as per Ind AS 109, the Company recognizes 12 month expected credit losses for all originated or acquired financial assets if at the reporting date the credit risk of the financial asset has not increased significantly since its initial recognition. The expected credit losses are measured as lifetime expected credit losses if the credit risk on financial asset increases significantly since its initial recognition. The Company's trade receivables do not contain significant financing component and loss allowance on trade receivables is measured at an amount equal to life time expected losses i.e. expected cash shortfall. The impairment losses and reversals are recognized in Statement of Profit and Loss.

### Financial liabilities

#### Initial recognition and measurement

Financial liabilities are recognized when the Group becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortized cost

unless at initial recognition, they are classified as fair value through profit and loss. In case of trade payables, they are initially recognized at fair value and subsequently, these liabilities are held at amortized cost, using the effective interest method.

#### Subsequent measurement

Financial liabilities are subsequently measured at amortized cost using the EIR method. Financial liabilities carried at fair value through Statement of Profit and Loss are measured at fair value with all changes in fair value recognized in the Statement of Profit and Loss.

#### Derecognition

A financial liability is derecognized when the obligation specified in the contract is discharged, cancelled or expires.

#### Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet date if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle them on net basis or to realize the assets and settle the liabilities simultaneously.

### k) Income taxes

Income tax comprises of current and deferred tax. It is recognized in the Statement of Profit and Loss except to the extent that it relates to an item recognized directly in equity or in OCI.

#### Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes.

It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date. Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognized amounts, and it is intended to realize the asset and settle the liability on a net basis or simultaneously.

#### Deferred tax

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognized in respect of carried forward tax losses and tax credits. Deferred tax assets are recognized to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available.

Minimum Alternate Tax (MAT) eligible for set off in subsequent years (as per tax laws), is recognized as an asset by way of credit to the restated standalone summary Statement of Profit and Loss only if there is convincing evidence that sufficient taxable profit will be available against which the unused tax losses or unused tax credits can be utilized by the Group. At each balance sheet date, the carrying amount of deferred tax in relation to MAT credit entitlement receivable is reviewed to reassure realization.

### l) Inventories

Inventory comprises of land and transferable development rights. Land and transferable development rights are valued at lower of cost or net realizable value. Cost includes cost of land, land development rights, acquisition of tenancy rights, materials, services, borrowing cost and other related overhead as the case may be. In the case of acquisition of land for development and construction, the rights are acquired from the owners of the land and the conveyance and registration thereof will be executed between the original owners and the ultimate purchasers as per trade practice. As a result, in the immediate period, generally, the land is not registered in the name of the Group.

#### Project inventories

Inventories of project materials are valued at cost or net realizable value whichever is less. Cost is arrived at on weighted average method (WAM) basis.

#### Work-in-progress

#### Construction and development of Infrastructure project:

Cost incurred for the contract that relate to future activity of the contract, such contract

cost are recognized as an asset provided it is probable that they will be recovered. Such costs represent an amount due from the customer and are often classified as Contract work in progress which is valued at cost or net realizable value whichever is less.

#### m) Provisions and contingencies

A provision is recognized if, as a result of past events, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

The unwinding of the discount is recognized as finance cost. Expected future operating losses are not provided for.

Contingent liabilities are disclosed in the Notes to the Consolidated Financial Statements. Contingent liabilities are disclosed for:

- i. possible obligations which will be confirmed only by future events not wholly within the control of the Group, or
- ii. present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

#### n) Borrowing Cost

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings to the extent they are regarded as an adjustment to the interest cost.

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

Borrowing costs, if any, 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, if any. All other borrowing costs are expensed in the period in which they occur.

#### o) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM) of the Group. The CODM is responsible for allocating resources and assessing performance of the operating segments of the Group. For the disclosure on reportable segments see Note 34.

#### p) Cash and cash equivalents

Cash and Cash equivalents for the purpose of Cash Flow Statement comprise cash and cheques in hand, bank balances, demand deposits with banks where the original maturity is three months or less and other short term highly liquid.

#### q) Leases

##### Asset given under lease

In respect of assets provided on finance leases, amount due from lessees are recorded as receivables at the amount of the Group's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Group's net investment outstanding in respect of the leases. In respect of assets given on operating lease, lease rentals are accounted on accrual basis in accordance with the respective lease agreements.

##### Asset held under lease

Leases of property, plant and equipment that transfer substantially all the risks and rewards of ownership are classified as finance leases. All the other leases are classified as operating leases. For finance lease, the leased assets are measured initially at an amount equal to the lower of their fair value and the present value of minimum lease payments. Subsequent to the initial recognition, the assets are accounted for in accordance with the accounting policy applicable to similar owned assets.

Assets held under operating leases are neither recognized in (in case the Group is lessee) nor derecognized (in case the Group is lessor) from the Group's balance sheet.

## Lease payments

Payments made under operating leases are generally recognized in the Statement of Profit and Loss on a straight line basis over the term of lease unless such payments are structured to increase in line with the expected general inflation to compensate for the lessor's expected inflationary cost increases. Lease incentives received are recognized as an integral part of the total lease expense over the term of lease.

## Policy applicable after 1 April 2019 under Ind AS 116

Effective 1 April 2019, the Company has adopted Ind AS 116 Leases which introduces single accounting model and requires a lessee to recognise assets and liabilities for all leases subject to recognition exemptions. The Company adopted Ind AS 116 Leases using modified retrospective approach and practical expedients. Accordingly, the comparative information presented for the year ended 31 March 2019 is presented as previously reported under Ind AS 17 Leases.

At the inception of a contract, the Company assesses whether a contract is or contains, a lease. A contract is, or contains a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange of consideration. To assess whether a contract conveys the right to control the use of an asset the Company assesses whether:

- The contract involves the use of an identified asset – this may be specified explicitly or implicitly, and should be physically distinct or represent substantially all of the capability of a physical distinct asset. If the supplier has a substantive substitution right, then the asset is not identified.
- The Company has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and
- The Company has the right to direct the use of the asset. The Company has this right when it has the decision making rights that are most relevant to changing how and for what purpose the asset is used.

## As a Lessee

### Right of use Asset

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. At the commencement date, a lessee shall measure the right-of-use asset at cost which comprises initial measurement of the lease liability, any lease payments made at or before the commencement date, less any lease incentives received, any initial direct costs incurred by the lessee; and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

### Lease Liability

At the commencement date, a lessee shall measure the lease liability at the present value of the lease payments that are not paid at that date. The lease payments shall be discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the lessee shall use the lessee's incremental borrowing rate.

### Short-term lease and leases of low-value assets

The Company has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of less than 12 months or less and leases of low-value assets, including IT Equipment. The Company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

The election for short-term leases shall be made by class of underlying asset to which the right of use relates. A class of underlying asset is a grouping of underlying assets of a similar nature and use in Company's operations. The election for leases for which the underlying asset is of low value can be made on a lease-by-lease basis.

## r) Earnings per share

Basic earnings per share is computed by dividing the net profit for the year attributable to the equity shareholders of the Group by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year and for all the years presented is adjusted for events

such as bonus shares, other than conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

**s) Foreign currency transactions**

Transactions in foreign currencies are translated into the respective functional currencies of the Group at the exchange rates as at the date of transaction or at an average rate if the average rate approximates the actual rate at the date of transaction.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of transaction. Exchange differences are recognized in the Statement of Profit and Loss.

**t) Recent accounting pronouncement**

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from April 01, 2020.

**Note 4**  
**Property, plant and equipment**

| Particulars            | Gross block              |              |              | Depreciation              |               |              | Net block                 |
|------------------------|--------------------------|--------------|--------------|---------------------------|---------------|--------------|---------------------------|
|                        | As at<br>1 April<br>2019 | Additions    | Disposal     | As at<br>31 March<br>2020 | For the year  | Disposal     | As at<br>31 March<br>2020 |
| Freehold land          | 10.73                    | -            | -            | 10.73                     | -             | -            | 10.73                     |
| Building               | 131.77                   | -            | 3.09         | 128.68                    | 2.32          | 0.21         | 120.85                    |
| Plant and machinery    | 197.84                   | 2.97         | 14.96        | 185.85                    | 15.72         | 3.25         | 136.51                    |
| Furniture and fixtures | 63.47                    | 0.71         | 0.22         | 63.96                     | 8.86          | 0.07         | 24.11                     |
| Computer equipment     | 9.98                     | 1.35         | 3.98         | 7.35                      | 2.44          | 3.25         | 4.39                      |
| Vehicles               | 561.69                   | 77.55        | 2.97         | 636.27                    | 75.65         | 1.84         | 364.88                    |
| Electrification        | 5.70                     | -            | 1.36         | 4.34                      | 0.77          | 1.29         | 1.34                      |
| Office equipments      | 33.57                    | 1.32         | 6.25         | 28.64                     | 6.25          | 5.07         | 17.55                     |
| <b>Total</b>           | <b>1,014.75</b>          | <b>83.90</b> | <b>32.83</b> | <b>1,065.82</b>           | <b>112.01</b> | <b>14.98</b> | <b>680.36</b>             |

| Particulars            | Gross block              |               |               | Depreciation              |               |              | Net block                 |
|------------------------|--------------------------|---------------|---------------|---------------------------|---------------|--------------|---------------------------|
|                        | As at<br>1 April<br>2018 | Additions     | Disposal      | As at<br>31 March<br>2019 | For the year  | Disposal     | As at<br>31 March<br>2019 |
| Freehold land          | 10.73                    | -             | -             | 10.73                     | -             | -            | 10.73                     |
| Building               | 131.77                   | -             | -             | 131.77                    | 2.32          | -            | 126.05                    |
| Plant and machinery    | 260.69                   | 43.51         | 106.36        | 197.84                    | 21.71         | 21.40        | 160.97                    |
| Furniture and fixtures | 57.75                    | 6.92          | 1.20          | 63.47                     | 11.77         | 1.13         | 32.42                     |
| Computer equipment     | 10.08                    | 5.24          | 5.34          | 9.98                      | 2.83          | 4.76         | 6.21                      |
| Vehicles               | 631.14                   | 43.12         | 112.57        | 561.69                    | 86.24         | 43.26        | 364.11                    |
| Electrification        | 5.70                     | -             | -             | 5.70                      | 1.09          | -            | 2.18                      |
| Office equipments      | 23.01                    | 15.92         | 5.36          | 33.57                     | 5.39          | 4.52         | 23.66                     |
| <b>Total</b>           | <b>1,130.89</b>          | <b>114.71</b> | <b>230.83</b> | <b>1,014.77</b>           | <b>131.35</b> | <b>75.07</b> | <b>726.33</b>             |

Refer note 17 - For information on property, plant and equipment pledged as security by the Company

## Note 5

### Investment properties

(₹ in lakhs)

| Particulars | Gross block        |           |      |                     | Depreciation       |              |           |                     | Net block           |
|-------------|--------------------|-----------|------|---------------------|--------------------|--------------|-----------|---------------------|---------------------|
|             | As at 1 April 2019 | Additions | Sale | As at 31 March 2020 | As at 1 April 2019 | For the year | deduction | As at 31 March 2020 | As at 31 March 2020 |
| Building    | 2,600.76           | -         | -    | 2,600.76            | 155.50             | 62.24        | -         | 217.74              | 2,383.02            |
| Total       | 2,600.76           | -         | -    | 2,600.76            | 155.50             | 62.24        | -         | 217.74              | 2,383.02            |

(₹ in lakhs)

| Particulars | Gross block        |           |      |                     | Depreciation       |              |           |                     | Net block           |
|-------------|--------------------|-----------|------|---------------------|--------------------|--------------|-----------|---------------------|---------------------|
|             | As at 1 April 2018 | Additions | Sale | As at 31 March 2019 | As at 1 April 2018 | For the year | deduction | As at 31 March 2019 | As at 31 March 2019 |
| Building    | 2,600.76           | -         | -    | 2,600.76            | 100.80             | 54.70        | -         | 155.50              | 2,445.26            |
| Total       | 2,600.76           | -         | -    | 2,600.76            | 100.80             | 54.70        | -         | 155.50              | 2,445.26            |

### Information regarding income and expenditure of Investment properties

| Particulars                                                       | Year Ended 31 March 2020 | Year Ended 31 March 2019 |
|-------------------------------------------------------------------|--------------------------|--------------------------|
| Rental income derived from investment properties                  | 77.33                    | 272.41                   |
| Direct operating expenses                                         | 21.13                    | 21.44                    |
| Profit arising from investment properties                         | 56.20                    | 250.97                   |
| Less : depreciation                                               | 62.24                    | 54.70                    |
| Profit arising from investment properties before indirect expense | (6.04)                   | 196.27                   |

### Fair value of the investment properties are as under:

(₹ in lakhs)

| Particulars                         | Building |
|-------------------------------------|----------|
| Balance as at 1 April 2018          | 6,000.26 |
| Fair value decrease during the year | 12.26    |
| Balance as at 31 March 2019         | 5,988.00 |
| Fair value decrease during the year | 90.00    |
| Balance as at 31 March 2020         | 5898.00  |

### Measurement of fair value of investment properties:

#### A. Fair value hierarchy:

The fair value of investment properties has been determined by external independent property valuers, having appropriate recognised professional qualification and recent experience in the location and category of properties being valued.

The fair value measurement of the investment properties has been categorised as Level 3 fair value based on the inputs to the valuation techniques used.

**B. Fair valuation technique**

| Particulars | Valuation technique |
|-------------|---------------------|
| Building    | Market Approach     |

Refer note 17 - For information on investment properties pledged as security by the Company

Refer note 36 - For disclosure of operating lease

**Note 6**
**Intangible assets**

(₹ in lakhs)

| Particulars  | Gross block        |             |          |                     | Amortisation       |              |           |                     | Net block           |  |
|--------------|--------------------|-------------|----------|---------------------|--------------------|--------------|-----------|---------------------|---------------------|--|
|              | As at 1 April 2019 | Additions   | Sale     | As at 31 March 2020 | As at 1 April 2019 | For the year | deduction | As at 31 March 2020 | As at 31 March 2020 |  |
| Software     | 0.98               | 0.65        | -        | 1.63                | 0.16               | 0.40         | -         | 0.56                | 1.07                |  |
| <b>Total</b> | <b>0.98</b>        | <b>0.65</b> | <b>-</b> | <b>1.63</b>         | <b>0.16</b>        | <b>0.40</b>  | <b>-</b>  | <b>0.56</b>         | <b>1.07</b>         |  |

| Particulars  | Gross block        |             |          |                     | Amortisation       |              |           |                     | Net block           |  |
|--------------|--------------------|-------------|----------|---------------------|--------------------|--------------|-----------|---------------------|---------------------|--|
|              | As at 1 April 2018 | Additions   | Sale     | As at 31 March 2019 | As at 1 April 2018 | For the year | deduction | As at 31 March 2019 | As at 31 March 2019 |  |
| Software     | -                  | 0.98        | -        | 0.98                | -                  | 0.16         | -         | 0.16                | 0.82                |  |
| <b>Total</b> | <b>-</b>           | <b>0.98</b> | <b>-</b> | <b>0.98</b>         | <b>-</b>           | <b>0.16</b>  | <b>-</b>  | <b>0.16</b>         | <b>0.82</b>         |  |

**Note 7**
**Investment**

(₹ in lakhs)

| Particulars                                                                                                     | As at 31 March 2020 | As at 31 March 2019 |
|-----------------------------------------------------------------------------------------------------------------|---------------------|---------------------|
| <b>Investments in joint ventures (at cost)</b>                                                                  |                     |                     |
| Kent Residential & Industrial Park LLP ( 50% share of profit)                                                   | -                   | -                   |
| <b>Investments in equity shares of joint venture (at cost)</b>                                                  |                     |                     |
| 5,000 (31 March 2019 : 5,000) equity shares of Romanovia Industrial Park Pvt. Ltd. of ₹ 10/- each fully paid up | 417.27              | 468.26              |
| <b>Investments in equity shares of associate (at cost)</b>                                                      |                     |                     |
| 3,400 (31 March 2019 : 3,400) equity shares of Vyapnila Terminals (Modasa) Pvt. Ltd. of ₹ 10/- each             | 0.92                | 0.45                |
| <b>Equity contribution in associate (at cost)</b>                                                               |                     |                     |
| 3,400 (31 March 2019 : 3,400) equity shares of Vyapnila Terminals (Modasa) Pvt. Ltd. of ₹ 10/- each             | 195.39              | -                   |
|                                                                                                                 | <b>613.58</b>       | <b>468.71</b>       |
| <b>Total investment in associate and joint venture</b>                                                          | <b>613.58</b>       | <b>468.71</b>       |
| <b>Other investments</b>                                                                                        |                     |                     |
| National saving certificate                                                                                     | 0.15                | 0.14                |
| <b>Total other investments</b>                                                                                  | <b>0.15</b>         | <b>0.14</b>         |
| <b>Total</b>                                                                                                    | <b>613.73</b>       | <b>468.85</b>       |

| Particulars                            | Book value             |                        |
|----------------------------------------|------------------------|------------------------|
|                                        | As at<br>31 March 2020 | As at<br>31 March 2019 |
| Aggregate value of unquoted investment | 613.73                 | 468.85                 |
| Aggregate value of quoted investment   | -                      | -                      |
|                                        | 613.73                 | 468.85                 |

#### Note 8

##### Loans

(₹ in lakhs)

| Particulars                                | As at<br>31 March 2020 | As at<br>31 March 2019 |
|--------------------------------------------|------------------------|------------------------|
| <b>Non-current loans</b>                   |                        |                        |
| (Unsecured, considered good)               |                        |                        |
| Loans to related party (refer note 32)     |                        |                        |
| - to joint venture companies and associate | 6,251.71               | 4,676.54               |
| Security and other deposits                | 1,229.04               | 1,022.77               |
|                                            | 7,480.75               | 5,699.31               |
| <b>Current loans</b>                       |                        |                        |
| (Unsecured, considered good)               |                        |                        |
| Loans                                      |                        |                        |
| - to employees                             | 16.37                  | 17.27                  |
| - to others                                | 100.30                 | 0.60                   |
| Security and other deposits                | 0.75                   | 0.75                   |
|                                            | 117.42                 | 18.62                  |
| <b>Total</b>                               | <b>7,598.17</b>        | <b>5,717.93</b>        |

Refer note 38 - Financial instruments, fair values and risk measurement

#### Note 9

##### Other financial assets

(₹ in lakhs)

| Particulars                       | As at<br>31 March 2020 | As at<br>31 March 2019 |
|-----------------------------------|------------------------|------------------------|
| <b>Non-current</b>                |                        |                        |
| Margin money deposits with bank   | 470.18                 | 327.69                 |
| Accrued interest on term deposits | -                      | 2.62                   |
| Fixed deposit with bank           | 38.49                  | 35.94                  |
| Retention money receivables       | 0.05                   | 0.05                   |
|                                   | 508.72                 | 366.30                 |
| <b>Current</b>                    |                        |                        |
| Other receivables                 | 301.68                 | -                      |
|                                   | 301.68                 | -                      |
| <b>Total</b>                      | <b>810.40</b>          | <b>366.30</b>          |

Refer note 38 - Financial instruments, fair values and risk measurement

**Note 10**
**Other current assets**

(₹ in lakhs)

| Particulars                                 | As at<br>31 March 2020 | As at<br>31 March 2019 |
|---------------------------------------------|------------------------|------------------------|
| Contract assets                             |                        |                        |
| - Land and transferrable development rights | 3,479.60               | 3,978.11               |
| - Unbilled revenue                          | 5,094.43               | 4,602.55               |
| Advance to vendors                          | 1,225.04               | 840.64                 |
| Prepaid expenses                            | 138.32                 | 99.62                  |
| Balances with government authorities        | -                      | -                      |
| - Goods and service tax receivable          | 481.90                 | 469.51                 |
| - VAT receivable                            | -                      | 3.42                   |
| - Others                                    | -                      | 0.08                   |
| Lease equalisation                          | -                      | 3.08                   |
| <b>Total</b>                                | <b>10,419.29</b>       | <b>9,997.01</b>        |

Refer note 38 - Financial instruments, fair values and risk measurement

**Note 11**
**Other income tax assets (net)**

(₹ in lakhs)

| Particulars                                       | As at<br>31 March 2020 | As at<br>31 March 2019 |
|---------------------------------------------------|------------------------|------------------------|
| Non-current                                       |                        |                        |
| Advance payment of tax (net of provision for tax) | 84.66                  | 9.05                   |
|                                                   | 84.66                  | 9.05                   |
| Current                                           |                        |                        |
| Advance payment of tax (net of provision for tax) | 2.77                   | -                      |
|                                                   | 2.77                   | -                      |
| <b>Total</b>                                      | <b>87.43</b>           | <b>9.05</b>            |

**Note 12**
**Inventories**

(₹ in lakhs)

| Particulars                   | As at<br>31 March 2020 | As at<br>31 March 2019 |
|-------------------------------|------------------------|------------------------|
| Construction material on hand | 221.42                 | 379.12                 |
| Work in progress              | 2,832.55               | 2,469.71               |
| Land                          | 1,795.76               | 5,152.35               |
| <b>Total</b>                  | <b>4,849.73</b>        | <b>8,001.18</b>        |

Refer note 3 (I) for accounting policy on inventories.

**Note 13****Trade receivables**

(₹ in lakhs)

| Particulars                                                    | As at<br>31 March 2020 | As at<br>31 March 2019 |
|----------------------------------------------------------------|------------------------|------------------------|
| <b>Related parties</b>                                         |                        |                        |
| Unsecured, considered good                                     | 203.47                 | 563.28                 |
| <b>Other than related parties</b>                              |                        |                        |
| Unsecured, considered good                                     | 6,208.37               | 2,616.17               |
| Unsecured, trade receivables in which credit risk is increased | 148.53                 | 40.00                  |
| Less:- Provision for loss allowance on trade receivables       | (148.53)               | (40.00)                |
| <b>Total</b>                                                   | <b>6,411.84</b>        | <b>3,179.45</b>        |

Refer note 38 - Financial instruments, fair values and risk measurement

Includes retention money receivable amounting to ₹ 969.64 lakhs (31 March 2019 - ₹1153.73 lakhs)

**Note 14****Cash and bank balances**

(₹ in lakhs)

| Particulars                                                           | As at<br>31 March 2020 | As at<br>31 March 2019 |
|-----------------------------------------------------------------------|------------------------|------------------------|
| <b>Cash and cash equivalents</b>                                      |                        |                        |
| <b>Balance with banks</b>                                             |                        |                        |
| - Balance in current account                                          | 66.62                  | 78.66                  |
| Cash on hand                                                          | 0.33                   | 0.44                   |
|                                                                       | <b>66.95</b>           | <b>79.10</b>           |
| <b>Other bank balances</b>                                            |                        |                        |
| Deposits with original maturity over 3 months but less than 12 months | 9.09                   | 9.05                   |
| Margin money deposits with bank                                       | 492.03                 | 544.62                 |
| Unpaid dividend account *                                             | 59.03                  | 71.05                  |
|                                                                       | <b>560.15</b>          | <b>624.72</b>          |
| <b>Total</b>                                                          | <b>627.10</b>          | <b>703.82</b>          |

Refer note 38 - Financial instruments, fair values and risk measurement

\* The Company can utilise these balances only towards payment of dividend.

**Note 15****Equity share capital**

(₹ in lakhs)

| Particulars                                                                        | As at<br>31 March 2020 | As at<br>31 March 2019 |
|------------------------------------------------------------------------------------|------------------------|------------------------|
| <b>Authorised share capital</b>                                                    |                        |                        |
| 500,000,000 (31 March 2018 : 500,000,000) Equity shares of ₹1/- each               | 5,000.00               | 5,000.00               |
| <b>Issued, Subscribed and Paid-up Capital</b>                                      |                        |                        |
| 393,889,200 (31 March 2018 : 393,889,200) Equity shares of ₹1/- each fully paid up | 3,938.89               | 3,938.89               |
| <b>Total</b>                                                                       | <b>3,938.89</b>        | <b>3,938.89</b>        |

**A. Reconciliation of number of equity shares**

(₹ in lakhs)

| Particulars                             | As at 31 March 2020 |          | As at 31 March 2019 |          |
|-----------------------------------------|---------------------|----------|---------------------|----------|
|                                         | Numbers             | in lakhs | Numbers             | in lakhs |
| Balance as at the beginning of the year | 39,38,89,200        | 3,938.89 | 39,38,89,200        | 3,938.89 |
| Issued during the year                  | -                   | -        | -                   | -        |
| Balance as at the end of the year       | 39,38,89,200        | 3,938.89 | 39,38,89,200        | 3,938.89 |

**B. Terms / rights attached to Equity shares**

The company has single class of equity shares having a par value of ₹ 1 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

**C. Details of shareholders holding more than 5% shares in the company**

| Name of Shareholders                 | As at 31 March 2020 |           | As at 31 March 2019 |           |
|--------------------------------------|---------------------|-----------|---------------------|-----------|
|                                      | Number of Shares    | % holding | Number of Shares    | % holding |
| Equity shares of ₹ 1 each fully paid |                     |           |                     |           |
| Mr. Manoj B. Vadodaria               | 5,31,54,712         | 13.49     | 5,31,54,712         | 13.49     |
| Mrs. Nila M. Vadodaria               | 4,39,55,267         | 11.16     | 4,39,55,267         | 11.16     |
| Mrs. Alpa K. Vadodaria               | 3,68,00,000         | 9.34      | 3,68,00,000         | 9.34      |
| Mr. Kiran B. Vadodaria               | 3,86,08,100         | 9.80      | 3,86,08,100         | 9.80      |
| Mr. Deep S. Vadodaria                | 3,17,52,108         | 8.06      | 3,17,52,108         | 8.06      |

D. During last 5 years immediately preceding reporting date, the Group has not allotted any (a) Bonus Shares or (b) Shares issued for consideration other than cash.

E. During last 5 years immediately preceding reporting date, the Group has not bought back any class of shares.

**Note 16**
**Other Equity**

(₹ in lakhs)

| Particulars                  | As at 31 March 2020 | As at 31 March 2019 |
|------------------------------|---------------------|---------------------|
| Reserves & Surplus           |                     |                     |
| (i) Retained earnings        | 9,054.54            | 7,337.00            |
| (ii) Equity security premium | 33.71               | 33.71               |
| (iii) General reserve        | 524.77              | 524.77              |
| <b>Total</b>                 | <b>9,613.02</b>     | <b>7,895.48</b>     |

| Particulars                                                                 | As at<br>31 March 2020 | As at<br>31 March 2019 |
|-----------------------------------------------------------------------------|------------------------|------------------------|
| (i) Retained earnings                                                       |                        |                        |
| Profit & loss opening balance                                               | 7,337.00               | 5,833.78               |
| Profit during the year                                                      | 1,649.35               | 2,001.25               |
| Deferred tax on fair valuation of interest free loan                        | 67.45                  |                        |
|                                                                             | 9,053.80               | 7,835.03               |
| Appropriation                                                               |                        |                        |
| Final equity dividend at ₹ 0.11 per share (31 March 2019: ₹ 0.10 per share) | -                      | (433.28)               |
| Tax on equity dividend                                                      | -                      | (89.06)                |
|                                                                             | -                      | (522.34)               |
| Items of other comprehensive income (net of tax)                            |                        |                        |
| Remeasurement of post-employment benefit obligation (net of tax)            | 0.74                   | 24.31                  |
|                                                                             | 0.74                   | 24.31                  |
| <b>Total</b>                                                                | <b>9,054.54</b>        | <b>7,337.00</b>        |
| (ii) Equity security premium                                                |                        |                        |
| Opening balance                                                             | 33.71                  | 33.71                  |
| Addition during the year                                                    |                        | -                      |
| <b>Total</b>                                                                | <b>33.71</b>           | <b>33.71</b>           |
| (iii) General reserve                                                       | 524.77                 | 524.77                 |
| <b>Total reserves and surplus</b>                                           | <b>9,613.02</b>        | <b>7,895.48</b>        |

#### Note 17

#### Borrowings

(₹ in lakhs)

| Particulars            | As at<br>31 March 2020 | As at<br>31 March 2019 |
|------------------------|------------------------|------------------------|
| Non current borrowings |                        |                        |
| Secured loans          |                        |                        |
| Indian rupee loan from |                        |                        |
| Banks                  | 7,753.24               | 5,033.54               |
| Financial institution  | -                      | 3,271.85               |
| Vehicle loan from      |                        |                        |
| Banks                  | 94.55                  | 62.98                  |
| Financial institution  | -                      | 2.87                   |
| Unsecured loans        |                        |                        |
| Indian rupee loan from |                        |                        |
| Financial institution  | 2,143.13               | 492.08                 |
|                        | 9,990.92               | 8,863.32               |

| Particulars               | As at<br>31 March 2020 | As at<br>31 March 2019 |
|---------------------------|------------------------|------------------------|
| <b>Current borrowings</b> |                        |                        |
| <b>Secured loans</b>      |                        |                        |
| Indian rupee loan from    |                        |                        |
| Bank                      | 981.57                 | 1,242.14               |
| Financial institution     |                        |                        |
| <b>Unsecured loans#</b>   |                        |                        |
| Indian rupee loan from    |                        |                        |
| Loans from related party  | -                      | 609.84                 |
|                           | <b>981.57</b>          | <b>1,851.98</b>        |
| <b>Total</b>              | <b>10,972.50</b>       | <b>10,715.30</b>       |

\* Current maturities of long term borrowings is reported under 'Other current financial liabilities'

# Unsecured loan from related party carries interest rate of 11 % for 31 March 2019 which is repaid during the current year.

Refer note 38 - Financial instruments, fair values and risk measurement

#### Security Details of Borrowings -

(₹ in lakhs)

|                    | Loan Amount outstanding as at                                                                                                                                                                                                                    |                 | Rate of Interest as at |               | Installment Details |          |     |           |
|--------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|------------------------|---------------|---------------------|----------|-----|-----------|
|                    | 31 March 2020                                                                                                                                                                                                                                    | 31 March 2019   | 31 March 2020          | 31 March 2019 | Start Date          | End Date | Nos | Period    |
| (A)                | Secured Loans from banks                                                                                                                                                                                                                         |                 |                        |               |                     |          |     |           |
| (A.1)              | Term Loans                                                                                                                                                                                                                                       |                 |                        |               |                     |          |     |           |
|                    | Secured by way of equitable mortgage of immovable properties situated at 3 <sup>rd</sup> , 4 <sup>th</sup> & 5 <sup>th</sup> Floor Sambhaav House, Judges Bungalow, Bodakdev, Ahmedabad owned by Company                                         |                 |                        |               |                     |          |     |           |
| (i)                | 432.83                                                                                                                                                                                                                                           | 546.08          | 9.10%                  | 9.70%         | Jul-2013            | Jun-2023 | 119 | Monthly   |
| (ii)               | 539.94                                                                                                                                                                                                                                           | 591.95          | 9.70%                  | 9.70%         | Feb-2018            | Jun-2028 | 125 | Monthly   |
|                    | Dropped Down OD facility secured by way of (a) registered equitable mortgage of industrial land at Bavla owned by Company (b) Personal guarantee of Shri Manoj Vadodaria & Kiran Vadodaria                                                       |                 |                        |               |                     |          |     |           |
| (iii)              | 727.63                                                                                                                                                                                                                                           | 2,899.06        | 10.15%                 | 10.85%        | Dec-2015            | Mar-2023 | 27  | Quarterly |
|                    | Secured by way of (a) registered equitable mortgage of immovable properties situated at 2 <sup>nd</sup> & 6 <sup>th</sup> Floor Sambhaav House, Judges Bungalow, Bodakdev, Ahmedabad (b) Personal Guarantee of Manoj Vadodaria & Kiran Vadodaria |                 |                        |               |                     |          |     |           |
| (iv)               | 889.52                                                                                                                                                                                                                                           | 960.20          | 9.95%                  | 10.25%        | Dec-2018            | Jan-2029 | 121 | Monthly   |
| <b>Total (A.1)</b> | <b>2,589.93</b>                                                                                                                                                                                                                                  | <b>4,997.30</b> |                        |               |                     |          |     |           |
| (A.2)              | Vehicle Loans                                                                                                                                                                                                                                    |                 |                        |               |                     |          |     |           |
|                    | Secured by way of hypothecation of commercial equipment                                                                                                                                                                                          |                 |                        |               |                     |          |     |           |
| (i)                | 4.79                                                                                                                                                                                                                                             | 36.64           | 9.80%                  | 9.80%         | Oct-2016            | Oct-2020 | 48  | Monthly   |
| (ii)               | 26.04                                                                                                                                                                                                                                            | 34.18           | 9.10%                  | 9.10%         | Dec-2018            | Dec-2022 | 48  | Monthly   |
|                    | Secured by way of hypothecation of vehicle                                                                                                                                                                                                       |                 |                        |               |                     |          |     |           |
| (iii)              | 12.33                                                                                                                                                                                                                                            | 19.27           | 8.99%                  | 8.99%         | Oct-2018            | Oct-2021 | 36  | Monthly   |
| (iv)               | 9.02                                                                                                                                                                                                                                             | 14.38           | 9.16%                  | 9.16%         | Sep-2018            | Sep-2021 | 36  | Monthly   |
| (v)                | 2.32                                                                                                                                                                                                                                             | 7.56            | 8.50%                  | 8.50%         | Sep-2017            | Aug-2020 | 36  | Monthly   |
| (vi)               | 0.97                                                                                                                                                                                                                                             | 13.50           | 8.75%                  | 8.75%         | May-2017            | Apr-2020 | 36  | Monthly   |
| (vii)              | -                                                                                                                                                                                                                                                | 9.32            | 8.50%                  | 8.50%         | Apr-2017            | Mar-2020 | 36  | Monthly   |
| (viii)             | -                                                                                                                                                                                                                                                | 16.57           | 8.75%                  | 8.75%         | Apr-2017            | Feb-2020 | 36  | Monthly   |
| (ix)               | -                                                                                                                                                                                                                                                | 2.20            | 9.50%                  | 9.50%         | Dec-2016            | Nov-2019 | 36  | Monthly   |
| (x)                | -                                                                                                                                                                                                                                                | 2.28            | 9.50%                  | 9.50%         | Nov-2016            | Oct-2019 | 36  | Monthly   |

|                      | Loan Amount outstanding as at                                                                                                                                                                                                                    |                  | Rate of Interest as at |               | Installment Details |          |     |               |
|----------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------|------------------------|---------------|---------------------|----------|-----|---------------|
|                      | 31 March 2020                                                                                                                                                                                                                                    | 31 March 2019    | 31 March 2020          | 31 March 2019 | Start Date          | End Date | Nos | Period        |
| (xi)                 | -                                                                                                                                                                                                                                                | 8.28             | 9.40%                  | 9.40%         | Mar-2016            | Jan-2020 | 47  | Monthly       |
| (xii)                | 117.91                                                                                                                                                                                                                                           | -                | 8.75%                  | 0.00%         | Mar-2020            | Mar-2023 | 36  | Monthly       |
| <b>Total (A.2)</b>   | <b>173.39</b>                                                                                                                                                                                                                                    | <b>164.19</b>    |                        |               |                     |          |     |               |
| <b>(A.3)</b>         | <b>Overdraft facilities</b>                                                                                                                                                                                                                      |                  |                        |               |                     |          |     |               |
|                      | Secured by way of (a) registered equitable mortgage of property situated at 7th, 8th & 9th floor Sambhaav House, Judges Bungalow, Bodakdev, Ahmedabad. (b) Personal Guarantee of Manoj Vadodaria & Kiran Vadodaria                               |                  |                        |               |                     |          |     |               |
| (i)                  | 981.57                                                                                                                                                                                                                                           | 1,183.10         | 9.25%                  | 9.50%         |                     |          |     | Annual Review |
|                      | Secured by way of Personal Guarantee of Manoj Vadodaria & Kiran Vadodaria                                                                                                                                                                        |                  |                        |               |                     |          |     |               |
| (ii)                 | -                                                                                                                                                                                                                                                | 142.62           | 11.00%                 | 11.00%        |                     |          |     | Annual Review |
| (iii)                | -                                                                                                                                                                                                                                                | 165.00           | 13.45%                 | 13.55%        |                     |          |     | Annual Review |
| <b>Total (A.3)</b>   | <b>981.57</b>                                                                                                                                                                                                                                    | <b>1,490.72</b>  |                        |               |                     |          |     |               |
| <b>(A.4)</b>         | <b>Line of Credit*</b>                                                                                                                                                                                                                           |                  |                        |               |                     |          |     |               |
|                      | Secured by way of Personal Guarantee of promoter family members and escrow of revenue of certain infrastructure projects.                                                                                                                        |                  |                        |               |                     |          |     |               |
| (i)                  | 5,403.54                                                                                                                                                                                                                                         | -                | 12.25%                 | -             | Mar-2019            | Feb-2024 | 60  | Annual Review |
| <b>Total (A.4)</b>   | <b>5,403.54</b>                                                                                                                                                                                                                                  | <b>-</b>         |                        |               |                     |          |     |               |
| <b>Total (A)</b>     | <b>9,148.43</b>                                                                                                                                                                                                                                  | <b>6,652.21</b>  |                        |               |                     |          |     |               |
| <b>(B)</b>           | <b>Secured Loans from Financial Institutions</b>                                                                                                                                                                                                 |                  |                        |               |                     |          |     |               |
| <b>(B.1)</b>         | <b>Term Loans</b>                                                                                                                                                                                                                                |                  |                        |               |                     |          |     |               |
|                      | Mortgage over NA Land admeasuring 33400 sq mtrs having clear and Marketable title situated at survey no. 324/1, of mouje vinzol , Ahmedabad having minimum present market value of ₹ 50.0 crore standing in the name of Nila Infrastructure Ltd. |                  |                        |               |                     |          |     |               |
| (i)                  | -                                                                                                                                                                                                                                                | 884.08           | 12.00%                 | 12.00%        | Jan-2018            | Nov-2020 | 36  | Monthly       |
| (ii)                 | -                                                                                                                                                                                                                                                | 1,012.15         | 10.75%                 | 10.75%        | Jul-2018            | Jul-2021 | 36  | Monthly       |
|                      | Secured by way of Personal Guarantee of Promoters                                                                                                                                                                                                |                  |                        |               |                     |          |     |               |
| (i)                  | 2,473.05                                                                                                                                                                                                                                         | -                | 10.75%                 | -             | Jan-2020            | Oct-2023 | 60  | Monthly       |
| (ii)                 | -                                                                                                                                                                                                                                                | 79.50            | 10.00%                 | 10.00%        | Oct-2014            | Sep-2019 | 60  | Monthly       |
| (iii)                | 95.92                                                                                                                                                                                                                                            | 245.36           | 10.00%                 | 10.00%        | Nov-2015            | Oct-2020 | 54  | Monthly       |
| (iv)                 | 183.88                                                                                                                                                                                                                                           | -                | 9.30%                  | -             | Mar-2020            | Feb-2025 | 60  | Monthly       |
| <b>Total (B.1)</b>   | <b>2,752.85</b>                                                                                                                                                                                                                                  | <b>2,221.09</b>  |                        |               |                     |          |     |               |
| <b>(B.2)</b>         | <b>Vehicle Loans</b>                                                                                                                                                                                                                             |                  |                        |               |                     |          |     |               |
|                      | Secured by way of hypothecation of vehicle                                                                                                                                                                                                       |                  |                        |               |                     |          |     |               |
| (i)                  | 2.88                                                                                                                                                                                                                                             | 6.95             | 8.50%                  | 8.50%         | Dec-2017            | Nov-2020 | 36  | Monthly       |
| <b>Total (B.2)</b>   | <b>2.88</b>                                                                                                                                                                                                                                      | <b>6.95</b>      |                        |               |                     |          |     |               |
| <b>(B.3)</b>         | <b>Line of Credit*</b>                                                                                                                                                                                                                           |                  |                        |               |                     |          |     |               |
|                      | Secured by way of Personal Guarantee of promoter family members and escrow of revenue of certain infrastructure projects.                                                                                                                        |                  |                        |               |                     |          |     |               |
| (i)                  | -                                                                                                                                                                                                                                                | 2,705.45         | -                      | 12.50%        | Mar-2019            | Feb-2024 | 60  | Annual Review |
| <b>Total (B.3)</b>   | <b>-</b>                                                                                                                                                                                                                                         | <b>2,705.45</b>  |                        |               |                     |          |     |               |
| <b>Total (B)</b>     | <b>2,755.73</b>                                                                                                                                                                                                                                  | <b>4,933.49</b>  |                        |               |                     |          |     |               |
| <b>Total (A)+(B)</b> | <b>11,904.16</b>                                                                                                                                                                                                                                 | <b>11,585.70</b> |                        |               |                     |          |     |               |

\*The Group has availed line of credit from Gruh Finance which has merged during the current year with Bandhan bank. Accordingly the outstanding facility was also takeover by Bandhan Bank and hence outstanding amount as at 31 March 2020 is presented under secured loan from banks which was presented as secured loan from financial institution as at 31 March 2019.

#### Note 18

#### Other financial liabilities

(₹ in lakhs)

| Particulars                                           | As at<br>31 March 2020 | As at<br>31 March 2019 |
|-------------------------------------------------------|------------------------|------------------------|
| <b>Other non current financial liabilities</b>        |                        |                        |
| Security deposits                                     | 15.85                  | 201.93                 |
|                                                       | 15.85                  | 201.93                 |
| <b>Other current financial liabilities</b>            |                        |                        |
| Current maturities of long term borrowings            | 931.63                 | 1,449.63               |
| Interest accrued on borrowings                        | 32.25                  | 30.60                  |
| Interest accrued on dues to micro & small enterprises | 11.41                  | -                      |
| Security deposits                                     | 20.34                  | -                      |
| Employee related liabilities                          | 4.26                   | 4.67                   |
| Unclaimed dividend (1)                                | 59.02                  | 70.99                  |
|                                                       | 1,058.91               | 1,555.89               |
| <b>Total</b>                                          | <b>1,074.76</b>        | <b>1,757.82</b>        |

(1) There is no amount due to be transfer to Investor Education and Protection Fund as at 31 March 2020 as well as 31 March 2019.

#### Note 19

#### Provisions

(₹ in lakhs)

| Particulars                              | As at<br>31 March 2020 | As at<br>31 March 2019 |
|------------------------------------------|------------------------|------------------------|
| <b>Non-current provisions</b>            |                        |                        |
| (a) Provisions for employee benefits     |                        |                        |
| Gratuity (refer note 33)                 | 67.57                  | 31.94                  |
| Leave encashment (refer note 33)         | 31.74                  | 41.27                  |
|                                          | 99.31                  | 73.21                  |
| <b>Current provisions</b>                |                        |                        |
| (a) Provisions for employee benefits     |                        |                        |
| Gratuity (refer note 33)                 | 5.61                   | 29.97                  |
| Leave encashment (refer note 33)         | 15.92                  | 17.83                  |
| (b) Others                               |                        |                        |
| Provision for defect liability expense # | 53.98                  | 24.43                  |
|                                          | 75.51                  | 72.23                  |
| <b>Total</b>                             | <b>174.82</b>          | <b>145.44</b>          |

#### Gratuity

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

#### Leave encashment

Provision for leave encashment cover the Company's liability for earned leave.

#### # Disclosure as regards to provisions as per Ind AS 37 Provisions, contingent liabilities and contingent assets

##### Provision for defect liability expense

(₹ in lakhs)

| Particulars                          | As at<br>31 March 2020 | As at<br>31 March 2019 |
|--------------------------------------|------------------------|------------------------|
| Balance at the beginning of the year | 24.43                  | -                      |
| Provision for the year               | 29.55                  | 24.43                  |
| Utilisation for the year             | -                      | -                      |
| Balance at the end of the year       | 53.98                  | 24.43                  |

#### Note 20

##### Income taxes

##### A. Income tax expense recognised in the Statement of Profit and Loss

(₹ in lakhs)

| Particulars                                                      | As at<br>31 March 2020 | As at<br>31 March 2019 |
|------------------------------------------------------------------|------------------------|------------------------|
| Current tax                                                      |                        |                        |
| Current tax on profit for the year                               | 597.60                 | 939.43                 |
| Adjustments of tax for earlier years                             | (33.08)                | (28.81)                |
| Deferred tax                                                     |                        |                        |
| Attributable to—                                                 |                        |                        |
| Origination and reversal of temporary differences (refer note E) | (87.61)                | (108.44)               |
|                                                                  | 476.91                 | 802.18                 |

##### B. Income tax expense / (income) recognised in other comprehensive income

(₹ in lakhs)

| Particulars                                                                 | As at<br>31 March 2020 | As at<br>31 March 2019 |
|-----------------------------------------------------------------------------|------------------------|------------------------|
| Deferred tax (refer note E)                                                 |                        |                        |
| Deferred tax (credit)/charge on remeasurement of defined benefit obligation | (0.09)                 | 9.99                   |
|                                                                             | (0.09)                 | 9.99                   |

**C. Reconciliation of effective tax rate**

(₹ in lakhs)

| Particulars                                                                  | As at<br>31 March 2020 | As at<br>31 March 2019 |
|------------------------------------------------------------------------------|------------------------|------------------------|
| Profit before tax                                                            | 2,126.26               | 2,803.43               |
| Tax using the Company's statutory tax rate at 25.17% (31 March 2019: 29.12%) | 535.18                 | 816.36                 |
| Effect of :                                                                  |                        |                        |
| Effect of tax rate change                                                    | (67.43)                | -                      |
| Non deductible expenses                                                      | 47.20                  | 42.40                  |
| Adjustments of tax for earlier years                                         | (33.08)                | (28.81)                |
| Income exempt from tax                                                       | (3.84)                 | (8.55)                 |
| Others                                                                       | (1.11)                 | (19.22)                |
| <b>Tax expense</b>                                                           | <b>476.91</b>          | <b>802.18</b>          |

**D. Recognised deferred tax assets and liabilities**

Movement in temporary differences

(₹ in lakhs)

| Particulars                                                                | Deferred tax (assets)  |                        | Deferred tax liabilities |                        | Net deferred tax (assets) / liabilities |                        |
|----------------------------------------------------------------------------|------------------------|------------------------|--------------------------|------------------------|-----------------------------------------|------------------------|
|                                                                            | As at 31<br>March 2020 | As at 31<br>March 2019 | As at 31<br>March 2020   | As at 31<br>March 2019 | As at 31<br>March 2020                  | As at 31<br>March 2019 |
| Expenditure allowed on payment basis                                       | (31.30)                | (36.35)                | -                        | -                      | (31.30)                                 | (36.35)                |
| Expenditure on which tax has not been deducted                             | (1.82)                 | (10.97)                | -                        | -                      | (1.82)                                  | (10.97)                |
| Provision for defect liability expense                                     | -                      | (7.12)                 | -                        | -                      | -                                       | (7.12)                 |
| Elimination of revenue from subsidiary/joint venture/associate             | (315.62)               | (318.58)               | -                        | -                      | (315.62)                                | (318.58)               |
| Provision for loss allowance on trade receivables                          | (37.38)                | (11.65)                | -                        | -                      | (37.38)                                 | (11.65)                |
| Prepaid finance charges                                                    | -                      | -                      | 28.08                    | 23.37                  | 28.08                                   | 23.37                  |
| Interest income on fair valuation of non current loan                      | -                      | -                      | 53.72                    | 23.78                  | 53.72                                   | 23.78                  |
| Fair valuation of non-current loans                                        | (67.45)                | -                      | -                        | -                      | (67.45)                                 | -                      |
| Straight lining of rent                                                    | -                      | -                      | -                        | 0.90                   | -                                       | 0.90                   |
| Fair valuation of investment in joint venture                              | -                      | -                      | 260.00                   | 260.00                 | 260.00                                  | 260.00                 |
| Fair valuation of revenue from land and transferrable development rights   | -                      | -                      | 81.83                    | 94.68                  | 81.83                                   | 94.68                  |
| Re-measurement of employee benefit                                         | -                      | -                      | 1.77                     | 1.86                   | 1.77                                    | 1.86                   |
| Excess depreciation under tax laws over book depreciation and amortisation | -                      | -                      | 555.45                   | 662.51                 | 555.45                                  | 662.51                 |
| <b>Net deferred tax (assets) / liabilities</b>                             | <b>(453.57)</b>        | <b>(384.67)</b>        | <b>980.85</b>            | <b>1,067.10</b>        | <b>527.28</b>                           | <b>682.43</b>          |

E. Recognised deferred tax (assets) and liabilities  
Movement in temporary differences

(₹ in lakhs)

| Particulars                                                                   | Balance as at 1 April 2019 | Recognised in profit & loss during 2019-20 | Recognised in OCI during 2019-20 | Recognised in equity during 2019-20 | Balance as at 31 March 2020 |
|-------------------------------------------------------------------------------|----------------------------|--------------------------------------------|----------------------------------|-------------------------------------|-----------------------------|
| Expenditure allowed on payment basis                                          | (36.35)                    | 5.05                                       | -                                | -                                   | (31.30)                     |
| Expenditure on which tax has not been deducted                                | (10.97)                    | 9.15                                       | -                                | -                                   | (1.82)                      |
| Provision for defect liability expense                                        | (7.12)                     | 7.12                                       | -                                | -                                   | -                           |
| Elimination of revenue from subsidiary/joint venture/associate                | (318.58)                   | 2.96                                       | -                                | -                                   | (315.62)                    |
| Provision for loss allowance on trade receivables                             | (11.65)                    | (25.73)                                    | -                                | -                                   | (37.38)                     |
| Prepaid finance charges                                                       | 23.37                      | 4.71                                       | -                                | -                                   | 28.08                       |
| Interest income on fair valuation of non current loan to associate            | 23.78                      | 29.94                                      | -                                | -                                   | 53.72                       |
| Fair valuation of interest free loans to associate                            | -                          | -                                          | -                                | (67.45)                             | (67.45)                     |
| Straight lining of rent                                                       | 0.90                       | (0.90)                                     | -                                | -                                   | -                           |
| Fair valuation of investment in joint venture                                 | 260.00                     | -                                          | -                                | -                                   | 260.00                      |
| Fair valuation of revenue from land and transferrable development rights      | 94.68                      | (12.85)                                    | -                                | -                                   | 81.83                       |
| Re-measurement of employee benefit                                            | 1.86                       | -                                          | (0.09)                           | -                                   | 1.77                        |
| Excess of depreciation under tax laws over book depreciation and amortisation | 662.51                     | (107.06)                                   | -                                | -                                   | 555.45                      |
| Net deferred tax (assets) / liabilities                                       | 682.43                     | (87.61)                                    | (0.09)                           | (67.45)                             | 527.28                      |

(₹ in lakhs)

| Particulars                                                    | Balance as at 1 April 2018 | Recognised in profit & loss during 2018-19 | Recognised in OCI during 2018-19 | Recognised in equity during 2018-19 | Balance as at 31 March 2019 |
|----------------------------------------------------------------|----------------------------|--------------------------------------------|----------------------------------|-------------------------------------|-----------------------------|
| Expenditure allowed on payment basis/doubtful debts            | (45.76)                    | 9.41                                       | -                                | -                                   | (36.35)                     |
| Demerger expense                                               | (7.88)                     | 7.88                                       | -                                | -                                   | (0.00)                      |
| Expenditure on which tax has not been deducted                 | -                          | (10.97)                                    | -                                | -                                   | (10.97)                     |
| Provision for defect liability expense                         | -                          | (7.12)                                     | -                                | -                                   | (7.12)                      |
| Fair valuation of non-current loans                            | -                          | 23.78                                      | -                                | -                                   | 23.78                       |
| Elimination of revenue from subsidiary/joint venture/associate | (201.18)                   | (117.40)                                   | -                                | -                                   | (318.59)                    |
| Provision for loss allowance on trade receivables              | (10.42)                    | (1.23)                                     | -                                | -                                   | (11.65)                     |
| Prepaid finance charges                                        | 8.12                       | 15.25                                      | -                                | -                                   | 23.37                       |
| Straight lining of rent                                        | 2.53                       | (1.63)                                     | -                                | -                                   | 0.90                        |
| Fair valuation of investment in joint venture                  | 257.50                     | 2.50                                       | -                                | -                                   | 260.00                      |

| Particulars                                                  | Balance as at 1 April 2018 | Recognised in profit & loss during 2018-19 | Recognised in OCI during 2018-19 | Recognised in equity during 2018-19 | Balance as at 31 March 2019 |
|--------------------------------------------------------------|----------------------------|--------------------------------------------|----------------------------------|-------------------------------------|-----------------------------|
| Fair valuation of revenue accounted under intangible asset   | 94.68                      | -                                          | -                                | -                                   | 94.68                       |
| Re-measurement of employee benefit                           | (8.13)                     | -                                          | 9.99                             | -                                   | 1.87                        |
| Excess of depreciation under tax laws over book depreciation | 691.43                     | (28.91)                                    | -                                | -                                   | 662.51                      |
| Net deferred tax (assets) / liabilities                      | 780.88                     | (108.45)                                   | 9.99                             | -                                   | 682.43                      |

#### Note 21

#### Trade payables

(₹ in lakhs)

| Particulars                                                                     | As at 31 March 2020 | As at 31 March 2019 |
|---------------------------------------------------------------------------------|---------------------|---------------------|
| <b>Non-current</b>                                                              |                     |                     |
| Dues to Micro & Small Enterprises (as per the intimation received from vendors) | -                   | -                   |
| Dues to others                                                                  | 359.04              | -                   |
|                                                                                 | 359.04              | -                   |
| <b>Current</b>                                                                  |                     |                     |
| Dues to Micro & Small Enterprises (as per the intimation received from vendors) | 233.81              | 2.28                |
| Dues to others                                                                  | 4,037.90            | 4,638.87            |
|                                                                                 | 4,271.71            | 4,641.15            |
| <b>Total</b>                                                                    | <b>4,630.75</b>     | <b>4,641.15</b>     |

The above information regarding Micro, Small and Medium Enterprises has been determined on the basis of information available with the Company. This has been relied upon by the auditors.

Trade payables - dues to others include retention money payable amounting to ₹ 721.05 lakhs (31 March 2019: ₹ 1,316.11 lakhs)

#### # Total dues to Micro & Small Enterprises

(₹ in lakhs)

| Particulars                                                                                                                                                                                                                                           | As at 31 March 2020 | As at 31 March 2019 |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|---------------------|
| A. Principal and interest amount remaining unpaid                                                                                                                                                                                                     | 233.81              | 2.28                |
| B. Interest due thereon remaining unpaid                                                                                                                                                                                                              | -                   | -                   |
| C. Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of payment made to supplier beyond the appointed day                                                   | -                   | -                   |
| D. Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprises Development Act, 2006 | 11.41               | -                   |
| E. Interest accrued and remaining unpaid*                                                                                                                                                                                                             | 11.41               | -                   |
| F. Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises.                                                                                       | -                   | -                   |

\*Interest due thereon remaining unpaid is presented in Note 18 - other current financial liabilities.

**Note 22****Other current liabilities (net)**

(₹ in lakhs)

| Particulars              | As at<br>31 March 2020 | As at<br>31 March 2019 |
|--------------------------|------------------------|------------------------|
| Advance from contractors | 1,687.81               | 682.57                 |
| Contract liability       |                        |                        |
| - Advance from customer  | 1,815.09               | 1,070.52               |
| Statutory dues payable   |                        |                        |
| - TDS payable            | 47.22                  | 62.23                  |
| <b>Total</b>             | <b>3,550.12</b>        | <b>1,815.32</b>        |

**Note 23****Current tax liabilities (net)**

(₹ in lakhs)

| Particulars                                  | As at<br>31 March 2020 | As at<br>31 March 2019 |
|----------------------------------------------|------------------------|------------------------|
| Current tax liabilities (net of advance tax) | -                      | 24.17                  |
| <b>Total</b>                                 | <b>-</b>               | <b>24.17</b>           |

**Note 24****Revenue from operations**

(₹ in lakhs)

| Particulars                       | For the year ended<br>31 March 2020 | For the year ended<br>31 March 2019 |
|-----------------------------------|-------------------------------------|-------------------------------------|
| <b>A. Sales</b>                   |                                     |                                     |
| Contract revenue                  | 18,212.37                           | 21,105.18                           |
| Sale of land                      | 6,064.46                            | -                                   |
|                                   | <b>24,276.83</b>                    | <b>21,105.18</b>                    |
| <b>B. Other operating revenue</b> |                                     |                                     |
| Rent income (refer note 36)       | 77.33                               | 272.41                              |
|                                   | <b>77.33</b>                        | <b>272.41</b>                       |
| <b>Total</b>                      | <b>24,354.16</b>                    | <b>21,377.59</b>                    |

**Note 25****Other income**

(₹ in lakhs)

| Particulars                                        | For the year ended<br>31 March 2020 | For the year ended<br>31 March 2019 |
|----------------------------------------------------|-------------------------------------|-------------------------------------|
| Interest on loan                                   | 874.24                              | 439.53                              |
| Interest from bank                                 | 64.12                               | 65.39                               |
| Liabilities no longer required to pay written back | 201.42                              | 55.62                               |
| Other non-operating income                         | 21.35                               | 40.41                               |
| <b>Total</b>                                       | <b>1,161.13</b>                     | <b>600.95</b>                       |

**Note 26**
**Cost of material consumed and project expenses**

(₹ in lakhs)

| Particulars                                      | For the year ended<br>31 March 2020 | For the year ended<br>31 March 2019 |
|--------------------------------------------------|-------------------------------------|-------------------------------------|
| Consumption of materials                         | 6,199.45                            | 5,925.58                            |
| Power and fuel                                   | 19.11                               | 77.16                               |
| Repair and maintenance expense                   | 12.49                               | 7.30                                |
| Freight charges                                  | 34.72                               | 4.77                                |
| Civil, electrical, contracting, labour work etc. | 9,360.89                            | 11,300.01                           |
| Electricity expenses                             | 48.81                               | 106.50                              |
| Insurance expenses                               | 23.60                               | 21.70                               |
| Security service charges                         | 27.15                               | 34.73                               |
| Value added tax                                  | 6.39                                | 9.53                                |
| Service tax/GST expenses                         | 5.79                                | 0.15                                |
| Welfare cess                                     | 40.88                               | 59.91                               |
| Travelling expenses                              | 4.60                                | 5.65                                |
| Project administrative charges                   | -                                   | 22.41                               |
| Legal and professional expenses                  | 105.71                              | 124.48                              |
| Defect liability expense                         | 29.55                               | 24.43                               |
| Land betterment charges                          | 577.92                              | -                                   |
| Other direct project expenses                    | 564.03                              | 447.96                              |
| <b>Total</b>                                     | <b>17,061.09</b>                    | <b>18,172.27</b>                    |

**Note 27**
**Changes in inventories of construction material, land and work in progress**

(₹ in lakhs)

| Particulars                   | For the year ended<br>31 March 2020 | For the year ended<br>31 March 2019 |
|-------------------------------|-------------------------------------|-------------------------------------|
| <b>Opening inventories</b>    |                                     |                                     |
| Construction material on hand | 379.12                              | 380.90                              |
| Work in progress              | 2,469.71                            | 1,841.54                            |
| Land                          | 5,152.35                            | 4,179.65                            |
|                               | <b>8,001.18</b>                     | <b>6,402.09</b>                     |
| <b>Closing inventories</b>    |                                     |                                     |
| Construction material on hand | 221.42                              | 379.12                              |
| Work in progress              | 2,832.55                            | 2,469.71                            |
| Land                          | 1,795.76                            | 5,152.35                            |
|                               | <b>4,849.73</b>                     | <b>8,001.18</b>                     |
| <b>Changes in inventories</b> | <b>3,151.45</b>                     | <b>(1,599.09)</b>                   |

**Note 28****Employee benefits expenses**

(₹ in lakhs)

| Particulars                                               | For the year ended<br>31 March 2020 | For the year ended<br>31 March 2019 |
|-----------------------------------------------------------|-------------------------------------|-------------------------------------|
| Salaries, allowances and bonus                            | 455.43                              | 489.03                              |
| Contribution to provident and other fund (refer note 33)  | 3.63                                | 4.65                                |
| Remuneration and perquisites to directors (refer note 32) | 46.00                               | 48.00                               |
| Staff welfare expenses                                    | -                                   | 0.14                                |
| <b>Total</b>                                              | <b>505.06</b>                       | <b>541.82</b>                       |

**Note 29****Finance costs**

(₹ in lakhs)

| Particulars                          | For the year ended<br>31 March 2020 | For the year ended<br>31 March 2019 |
|--------------------------------------|-------------------------------------|-------------------------------------|
| <b>Interest on borrowings</b>        |                                     |                                     |
| - To banks and financial institution | 1,544.57                            | 1,129.14                            |
| - To others                          |                                     |                                     |
| - unsecured loan                     | 18.42                               | 26.44                               |
| - MSME suppliers                     | 11.41                               | -                                   |
| - late payment of tax                | 3.18                                | 16.02                               |
|                                      | <b>1,577.58</b>                     | <b>1,171.60</b>                     |
| <b>Other borrowing costs</b>         |                                     |                                     |
| - Bank guarantee charges             | 43.30                               | 72.20                               |
| - Processing fees                    | 69.35                               | 55.15                               |
|                                      | <b>112.65</b>                       | <b>127.35</b>                       |
| <b>Total</b>                         | <b>1,690.23</b>                     | <b>1,298.95</b>                     |

**Note 30****Other expenses**

(₹ in lakhs)

| Particulars                       | For the year ended<br>31 March 2020 | For the year ended<br>31 March 2019 |
|-----------------------------------|-------------------------------------|-------------------------------------|
| Legal and professional charges    | 125.06                              | 194.18                              |
| TDR cancellation expense          | 126.00                              | -                                   |
| Office rent (refer note Note 36B) | 11.50                               | 12.50                               |
| Repairs and maintenance expenses  | 20.95                               | 17.19                               |
| Insurance                         | 15.01                               | 16.52                               |
| Power and fuel expenses           | 59.25                               | 47.87                               |
| Travelling and conveyance         | 38.25                               | 37.68                               |
| CSR expenses (refer note 30A)     | 61.61                               | 56.23                               |
| Printing and stationery           | 10.65                               | 20.61                               |
| Rates and taxes                   | 0.07                                | 0.06                                |
| Donation                          | -                                   | 8.00                                |

| Particulars                                       | For the year ended<br>31 March 2020 | For the year ended<br>31 March 2019 |
|---------------------------------------------------|-------------------------------------|-------------------------------------|
| Royalty expense                                   | -                                   | 6.69                                |
| Payment to auditors (exclusive of GST)            |                                     |                                     |
| - Audit fees                                      | 16.25                               | 11.52                               |
| - Tax audit fees                                  | -                                   | -                                   |
| - Other services                                  | -                                   | 0.50                                |
| - Reimbursement of expenses                       | 1.20                                | 0.81                                |
| Loss on sale of property, plant and equipment     | 0.16                                | 41.88                               |
| Advertisement and business promotion expenses     | 3.35                                | 5.30                                |
| Provision for loss allowance on trade receivables | 108.53                              | 40.00                               |
| Bad debts written off                             | 127.22                              | 130.24                              |
| Director's sitting fees (refer note 32)           | 0.45                                | 0.60                                |
| Property, plant and equipment discarded           | 16.56                               | 1.90                                |
| Miscellaneous expenses                            | 41.80                               | 26.02                               |
| <b>Total</b>                                      | <b>783.87</b>                       | <b>676.30</b>                       |

**Note 30A**  
**CSR Expense**

(₹ in lakhs)

| Particulars                                                                  | For the year ended<br>31 March 2020 | For the year ended<br>31 March 2019 |
|------------------------------------------------------------------------------|-------------------------------------|-------------------------------------|
| A. Gross amount required to be spent by the Company                          | 59.13                               | 56.03                               |
| B. Amount spent during the year (in cash)                                    |                                     |                                     |
| (i) Development of area/acquisition of any asset                             | -                                   | -                                   |
| (ii) On purpose other than (i) above                                         | 61.61                               | 56.23                               |
| C. Related party transactions in relation to corporate social responsibility | -                                   | -                                   |
| D. Provision movement during the year:                                       |                                     |                                     |
| Opening provision                                                            | -                                   | -                                   |
| Addition during the year                                                     | 61.61                               | 56.23                               |
| Utilised during the year                                                     | 61.61                               | 56.23                               |
| Closing provision                                                            | -                                   | -                                   |

**Note 31**  
**Earnings per share**

(₹ in lakhs)

| Particulars                                          | For the year ended<br>31 March 2020 | For the year ended<br>31 March 2019 |
|------------------------------------------------------|-------------------------------------|-------------------------------------|
| <b>Profit attributable to equity share holders :</b> |                                     |                                     |
| Basic earnings                                       | 1,649.35                            | 2,001.25                            |
| Adjusted for the effect of dilution                  | 1,649.35                            | 2,001.25                            |
| <b>Weighted average number of equity shares for:</b> |                                     |                                     |
| Basic                                                | 39,38,89,200                        | 39,38,89,200                        |
| Adjusted for the effect of dilution                  | 39,38,89,200                        | 39,38,89,200                        |
| <b>Earning per share</b>                             |                                     |                                     |
| Basic                                                | 0.41                                | 0.51                                |
| Diluted                                              | 0.41                                | 0.51                                |

**Note 32**  
**Related party**

|                                                                             |                                                                                                                                     |
|-----------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------|
| (A) Associate                                                               | Vyapnila Terminals (Modasa) Private Limited                                                                                         |
| (B) Joint venture                                                           | Kent Residential and Industrial Park LLP<br>Romanovia Industrial Park Private Limited                                               |
| (C) Enterprise in which Key Managerial Personnel have significant influence | Sambhaav Media Limited<br>Nilsan Realty LLP<br>Nila Spaces Limited                                                                  |
| (D) Key Managerial Personnel                                                | Manoj Vadodaria - Chairman and Managing Director<br>Prashant Sarkhedi - Chief Financial Officer<br>Dipen Parikh - Company Secretary |
| (E) Non-Executive Director                                                  | Kiran B. Vadodaria                                                                                                                  |

**Transactions between the Company and its Related Parties for the year ended on 31 March 2020** (₹ in lakhs)

| Particulars                                 | 31 March 2020 | 31 March 2019 |
|---------------------------------------------|---------------|---------------|
| <b>Rent paid</b>                            |               |               |
| Sambhaav Media Limited                      | 9.25          | 10.18         |
| <b>Revenue from infrastructure projects</b> |               |               |
| Kent Residential and Industrial Park LLP    | 817.28        | 2,712.62      |
| Romanovia Industrial Park Private Limited   | 22.12         | 5.15          |
| Sambhaav Media Limited                      | 24.85         | 220.93        |
| Nila Spaces Limited                         | 2,305.45      | 1,196.45      |
| <b>Loans given</b>                          |               |               |
| Kent Residential and Industrial Park LLP    | 1,250.55      | 2,362.75      |
| Romanovia Industrial Park Private Limited   | 669.10        | 799.61        |
| Vyapnila Terminals (Modasa) Private Limited | 113.76        | 593.27        |
| Nilsan Realty LLP                           | -             | 390.38        |

| Particulars                                                                                                  | 31 March 2020 | 31 March 2019 |
|--------------------------------------------------------------------------------------------------------------|---------------|---------------|
| Nila Spaces Limited                                                                                          | 2,144.66      | -             |
| <u>Withdrawal of capital</u>                                                                                 |               |               |
| Kent Residential and Industrial Park LLP                                                                     | 6.45          | -             |
| <u>Interest free loan to associate in the nature of equity support</u>                                       |               |               |
| Vyapnila Terminals (Modasa) Private Limited                                                                  | 36.24         | 231.39        |
| <u>Loan taken</u>                                                                                            |               |               |
| Nila Spaces Limited                                                                                          | 522.00        | 3,510.77      |
| <u>Repayment of loans taken from enterprise in which Key Managerial Personnel have significant influence</u> |               |               |
| Nila Spaces Limited                                                                                          | 1,131.84      | -             |
| <u>Interest income</u>                                                                                       |               |               |
| Kent Residential and Industrial Park LLP (interest on investment)                                            | 8.20          | 4.18          |
| Kent Residential and Industrial Park LLP (interest on loan)                                                  | 576.62        | 328.02        |
| Romanovia Industrial Park Private Limited                                                                    | 22.02         | 88.26         |
| Vyapnila Terminals (Modasa) Private Limited                                                                  | 140.87        | -             |
| Nila Spaces Limited                                                                                          | 104.20        | -             |
| <u>Interest expense</u>                                                                                      |               |               |
| Nila Spaces Limited                                                                                          | -             | 23.31         |
| <u>Re-payment of loans and advances given</u>                                                                |               |               |
| Kent Residential and Industrial Park LLP                                                                     | 311.37        | 1,339.58      |
| Romanovia Industrial Park Private Limited                                                                    | 665.72        | 3,589.76      |
| Nila Spaces Limited                                                                                          | 2,144.66      | 3,908.61      |
| Vyapnila Terminals (Modasa) Private Limited                                                                  | 15.00         | -             |
| Nilsan Realty LLP                                                                                            | -             | 390.38        |
| <u>Advances received</u>                                                                                     |               |               |
| Sambhaav media limited                                                                                       | -             | 19.00         |
| Romanovia Industrial Park Private Limited - sales of land                                                    | -             | 710.00        |
| <u>Advances repaid</u>                                                                                       |               |               |
| Romanovia Industrial Park Private Limited - sales of land                                                    | -             | 710.00        |
| <u>Expense reimbursement</u>                                                                                 |               |               |
| Kent Residential and Industrial Park LLP                                                                     | 9.53          | 81.63         |
| Romanovia Industrial Park Private Limited                                                                    | 1.28          | 77.28         |
| Nila Spaces Limited                                                                                          | 5.21          | -             |

Outstanding Balances of transactions between the Company and its Related Parties (Other than Key - managerial personnel) as at 31 March 2020.

(₹ in lakhs)

| Particulars                                                                                     | 31 March 2020 | 31 March 2019 |
|-------------------------------------------------------------------------------------------------|---------------|---------------|
| <b>Trade Receivables (including retention)</b>                                                  |               |               |
| Kent residential and industrial park LLP                                                        | -             | 512.76        |
| Nila Spaces Limited                                                                             | 203.36        | 50.53         |
| <b>Unbilled revenue</b>                                                                         |               |               |
| Kent residential and industrial park LLP                                                        | -             | 221.32        |
| Romanovia Industrial Park Private Limited                                                       | -             | 5.15          |
| Nila Spaces Limited                                                                             | 745.82        | 554.34        |
| <b>Loans given to associate and joint venture</b>                                               |               |               |
| Kent Residential and Industrial Park LLP                                                        | 5,153.27      | 3,695.12      |
| Romanovia Industrial Park Private Limited                                                       | 75.58         | 32.57         |
| Vyapnila Terminals (Modasa) Private Limited                                                     | 1,029.33      | 799.12        |
| <b>Loans taken from enterprise in which Key Managerial Personnel have significant influence</b> |               |               |
| Nila spaces limited                                                                             | -             | 609.84        |
| <b>Rent deposit receivable</b>                                                                  |               |               |
| Sambhaav Media Limited                                                                          | 0.96          | 0.96          |
| <b>Investment</b>                                                                               |               |               |
| Kent Residential and Industrial Park LLP (Capital)                                              | -             | -             |
| Romanovia Industrial Park Private Limited                                                       | 417.27        | 468.26        |
| Vyapnila Terminals (Modasa) Pvt. Ltd                                                            | 196.31        | -             |

Disclosure of transactions between the Company, Key-managerial personnel, Directors and the status of outstanding balances as at 31 March 2020

(₹ in lakhs)

| Particulars                                          | 31 March 2020 | 31 March 2019 |
|------------------------------------------------------|---------------|---------------|
| <b>Remuneration</b>                                  |               |               |
| - to directors                                       | 48.00         | 48.00         |
| - to other than directors                            | 26.40         | 24.72         |
| Director sitting fees                                | 0.45          | 0.60          |
| Short term employment benefits                       | 4.10          | -             |
| Post-employment benefits                             | 32.31         | 38.71         |
| Guarantees received/(released) during the year (net) | 3,313.31      | (376.13)      |
| Outstanding balance of guarantee obtained            | 11,727.90     | 8,414.59      |

### Note 33

#### Employee benefits

#### A. Defined benefit plans:

##### Gratuity

The Group operates a defined benefit plan (the gratuity plan) covering eligible employees, which provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employees salary and tenure of employment. The liability in respect of gratuity being defined benefit schemes, payable in future, are determined by actuarial valuation as on balance sheet date.

In activity of valuation for gratuity following assumptions were used:

| Particulars       | 31 March 2020                                                                                                                                                                                                                                                               | 31 March 2019                                                                                                                                                                                                                                                               |
|-------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Mortality rate    | Indian Assured Lives Mortality (2012-14) ultimate                                                                                                                                                                                                                           | Indian Assured Lives Mortality (2012-14) ultimate                                                                                                                                                                                                                           |
| Withdrawal rate   | For attained age upto 18 years: 25%<br>For attained age above 18 upto 32 years: 10%,<br>For attained age above 32 upto 39 years: 5%,<br>For attained age above 39 upto 46 years: 2%,<br>For attained age above 46 upto 58 years: 2%,<br>For attained age above 58 years: 2% | For attained age upto 20 years: 15%<br>For attained age above 20 upto 30 years: 10%,<br>For attained age above 30 upto 35 years: 8%,<br>For attained age above 35 upto 45 years: 5%,<br>For attained age above 45 upto 50 years: 3%,<br>For attained age above 50 years: 2% |
| Retirement age    | 58 Years                                                                                                                                                                                                                                                                    | 58 Years                                                                                                                                                                                                                                                                    |
| Discount rate     | 6.65%                                                                                                                                                                                                                                                                       | 7.63%                                                                                                                                                                                                                                                                       |
| Salary escalation | 7.50%                                                                                                                                                                                                                                                                       | 6.00%                                                                                                                                                                                                                                                                       |

The following tables set out the funded status of the gratuity plans and the amounts recognised in the Company's consolidated financial statements as at 31 March 2020, 31 March 2019

The following tables set out status of gratuity plan under Indian Accounting Standard 19 on "Employee benefit".  
(₹ in lakhs)

| Particulars                                                                  | 31 March 2020 | 31 March 2019 |
|------------------------------------------------------------------------------|---------------|---------------|
| <b>Changes in present value of defined benefit obligation</b>                |               |               |
| Present value of defined benefit obligation as at the beginning of the year  | 61.91         | 91.66         |
| Interest cost                                                                | 4.64          | 6.78          |
| Current service cost                                                         | 9.36          | 8.58          |
| Actuarial loss due to change in financial assumptions                        | 11.33         | (10.16)       |
| Actuarial (gain) due to change in demographic assumptions                    | (0.22)        | 0.00          |
| Actuarial loss/(gain) due to experience adjustments                          | (11.76)       | (24.14)       |
| Benefits paid                                                                | (2.08)        | (10.81)       |
| <b>Present value of defined benefit obligation as at the end of the year</b> | <b>73.18</b>  | <b>61.91</b>  |
| <b>Amount recognised in the balance sheet</b>                                |               |               |
| Fair value of plan assets as at the end of the year                          |               |               |
| Present value of defined benefit obligation as at the end of the year        | 73.18         | 61.91         |
| <b>Net obligation as at end of year</b>                                      | <b>73.18</b>  | <b>61.91</b>  |
| Non current                                                                  | 67.57         | 31.94         |
| Current                                                                      | 5.61          | 29.97         |

| Particulars                                                                                      | 31 March 2020 | 31 March 2019 |
|--------------------------------------------------------------------------------------------------|---------------|---------------|
| Expenses recognised in the statement of profit and loss under the head Employee benefit expenses |               |               |
| Service cost                                                                                     | 9.36          | 8.58          |
| Interest cost                                                                                    | 4.64          | 6.78          |
| Net expense recognised in employee benefit expenses                                              | 14.00         | 15.36         |
| Expenses recognised in other comprehensive income for the year                                   |               |               |
| Remeasurment due to:                                                                             |               |               |
| Actuarial loss on obligations - due to change in financial assumptions                           | 11.33         | (10.16)       |
| Actuarial (gain) on obligations - due to change in demographic assumptions                       | (0.22)        | -             |
| Actuarial loss/(gain) on obligations - due to experience adjustments                             | (11.76)       | (24.14)       |
| Net expense/(income) recognised in other comprehensive income                                    | (0.65)        | (34.30)       |

#### Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below:

(₹ in lakhs)

| Particulars                      | 31 March 2020 |          | 31 March 2019 |          |
|----------------------------------|---------------|----------|---------------|----------|
|                                  | Increase      | Decrease | Increase      | Decrease |
| Discount rate (1% movement)      | (5.31)        | 6.12     | (2.87)        | 3.32     |
| Salary growth rate (1% movement) | 5.00          | (4.61)   | 3.61          | (3.18)   |
| Withdrawal rate (1% movement)    | (0.27)        | 0.28     | 0.26          | (0.31)   |

The sensitivity analyses presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated. Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the balance sheet. There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

The obligations are measured at the present value of estimated future cash flows by using a discount rate that is determined with reference to the market yields at the Balance Sheet date on Government Bonds which is consistent with the estimated terms of the obligation.

The estimate of future salary increase, considered in the actuarial valuation, takes account of inflation, security, promotion and other relevant factors such as supply and demand in the employment market.

#### Expected future cash flows:

The expected future cash flows in respect of gratuity as at balance sheet date will be as follows:

(₹ in lakhs)

| Projected benefits payable in future years from the date of reporting | 31 March 2020 | 31 March 2019 |
|-----------------------------------------------------------------------|---------------|---------------|
| 1 <sup>st</sup> following year                                        | 5.61          | 29.97         |
| 2 <sup>nd</sup> following year                                        | 3.25          | 3.60          |
| 3 <sup>rd</sup> following year                                        | 3.31          | 1.98          |
| 4 <sup>th</sup> following year                                        | 26.44         | 2.09          |
| 5 <sup>th</sup> following year                                        | 2.10          | 6.08          |
| Sum of years 6 to 10                                                  | 24.26         | 16.62         |

## B. Other long term employee benefits

### Compensated absences

The accrual for unutilised leave is determined for the entire available leave balance standing to the credit of the employees at the year end. The value of such leave balances that are eligible for carry forward is determined by an actuarial valuation as at the end of the year and actuarial gains and losses are charged to the statement of profit and loss. Amount of ₹ (11.43) (31 March 2019: ₹ (0.88) lakhs) towards leave benefits is recognised as credit to salaries, wages and bonus under "Employee benefits expenses" in the Statement of Profit and Loss.

### Actuarial assumptions

| Particulars        | 31 March 2020                                                                                                                                                                                                                                                               | 31 March 2019                                                                                                                                                                                                                                                               |
|--------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Discount rate      | 6.65%                                                                                                                                                                                                                                                                       | 7.63%                                                                                                                                                                                                                                                                       |
| Salary growth rate | 7.50%                                                                                                                                                                                                                                                                       | 6.00%                                                                                                                                                                                                                                                                       |
| Withdrawal rates   | For attained age upto 18 years: 25%<br>For attained age above 18 upto 32 years: 10%,<br>For attained age above 32 upto 39 years: 5%,<br>For attained age above 39 upto 46 years: 2%,<br>For attained age above 46 upto 58 years: 2%,<br>For attained age above 58 years: 2% | For attained age upto 20 years: 15%<br>For attained age above 20 upto 30 years: 10%,<br>For attained age above 30 upto 35 years: 8%,<br>For attained age above 35 upto 45 years: 5%,<br>For attained age above 45 upto 50 years: 3%,<br>For attained age above 50 years: 2% |

## C. Defined contribution

### Contribution to provident fund and employee state insurance contribution

Amount of ₹ 3.63 lakhs (31 March 2019: ₹ 4.65 lakhs) paid towards contribution to provident funds (including administration charges) and Employee state insurance contribution is recognised as an expense and included in "Salaries, wages and bonus" under "Employee benefits expense" in the Statement of Profit and Loss.

### Note 34

#### Operating segment

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components, and for which discrete financial information is available. All operating segments' operating results are reviewed regularly by the Group's Chief Operating Decision Maker (CODM) to make decisions about resources to be allocated to the segments and assess their performance. The Group's operations fall under single segment namely "Infrastructure Business", taking into account the risks and returns, the organization structure and the internal reporting systems. Board of Directors are Chief Operating Decision Maker (CODM) of the Group and hence financial statement represents disclosure of primary segment. Further, there are no export sales and hence there is no reportable secondary segment. All assets are located in the group's country of domicile.

### Note 35

#### Contingent liabilities and commitments

#### (i) Contingent liabilities

##### (a)

(₹ in lakhs)

| Particulars                                                           | As at<br>31 March 2020 | As at<br>31 March 2019 |
|-----------------------------------------------------------------------|------------------------|------------------------|
| Income tax demands for A. Y. 2011 - 12 matter before ITAT - Ahmedabad | -                      | 75.94                  |

- (b) The Hon'ble Supreme Court of India ("SC") by their order dated 28 February 2019, in the case of Surya Roshani Limited & others v/s EPFO, set out the principles based on which allowances paid to the employees should be identified for inclusion in basic wages for the purposes of computation of Provident Fund contribution. The Group has provided the impact of the said supreme court judgement with effect from 1 January 2020. In view of the management, any additional liability for the period from date of the SC order (28 February 2019) to 31 December

2019 is not material and hence have not been provided in the books of account.. In addition, management is of the view that there is a considerable uncertainty around the timing and extent in which the judgement will be interpreted and applied by the regulatory authorities and accordingly, the impact for periods prior to the date SC order (28 February 2019) , if any, is not ascertainable and consequently no financial effect has been provided for in the standalone financial statements. Accordingly, this has been disclosed as a contingent liability in the consolidated financial statements.

(ii) Commitments

There are no commitments as at 31 March 2020 as well as 31 March 2019.

**Note 36**

**Leases**

a) First time Adoption of Ind AS 36 - Leases

Ind AS 116 has been notified by Ministry of Corporate Affairs (MCA) on March 30, 2019 and is effective from accounting period beginning on or after 1 April 2019. The application of Ind AS 116 did not have any material impact on the Group's financial position, income statement, earnings per share and cash flows for the year ended 31 March 2020.

b) As a lessor

The Group's significant leasing arrangements are in respect of operating leases for commercial premises. Lease income from operating leases is recognised on a straight-line basis over the period of lease. The aggregate lease rental income of 77.33 (31 March 2019: ₹ 272.41) lakhs is accounted in the statement of profit and loss. (refer note 24).

There are no contingent rents which are recognised in statement of profit and loss. The future minimum lease receivables of non-cancellable operating leases are as under:

**Future minimum lease receipts under operating leases**

| Particulars                                  | As at<br>31 March 2020 | As at<br>31 March 2019 |
|----------------------------------------------|------------------------|------------------------|
| Not later than 1 year                        | 31.06                  | -                      |
| Later than 1 year and not later than 5 years | 77.64                  | -                      |
| Later than 5 years                           | -                      | -                      |

c) As a lessee

The Group has taken office premises on lease. The terms of lease includes terms of renewals, increase in rent in future periods, terms of cancellation, etc. The agreement is executed for a period of 3 years with a renewable clause and also provide for termination at will by either party giving a prior notice of 3 months at any time during the lease term and hence considered the same to be of short term lease in nature under Ind AS 116. Accordingly, no further disclosures are applicable.

Lease rental expense debited to statement of profit and loss is ₹ 9.25 lakhs (31 March 2019: ₹ 10.18 lakhs).

**Note 37**
**Disclosures as per new revenue standard - Ind AS 115 "Revenue from contracts with customers"**
**(a) Disaggregation of revenue from contracts with customers for the year ended 31 March 2020 :**

(₹ in lakhs)

| Particulars                                     | Gujarat         |                  |                  | Rajasthan       |                 |                 | Total (A+B)      |
|-------------------------------------------------|-----------------|------------------|------------------|-----------------|-----------------|-----------------|------------------|
|                                                 | Government      | Non-government   | Total (A)        | Government      | Non-government  | Total (B)       |                  |
| <b>Affordable Housing</b>                       |                 |                  |                  |                 |                 |                 |                  |
| Engineering, procurement and construction (EPC) | 317.53          | 4,511.57         | 4,829.10         | 1,922.75        | -               | 1,922.75        | 6,751.85         |
| PPP contracts                                   | 3,297.55        | -                | 3,297.55         |                 |                 | -               | 3,297.55         |
| Civic Urban Infra - EPC contracts               | 495.88          | 5,642.17         | 6,138.05         |                 | 2,024.92        | 2,024.92        | 8,162.97         |
| <b>Total</b>                                    | <b>4,110.96</b> | <b>10,153.74</b> | <b>14,264.70</b> | <b>1,922.75</b> | <b>2,024.92</b> | <b>3,947.67</b> | <b>18,212.37</b> |

**(a) Disaggregation of revenue from contracts with customers for the year ended 31 March 2019 :**

(₹ in lakhs)

| Particulars                                     | Gujarat         |                  |                  | Rajasthan       |                |                 | Total (A+B)      |
|-------------------------------------------------|-----------------|------------------|------------------|-----------------|----------------|-----------------|------------------|
|                                                 | Government      | Non-government   | Total (A)        | Government      | Non-government | Total (B)       |                  |
| <b>Affordable Housing</b>                       |                 |                  |                  |                 |                |                 |                  |
| Engineering, procurement and construction (EPC) | 128.98          | -                | 128.98           | 4,973.78        | -              | 4,973.78        | 5,102.76         |
| PPP contracts                                   | 622.43          | -                | 622.43           | -               | -              | -               | 622.43           |
| Civic Urban Infra - EPC contracts               | 576.46          | 11,890.45        | 12,466.91        | 2,426.64        | 486.44         | 2,913.08        | 15,379.99        |
| <b>Total</b>                                    | <b>1,327.87</b> | <b>11,890.45</b> | <b>13,218.32</b> | <b>7,400.42</b> | <b>486.44</b>  | <b>7,886.86</b> | <b>21,105.18</b> |

**(b) Contract assets / Contract liabilities**

The contract assets, land and transferrable development rights receivable represents amount due from customers which primarily relate to the Company's rights to consideration for work executed but not billed at the reporting date. The contract assets or Land and transferrable development rights are transferred to receivables when the rights become unconditional. i.e. when invoice is raised on achievement of contractual milestones. This usually occurs when the Company issues an invoice to the customer. The contract liabilities primarily represent advances received from customers for which invoices are yet to be raised on customers pending achievement of milestone

The following table provides information about trade receivables and contract assets :

(₹ in lakhs)

| Particulars                               | 31 March 2020 | 31 March 2019 |
|-------------------------------------------|---------------|---------------|
| Contract assets                           | 5,094.43      | 4,602.55      |
| Land and transferrable development rights | 3,479.60      | 3,978.11      |
| Contract liabilities                      | 1,815.09      | 1,070.51      |

Changes in contract asset and land and transferrable development right balances during the year are as follows:

(₹ in lakhs)

| Particulars                                              | 31 March 2020   | 31 March 2019   |
|----------------------------------------------------------|-----------------|-----------------|
| <b>Contract asset</b>                                    |                 |                 |
| Opening balance                                          | 4,602.55        | 2,562.71        |
| Add:- Unbilled revenue for the year                      | 3,459.70        | 4,602.55        |
| Less:- Contract assets reclassified to trade receivables | 2,967.82        | 2,562.71        |
| <b>Closing balance</b>                                   | <b>5,094.43</b> | <b>4,602.55</b> |

(₹ in lakhs)

| Particulars                                              | 31 March 2020 | 31 March 2019 |
|----------------------------------------------------------|---------------|---------------|
| Land and transferrable development rights                |               |               |
| Opening balance                                          | 3,978.11      | 1,882.20      |
| Add:- Unbilled revenue for the year                      | 3,479.60      | 3,978.11      |
| Less:- Contract assets reclassified to trade receivables | 3,978.11      | 1,882.20      |
| Closing balance                                          | 3,479.60      | 3,978.11      |

Changes in contract liabilities balances during the year are as follows:

(₹ in lakhs)

| Particulars                                                                    | 31 March 2020 | 31 March 2019 |
|--------------------------------------------------------------------------------|---------------|---------------|
| Closing balance                                                                | 1,070.51      | 1,186.21      |
| Less:- Recognised as amounts due to Customers under Construction Contract      | 1,043.92      | 1,077.16      |
| Add:- Advances received from customers for which invoices are yet to be raised | 1,788.49      | 961.46        |
| Closing balance                                                                | 1,815.08      | 1,070.51      |

(c) Transaction price allocated to remaining performance obligations

Table below shows the forward order book for the Group at the reporting date with the time bands of when the Group expects to recognise secured revenue on its contracts with customers. Secured revenue corresponds to fixed work contracted with customers and excludes the impact of any anticipated contract extensions or modifications, and new contracts with customers.

31 March 2020

| Particulars      | Within one year | More than one year | Total     |
|------------------|-----------------|--------------------|-----------|
| Contract revenue | 14,595.57       | 42,756.28          | 57,351.85 |
| Total            | 14,595.57       | 42,756.28          | 57,351.85 |

31 March 2019

| Particulars      | Within one year | More than one year | Total     |
|------------------|-----------------|--------------------|-----------|
| Contract revenue | 19,430.00       | 45,333.20          | 64,763.20 |
| Total            | 19,430.00       | 45,333.20          | 64,763.20 |

(d) Reconciliation of revenue recognised in the Statement of Profit and Loss

There are no adjustments made to the contracted price with customers which need to be reconciled to revenue recognised in the statement of profit and loss.

**Note 38**
**Financial Instruments - Fair Value And Risk Measurements**
**A. Accounting classification and fair values**

The carrying amounts and fair values of financial instruments by class are as follows:-

(₹ in lakhs)

| As at 31 March 2020       | Carrying amount                    |                                               |                 |           | Fair value                               |                                         |                                           | Total |
|---------------------------|------------------------------------|-----------------------------------------------|-----------------|-----------|------------------------------------------|-----------------------------------------|-------------------------------------------|-------|
|                           | Fair Value Through Profit and Loss | Fair Value through Other Comprehensive Income | Amortized Cost* | Total     | Level 1 - Quoted price in active markets | Level 2 - Significant observable inputs | Level 3 - Significant unobservable inputs |       |
| Financial asset           |                                    |                                               |                 |           |                                          |                                         |                                           |       |
| Loan                      |                                    |                                               |                 |           |                                          |                                         |                                           |       |
| - Non-current             | -                                  | -                                             | 7,480.75        | 7,480.75  | -                                        | -                                       | -                                         | -     |
| - Current                 | -                                  | -                                             | 117.42          | 117.42    | -                                        | -                                       | -                                         | -     |
| Investment                | -                                  | -                                             | 0.15            | 0.15      | -                                        | -                                       | -                                         | -     |
| Trade receivables         | -                                  | -                                             | 6,411.84        | 6,411.84  | -                                        | -                                       | -                                         | -     |
| Cash and cash equivalent  | -                                  | -                                             | 66.95           | 66.95     | -                                        | -                                       | -                                         | -     |
| Other bank balance        | -                                  | -                                             | 560.15          | 560.15    | -                                        | -                                       | -                                         | -     |
| Other financial assets    |                                    |                                               |                 | -         |                                          |                                         |                                           |       |
| - Non-current             | -                                  | -                                             | 508.72          | 508.72    | -                                        | -                                       | -                                         | -     |
| - Current                 | -                                  | -                                             | 301.68          | 301.68    | -                                        | -                                       | -                                         | -     |
|                           | -                                  | -                                             | 15,447.66       | 15,447.66 | -                                        | -                                       | -                                         | -     |
| Financial liabilities     |                                    |                                               |                 |           |                                          |                                         |                                           |       |
| Borrowings                |                                    |                                               |                 |           |                                          |                                         |                                           |       |
| - Non-current             | -                                  | -                                             | 9,990.93        | 9,990.93  | -                                        | -                                       | -                                         | -     |
| - Current                 | -                                  | -                                             | 981.57          | 981.57    | -                                        | -                                       | -                                         | -     |
| Trade payable             |                                    |                                               |                 |           |                                          |                                         |                                           |       |
| - Non-current             |                                    |                                               | 359.04          | 359.04    |                                          |                                         |                                           |       |
| - Current                 |                                    |                                               | 4,271.71        | 4,271.71  |                                          |                                         |                                           |       |
| Other financial liability |                                    |                                               |                 |           |                                          |                                         |                                           |       |
| - Non-current             | -                                  | -                                             | 15.85           | 15.85     | -                                        | -                                       | -                                         | -     |
| - Current                 | -                                  | -                                             | 1,058.91        | 1,058.91  | -                                        | -                                       | -                                         | -     |
|                           | -                                  | -                                             | 16,678.01       | 16,678.01 | -                                        | -                                       | -                                         | -     |

(₹ in lakhs)

| As at 31 March 2019      | Carrying amount                    |                                               |                 |          | Fair value                               |                                         |                                           | Total |
|--------------------------|------------------------------------|-----------------------------------------------|-----------------|----------|------------------------------------------|-----------------------------------------|-------------------------------------------|-------|
|                          | Fair Value Through Profit and Loss | Fair Value through Other Comprehensive Income | Amortized Cost* | Total    | Level 1 - Quoted price in active markets | Level 2 - Significant observable inputs | Level 3 - Significant unobservable inputs |       |
| Financial asset          |                                    |                                               |                 |          |                                          |                                         |                                           |       |
| Loan                     |                                    |                                               |                 |          |                                          |                                         |                                           |       |
| - Non-current            | -                                  | -                                             | 5,699.31        | 5,699.31 | -                                        | -                                       | -                                         | -     |
| - Current                | -                                  | -                                             | 18.62           | 18.62    | -                                        | -                                       | -                                         | -     |
| Investment               | -                                  | -                                             | 0.14            | 0.14     | -                                        | -                                       | -                                         | -     |
| Trade receivables        | -                                  | -                                             | 3,179.45        | 3,179.45 | -                                        | -                                       | -                                         | -     |
| Cash and cash equivalent | -                                  | -                                             | 79.10           | 79.10    | -                                        | -                                       | -                                         | -     |

| As at 31 March 2019       | Carrying amount                    |                                               |                 |           | Fair value                               |                                         |                                           | Total |
|---------------------------|------------------------------------|-----------------------------------------------|-----------------|-----------|------------------------------------------|-----------------------------------------|-------------------------------------------|-------|
|                           | Fair Value Through Profit and Loss | Fair Value through Other Comprehensive Income | Amortized Cost* | Total     | Level 1 - Quoted price in active markets | Level 2 - Significant observable inputs | Level 3 - Significant unobservable inputs |       |
| Other bank balance        | -                                  | -                                             | 624.72          | 624.72    | -                                        | -                                       | -                                         | -     |
| Other financial assets    |                                    |                                               |                 | -         |                                          |                                         |                                           |       |
| - Non-current             | -                                  | -                                             | 366.30          | 366.30    | -                                        | -                                       | -                                         | -     |
| - Current                 | -                                  | -                                             | -               | -         | -                                        | -                                       | -                                         | -     |
|                           | -                                  | -                                             | 9,967.64        | 9,967.64  | -                                        | -                                       | -                                         | -     |
| Financial liabilities     |                                    |                                               |                 |           |                                          |                                         |                                           |       |
| Borrowings                |                                    |                                               |                 |           |                                          |                                         |                                           |       |
| - Non-current             | -                                  | -                                             | 8,863.32        | 8,863.32  | -                                        | -                                       | -                                         | -     |
| - Current                 | -                                  | -                                             | 1,851.98        | 1,851.98  | -                                        | -                                       | -                                         | -     |
| Trade payable             |                                    |                                               |                 |           |                                          |                                         |                                           |       |
| - Non-current             | -                                  | -                                             | -               | -         | -                                        | -                                       | -                                         | -     |
| - Current                 | -                                  | -                                             | 4,641.15        | 4,641.15  | -                                        | -                                       | -                                         | -     |
| Other financial liability |                                    |                                               |                 |           |                                          |                                         |                                           |       |
| - Non-current             | -                                  | -                                             | 201.93          | 201.93    | -                                        | -                                       | -                                         | -     |
| - Current                 | -                                  | -                                             | 1,555.89        | 1,555.89  | -                                        | -                                       | -                                         | -     |
|                           | -                                  | -                                             | 17,114.27       | 17,114.27 | -                                        | -                                       | -                                         | -     |

\* Fair value of financial assets and liabilities measured at amortised cost is not materially different from the amortised cost. Further, impact of time value of money is not significant for the financial instruments classified as current. Accordingly, the fair value has not been disclosed separately.

Note 1: Investments in associate, joint ventures and subsidiary have been accounted at historical cost. Since these are scoped out of Ind AS 109 for the purposes of measurement, the same have not been disclosed in the tables above.

#### Fair value hierarchy

The fair value of financial instruments as referred above have been classified into three categories depending on the inputs used in valuation technique. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level I measurements) and lowest priority to unobservable inputs (Level III measurements).

The categories used are as follows:-

**Input Level I (Directly Observable) :** Input Level I (Directly Observable) : which includes quoted prices in active markets for identical assets such as quoted price for an equity security on Security Exchanges.

**Input Level II (Indirectly Observable) :** which includes prices in active markets for similar assets such as quoted price for similar assets in active markets, valuation multiple derived from prices in observed transactions involving similar businesses, etc.

**Input Level III (Unobservable):** which includes management's own assumptions for arriving at a fair value such as projected cash flows used to value a business, etc.

## B. Measurement of fair values

- i) Valuation techniques and significant unobservable inputs  
The fair value of the investment in quoted investment in equity shares is based on the current bid price of investment at balance sheet date
- ii) Transfers between Levels I and II  
There has been no transfer in between Level I and Level II
- iii) Level III fair values  
There are no items in Level III fair values.

## C. Financial risk management

The Group has a well-defined risk management framework. The Board of Directors of the Group has adopted a Risk Management Policy. The Group has exposure to the following risks arising from financial instruments:

- Credit risk ;
- Liquidity risk ; and
- Market risk

### Risk management framework

The Group's board of directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The board of directors evaluate and exercise independent control over the entire process of risk management. The board also recommends risk management objectives and policies.

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities. The Group, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The audit committee oversees how management monitors compliance with the Group's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Group. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and adhoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

### (i) Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk primarily trade receivables and other financial assets including deposits with banks. The Group's exposure and credit ratings of its counterparties are continuously monitored and the aggregate value of transactions is reasonably spread amongst the counterparties.

### Trade receivables and other receivables

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Group grants credit terms in the normal course of business. The Group establishes an allowance for doubtful debts and impairment that represents its estimate of incurred losses in respect of trade and other receivables. The Group considers the probability of default and whether there has been a significant increase in the credit risk on an ongoing basis through each reporting period. To assess whether there is a significant increase in credit risk, the Group compares the risk of default occurring on financial assets as on the reporting date.

Summary of the Group's exposure to credit risk by age of the outstanding from various customers is as follows:

(₹ in lakhs)

| Particulars  | As at<br>31 March 2020 | As at<br>31 March 2019 |
|--------------|------------------------|------------------------|
| Not Due      | 3,297.33               | 1,065.47               |
| 0-3 Months   | 1,920.85               | 1,885.73               |
| 3-6 Months   | 1,284.05               | 55.81                  |
| 6-12 Months  | 52.83                  | 120.85                 |
| 1-2 years    | 3.71                   | 19.43                  |
| >2 years     | 1.60                   | 72.16                  |
| <b>Total</b> | <b>6,560.37</b>        | <b>3,219.45</b>        |

#### Impairment

Most of customers are PSU and as per past experience, there has been no credit loss on account of customer's inability to pay i.e. there has been no material bad debts in past and therefore, no provision is generally made on this account. The Group has used a practical expedient by computing the expected credit loss allowance for trade receivables on a provision matrix. An impairment analysis is performed at each reporting date based on the facts and circumstances existing on that date to identify expected losses on account of time value of money and credit risk. The calculation is based provision matrix which considers actual historical data adjusted appropriately for the future expectations and probabilities. Receivables from group companies are excluded for the purposes of this analysis since no credit risk is perceived on them. Proportion of expected credit loss provided for across the ageing buckets is summarised below:

On the above basis, the Group estimates the following provision matrix at the reporting date:

(₹ in lakhs)

| Particulars | Expected credit loss % |               |
|-------------|------------------------|---------------|
|             | 31 March 2020          | 31 March 2019 |
| Not Due     | 0.89%                  | 0.42%         |
| 0-3 Months  | 0.89%                  | 0.42%         |
| 3-6 Months  | 3.67%                  | 7.17%         |
| 6-12 Months | 8.15%                  | 7.66%         |
| 1-2 years   | 52.29%                 | 64.05%        |
| >2 years    | 100.00%                | 100.00%       |

Movement in the provision for loss allowance in respect of trade and other receivables are as follows:

(₹ in lakhs)

| Particulars                           | 31 March 2020 | 31 March 2019 |
|---------------------------------------|---------------|---------------|
| Balance at the begininng of the year  | 40.00         | -             |
| Provision during the year             | 108.53        | 40.00         |
| Reversal / utilisation                | -             | -             |
| <b>Balance at the end of the year</b> | <b>148.53</b> | <b>40.00</b>  |

#### Cash and bank balances

The Group is also exposed to credit risks arising on cash and cash equivalents and term deposits with banks. The Group believes that its credit risk in respect to cash and cash equivalents and term deposits is insignificant as funds are invested in term deposits at pre-determined interest rates for specified period of time. For cash and cash equivalents and other bank balances, only high rated banks are accepted.

#### Other financial assets

Other financial assets includes loan to employees and related parties, security deposits, etc. Credit risk arising from these financial assets is limited and there is no collateral held against these because the counterparties are group companies, banks. Banks have high credit ratings assigned by the credit rating agencies.

#### (ii) Liquidity Risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are proposed to be settled by delivering cash or other financial asset. The Group's financial planning has ensured, as far as possible, that there is sufficient liquidity to meet the liabilities whenever due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation. In addition to the Group's own liquidity, it enjoys credit facilities with the reputed bank and financial institutions.

Management monitors the Group's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Group's liquidity management policy involves periodic reviews of cash flow projections and considering the level of liquid assets necessary, monitoring balance sheet, liquidity ratios against internal and external regulatory requirements.

#### Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments and exclude the impact of netting agreements.

(₹ in lakhs)

| 31 March 2020                    | Carrying amount | Contractual maturities |                     |           |           |                   |
|----------------------------------|-----------------|------------------------|---------------------|-----------|-----------|-------------------|
|                                  |                 | Not Due                | Less than 12 months | 1-2 years | 2-5 years | More than 5 years |
| <b>Borrowings</b>                |                 |                        |                     |           |           |                   |
| - Non-current                    | 9,990.93        | -                      | -                   | 1,075.15  | 8,186.44  | 729.34            |
| - Current                        | 981.57          | -                      | 981.57              | -         | -         | -                 |
| <b>Trade payable</b>             |                 |                        |                     |           |           |                   |
| - Non-current                    | 359.04          | -                      | -                   | 359.04    | -         | -                 |
| - Current                        | 4,271.71        | -                      | 4,271.71            | -         | -         | -                 |
| <b>Other financial liability</b> |                 |                        |                     |           |           |                   |
| - Non-current                    | 15.85           | -                      | -                   | 7.98      | 7.87      | -                 |
| - Current                        | 1,058.91        | -                      | 1,058.91            | -         | -         | -                 |

(₹ in lakhs)

| 31 March 2019                    | Carrying amount | Contractual maturities |                     |           |           |                   |
|----------------------------------|-----------------|------------------------|---------------------|-----------|-----------|-------------------|
|                                  |                 | Not Due                | Less than 12 months | 1-2 years | 2-5 years | More than 5 years |
| <b>Borrowings</b>                |                 |                        |                     |           |           |                   |
| - Non-current                    | 8,863.32        | -                      | -                   | 5,857.02  | 2,094.58  | 911.74            |
| - Current                        | 1,851.98        | -                      | 1,851.98            | -         | -         | -                 |
| <b>Trade payable</b>             |                 |                        |                     |           |           |                   |
| - Non-current                    | -               | -                      | -                   | -         | -         | -                 |
| - Current                        | 4,641.15        | -                      | 4,641.15            | -         | -         | -                 |
| <b>Other financial liability</b> |                 |                        |                     |           |           |                   |
| - Non-current                    | 201.93          | 201.93                 | -                   | -         | -         | -                 |
| - Current                        | 1,555.89        | -                      | 1,555.89            | -         | -         | -                 |

(iii) Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates and interest rates – will affect the Group's income. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables and debt. The Group does not have any transactions in foreign currency. And accordingly, Group does not have currency risk.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's liquidity and borrowing are managed by professional at senior management level. The interest rate exposure of the Group is reduced by matching the duration of investments and borrowings. The interest rate profile of the Group's interest - bearing financial instrument as reported to management is as follows:

(₹ in lakhs)

| Particulars              | As at<br>31 March 2020 | As at<br>31 March 2019 |
|--------------------------|------------------------|------------------------|
| Fixed-rate instrument    |                        |                        |
| Financial asset          | 6,251.71               | 4,676.54               |
| Financial liability      | -                      | -                      |
| Floating-rate instrument |                        |                        |
| Financial asset          | -                      | -                      |
| Financial liability      | 11,936.38              | 12,195.53              |

Interest rate sensitivity

Profit or loss is sensitive to higher/lower interest expense from borrowings as a result of change in interest rates. The following table demonstrates the sensitivity of floating rate financial instruments to a reasonably possible change in interest rates. The risk estimates provided assume a parallel shift of 100 basis points interest rate across all yield curves. This calculation also assumes that the change occurs at the balance sheet date and has been calculated based on risk exposures outstanding as at that date. The period end balances are not necessarily representative of the average debt outstanding during the period.

(₹ in lakhs)

| Particulars                 | Increase on profit/<br>(loss) after tax |
|-----------------------------|-----------------------------------------|
| 31 March 2020               |                                         |
| Increase in 100 basis point | (119.36)                                |
| Decrease in 100 basis point | 119.36                                  |
| 31 March 2019               |                                         |
| Increase in 100 basis point | (121.96)                                |
| Decrease in 100 basis point | 121.96                                  |

**Note 39**

**Capital management**

The Group's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The board of directors seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position. The Group monitors capital using a ratio of 'Debt' to 'Equity'. For this purpose, 'Debt' is meant to include long-term borrowings, short-term borrowings and current maturities of long-term borrowings. 'Equity' comprises all components of equity. The Group's debt to equity ratio as at the end of the reporting periods are as follows:

(₹ in lakhs)

| Particulars                                                       | As at<br>31 March 2020 | As at<br>31 March 2019 |
|-------------------------------------------------------------------|------------------------|------------------------|
| Total debt (including interest accrued but not due on borrowings) | 11,936.38              | 12,195.53              |
| Less : Cash and bank balances                                     | 66.95                  | 79.10                  |
| Adjusted net debt                                                 | 11,869.43              | 12,116.43              |
| Total equity                                                      | 13,551.91              | 11,834.37              |
| Debt to equity (net)                                              | 0.88                   | 1.02                   |

#### Note 40

#### Interest in other entities

##### 1 Subsidiaries

Group has only one subsidiary at 31 March 2020. It's share capital comprises solely of equity shares held by the group and proportion of ownership interest held equals the voting rights held by group.

| Name of entity                          | Ownership interest held by group |               | Ownership interest held by non-controlling interest |               | Principal Activities                                                       |
|-----------------------------------------|----------------------------------|---------------|-----------------------------------------------------|---------------|----------------------------------------------------------------------------|
|                                         | 31 March 2020                    | 31 March 2019 | 31 March 2020                                       | 31 March 2019 |                                                                            |
|                                         | %                                | %             | %                                                   | %             |                                                                            |
| Nila Terminals (Amreli) Private Limited | 100.00                           | 100.00        | -                                                   | -             | Special Purpose Vehicle created for Construction of bus terminal at Amreli |

##### 2 Interest in associate & joint ventures

Below is the list of associate and joint ventures as at 31 March 2020. Their Share capital comprise solely of equity shares and/or as partners capital held by the group and proportion of ownership interest held equals the voting rights held by the group

(₹ in lakhs)

| Name of entity                              | % of ownership interest | Relationship  | Method of Accounting | Quoted Fair value |               | Carrying Amount |               |
|---------------------------------------------|-------------------------|---------------|----------------------|-------------------|---------------|-----------------|---------------|
|                                             |                         |               |                      | 31 March 2020     | 31 March 2019 | 31 March 2020   | 31 March 2019 |
| Kent Residential & Industrial Park LLP      | 50%                     | Joint Venture | Equity method        | -                 | -             | -               | -             |
| Romanovia Industrial Park Private Limited   | 50%                     | Joint Venture | Equity method        | -                 | -             | 417.27          | 468.25        |
| Vyapnila Terminals (Modasa) Private Limited | 34%                     | Associate     | Equity method        | -                 | -             | 196.31          | 0.45          |

(a) Summarised financial statements of Joint ventures

1 The table below shows summarised financial statements for both joint ventures which are material to the group.  
(₹ in lakhs)

| Summarised balance sheet                                   | Kent Residential & Industrial Park LLP |                  | Romanovia Industrial Park Pvt Ltd |                 |
|------------------------------------------------------------|----------------------------------------|------------------|-----------------------------------|-----------------|
|                                                            | 31 March 2020                          | 31 March 2019    | 31 March 2020                     | 31 March 2019   |
| <b>(1) Non-current assets</b>                              |                                        |                  |                                   |                 |
| (a) Property, plant and equipments                         | 3,786.05                               | 2,230.96         | 4,291.36                          | 4,352.81        |
| (b) Long term loans and advances                           | 40.55                                  | 33.09            | 3.91                              | 3.18            |
| (c) Other tax assets (net)                                 | -                                      | 42.54            | -                                 | -               |
| (d) Deferred tax assets (net)                              | 14.78                                  | -                | -                                 | -               |
| <b>(1) Total Non-current assets</b>                        | <b>3,841.38</b>                        | <b>2,306.59</b>  | <b>4,295.28</b>                   | <b>4,355.99</b> |
| <b>(2) Current assets</b>                                  |                                        |                  |                                   |                 |
| (a) Inventories                                            | 8,283.34                               | 7,009.90         | 5,423.80                          | 4,593.40        |
| (b) Cash and Bank Balance                                  | 1.77                                   | 9.17             | 1.23                              | 25.50           |
| (c) Trade Receivable                                       | 8.27                                   | 8.84             | 19.73                             | 34.43           |
| (d) Short-term Loans and Advances                          | 1,279.65                               | -                | 523.04                            | 472.16          |
| (e) Other Financial Assets                                 | -                                      | -                | -                                 | 3.77            |
| (f) Current tax assets (net)                               | -                                      | -                | -                                 | -               |
| (g) Other Current Assets                                   | 176.18                                 | 1,610.79         | 76.41                             | 205.79          |
| <b>Total current assets</b>                                | <b>9,749.22</b>                        | <b>8,638.70</b>  | <b>6,044.22</b>                   | <b>5,335.04</b> |
| <b>Total assets</b>                                        | <b>13,590.60</b>                       | <b>10,945.29</b> | <b>10,339.49</b>                  | <b>9,691.03</b> |
| <b>Total non-current assets</b>                            | <b>3,841.38</b>                        | <b>2,306.59</b>  | <b>4,295.28</b>                   | <b>4,355.99</b> |
| <b>Current assets other than cash and cash equivalents</b> | <b>9,747.44</b>                        | <b>8,629.53</b>  | <b>6,042.99</b>                   | <b>5,309.55</b> |
| <b>Cash and cash equivalents</b>                           | <b>1.77</b>                            | <b>9.17</b>      | <b>1.23</b>                       | <b>25.50</b>    |
| <b>(A)</b>                                                 | <b>13,590.60</b>                       | <b>10,945.29</b> | <b>10,339.49</b>                  | <b>9,691.03</b> |
| <b>(3) Non-current Liabilities</b>                         |                                        |                  |                                   |                 |
| (a) Long term borrowings                                   | 13,148.20                              | 10,139.26        | 9,079.67                          | 8,462.87        |
| (b) Deferred tax liability (net)                           | -                                      | 26.84            | 13.14                             | (11.33)         |
| (c) Other financial liabilities                            | -                                      | -                | 146.66                            | 146.35          |
| <b>Total Non-current Liabilities</b>                       | <b>13,148.20</b>                       | <b>10,166.10</b> | <b>9,239.47</b>                   | <b>8,597.89</b> |
| <b>(4) Current Liabilities</b>                             |                                        |                  |                                   |                 |
| (a) Borrowings                                             | -                                      | -                | -                                 | -               |
| (b) Trade payables                                         | 2.00                                   | 516.94           | 22.07                             | 21.93           |
| (c) Other current financial liabilities                    | -                                      | 0.40             | 327.72                            | 275.23          |
| (d) Provisions                                             | 0.25                                   | -                | 1.00                              | 0.45            |
| (e) Other current liabilities                              | 392.24                                 | 125.15           | 500.53                            | 500.53          |
| <b>Total Current Liabilities</b>                           | <b>394.49</b>                          | <b>642.50</b>    | <b>851.32</b>                     | <b>798.14</b>   |
| <b>Total liabilities</b>                                   | <b>13,542.69</b>                       | <b>10,808.60</b> | <b>10,090.79</b>                  | <b>9,396.03</b> |
| <b>Non-current financial liabilities</b>                   | <b>13,148.20</b>                       | <b>10,166.10</b> | <b>9,239.47</b>                   | <b>8,597.89</b> |

| Summarised balance sheet                                                                               | Kent Residential & Industrial Park LLP |               | Romanovia Industrial Park Pvt Ltd |               |
|--------------------------------------------------------------------------------------------------------|----------------------------------------|---------------|-----------------------------------|---------------|
|                                                                                                        | 31 March 2020                          | 31 March 2019 | 31 March 2020                     | 31 March 2019 |
| Current financial liabilities (excluding trade payable and provisions)                                 | 392.24                                 | 125.56        | 828.25                            | 775.76        |
| Current liabilities other than current financial liabilities (including trade payables and provisions) | 2.25                                   | 516.94        | 23.07                             | 22.38         |
| (B)                                                                                                    | 13,542.69                              | 10,808.60     | 10,090.79                         | 9,396.03      |
| Net assets (A-B)                                                                                       | 47.91                                  | 136.69        | 248.71                            | 295.01        |
| Group's share in %                                                                                     | 50.00%                                 | 50.00%        | 50.00%                            | 50.00%        |
| Group's share in INR                                                                                   | 23.95                                  | 68.35         | 124.35                            | 147.50        |

#### Reconciliation to Carrying Amount

(₹ in lakhs)

| Particulars                                                                                         | Kent Residential & Industrial Park LLP |               | Romanovia Industrial Park Pvt Ltd |               |
|-----------------------------------------------------------------------------------------------------|----------------------------------------|---------------|-----------------------------------|---------------|
|                                                                                                     | 31 March 2020                          | 31 March 2019 | 31 March 2020                     | 31 March 2019 |
| Group share in opening net assets                                                                   | -                                      | -             | 468.25                            | 641.34        |
| Profit/(loss) for the year - share of group                                                         | (37.94)*                               | 33.54*        | (23.15)**                         | 71.51**       |
| Opening net assets #                                                                                | -                                      | 33.54         | 445.10                            | 712.85        |
| Add:- Ind AS adjustment                                                                             |                                        |               |                                   |               |
| Less:- Unrealised gain & losses eliminated against the investment accounted for using equity method | -                                      | (33.54)       | (27.83)                           | (244.60)      |
| Closing net assets                                                                                  | -                                      | -             | 417.27                            | 468.25        |

\*Amount of ₹ (46.14) lakhs (31 March 2019 ₹ 29.36 lakhs) represents share of (loss)/profit from Kent Residential & Industrial Park LLP and also includes amount of ₹ 8.20 lakhs (31 March 2019 ₹ 4.18 lakhs) regarding interest on capital.

# since share of loss remains unabsorbed to the extent of (37.94)\* there is no elimination of unrealised gain/(loss) against the investment as per equity method and the investment value also stands NIL in consolidated financial statement till the unabsorbed loss gets fully absorbed and balance is profit

\*\* The same includes amount of ₹ (23.15) lakhs (31 March 2019 ₹ 71.51) as share of profit/(loss) from Romanovia Industrial Park Private Limited

Summarised statement of profit and loss of material joint venture

(₹ in lakhs)

| Summarised profit and loss                                                 | Kent Residential & Industrial Park LLP |               | Romanovia Industrial Park Pvt Ltd |               |
|----------------------------------------------------------------------------|----------------------------------------|---------------|-----------------------------------|---------------|
|                                                                            | 31 March 2020                          | 31 March 2019 | 31 March 2020                     | 31 March 2019 |
| Revenue from operations                                                    | 411.68                                 | 97.93         | 371.16                            | 811.23        |
| Other income                                                               | 3.11                                   | 117.72        | 159.85                            | 109.63        |
| <b>Total income</b>                                                        | <b>414.79</b>                          | <b>215.65</b> | <b>531.01</b>                     | <b>920.86</b> |
| Cost of material consumed and project expenses                             | 1,278.89                               | 3,796.98      | 854.88                            | 2,312.48      |
| Changes in inventories of construction material, land and work in progress | (1,273.45)                             | (3,789.57)    | (830.40)                          | (1,929.37)    |
| Employee benefits expenses                                                 | 8.06                                   | -             | 2.03                              | -             |
| Finance costs                                                              | 327.82                                 | 75.33         | 441.71                            | 243.31        |
| Depreciation and amortisation expense                                      | 186.17                                 | 41.07         | 112.44                            | 77.32         |
| Other expenses                                                             | 21.17                                  | 5.24          | 14.01                             | 17.27         |
| <b>Total expenses</b>                                                      | <b>548.68</b>                          | <b>129.05</b> | <b>594.67</b>                     | <b>721.01</b> |
| <b>Profit before tax</b>                                                   | <b>(133.88)</b>                        | <b>86.60</b>  | <b>(63.66)</b>                    | <b>199.85</b> |
| Tax expense                                                                | (41.60)                                | (27.88)       | (17.36)                           | (56.81)       |
| <b>Profit for the year</b>                                                 | <b>(92.29)</b>                         | <b>58.72</b>  | <b>(46.30)</b>                    | <b>143.04</b> |
| Other comprehensive income                                                 |                                        |               |                                   |               |
| Items that will not be reclassified subsequently to profit or loss         |                                        |               |                                   |               |
| Remeasurement of post-employment benefit obligation                        | -                                      | -             | -                                 | -             |
| Income tax relating to these items                                         | -                                      | -             | -                                 | -             |
| <b>Other comprehensive income for the year, net of tax</b>                 | <b>-</b>                               | <b>-</b>      | <b>-</b>                          | <b>-</b>      |
| <b>Total comprehensive income for the year</b>                             | <b>(92.29)</b>                         | <b>58.72</b>  | <b>(46.30)</b>                    | <b>143.04</b> |

2 Information for associate that is not material to the group is as under

Vyapnla Terminals (Modasa) Privete Limited

(₹ in lakhs)

| Particulars                                          | 31 March 2020 | 31 March 2019 |
|------------------------------------------------------|---------------|---------------|
| Carrying amount of individually immaterial associate | 0.92          | 0.45          |
| Equity contribution in associate                     | 195.39        | -             |
| Summarised statement of profit and loss              |               |               |
| Profit/(loss) for the year                           | 1.37          | 1.33          |
| Other comprehensive income for the year              |               |               |
| Total comprehensive income                           | 1.37          | 1.33          |
| Group's share of total comprehensive income          | 0.47          | 0.45          |

**Note 41**  
**Additional Information as per Schedule III**

(₹ in lakhs)

| Name of Entity in the group                       | Net Assets (Total assets minus Total liabilities) |           | Share in profit or (loss)       |          | Share in other comprehensive income             |        | Share in total comprehensive income             |          |
|---------------------------------------------------|---------------------------------------------------|-----------|---------------------------------|----------|-------------------------------------------------|--------|-------------------------------------------------|----------|
|                                                   | As % of consolidated net assets                   | Amount    | As % of consolidated net assets | Amount   | As % of consolidated other comprehensive income | Amount | As % of consolidated total comprehensive income | Amount   |
| <b>Parent</b>                                     |                                                   |           |                                 |          |                                                 |        |                                                 |          |
| <b>Nila Infrastructures Limited</b>               |                                                   |           |                                 |          |                                                 |        |                                                 |          |
| 31 March 2020                                     | 96.62%                                            | 33,318.10 | 101.41%                         | 1,672.59 | 100.00%                                         | 0.74   | 101.41%                                         | 1,673.33 |
| 31 March 2019                                     | 93.58%                                            | 11,074.34 | 94.89%                          | 1,899.03 | 100.00%                                         | 24.31  | 94.95%                                          | 1,923.34 |
| <b>Subsidiary</b>                                 |                                                   |           |                                 |          |                                                 |        |                                                 |          |
| <b>Nila Terminals (Amreli) Private Limited</b>    |                                                   |           |                                 |          |                                                 |        |                                                 |          |
| 31 March 2020                                     | 2.16%                                             | 745.85    | (0.03%)                         | (0.56)   | -                                               | -      | (0.03%)                                         | (0.56)   |
| 31 March 2019                                     | 2.46%                                             | 291.32    | (0.16%)                         | (3.29)   | -                                               | -      | (0.16%)                                         | (3.29)   |
| <b>Joint Ventures</b>                             |                                                   |           |                                 |          |                                                 |        |                                                 |          |
| <b>Kent Residential &amp; Industrial Park LLP</b> |                                                   |           |                                 |          |                                                 |        |                                                 |          |
| 31 March 2020                                     | -                                                 | -         | -                               | -        | -                                               | -      | -                                               | -        |
| 31 March 2019                                     | -                                                 | -         | 1.68%                           | 33.54    | -                                               | -      | 1.66%                                           | 33.54    |
| <b>Romanovia Industrial Park Private Limited</b>  |                                                   |           |                                 |          |                                                 |        |                                                 |          |
| 31 March 2020                                     | 1.21%                                             | 417.27    | (1.40%)                         | (23.15)  | -                                               | -      | (1.40%)                                         | (23.15)  |
| 31 March 2019                                     | 3.96%                                             | 468.26    | 3.57%                           | 71.52    | -                                               | -      | 3.53%                                           | 71.52    |
| <b>Associate</b>                                  |                                                   |           |                                 |          |                                                 |        |                                                 |          |
| <b>Vyapnila Modasa Private Limited</b>            |                                                   |           |                                 |          |                                                 |        |                                                 |          |
| 31 March 2020                                     | 0.01%                                             | 0.91      | 0.03%                           | 0.47     | -                                               | -      | 0.03%                                           | 0.47     |
| 31 March 2019                                     | 0.01%                                             | 0.45      | 0.02%                           | 0.45     | -                                               | -      | 0.02%                                           | 0.45     |
| <b>Total</b>                                      |                                                   |           |                                 |          |                                                 |        |                                                 |          |
| 31 March 2020                                     | 100.00%                                           | 34,482.14 | 100.00%                         | 1,649.35 | 100.00%                                         | 0.74   | 100.00%                                         | 1,650.09 |
| 31 March 2019                                     | 100.00%                                           | 11,834.37 | 100.00%                         | 2,001.25 | 100.00%                                         | 24.31  | 100.00%                                         | 2,025.56 |

Note: The above figures are after eliminating intra group transactions and intra group balances as at 31 March 2020 and 31 March 2019.

**Note 42**

Disclosure under Regulation 34 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and section 186(4) of the Companies Act, 2013.

(₹ in lakhs)

| Particulars                                | As at<br>31 March 2020 | Maximum<br>balance<br>outstanding<br>during<br>the year 2019-20 | As at<br>31 March 2019 | Maximum<br>balance<br>outstanding<br>during<br>the year 2018-19 |
|--------------------------------------------|------------------------|-----------------------------------------------------------------|------------------------|-----------------------------------------------------------------|
| <b>Details of loans given :</b>            |                        |                                                                 |                        |                                                                 |
| Kent Residential and Industrial Park LLP   | 5,153.27               | 5,204.48                                                        | 3,695.12               | 3,730.65                                                        |
| Romanovia Industrial Park Private Limited  | 75.57                  | 652.67                                                          | 32.57                  | 2,986.18                                                        |
| Vyapnla Terminals (Modasa) Private Limited | 1,029.33               | 1,098.86                                                        | 948.86                 | 948.86                                                          |
| Nilsan Realty LLP                          | -                      | -                                                               | -                      | 390.38                                                          |

Details of Investments made by the company are given in Note 7 .

All loans are given for the purposes of the business.

**Note 43****Covid-19**

Consequent to the COVID – 19 pandemic throughout the world, nationwide lockdown was implemented from 25<sup>th</sup> March 2020 in India and accordingly operations of the Group were suspended from that date. The Group resumed its operations with minimum capacity from 23 June 2020 with a gradual increase in the level of operations since then considering social distancing norms and material / labour availability.

The Group has made detailed assessment of its liquidity position for the next one year and of the recoverability and carrying values of its assets comprising Property, Plant and Equipment, Trade Receivables, Contract assets, Investments, Loans and advances and Inventories and has concluded that there is no material adjustments required in the Financial Statements as at 31 March 2020 . Based on the forecasted cash flows, management believes that they will be able to discharge all their liabilities/obligations in next one year.

Management believes that it has considered all the possible impact of known events arising from COVID -19 pandemic in the preparation of the financial Statements. However, the impact assessment of COVID-19 is a continuing process given the uncertainties associated with its nature and duration. The Group will continue to monitor any material changes to future economic conditions.

**Note 44****Specified bank notes**

The details of specified bank notes held and transacted during 8 November 2016 to 30 December 2016 has not been made in these financial statements since the requirement does not pertain to financial year ended 31 March 2020.

**Note 45**

Previous year figures have been regrouped/reclassified wherever necessary to confirm to current year presentation

**For B S R & Associates LLP**

Chartered Accountants

Firm's Registration No: 116231W/W-100024

**Jeyur Shah**

Partner

Membership No: 045754

**For and on behalf of the Board of Directors of Nila Infrastructures Limited**

CIN No. : L45201GJ1990PLC013417

**Manoj B. Vadodaria**

Managing Director

DIN : 00092053

**Kiran B. Vadodaria**

Director

DIN : 00092067

**Prashant H. Sarkhedi**

Chief Financial Officer

**Dipen Y. Parikh**

Company Secretary

Membership no: A24031

Place : Ahmedabad

Date : 29 June 2020

Place : Ahmedabad

Date : 29 June 2020

Place : Ahmedabad

Date : 29 June 2020

# Abbreviations



|                                                       |                                                               |                              |                                                   |                       |                                                                              |
|-------------------------------------------------------|---------------------------------------------------------------|------------------------------|---------------------------------------------------|-----------------------|------------------------------------------------------------------------------|
| <b>NILA/The Company/Your Company/Demerged Company</b> | Nila Infrastructures Limited                                  | <b>FY2017</b>                | Financial Year 2016-2017                          | <b>PBG</b>            | Performance Bank Guarantee                                                   |
|                                                       |                                                               | <b>FY2018</b>                | Financial Year 2017-2018                          | <b>PBT</b>            | Profit Before Tax                                                            |
|                                                       |                                                               | <b>FY2019</b>                | Financial Year 2018-2019                          | <b>PCA</b>            | Prompt Corrective Action                                                     |
|                                                       |                                                               | <b>FY2020</b>                | Financial Year 2019-2020                          | <b>PEB</b>            | Pre-engineered Building                                                      |
|                                                       |                                                               | <b>GDP</b>                   | Gross Domestic Product                            | <b>PMAY</b>           | Pradhan Mantri Awas Yojana                                                   |
| <b>ADANI</b>                                          | Adani Infrastructure And Developers Private Limited           | <b>GIFT</b>                  | Gujarat International Finance Tec-City            | <b>PMC</b>            | Project Management Consultant                                                |
| <b>AH</b>                                             | Affordable Housing                                            | <b>GOG</b>                   | Government Of Gujarat                             | <b>PMI</b>            | Purchasing Manager's Index                                                   |
| <b>AMC</b>                                            | Ahmedabad Municipal Corporation                               | <b>GoI</b>                   | Government of India                               | <b>PPE</b>            | Property, Plant and Equipment                                                |
| <b>AMRUT</b>                                          | Atal Mission For Rejuvenation And Urban Transformation        | <b>GOR</b>                   | Government Of Rajasthan                           | <b>PPP</b>            | Public Private Partnership                                                   |
| <b>AMTS</b>                                           | Ahmedabad Municipal Transport Service                         | <b>GSDP</b>                  | Gross State Domestic Product                      | <b>PSPL</b>           | Pearl Stockholdings Private Limited                                          |
| <b>APSEZ</b>                                          | Adani Ports And Special Economic Zone Limited                 | <b>G-SEC</b>                 | Government Security                               | <b>PTA</b>            | Preferential Trade Agreement                                                 |
| <b>AS</b>                                             | Accounting Standard                                           | <b>GSRTC</b>                 | Gujarat State Road Transport Corporation          | <b>PWL</b>            | Private White Lable                                                          |
| <b>ASSOCHAM</b>                                       | The Associated Chambers Of Commerce And Industry Of India     | <b>GST</b>                   | Goods And Service Tax                             | <b>QMS</b>            | Quality Management System                                                    |
| <b>ATNW</b>                                           | Adjusted Tangible Networth                                    | <b>HFA</b>                   | Housing For All By 2022                           | <b>RAVIL</b>          | Rajasthan Avas Vikas And Infrastructure Limited                              |
| <b>AUDA</b>                                           | Ahmedabad Urban Development Authority                         | <b>HR</b>                    | Human Resource                                    | <b>RCC</b>            | Reinforced Cement Concrete                                                   |
| <b>BG</b>                                             | Bank Guarantee                                                | <b>IBC</b>                   | The Insolvency and Bankruptcy Code, 2016          | <b>RD</b>             | Regional Director                                                            |
| <b>BIP</b>                                            | Bureau of Investment Promotion                                | <b>IIFCL</b>                 | India Infrastructure Finance Company Limited      | <b>RE</b>             | Real Estate                                                                  |
| <b>BIS</b>                                            | The Bureau of Indian Standards                                | <b>IIP</b>                   | Index of Industrial Production                    | <b>RE Undertaking</b> | Real Estate Business                                                         |
| <b>BOOT</b>                                           | Build Own Operate Transfer                                    | <b>IMF</b>                   | International Monetary Fund                       | <b>REIT</b>           | Real Estate Investment Trusts                                                |
| <b>BOT</b>                                            | Build Operate Transfer                                        | <b>INR</b>                   | Indian Rupee                                      | <b>RERA</b>           | Real Estate Regulatory Act                                                   |
| <b>BPS</b>                                            | Basis Points                                                  | <b>ISO</b>                   | International Organization For Standardization    | <b>ROC</b>            | Registrar Of Companies                                                       |
| <b>BREXIT</b>                                         | The withdrawal of the United Kingdom from the European Union  | <b>IT and ITes</b>           | Information technology and IT Enabled Services    | <b>RRPS</b>           | Resurgent Rajasthan Partnership Summit – 2015                                |
| <b>BRTS</b>                                           | Bus Rapid Transit System                                      | <b>KPMG</b>                  | Klynveld Peat Marwick Goerdeler                   | <b>RUDSICO</b>        | Rajasthan Urban Drinking Water Sewerage & Infrastructure Corporation Limited |
| <b>BSE</b>                                            | BSE Ltd                                                       | <b>LIG</b>                   | Low Income Group                                  | <b>SBI</b>            | State Bank Of India                                                          |
| <b>BTF</b>                                            | Bus Terminal Facility                                         | <b>LLP</b>                   | Limited Liability Partnership                     | <b>SC</b>             | Scheduled Cast                                                               |
| <b>BTS</b>                                            | Built To Suit                                                 | <b>LPI</b>                   | Logistics Performance Index                       | <b>SCHEME</b>         | Scheme Of Arrangement For Demerger                                           |
| <b>CA</b>                                             | Current Assets                                                | <b>LSG</b>                   | Local Self Government                             | <b>SEBI</b>           | Securities And Exchange Board Of India                                       |
| <b>CAD</b>                                            | Current Account Deficit                                       | <b>LSTK</b>                  | Lump Sum Turnkey                                  | <b>SEWA</b>           | Self Employed Women's Association                                            |
| <b>CAGR</b>                                           | Compound Annual Growth Rate                                   | <b>LTD</b>                   | Long Term Debt                                    | <b>SEZ</b>            | Special Economic Zone                                                        |
| <b>CEO</b>                                            | Chief Executive Officer                                       | <b>MBBS</b>                  | Bachelor of Medicine, Bachelor of Surgery         | <b>SIR</b>            | Special Investment Region                                                    |
| <b>CF</b>                                             | Commercial Facility                                           | <b>MCI</b>                   | Medical Council Of India                          | <b>SOP</b>            | Standard Operating Procedures                                                |
| <b>CFO</b>                                            | Chief Financial Officer                                       | <b>MEGA</b>                  | Metro-Link Express For Gandhinagar And Ahmedabad  | <b>SPV</b>            | Special Purpose Vehicle                                                      |
| <b>CIN</b>                                            | Corporate Identity Number                                     | <b>MHT</b>                   | Mahila Housing SEWA Trust                         | <b>ST</b>             | Short Term / Scheduled Tribe                                                 |
| <b>CL</b>                                             | Current Liabilities                                           | <b>MHUPA</b>                 | Ministry Of Housing And Urban Poverty Alleviation | <b>STD</b>            | Short Term Debt                                                              |
| <b>CMJAY</b>                                          | Chief Minister's Jan Awas Yojana                              | <b>MIG</b>                   | Middle Income Group                               | <b>SWC</b>            | Single Window Clearance                                                      |
| <b>COVID-19</b>                                       | COrona Virus Disease i.e. 2019 novel coronavirus or 2019-nCoV | <b>MLP</b>                   | Multi Level Parking At Navrangpura, Ahmedabad     | <b>SWIFT</b>          | The Society for Worldwide Interbank Financial Telecommunication              |
| <b>CPI</b>                                            | Consumer Price Index                                          | <b>MMTPA</b>                 | Million Metric Ton Per Annum                      | <b>TD</b>             | Total Debt                                                                   |
| <b>CSR</b>                                            | Corporate Social Responsibility                               | <b>MNC</b>                   | Multinational Corporation                         | <b>TDR</b>            | Transferable Development Rights                                              |
| <b>DBFOT</b>                                          | Design, Build, Finance, Operate And Transfer                  | <b>MOU</b>                   | Memorandum Of Understanding                       | <b>TNW</b>            | Tangible Network                                                             |
| <b>DMIC</b>                                           | Delhi-Mumbai Industrial Corridor                              | <b>MPC</b>                   | Monetary Policy Committee                         | <b>TOI</b>            | Total Operating Income                                                       |
| <b>ECB</b>                                            | External Commercial Borrowing                                 | <b>MTPA</b>                  | Metric Tonnes Per Annum                           | <b>TOL</b>            | Total Outside Liabilities                                                    |
| <b>EODB</b>                                           | Ease of Doing Business                                        | <b>MW</b>                    | Megawatt                                          | <b>UDUHD</b>          | Urban Development And Urban Housing Department                               |
| <b>EPC</b>                                            | Engineering, Procurement And Construction                     | <b>NBC</b>                   | National Building Code Of India                   | <b>UIT</b>            | Urban Improvement Trust                                                      |
| <b>EPCM</b>                                           | Engineering, Procurement And Construction Management          | <b>NBFC</b>                  | Non Banking Financial Company                     | <b>UK</b>             | United Kingdom                                                               |
| <b>EPIL</b>                                           | Engineering Projects (India) Limited                          | <b>NCLT</b>                  | National Company Law Tribunal                     | <b>USA</b>            | United States Of America                                                     |
| <b>ERP</b>                                            | Enterprise Resource Planning                                  | <b>NH-15</b>                 | National Highway 15                               | <b>USD</b>            | United States Dollar                                                         |
| <b>ESDM</b>                                           | Electronic System Design & Manufacturing                      | <b>NPA</b>                   | Non-performing Asset                              | <b>VUDA</b>           | Vadodara Urban Development Authority                                         |
| <b>EWS</b>                                            | Economically Weaker Sections                                  | <b>NSE</b>                   | The National Stock Exchange Of India Limited      | <b>WDFC</b>           | Western Dedicated Freight Corridor                                           |
| <b>FDI</b>                                            | Foreign Direct Investment                                     | <b>NSL/Resultant Company</b> | Nila Spaces Limited                               | <b>WIP</b>            | Work In Process                                                              |
| <b>FSI</b>                                            | Floor To Space Index                                          | <b>NURM</b>                  | National Urban Renewal Mission                    | <b>WPI</b>            | Wholesale Price Index                                                        |
| <b>FTA</b>                                            | Free Trade Agreement                                          | <b>NWC</b>                   | Net Working Capital                               | <b>WSS</b>            | Water Supply And Sanitation                                                  |
| <b>FY</b>                                             | Financial Year                                                | <b>PAT</b>                   | Profit After Tax                                  |                       |                                                                              |



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