

PNC Rajasthan Highways Private Limited

Corporate Office : PNC Tower, 3/22-D, Civil Lines, Bypass Road, Agra-282002

Ph. : 91-562-4054400 (30 Lines) 91-562-4070000 (30 Lines) Fax : 91-562-4070011

Ref No: PNCRHPL/SE/2023-24/14

Date: 02/09/2023

To,
Listing Department
BSE Limited,
PhirozeJeejeebhoy Towers,
Dalal Street, Mumbai-400001

Sub: Annual Report of the Company for Financial Year 2022-23 along with Notice of Annual General Meeting.

Dear Sir /Ma'am,

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable statutory provisions, please find enclosed herewith the Annual Report of the Company for Financial Year 2022-23 along with Notice of Annual General Meeting of the Members of the Company scheduled to be held on Monday 25th September 2023.

Sr. No.	Type of Meeting	Proposed Date of Meeting	Proposed Time of Meeting	Date of Dispatch of Notice of AGM
1	Annual General Meeting	Monday, 25 th September, 2023	05:00 P.M.	02 nd September, 2023

Annual Report along with Notice of the Seventh Annual General Meeting is available on the Company's website www.prhpl.com

Kindly take the above information on record.

For PNC Rajasthan Highways Private Limited

Vivek Singh
Company Secretary & Compliance Officer
M. No. A41139

CC: Axis Trustee Services Limited

Reg Office: Axis House, Bombay Dyeing Mills Compound, Pandhurang Budhkar Marg, Worli, Mumbai-400025.

Corporate Office: The Ruby, 2nd Floor, SW, 29, Senapati Bapa Marg, Dadar West, Mumbai, Maharashtra 400028.

Regd. Office : Cabin No. 5, NBCC Plaza, Tower II, 4th Floor, Pushp Vihar, Sector-V, Saket, New Delhi-110017 (India)

Ph. : 91-11-29574800 (10 Lines) 91-11-29566511, 64724122 Fax : +91-11-29563844

CIN : U45203DL2016PTC304751

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Notice to Members

Notice is hereby given that the 7th Annual General Meeting (AGM) of the Members of **PNC Rajasthan Highways Private Limited** will be held on **Monday, 25th day of September, 2023 at 05:00 P.M. at Cabin No. 5, NBCC Plaza, Tower-II, 4th Floor, Pushp Vihar, Sector-V, Saket, New Delhi-110017** to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2023 together with the report of the Board of Directors and the Auditors thereon.
2. To re-appoint a Director in place of Mr. Pankaj Kumar Agarwal (DIN: 05168566), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

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

3. Alteration in Articles of Association of the Company.

RESOLVED THAT pursuant to the provisions of Section 5, 14 and other applicable provisions if any, of the Companies Act, 2013 ("Act") and the rules made thereunder (including any statutory modification(s), re-enactment(s), amendment(s), clarification(s) or substitution(s) thereof for the time being in force), consent of the Members of the Company be and is hereby accorded for alteration of Articles of Association of the Company. The Article No. 76 shall be substituted with the following:

The Article 76 In the event of (a) the company borrowing any money from any Financial Corporation or Institution, Government or Government Body or any Collaborator, Bank, Person or Persons or any other loan giving agency or source; and/or (b) the company borrowing money by issuing debentures or bonds or similar instrument to the Debenture Holders/Bond Holders /Holders of such instrument, while any money remains due to them or any of the said Corporation, Institution or the Government body or the financier Collaborator or Bank or Debenture Holders / Bond Holders / Debenture Trustee acting for the benefit of the Debenture Holders/ Bond Holders or anybody as the case may be, they including the Debenture Trustee shall have and may exercise the rights and powers to nominate from time to time any person or persons to be Director or Directors of the Company, in accordance with provisions of the Companies Act 2013, clause (e) of sub-regulation (1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993, applicable laws, regulatory or listing requirements and terms and conditions of such transaction documents. Such Director shall not be required to hold any qualification share and shall not be liable to retire by rotation subject to the limits prescribed under the Companies Act. Any person so nominated may at any time be removed from office by the nominating authority who may from the time of removal or in case of death or resignation of the person nominate and any other in his place. Any such nomination or removal shall be in writing signed by the nominator and served on the Company. The said Director shall also be appointed as a member of any committee of the Board and shall not be liable for any act or omission of the Company. The said Director shall be entitled to all the rights and privileges of other non-executive directors and the sitting fees, expenses as payable to other directors on the Board and any other fees, commission, monies or remuneration in any form payable to the non-executive directors, which shall be to the account of the Company.

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RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary or desirable, including without limitation to settle any question, difficulty or doubt that may arise in this regard."

**By order of the Board of Directors
For PNC Rajasthan Highways Private Limited**




(Vivek Singh)
Company Secretary
M. No. A41139

Date:09/08/2023

Place: Agra

NOTES

1. A member is entitled to attend and vote at the Annual General Meeting is also entitled to appoint one or more proxies to attend and vote instead of himself / herself and a proxy need not be a member of the Company. Proxies, in order to be effective, must be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting. A proxy form is appended with admission slip.
2. Proxies submitted on behalf of limited companies, societies, etc. must be supported by appropriate resolutions / authority as applicable. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case, a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or member.
3. The relevant explanatory statement pursuant to Section 102 of Companies Act, 2013 relating to the special business to be transacted at the Meeting is attached hereto.
4. In the case of corporate member, it is requested to send a Certified Copy of the Board resolution/Authority Letter etc. authorizing the representative to attend and vote on its behalf at the meeting to be sent on the Registered Office of the Company.
5. All Statutory Registers and relevant documents referred to in the notice and explanatory statement shall be available for inspection by the Members at the registered office of the Company on all working days except Saturdays, Sundays and Public holidays during the business hours of the Company i.e. between 12:00 noon and 3:00 pm upto the date of Annual General Meeting.
6. The Route Map of the venue of Annual General Meeting is enclosed.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The Securities and Exchange Board of India ("SEBI ") vide its notification dated February 02, 2023 has amended SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2023 (" NCS Regulations") by inserting new sub-regulation 6A in Regulation 18 which requires that debenture trust deed executed between Issuer and Debenture Trustee shall contain an Article on appointment of Nominee Director incase of following events:

- i) two consecutive defaults in payment of interest to the debenture holders; or
- ii) default in creation of security for debentures; or
- iii) default in redemption of debentures.

Further, the SEBI has also inserted sub-regulation 6 in Regulation 23 of the NCS Regulations which requires that the Article of Association of the Issuer shall contain an Article on appointment of a person as a Director nominated by the Debenture Trustee on occurrence of aforesaid events.

The SEBI vide its circular dated February 09, 2023 has clarified that issuer whose debt securities are listed as on the date of publication of the aforesaid amendment in the official gazette i.e. February 02, 2023, shall amend its Articles of Association to comply with this provision, on or before September 30, 2023 .

Presently, the Articles of Association ("AOA") of the Company has a provision for appointment of Nominee Director by any Institution in pursuance of the provisions of the applicable law. However, the AOA of the Company is also required to have an enabling provision for appointment of such Director by the Debenture Trustee(s).

In order to have enabling provisions in the AOA of the Company to comply with the above mentioned requirements, it is proposed to substituting the Article 76 w.r.t. the appointment of Nominee Directors. The consent of the Members of the Company is sought for substituting the new Article 76 of the AOA of the Company by way of a Special Resolution.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise in the Resolution.

Accordingly, the Board recommends the Special Resolution set out in Item No.3 of the Notice for approval of the Members.

By order of the Board of Directors
For PNC Rajasthan Highways Private Limited




(Vivek Singh)

Company Secretary
M. No. A41139

Date : 09/08/2023

Place: Agra

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Details of Directors seeking Re-appointment at the 7th Annual General Meeting:

Name	Pankaj Kumar Agarwal
Din	05168566
Designation/ category of the Director	Re-appointment as Executive Director
Age	47 Year
Date of the first appointment on the Board	03/06/2020
Brief Profile, Experience, Qualifications and Expertise in specific functional areas	He holds a Masters Degree in Commerce from Dr. Bhimrao Ambedkar University, Agra in 1998 and is also a qualified Chartered Accountant. He has over 22 years of experience in the area of finance, accounts and taxation.
Directorships held in other companies including listed companies and excluding foreign companies as of the date of this Notice	Prayagraj Kaushambi Highway Package 3 Pvt Ltd MP Highways Pvt Ltd PNC Bithur Kanpur Highways Pvt Ltd Awadh Expressway Pvt Ltd Sonauli Gorakhpur Highways Pvt Ltd Kanpur Lucknow Expressway Pvt Ltd Hardoi Highways Pvt Ltd PNC Raebareli Highways Pvt Ltd PNC Kanpur Ayodhya Tollways Pvt Ltd
Memberships / Chairmanships of committees of other companies including listed companies and excluding foreign companies as of the date of this Notice	He is a Member of The Institute of Chartered Accountants of India.
Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company	Nil
Shareholding in the Company Including shareholding as a beneficial owner	Nil
Terms and Conditions of appointment / Reappointment	Re-appointment as Executive Director
Details of Remuneration sought to be paid	Nil

Route Map for NBCC Plaza



AGM Venue:Cabin No. 5, NBCC Plaza,
Tower-II, 4th Floor, Pushp Vihar,
Sector-V, Saket, New Delhi-110017

ATTENDANCE SLIP

To be handed over at the entrance of the Meeting Hall
7th Annual General Meeting

Monday, September 25, 2023 at 5.00 p.m.

Name of the Member(s)	
Registered address	
E-mail ID	
Folio No. /DP ID-client ID	
No. of Shares	

I/We certify that I/We am/ are the registered Member(s)/Proxy for the registered Member(s) of the Company.

I/We hereby record my/ our presence at the 7th annual general meeting of the Company held at Cabin No. 5, NBCC Plaza, Tower-II, 4th Floor, Pushp Vihar, Sector-V, Saket, New Delhi-110017 on Monday, September 25, 2023 at 05.00 p.m.

Member's/Proxy Signature

Note: Please complete this slip and hand it over at the entrance of the Meeting venue.

Form no. MGT-11**Proxy Form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Management and Administration Rules, 2014]

CIN	U45203DL2016PTC304751
Name of the Company	PNC Rajasthan Highways Private Limited
Registered Office	Cabin No. 5, NBCC Plaza, Tower II, 4th Floor, Pushp Vihar, Sector V, Saket New Delhi 110017
Name of the member(s)	
Registered Address	
E-mail ID	
Folio No/Client ID	
DPID	

I/We, being the member(s) of _____ shares of the above named Company, hereby appoint:

1	Name	Address: Signature:
2	Name	Address: Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/ our behalf at the 7th annual general meeting of the Company to be held on Monday, September 25, 2023 at 05.00 p.m at Cabin No. 5, NBCC Plaza, Tower II, 4th Floor, Pushp Vihar, Sector V, Saket New Delhi 110017 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No. of resolution	Particulars	For	Against
Ordinary Business:			
1	To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2023 together with the report of the Board of Directors and the Auditors thereon		
2	To appoint a Director in place of Mr. Pankaj Kumar Agarwal, (DIN: 05168566), who retires by rotation and being eligible, offers himself for re-appointment		
Special Business:			
3	Alteration in Articles of Association of the Company.		

Signed this ____ day of _ _____ 2023

Affix
Revenue
Stamp

Signature of shareholder

Signature of Proxy holder(s)

Notes:

This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.

Not with standing the above the Proxies can vote on such other items which may be tabled at the meeting by the shareholders present.

2023

Seventh Annual Report

[PNC RAJASTHAN HIGHWAYS PRIVATE LIMITED]

Registered Address: Cabin No. 5, NBCC Plaza, Tower II, 4th Floor, Pushp Vihar, Sector V, Saket New Delhi 110017

BOARDS' REPORT

To the Members,

On behalf of the Board of Directors, it is our pleasure to present the 07th Annual Report on the business and operations of the Company together with the Audited Financial Statement of **PNC Rajasthan Highways Private Limited** ("the Company") for the financial year ended March 31, 2023.

FINANCIAL RESULTS

The summarized financial results of your Company are given below:

	<i>(Rs. in Lakhs)</i>	
Particulars	31.03.2023	31.03.2022
Revenue from operations	3434.57	3175.49
Other Income	276.25	180.88
Total Income	3710.82	3356.37
Less: Total Expenses	4799.00	3189.32
Profit / (Loss) before Tax	(1088.17)	167.05
Less: Tax Expenses	388.90	8.48
Profit / (Loss) after Taxes	(1477.07)	158.57

STATE OF AFFAIRS & FUTURE OUTLOOK

During the year under review, the Company has achieved revenue from operation of Rs. 3434.57 Lakhs as compared to Rs. 3175.49 Lakhs in the previous year.

The Company has incurred loss for the year ended March 31, 2023 is Rs. (1477.07) Lakhs as against profit after tax of Rs. 158.57 Lakhs for the year ended March 31, 2022.

CHANGE IN NATURE OF BUSINESS

There was no change in the nature of Company's business during the financial year 2022-23.

CHANGES IN CAPITAL STRUCTURE

During the period under review, there was no change in the Capital Structure of the Company. The Authorised Share Capital of the Company stood at Rs. 30,00,00,000 (Rupees Thirty Crore) divided into 3,00,00,000 (Three Crore) Equity Shares of Rs. 10/- each and the Paid up Share Capital of the Company stood at Rs. 26,43,00,000 (Rupees Twenty Six Crore Forty Three Lakh) divided into 2,64,30,000 (Two Crore Sixty Four Lakh Thirty Thousand) Equity Shares of Rs. 10/- each. The Company has not issued any equity shares with differential rights, sweat equity shares or bonus shares.

NON-CONVERTIBLE DEBENTURES (NCDs)

During the period under review, there was no fresh issue of Non-Convertible debentures ("NCD") and details of Non-Convertible debenture as on March 31, 2023

S. No.	Description of NCD	Face Value Per NCD	Issue Size	Outstanding Amount as on March 31, 2023	Name of Trustee
1.	3005 Secured, Rated, Listed Redeemable, Senior, Non-Convertible Debentures	Rs. 10 Lakh	Rs. 300.50/- Crores	Rs. 285.48/- Crores	Axis Trustee Services Limited

DETAILS OF DEBENTURE TRUSTEE

Name	CIN	Address	Email Id
Axis Trustee Services Limited	U74999MH2008PLC182264	Axis House, Bombay Dyeing Mills Compound, Pandhurang Budhkar Marg, Worli Mumbai Maharashtra 400025	debenturetrustee@axistrustee.in

TRANSFER TO RESERVES

The Company has not transferred any sum to general reserve from profit for the financial year ended March, 2023.

DIVIDEND

Your Board of Directors in order to conserve the resources of the Company for future development and growth has not declared dividend on Equity Shares.

HOLDING COMPANY

Your Company is a subsidiary of PNC Infra Holdings Limited registered under Companies Act, 2013 having its registered office at Cabin No. 5, NBCC Plaza, Tower II, 4th Floor, PushpVihar, Sector V (Saket), New Delhi. PNC Infra Holdings Ltd, being subsidiary of PNC Infratech Limited, thereby, making your Company a step down subsidiary of PNC Infratech Limited.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any Subsidiary Company, Joint Ventures and Associate Company and therefore, the disclosure in terms of provisions of Section 134(3)(q) of the Companies Act, 2013 read with Rule 8(5)(iv) of the Companies (Accounts) Rules, 2014 is not required.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS

During the year under review, there were no significant and material orders passed by any regulators or courts or tribunals impacting the going concern status and company's operations in future.

MATERIAL CHANGES AND COMMITMENTS

There have been no material changes and commitments affecting the financial position of your company which has occurred from the end of the financial year upto the date of signing of this Report.

RISK MANAGEMENT

The Company has proper procedures in place for development and implementation of a risk management policy for the Company including identification therein of elements of risk, if any, which in the opinion of the Board may threaten the existence of the Company.

CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

All the related party transactions took place on arms' length price and in the ordinary course of business and there were no materially significant related party transactions between the Company and the related parties which took place at arms' length and which could have had a potential conflict with the interests of the Company at large. Accordingly, Form AOC-2 is not required to be attached and the members may refer to the notes to the accounts for details on the Related Party Transactions.

The required information in compliance with the Accounting Standards on Related Party Disclosures as required under Part A of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is disclosed at Financial Statements forming part of the Annual Report of the Company.

INTERNAL FINANCIAL CONTROL

The Company has adequate internal controls and processors in place with respect to its financial statements which provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements. The Company has a mechanism of testing the controls at regular intervals for their design and operating effectiveness to ascertain the reliability and authenticity of financial information.

DIRECTORS & KEY MANAGERIAL PERSONNEL

During the financial year under review, there is no change in the composition of Board of Directors Mr. Anil Kumar Rao (DIN: 01224525), Managing Director and Mr. Pankaj Kumar Agarwal (DIN: 05168566), Director of the Company.

Pursuant to the provision of Section 152 of the Companies Act, 2013 and in accordance with Articles of Association of your Company Mr. Pankaj Kumar Agarwal, Director, retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The Board recommends his re-appointment.

During the financial year under review, no non-executive directors of the Company had pecuniary relationship or transactions with the Company

None of the Directors of the Company is disqualified under Section 164 of the Companies Act, 2013.

Mr. Vivek Singh, Company Secretary and Chief Financial Officer of the Company.

BOARD'S EVALUATION & REMUNERATION POLICY

The Company has devised a Policy for performance evaluation of its directors. On the basis of Policy approved by the Board of Directors for performance evaluation of Directors, a process of evaluation was followed by the Board for its own performance.

HUMAN RESOURCES

Your Company treats its "Human Resources" as one of its most important assets. Your Company continuously invests in attraction, retention and development of talent on an ongoing basis. Your Company believes in the promotion of talent internally through job rotation and job enlargement.

AUDITORS& AUDITOR'S REPORT

Statutory Auditors

At the 6th Annual General Meeting of the Company held on 27th September, 2022, the shareholders approved the appointment of M/s RMA & Associates LLP (Firm Reg No: 000978N/N500062) Chartered Accountants, as Statutory Auditors of the Company until the conclusion of 11th Annual General Meeting of the Company to be held in the year 2027.

Auditor's Report

There has been no qualification, reservation or adverse remarks or disclaimer in the Auditor's Report on the financials of the Company. The observations of the Auditors in their report are self-explanatory and therefore, in the opinion of the Directors do not call for any further comments.

Secretarial Auditors

In terms of Section 204(1) of the Companies Act, 2013 and Rules made thereunder, Mr. Akash Jain, Company Secretaries were appointed as Secretarial Auditors for the financial year 2022-23. The Secretarial Audit Report for the financial year ended on March 31, 2023 is annexed herewith marked as **Annexure II** to this Report. There are no qualifications or adverse remark in their Report.

The Board has re-appointed Mr. Akash Jain, Company Secretaries, as Secretarial Auditor to conduct Secretarial Audit for the financial year 2023-24.

Internal Auditors

In terms of Section 138 of the Companies Act, 2013 and Rules made thereunder M/s. Singhal Rohit & Associates, Chartered Accountants, were appointed as the Internal Auditors of the Company to conduct the Internal Audit for the financial year 2022-23.

The Board has re-appointed M/s. Singhal Rohit & Associates, Chartered Accountants, as the Internal Auditors to conduct the Internal Audit for the financial year 2023-24.

MEETINGS OF THE BOARD

During the financial year 2022-23, Four (4) Board Meetings were held during the period under review.

Sr. No.	Date of Board Meeting	Board's Strength	No. of Directors Present
1	May 26, 2022	2	2
2	August 08, 2022	2	2
3	November 11, 2022	2	2
4	February 09, 2023	2	2

DIRECTORS' RESPONSIBILITY STATEMENT

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

- in the preparation of the annual accounts for the financial year 2022-23, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- the directors had prepared the annual accounts on a going concern basis;
- the directors had devised proper systems to ensure compliance with the provisions of all applicable laws are in place and such systems are adequate and operating effectively.

DECLARATION FROM INDEPENDENT DIRECTORS

The Company is not required to appoint any Independent Directors during the financial year, hence, the requirement to obtain declaration from Independent Director is not applicable on the Company.

DEPOSITS

During the year under review, the Company has not accepted any deposits in terms of Chapter V-Acceptance of Deposits by Companies of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED

Your Company is exempted from the applicability of the provisions of Section 186 of the Companies Act, 2013 (Act) read with Rule 11 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Companies (Meetings of Board and its Powers) Amendment Rules, 2015 as your Company is engaged in the business of providing infrastructural facilities.

The loans given, security provided, guarantees given and Investments made by the Company under Section 186 of the Companies Act, 2013 are given in the notes to the financial statements.

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

The information pertaining to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required under Section 134(3) (m) of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014 is given in **Annexure I**.

ANNUAL RETURN

Pursuant to the provisions of Section 92 (3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company is available on the website of the Company at the link www.prhpl.com.

COMPLIANCE WITH SECRETARIAL STANDARDS

The Directors have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards. The Board of Directors further affirms that the Company has duly complied all the applicable Secretarial Standards issued by Institute of Company Secretaries of India.

VIGIL MECHANISM

The Company has adopted a Whistle Blower Policy and has established the necessary vigil mechanism for directors and employees to report concerns about unethical behavior. The policy provides for a framework and process whereby concerns can be raised by its Employees/Directors or any other person against any kind of discrimination, harassment, victimization or any other unfair practice being adopted against them through an e-mail, or a letter for this purpose to the Vigilance Officer.

The said policy is available at the registered office of the Company.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

During the Financial year under review, there was no employee drawing remuneration in excess of limits Prescribed by provision of Section 197 (12) read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 of the Act.

Further, disclosures pertaining to remuneration and other details as required under Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given below:

Name	Designation	Remuneration Paid in FY 2022-23(Rs in Lakhs)	Percentage Increase in Remuneration in FY 22-23
Vivek Singh	Company Secretary & Chief Financial Officer	7.46/-	30%

None of the employee of the Company holds any Equity Shares of the Company nor is relative of any Director or KMP (Key Managerial person) of the Company.

PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

The provisions of Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013 are not applicable on the Company.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

No unpaid/unclaimed dividend or any other amount was not required to be transferred to the Investor Education and Protection Fund during the year under review.

DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITOR

There are no frauds reported for the period under review by the Auditor's under section 143(12) of the Companies Act, 2013 and hence, the said disclosure requirements are not applicable.

DETAILS IN RESPECT OF PROCEEDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 AND ONETIME SETTLEMENT WITH ANY BANK OR FINANCIAL INSTITUTION

There was no proceeding pending under the Insolvency and Bankruptcy Code, 2016 and no instance of onetime settlement with any Bank or Financial Institution.

GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

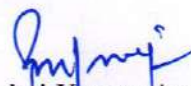
1. No director is in receipt of commission from the Company and neither the Managing Director nor the Directors of the Company received any remuneration or commission from any of its subsidiaries Companies
2. There was no instance of reporting of fraud to the Directors.
3. There was no instance of any Employee Stock Options.
4. The maintenance of cost records as specified under section 148 of the Companies Act, 2013, is not applicable to the Company

ACKNOWLEDGEMENT

Your Directors convey their sincere thanks to the National Highways Authority of India, BSE Limited, Debentures Trustee, Bankers, Vendors, Customers, Advisors and the general public towards the Company.

For and on behalf of the Board of Directors


Anil Kumar Rao
(Managing Director)
01224525


Pankaj Kumar Agarwal
(Director)
05168566

Place: Agra

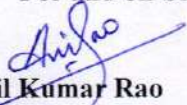
Date : 09/08/2023


Annexure I

Information as per Section 134 of the Companies Act, 2013, read with the Companies (Account) Rules, 2014 and forming part of the Boards' Report for the period from April 01, 2022 to March 31, 2023:

A	Conservation of Energy	The operational activity of the company does not involve large energy consumption. In any case, conservation of energy is considered to be a priority and therefore ensuring minimum consumption by way of better energy conservation programs, training/ awareness of the employees, layout of machines and prompt upkeep is a continuous exercise.	
	(A) Steps taken to impact on conservation		
	(B) Steps taken for utilization of alternate sources of energy		
	(C) Capital investment on the conservation equipments		
B	Technology Absorption	The business activity of the Company does not involve the use of technology. However, the Company is always taking care of latest development and advancements in technology and all steps are being taken to adopt the same.	
	(A) Technology Absorption		
	(B) Benefits derived		
	(C) Expenditure or Research & Development, if any		
	(D) Details of technology imported, if any year of import		
	(E) Whether imported technology fully absorbed		
	(F) Areas where absorption of imported technology has not taken place if any		
C	Foreign Exchange	For the period from 1-04-2022 to 31-03-2023	For the period from 1-04-2021 to 31-03-2022
	Out Go	NIL	NIL
	Earning	NIL	NIL

For and on behalf of the Board of Directors


Anil Kumar Rao
(Managing Director)
01224525


Pankaj Kumar Agarwal
(Director)
05168566

Place: Agra

Date : 09/08/2023

AKASH JAIN*Practicing Company Secretary*

Shop No. 22/63/4/1 Old Vijay Nagar Colony, Agra, Uttar Pradesh-04

Email: cs.akashjain@gmail.com Mob.: +91 9997807272

**SECRETARIAL AUDIT REPORT****Form No. MR-3***(For the Company's Financial Year from 1st April, 2022 to 31st March, 2023)**[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To,

The Board of Directors**PNC Rajasthan Highways Private Limited**

Cabin No. 5, NBCC Plaza, Tower II, 4th Floor,

Pushp Vihar, Sector-V, Saket

New Delhi, Delhi-110017

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to corporate practices by **PNC Rajasthan Highways Private Limited ("The Company")** for the audit period covering the financial year ended on **31st March 2023**. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

I report that

- a) Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
- b) I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the process and practices, I followed to provide a reasonable basis for my opinion.
- c) I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- d) Where ever required, I have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
- e) The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedure on test basis.
- f) The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Based on the verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period ended on Financial year ended **March, 2023**, complied with the statutory provisions listed hereunder and also that the Company has proper Board-

**PNC RAJASTHAN HIGHWAYS PRIVATE LIMITED****Secretarial Audit Report (2022-23)**

AKASH JAIN

Practicing Company Secretary

Shop No. 22/63/4/1 Old Vijay Nagar Colony, Agra, Uttar Pradesh-04

Email: cs.akashjain@gmail.com Mob.: +91 9997807272



processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **March, 2023** 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 there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings. *(There was no reportable event during the audit period under review).*
- v. The following Acts Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; *(Not applicable to the Company during the audit period)*
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; *(Not applicable to the Company during the audit period)*
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; *(Not applicable to the Company during the audit period)*
 - e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; *(Not applicable to the Company during the audit period)*
 - f) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; *(Not applicable to the Company during the audit period)*
 - g) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; *(Not applicable to the Company during the audit period)*



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- h) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- i) The Securities and Exchange Board of India (*Issue and Listing of Non-Convertible Securities*) Regulations, 2021

vi. and other laws as are specifically applicable to the Company.

I have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India i.e. SS-1 on Board Meeting and SS-2 on General Meeting.

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

I have not examined compliance by the company with applicable financial laws, like direct and indirect tax laws, since the same have been subject to review by the statutory auditors and other designated professionals.

During the period under review, I have checked the compliance management system of the Company to obtain reasonable assurance about the adequacy of systems in place to ensure compliance of specifically applicable laws and this verification was done on test basis. I believe that the Audit evidence which I have obtained is sufficient and appropriate to provide a basis for my audit opinion. In my opinion and to the best of the information and according to explanations given to me, I believe that the compliance management system of the Company is adequate to ensure compliance of laws, rules, regulations and guidelines etc specifically applicable to the Company.

I further report that:

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors and Non-Executive Directors. There were no changes in the composition of the Board of Directors that took place during the period under review.
2. Adequate notice is given to all directors to schedule the Board meetings, agenda and detailed notes on agenda were sent, 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.
3. Majority decisions are carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.



AKASH JAIN

Practicing Company Secretary

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I 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.

I further report that during the audit period, the Company had no event which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

Place: Agra

Date: 23.05.2023

For Akash Jain,
Company Secretaries,



Akash Jain
Proprietor

FCS: 9617 C.P.: 9432

ICSI UDIN: F009617E000344591



RMA & ASSOCIATES LLP

Chartered Accountants
LLPIN: AAI-9419 (ISO 9001:2015)

Address : First Floor, 95, National Park,
Lajpat Nagar IV, New Delhi - 110024

Phone : 011-49097836

Email : rma.ca12@gmail.com

Website : www.rma-ca.com

INDEPENDENT AUDITOR'S REPORT

UDIN: 23097881BGRLEO1997

To the Members of PNC Rajasthan Highways Private Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the IND AS Financial Statements of **PNC Rajasthan Highways Private Limited** (the "company"), which comprises of Balance Sheet as at **March 31, 2023**, and the statement of Profit and Loss including statement of Other Comprehensive Income, and statement of cash flows and Statement of changes in Equity for the year then ended, and summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, and the statement of Profit and Loss including Statement of Other Comprehensive Income, and Statement of Cash Flows and Statement of Changes in Equity for the year then ended, and summary of significant accounting policies and other explanatory information.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibility for The Audit of Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Financial Statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Information Other than the Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the Director's report but does not include the Financial Statements and our auditor's report thereon.

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

In connection with our audit of the Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, 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.



Responsibility of Management for Financial Statements

The company's Board of Directors is responsible for the matters stated in section 134(5) of the companies 'act, 2013 with respect to the preparation of these Financial Statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. 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 the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for Audit of Financial Statements

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

We give in "Annexure A" a detailed description of Auditor's responsibilities for Audit of the Financial Statements.

Report on Other Legal and Regulatory Requirements

1. As required by the companies (auditor's report) rules, 2020 ("the order") issued by the central Government of India in terms of the sub section (11) of the section 143 of the act, we give in the **Annexure B**, a statement on the matters specified in paragraph 3 and 4 of the order.
2. As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c. The Balance Sheet and the statement of Profit and Loss including statement of Other Comprehensive Income, and statement of cash flows and Statement of changes in Equity for the year then ended, and notes to the Financial Statements summary of significant accounting policies and other explanatory information dealt with in this report are in agreement with the books of accounts.
 - d. In our opinion, the aforesaid Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with of the Companies (Indian Accounting Standards) Rules, 2015.
 - e. On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.



- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **Annexure C**.
- g. With respect to the other matter to be included in Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its IND AS financial statements to the IND AS financial statements, if any.
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- iv. This clause is omitted.
- v.
- 1) The Management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company("ultimate beneficiary") or provide any guarantee, security or the like on behalf of the ultimate beneficiaries;
- 2) The Management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities("Funding Parties") with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company("ultimate beneficiary") or provide any guarantee, security or the like on behalf of the ultimate beneficiaries; and
- 3) Based on such audit procedures that we have considered reasonable and appropriate in the circumstances; nothing has come to our notice that has caused us to believe that the representations under sub clause (1) and (2) contain any material mis-statement.
- vi. The company has not declared or paid any dividend during the year.

For RMA & Associates LLP
Chartered Accountants
FRN: 000978N/N500062



Rahul Vashishth

CA Rahul Vashishth
Partner
M.No. 097881
Date: 23-05-2023
Place of Signature: Agra

"Annexure A" to the independent auditor's report on even date on the financial statements of PNC Rajasthan Highways Private Limited for the Year Ended March 31, 2023.

Auditor's Responsibilities for the Audit of the Financial Statements,

As part of an audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Companies Act, 2013, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Financial Statements, whether due to fraud - or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

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.

For RMA & Associates LLP
Chartered Accountants
FRN: 000978N/N500062



Rahul Vashishth

CA Rahul Vashishth
Partner

M.No. 097881

Date: 23-05-2023

Place of Signature: Agra

"Annexure B" to the independent auditor's report on even date on the financial statements PNC Rajasthan Highways Private Limited for the Year Ended March 31, 2023.

Referred to in paragraph 1 under the heading 'Report on Other Legal & Regulatory Requirement' of our report of even date to the financial statements of the Company for the year ended March 31, 2023:

1.

a)

- A. The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, plant and equipment.
- B. According to the information and explanation given to us, the Company has maintained proper records showing full particulars of Intangible assets.
- b) All Property, plant and equipment have been physically verified by the management at a regular interval of time (normally once a year). No material discrepancies were noticed on such verification.
- c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the company is the lessee and the lease agreement are duly executed in favor of the lessee) disclosed in the financial statement are held in the name of the Company.
- d) The Company has not revalued its property, plant and equipment (including right to use assets) or Intangible assets or both during the year.
- e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the benami transactions (Prohibition) Act, 1988 and rules made there under.

2. There is no inventory in the company thus clause 3 (ii) (a) and (ii) (b) are not applicable.

3. The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (f) of the Order are not applicable to the Company.

4. In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and security.

5. The Company has not accepted any deposits from the public and hence 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 Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.

6. We have broadly reviewed the books of account maintained by the company pursuant to the Rules made by the Central Government for the maintenance of the cost records under section 148 of the Companies Act, 2013 and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained.



- 7.
- a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities and there are no arrears of outstanding statutory dues on the last day of the financial year concerned (31.03.2023) for a period of more than six months from the date they became payable.
- (b) According to the information and explanation given to us, there are no tax dues outstanding on account of dispute.
8. No transactions have been recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
9. In our opinion and according to the information and explanations given to us, the Company has not availed any loans or other borrowings from banks or financial institutions; hence this clause 3 (ix) (a) to (ix) (f) is not applicable on it.
- 10.
- a. Based on the audit procedures performed and information and explanations given to us by the management, the company has not raised moneys by way of initial public offer or further public offer (including debt instruments) term loans Hence the provisions of clause 3(x) (a) of the Order are not applicable to the company
- b. Based on the audit procedure performed and information and explanations given to us by the management, the company has not raised funds through private placement of non-convertible debentures during the year. Hence the provisions of clause 3(x) (b) of the Order are not applicable to the company.
11. Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year. Hence the provisions of clause 3(xi) of the Order are not applicable to the company.
12. The Company is not a Nidhi Company. Hence this clause 3 (xii) of the order are not applicable on it to the company.
13. In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- 14.
- a) The company has an internal audit system commensurate with the size and nature of its business.
- b) The reports of the Internal Auditors for the period under audit were considered by the statutory auditor.
15. 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 him.
16. In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company.



17. According to the information and explanations given to us and based on our examination of the records of the Company, The Company has incurred cash losses of in the Current Financial Year Rs. 1473.29lacs and in the immediately preceding financial year there were no cash losses.
18. There has been no resignation of the statutory auditors during the year.
19. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, the auditor is of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
20. According to the information and explanations given to us and based on our examination of the records of the Company, the company is not required to comply with the provisions of section 135 (i). Hence clause 3 (xx) is not applicable of the Order are not applicable to the company.
21. According to the information and explanations given to us and based on our examination of the records of the Company, there have been no qualifications or adverse remarks by the respective auditors in the Companies (Auditor's Report) Order (CARO) reports of the companies included in the consolidated financial statements.

For RMA & Associates LLP
Chartered Accountants
FRN: 000978N/N500062



Rahul Vashishth

CA Rahul Vashishth
Partner
M.No. 097881
Date: 23-05-2023
Place of Signature: Agra

"Annexure C" to the independent auditor's report of even date on the financial statements of PNC Rajasthan Highways Private Limited for the year ended March 31, 2023.

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

We have audited the internal financial controls over financial reporting of PNC RAJASTHAN HIGHWAYS PRIVATE LIMITED as of March 31, 2023 in conjunction with our audit of the Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls.

The Company's management is responsible for establishing and maintaining internal financial controls based on these responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls Over Financial Reporting

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

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and



(3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Financial Statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023.

For RMA & Associates LLP
Chartered Accountants
FRN: 000978N/N500062



Rahul Vashishth

CA Rahul Vashishth
Partner
M.No. 097881
Date: 23-05-2023
Place of Signature: Agra

PNC Rajasthan Highways Private Limited

CIN : U45203DL2016PTC304751

Balance Sheet as at March 31, 2023

(₹ in Lakhs)

Particulars		Notes	As at March 31, 2023	As at March 31, 2022
ASSETS				
(1) Non Current Assets				
(a) Property, Plant and Equipment	2		31.11	-
(b) Financial Assets				
(i) Service Concession Receivables	3		26,478.97	30,675.67
(c) Other Non Current Assets	4		1,240.08	2,451.43
(d) Deferred Tax Asset (Net)	5		-	155.59
Sub total (Non current assets)			27,750.17	33,282.69
(2) Current assets				
(a) Financial Assets				
(i) Investments	6		2,819.07	3,086.53
(ii) Trade receivables	7		2,229.21	1,216.82
(iii) Cash and Cash Equivalents	8		53.43	1,366.32
(iv) Other Bank Balances	8.1		3,445.00	-
(b) Other Current Assets	9		107.32	56.98
Sub total (Current assets)			8,654.03	5,726.65
Total Assets			36,404.20	39,009.34
EQUITY AND LIABILITIES				
EQUITY				
(a) Equity Share capital	10		2,643.00	2,643.00
(b) Other Equity	11		(762.83)	716.08
Sub total (Equity)			1,880.17	3,359.08
(2) LIABILITIES				
Non - Current Liabilities				
(a) Financial Liabilities				
(i) Borrowings	12		31,474.88	33,351.50
(ii) Financial liabilities	13		27.26	126.68
(b) Provisions	14		1,464.07	2.62
(c) Deffered Tax Liability(Net)	5		232.66	-
Sub total (Non current liabilities)			33,198.87	33,480.80
(3) Current Liabilities				
(a) Financial liabilities				
(i) Borrowings	15		976.63	1,502.50
(ii) Trade payables	16		59.98	316.86
(iii) Other Financial Liabilities	17		28.43	12.53
(b) Other Current Liabilities	18		258.41	309.14
(c) Provisions	18.1		1.72	0.55
(d) Current Tax Liability(Net)	19		-	27.88
Sub total (Current liabilities)			1,325.16	2,169.46
Total Equity & Liabilities			36,404.20	39,009.34

The accompanying notes form integral part of these financial statements

In terms of our report of even date attached

For and on Behalf of the Board of Directors
PNC Rajasthan Highways Private Limited

For RMA & Associates LLP
Chartered Accountants
FRN-000978N/N500062

Rahul Vashishtha
CA Rahul Vashishtha
Partner
M.No.-097881



Anil Kumar Rao
Anil Kumar Rao
Managing Director
DIN- 01224525

Pankaj Kumar Agarwal
Pankaj Kumar Agarwal
Director
DIN-05168566

Vivek Singh
Vivek Singh
Company Secretary & CFO

Dated: 23/05/2023
Place: Agra

PNC Rajasthan Highways Private Limited

CIN : U45203DL2016PTC304751

Statement of Profit and Loss for the year ended March 31, 2023

(₹ in Lakhs)

	Particulars	Notes	Year ended March 31, 2023	Year ended March 31, 2022
I	Revenue from Operations	20	3,434.57	3,175.49
II	Other Income	21	276.25	180.88
III	Total Income (I+II)		3,710.82	3,356.37
IV	Expenses :			
	Cost of Material Consumed	22	227.65	1.04
	Employee Benefit Expenses	23	171.67	149.76
	Finance Expense	24	2,294.49	2,455.21
	Depreciation & Amortization Expenses	3	5.61	-
	Other Expenses	25	2,099.58	583.31
	Total Expenses (IV)		4,799.00	3,189.32
V	Profit/(Loss) before tax (III-IV)		(1,088.17)	167.05
VI	Tax expense :	26		
	Current Tax		-	27.88
	Mat Credit Entitlement		-	(27.88)
	Deferred Tax		388.90	8.48
VII	Profit/ (Loss) for the period (V - VI)		(1,477.07)	158.57
VIII	Other Comprehensive Income			
	(i) Items that will not be reclassified to profit or loss			
	Acturial Gain and (losses) on defined benefit plans		(2.48)	0.84
	Income tax relating to above items		0.64	(0.22)
IX	Total Comprehensive Income for the period (VII + VIII)		(1,478.91)	159.19
	Earning per equity share			
	Basic & Diluted (in Rs)	27	(5.59)	0.60

The accompanying notes form integral part of these financial statements
In terms of our report of even date attached

For RMA & Associates LLP
Chartered Accountants
FRN-000978N/N500062

Rahul Vashishtha
CA Rahul Vashishtha
Partner
M.No.-097881



Dated: 23/05/2023
Place: Agra

For and on Behalf of the Board of Directors
PNC Rajasthan Highways Private Limited

Anil Kumar Rao
Anil Kumar Rao
Managing Director
DIN- 01224525

Pankaj Kumar Agarwal
Pankaj Kumar Agarwal
Director
DIN-05168566

Vivek Singh
Vivek Singh
Company Secretary & CFO

PNC Rajasthan Highways Private Limited

CIN : U45203DL2016PTC304751

Statement of changes In equity for the year ended March 31, 2023

A. Equity Share Capital (₹ in Lakhs)

As at April 01, 2022	Changes during the year	As at March 31, 2023
2,643.00	-	2,643.00

(₹ in Lakhs)

As at April 01, 2021	Changes during the year	As at March 31, 2022
2,643.00	-	2,643.00

B. Other Equity

(₹ in Lakhs)

Particulars	Reserves & Surplus	
	Retained earnings	Total
Balance as at April 1, 2022	716.08	716.08
Profit for the year	(1,477.07)	(1,477.07)
Other Comprehensive Income for the period	(1.83)	(1.83)
Total comprehensive income for the period	(1,478.91)	(1,478.91)
Balance as at March 31, 2023	(762.83)	(762.83)

(₹ in Lakhs)

Particulars	Reserves & Surplus	
	Retained earnings	Total
Balance as at April 1, 2021	556.89	556.89
Profit for the year	158.57	158.57
Other Comprehensive Income for the period	0.62	0.62
Total comprehensive income for the period	159.19	159.19
Balance as at March 31, 2022	716.08	716.08

The accompanying notes form integral part of these financial statements
In terms of our report of even date attached

For RMA & Associates LLP
Chartered Accountants
FRN-000978N/N500062

Rahul Vashishtha
CA Rahul Vashishtha
Partner
M.No.-097881

Dated: 23/05/2023
Place: Agra

For and on Behalf of the Board of Directors
PNC Rajasthan Highways Private Limited

Anil Kumar Rao
Anil Kumar Rao
Managing Director
DIN-01224525

Pankaj Kumar Agarwal
Pankaj Kumar Agarwal
Director
DIN-05168566

Vivek Singh
Vivek Singh
Company Secretary & CFO

PNC Rajasthan Highways Private Limited

CIN : U45203DL2016PTC304751

Statement of Cash Flow for the Year ended March 31, 2023

(₹ in Lakhs)

Particulars		Year Ended March 31, 2023	Year Ended March 31, 2022
A.	Cash Flow from Operating Activities		
	Net Profit /(Loss) before Tax	(1088.17)	167.05
	Adjustment for:		
	Add/(Less):		
	Finance cost	2294.49	2,455.21
	Depreciation	5.61	-
	Interest Income	(144.23)	(80.77)
	(Profit)/loss on Redemption of Mutual Funds	(101.46)	(98.40)
	(Gain)/Loss on fair valuation of Mutual Funds	(30.57)	(1.71)
	Operating Profit / (Loss) before working capital changes	935.67	2,441.38
	Adjustment for Changes in Working Capital		
	Increase/Decrease in Trade Payables	(256.88)	(4,381.65)
	Increase/Decrease in Financial Liabilities	(83.52)	5.97
	Increase/Decrease in Non-current Liabilities and Provisions	1461.45	2.19
	Increase/Decrease in Other Current Liabilities and Provisions	(77.45)	(101.30)
	Increase/Decrease in Trade Receivables	(1,012.39)	(891.25)
	Increase/Decrease in Non-current Assets	5,405.57	9,008.32
	Increase/Decrease in Current assets	(50.34)	(49.78)
	Cash Generated from/ (used) from operating activities	6,322.10	6,033.87
	Direct Taxes Paid	-	-
	Cash Generated from/ (used) operating activities before extraordinary Items	6,322.10	6,033.87
	Preliminary Exp.		
	Cash Generated from/ (used) from operating activities (A)	6,322.10	6,033.87
B.	Cash Flow from Investing Activities		
	Purchase of Property, plant & equipments	(36.73)	-
	Bank balances other than cash & cash equivalents	(3,445.00)	-
	Interest income	144.23	80.77
	Redemption of Mutual funds	2701.56	6,623.23
	Purchase of Mutual Funds	(2,302.07)	(7,400.00)
	Net Cash Generated from/ used from Investing Activities (B)	(2,938.01)	(696.00)
C.	Cash Flow from Financing Activities		
	Proceeds from Borrowings	-	30,050.00
	Repayment of Term loans	-	(33,728.49)
	Proceeds/(Repayment) of Unsecured loan from related party	(900.00)	900.00
	Redemption of non-convertible debentures	(1,502.50)	-
	Finance cost	(2,294.49)	(2,455.21)
	Net Cash Generated from/ used from Financing Activities (C)	(4,696.99)	(5,233.70)
	Net Cash Increase in cash & Cash equivalents (A+B+C)	(1,312.89)	104.18
	Cash & Cash equivalents at the beginning	1,366.32	1,262.14
	Cash & Cash equivalents at the end	53.43	1,366.32

The accompanying notes form integral part of these financial statements
In terms of our report of even date attached

For and on Behalf of the Board of Directors
PNC Rajasthan Highways Private Limited

For RMA & Associates LLP
Chartered Accountants
FRN-000978N/N500062

Rahul Vashishtha

CA Rahul Vashishtha
Partner
M.No.-097881



Dated: 23/05/2023
Place: Agra

Anil Kumar Rao
Anil Kumar Rao
Managing Director
DIN- 01224525

Pankaj Kumar Agarwal
Pankaj Kumar Agarwal
Director
DIN-05168566

Vivek Singh
Vivek Singh
Company Secretary & CFO

PNC Rajasthan Highways Private Limited

CIN: U45203DL2016PTC304751

1. Notes forming part of the Financial Statements for the year ended on March 31, 2023

Company Information

PNC Rajasthan Highways Private Limited (the company) is domicile and incorporated in India and is wholly owned subsidiary company of PNC Infraholdings Limited. The company is engaged in infrastructure development of "four laning/ two laning with paved shoulder from km.0.00 to km. 83.453 of Dausa- Lalsot-Kauthun section of NH-11A extension in the state of Rajasthan under NHDP under phase IV on Hybrid Annuity Mode.

1. Basis of Preparation

The financial statements have been prepared to comply in all material aspects with Indian accounting standards (Ind AS) notified under sec 133 of the companies act 2013 (the Act) read with Companies (Indian accounting standard) Rules, 2015 and other relevant provision of the Act and rules framed thereunder.

The Financial statements have been prepared on a historical cost basis except for certain financial assets & Liabilities measured at fair value.

The financial statements are presented in Indian rupees (INR) with value rounded off to the nearest lakhs with two decimals, thereof, except otherwise indicated.

2. Significant Accounting Policies Adopted by Company in Preparation of Financial Statements

2.1 Property, Plant and Equipment

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

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

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

Impairment of Non-Financial Assets

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



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amount of the asset over its remaining useful life. The impairment loss recognized in prior accounting periods is reversed by crediting to the statement of profit and loss if there has been a change in the estimate of recoverable amount.

2.2 Service Concession Agreements

The Company constructs & upgrades infrastructure (construction or upgrade services) used to provide a public service and operates and maintains that infrastructure (operation services) for a specified period of time.

These arrangements may include Infrastructure used in a public-to-private service concession arrangement for its entire useful life. Under Appendix C to Ind AS 115 – Service Concession Arrangements, these arrangements are accounted for based on the nature of the consideration. The Financial asset model is used to the extent that the operator has an unconditional contractual right to receive cash or another financial asset from or at the direction of the grantor for the construction services. If the company performs more than one service (i.e. construction or upgrade services and operation services) under a single contract or arrangement, consideration received or receivable is allocated by reference to the relative fair values of the services delivered, when the amounts are separately identifiable.

In the financial asset model, the amount due from the grantor meets the identification of the receivable which is measured at fair value. It is subsequently measured at amortized cost. The amount initially recognized plus cumulative interest on that amount is calculated using the effective interest method. Any asset carried under concession agreements is derecognized on disposal or when no future economic benefits are expected from its future use or disposal or when contractual right to the financial assets expires.

Revenue related to SCA:

Revenue related to construction under a service concession arrangement is recognized based on the stage of completion of the work performed.

2.3 Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government except to the extent stated otherwise.

The company has recognized Finance Income on the outstanding balance of trade receivables as a part of revenue from operations.

2.4 Interest Income

For all debt instruments measured either at amortized cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). Interest income is included in finance income in the statement of profit and loss.

2.5 Taxes on Income

Current Tax

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

Deferred Tax

Deferred tax is provided in full, using the balance sheet approach on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial statements at the reporting date. Deferred tax is determined using tax rates that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred tax assets is realized or the deferred tax liabilities is settled.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized



deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Minimum alternative tax (MAT) credit is recognized as deferred tax asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. Such asset is reviewed at each balance sheet date and the carrying amount of MAT credit asset is written down to the extent there is no longer the convincing evidence to the effect that the company will pay normal income tax during the specified period.

2.6 Foreign Currency Transactions

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

2.7 Cash and Cash Equivalents

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

For the purpose of the statement of cash flows and cash equivalents consist of cash and short-term deposits, as defined above. Net of outstanding bank overdrafts as they are considered an integral part of the company's cash management.

2.8 Earnings per Share

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

2.9 Provisions, Contingent Liabilities and Contingent Assets

Provisions

Provisions are recognized when the company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

The expense relating to a provision is presented in the statement of profit and loss.

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

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



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Contingent Liabilities and Contingent assets

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

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

Provisions, contingent liabilities, contingent assets are reviewed at each reporting date.

2.10 Sales/ value added taxes paid on acquisition of assets or on incurring expenses

When the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognized as part of the cost of acquisition of the asset or as part of the expense item, as applicable- When receivables and payables are stated with the amount of tax included. Thenet amount of tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

2.11 Borrowing Costs

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

2.12 Employee Benefits

Provident Fund: The contribution to provident fund is in the nature of defined contribution plan. The Company makes contribution to statutory provident fund in accordance with the Employees Provident Fund and Miscellaneous Provisions Act, 1952. The contribution paid or payable is recognized as an expense in the period in which services are rendered.

Gratuity (Funded): Gratuity is in the nature of defined benefit plan. The cost is determined using the projected unit credit method with actuarial valuation being carried at cash at each Balance Sheet date by an independent actuary. The retirement benefits obligation recognized in the Balance Sheet represent the present value of defined benefit obligation as adjusted for recognized past service cost Actuarial gains and losses are recognized in full in the other comprehensive income for the period in which they occur.

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

Payments to defined contribution retirement benefit plans are recognized as an expense when employees have rendered the service entitling them to the contribution.

2.13 Financial Instruments

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



Financials Asset

Initial Recognition and Measurement

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

Subsequent Measurement

For the purpose of subsequent measurement, financial assets are classified in three categories;

- (i) Financial Asset at amortized cost
- (ii) Financial Asset at Fair Value through OCI (FVTOCI)
- (iii) Financial Asset at Fair value through P&L (FVTPL)

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

Financial Asset at Amortized Cost

Financial Asset' is measured at the amortized cost if both the following conditions are met:

- (a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- (b) Cash flows represent solely for repayment of principal and interest.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition of asset and fees or costs that are an integral part of the EIR. Income from these financial assets is included in interest income using the effective interest rate method.

Financial Asset at Fair value through OCI (FVTOCI)

'Financial Asset' is classified as at the FVTOCI if both of the following criteria are met:

- (a) The objective of the business model is achieved by collecting contractual cash flows and selling the financial assets, and
- (b) The asset's contractual cash flows represent solely for repayment of principal and interest. Financial Asset included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI).

Financial Asset at Fair Value through P&L

FVTPL is a residual category for Financial Assets. Any financial asset, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the company may elect to designate a Financial asset, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Equity Instruments

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

If the group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI.



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De-recognition of Financial Asset

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized when:

- i) The rights to receive cash flows from the asset have expired, or
- ii) The company has transferred its rights to receive cash flows from the asset
- iii) The company retains the contractual rights to received cash flows from the financial asset but assumes a contractual obligation to pay cash flows to one or more recipients.

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

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

Impairment of Financial Assets

In per Ind AS 109, the company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- (a) Financial assets that are measured at amortized cost e.g. loans, debt, securities, deposits, trade receivables and bank balances.
- (b) Financial assets that are measured as at FVTOCI
- (c) Lease receivables under Ind AS 116
- (d) Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115 (referred to as "Service Concessional Receivable" in these illustrative financial statements.
- (e) Loan commitments which are not measured as at FVTPL
- (f) Financial guarantee contracts which are not measured as at FVTPL

For recognition of impairment loss of financial assets and risk exposure, the Company determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. If credit risk has increased significantly, lifetime ECL is used.

In a subsequent period, if credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the company reverts to recognizing impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument.

Financial Liabilities

Initial Recognition and Measurement

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

Subsequent Measurement

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

Financial Liabilities at Amortized Cost

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in the statement of profit or loss when the liabilities are derecognized as well as through



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the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

Financial Liabilities Measured at Fair value through Profit or Loss

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

De-recognition

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

Fair Value Measurement

The Company measures financial instruments at fair value at each reporting date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

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

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

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

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

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

Level 1: Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2: Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3: Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For the purpose of fair value disclosures, the Company has determined classes of assets & liabilities on the basis of the nature, characteristics and the risks of the asset or liability and the level of the fair value hierarchy as explained above.

2.14 Government Grants

Government grants (except those existing on transition date) are recognized where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognized as



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income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognized as income in equal amounts over the expected useful life of the related asset.

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

3. Significant Estimates, Judgments and Assumptions

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

3.1 Contingencies and Commitments

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

3.2 Impairment Testing

- i. Judgment is also required in evaluating the likelihood of collection of customer debt after revenue has been recognized. This evaluation requires estimates to be made, including the level of provision to be made for amounts with uncertain recovery profiles. Provisions are based on historical trends in the percentage of debts which are not recovered, or on more details reviews of individually significant balances.
- ii. Determining whether the carrying amount of these assets has any indication of impairment also requires judgment. If an indication of impairment is identified, further judgment is required to assess whether the carrying amount can be supported by the net present value of future cash flows forecast to be derived from the asset. This forecast involves cash flow projections and selecting the appropriate discount rate.

3.3 Taxes

- a. The company's tax charge is the sum of the total current and deferred tax charges. The calculation of the company's total tax charge necessarily involves a degree of estimation and judgment in respect of certain items whose tax treatment cannot be finally determined until resolution has been reached with the relevant tax authority or, as appropriate, through a formal legal process.
- b. Accruals for tax contingencies require management to make judgments and estimates in relation to tax audit issues and exposures.
- c. The recognition of deferred tax assets is based upon whether it is more likely than not that sufficient and suitable taxable profits will be available in the future against which the reversal of temporary differences can be deducted. Where the temporary differences are related to losses, the availability of the losses to offset against forecast taxable profits is also considered. Recognition therefore involves judgment regarding the future financial performance of the particular legal entity or Tax Company in which the deferred tax asset has been recognized.

3.4 Fair Value Measurement

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. In applying the valuation techniques, management makes maximum use of market inputs and uses estimates and assumptions that are, as far as possible, consistent with observable data that market participants would use in pricing the instrument. Where applicable data is not observable, management uses its best estimate about the assumptions that market participants would make. These estimates may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date. For details of the key assumptions (Refer note-29)



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PNC Rajasthan Highways Private Limited

CIN : U45203DL2016PTC304751

Notes to The Financial Statements for the Year Ended March 31, 2023

Note 2: Property, Plant & Equipments

(₹ in Lakhs)

Particulars	Plant & equipment	Computers	Total
Gross carrying value			
At April 01, 2022	-	-	-
Addition during the year	33.89	2.84	36.73
Disposal / Adjustments	-	-	-
AS At September 30, 2022	33.89	2.84	36.73
Accumulated Depreciation			
At April 01, 2022	-	-	-
Addition during the year	5.32	0.29	5.61
Disposal / Adjustments	-	-	-
AS At September 30, 2022	5.32	0.29	5.61
Net carrying value as at September 30, 2022	28.56	2.55	31.11



PNC Rajasthan Highways Private Limited

CIN : U45203DL2016PTC304751

Notes to The Financial Statements for the Year Ended March 31, 2023

Note 3: Non current Financial Assets

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Service concession receivables	26,478.97	30,675.67
Total	26,478.97	30,675.67

Note 4: Other Non current assets

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Recoverable from government authorities		
- TDS & TCS Receivable	168.95	278.92
- GST TDS Receivable	636.75	155.41
- GST Input Tax Credit	429.21	2,011.96
Others		
-Security Deposits	5.17	5.13
Total	1,240.08	2,451.43



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Note 5: Deferred Tax Assets/(Liabilities) (NET)

5.1 The balance comprises temporary differences attributable to:

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Deferred Tax Assets/(Liabilities)		
Property Plant & Equipments	(0.03)	-
Investments	(10.95)	(3.00)
Employee Benefits	(2.08)	(0.82)
Major Maintenance	(379.03)	-
	(392.08)	(3.83)
Mat Credit Entitlement	159.42	159.42
Total	(232.66)	155.59

5.2 Movement in Deferred tax (Liabilities)/Assets

(₹ in Lakhs)

Particulars	Investment	Employee Benefits	Property Plant & Equipments	Major Maintenance	Total
At April 1, 2022	(3.00)	(0.82)	-	-	(3.83)
(Charged)/credited:-					
-to profit & loss	(7.95)	(1.90)	(0.03)	(379.03)	(388.90)
-to Other Comprehensive Income	-	0.64	-	-	0.64
As at March 31, 2023	(10.95)	(2.08)	(0.03)	(379.03)	(392.08)

5.3 Movement in Minimum Alternate Tax (MAT)

(₹ in Lakhs)

Particulars	Total
At April 1, 2022	159.42
(Charged)/credited:-	
-to profit & loss	-
to MAT credit adjustment of Earlier years	-
-to Other Comprehensive Income	-
As at March 31, 2023	159.42



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Note 6: Investments

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Investments in Mutual Funds		
Kotak low duration fund	2,819.07	3,086.53
Total	2,819.07	3,086.53

Particulars	As at March 31, 2023	As at March 31, 2022
Aggregate Book Value of quoted Investments	2,776.96	3,074.98
Aggregate Market Value of quoted Investments	2,819.07	3,086.53
Aggregate Book Value of unquoted Investments	-	-
Aggregate impairment in value of Investments	-	-

Note 7: Trade Receivable

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Considered Good; National Highways Authority of India	2,229.21	1,216.82
Total	2,229.21	1,216.82

Trade receivable Ageing schedule	Period	As at March 31, 2023	As at March 31, 2022
Undisputed Trade receivables- considered good	Less than 6 Moths	2,229.21	1,216.82
	6 Moths to 1 Year	-	-
	1 Year to 2 Years	-	-
	2 Years to 3 Years	-	-
	More than 3 Years	-	-
Undisputed Trade receivables- which have significant increase	Less than 6 Moths	-	-
	6 Moths to 1 Year	-	-
	1 Year to 2 Years	-	-
	2 Years to 3 Years	-	-
	More than 3 Years	-	-
Undisputed Trade receivables- Credit impaired	Less than 6 Moths	-	-
	6 Moths to 1 Year	-	-
	1 Year to 2 Years	-	-
	2 Years to 3 Years	-	-
	More than 3 Years	-	-
Disputed Trade receivables- considered good	Less than 6 Moths	-	-
	6 Moths to 1 Year	-	-
	1 Year to 2 Years	-	-
	2 Years to 3 Years	-	-
	More than 3 Years	-	-
Disputed Trade receivables- which have significant increase	Less than 6 Moths	-	-
	6 Moths to 1 Year	-	-
	1 Year to 2 Years	-	-
	2 Years to 3 Years	-	-
	More than 3 Years	-	-
Disputed Trade receivables- Credit impaired	Less than 6 Moths	-	-
	6 Moths to 1 Year	-	-
	1 Year to 2 Years	-	-
	2 Years to 3 Years	-	-
	More than 3 Years	-	-



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Note 8: Cash & Cash Equivalents

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Cash on hand	2.60	3.04
Balances with Banks		
Current accounts	50.83	313.28
In Term Deposits (Less than 3 Months)	-	1,050.00
Total	53.43	1,366.32

Note 8.1 : Other Bank Balance

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
In Term Deposits (More than 3 Months but upto 1 year)	3,445.00	-
Total	3,445.00	-

Note 9: Other Current Assets

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Advances other than capital advance		
Other Advances	5.58	9.68
Accrued interest on FDR	101.74	47.30
Total	107.32	56.98



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PNC Rajasthan Highways Private Limited

CIN : U45203DL2016PTC304751

Notes to The Financial Statements for the Year Ended March 31, 2023**Note 10 : Share Capital**

Particulars	(₹ in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Authorised 3,00,00,000 (Previous year 3,00,00,000) Equity Shares of Rs10/- each	3,000.00	3,000.00
Equity Shares - Issued, Subscribed & paid up 2,64,30,000 (Previous year 2,64,30,000) Equity Shares of Rs10/- each	2,643.00	2,643.00

Note 10.1**(a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting year**

Particulars	As at March 31, 2023	As at March 31, 2022
Opening Balance	2,64,30,000	2,64,30,000
Issued during the year Equity Shares of Rs. 10 each allotted as fully paid up	-	-
Outstanding at the end of the year (Equity Shares of Rs. 10 each allotted as fully paid up)	2,64,30,000	2,64,30,000

Details of Shares held by Promoters

Name of Promoters	As at March 31, 2023	As at March 31, 2022
	No of Shares	No of Shares
PNC Infratech Limited	10	10
PNC Infra holdings Limited	2,64,29,990	2,64,29,990
	% Holding	% Holding
PNC Infratech Limited	0.00	0.00
PNC Infra holdings Limited	100.00	100.00

Rights and restrictions attached to equity shares

The Company has only one class of equity shares having a par value of Rs 10 per share. Each shareholder is eligible for one vote per share held. In case any dividend is proposed by the Board of Directors the same is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in the case of Interim Dividend.

There are no bonus shares/share issued for consideration other than cash and share bought back during the period of 1 year and immediately preceeding one year.

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



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PNC Rajasthan Highways Private Limited

CIN : U45203DL2016PTC304751

Notes to The Financial Statements for the Year Ended March 31, 2023

Note 11: Other Equity

- Retained Earnings

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Opening Balance	716.08	556.89
Net Profit for the year	(1,477.07)	158.57
Remeasurement of post employment benefit obligation	(1.83)	0.62
Other Comprehensive income for the year	-	-
Closing Balance	(762.83)	716.08

Retained Earnings

Retained Earnings represents company's undistributed after tax



PNC Rajasthan Highways Private Limited

CIN : U45203DL2016PTC304751

Notes to The Financial Statements for the Year Ended March 31, 2023**Note 12 : Non- Current Borrowings**

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Secured		
Non-convertible Debentures	28,547.50	30,050.00
Less- Redeemable within 1 Year (Refer Note No-14)	976.63	1,502.50
	27,570.88	28,547.50
Unsecured		
Unsecured loan from related party*	3,904.00	4,804.00
Total	31,474.88	33,351.50

*Refer Note No-35

Nature of security and terms of repayments for long term borrowings:-**Non-convertible Debentures****(A) Nature of security -**

- (i) First charge on all the Company's immovable assets (save and except project assets), if any , both present and future.
- (ii) First charge on all the Company's tangible moveable assets, including moveable Plant & machinery, machinery spares, tools and accessories, furniture, fixtures, vehicles and all other moveable assets (save and except project assets), if any , both present and future.
- (iii) First charge over all the banks accounts of the Company, the Escrow account , sub accounts
- (iv) First charge over all intangible assets including but not limited to goodwill, rights undertaking and uncalled capital present and future excluding the project assets. Further, a charge on uncalled capital shall be subject to the provisions of the concession agreement.
- (v) Assignment by way of Security in the rights, title and interest of the Company's related to the project from all contracts, insurances, licenses, in to and under all project agreement (including the Concession Agreement) to which the Company is Party to, including contractor guarantees, liquidated damages and all other contracts relating to project, provided such charge shall be limited to and to arise to the extent provided under substitution Agreement.
- (vi) Pledge of 51% of the issued, paid up and voting Equity share capital of the Company held by promoter or any other person till the final settlement date, provided that any enforcement of the pledge over share shall be subject to the terms of the Concession Agreement.

(B) Redemption

- (i) The company agrees and undertakes to redeem the debentures in semi-annual structured principal instalments, maturity profile is as follows--

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Redeemable within one year	976.63	1,502.50
Redeemable between one to three years	5,724.53	4,116.85
Redeemable after three years	21,846.35	24,430.65
Total	28,547.50	30,050.00

(B) Terms of Repayment**Unsecured Loan**

- (i) Unsecured loan taken is interest free and shall be repayable subject to prior approval of lenders after complying with the conditions as stipulated in their sanction.



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Note 13 : Non current financial liabilities

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Retentions		
- Related Party	-	111.47
- Others	27.26	15.21
Total	27.26	126.68

Note 14 : Non Current Provisions

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Major Maintenance Expenses Payable	1,457.80	-
Provision for Gratuity (Refer Note No.38)	3.86	1.26
Provision for Leave Encashment (Refer Note No.39)	2.41	1.36
Total	1,464.07	2.62

Note 15: Current Borrowings

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Non-convertible Debentures	976.63	1,502.50
Total	976.63	1,502.50

Note 16: Trade Payables

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Total outstanding dues of micro, Small and medium enterprises*	-	-
Total outstanding dues of creditors other than micro, small and medium enterprises		
- Related party (Refer Note No.29)	-	274.29
- Others	59.98	42.56
Total	59.98	316.86

* The disclosure in respect of the amount payable to enterprises which have provided goods and services to the Company and which qualify under the definition of micro and small enterprises as defined under Micro, Small and Medium Development Act 2006 has been made in the financial statement as at March 31, 2023 based on the information received and available with the company. On the basis of such information, no interest is payable to any micro, small and medium enterprises. Auditors have relied upon the informations provided by the Company.

includes Rs NIL payable to related party. (P/Y Rs 274.29 Lakhs) Refer Note no -29)

The Company's exposure to currency and liquidity risks related to the trade payable is disclosed note no-31

Note 17: Other Financial Liabilities

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Salary Payable	13.43	-
Expenses payable	15.00	12.53
Total	28.43	12.53



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PNC Rajasthan Highways Private Limited

CIN : U45203DL2016PTC304751

Notes to The Financial Statements for the Year Ended March 31 ,2023

Note 18: Other Current Liabilities

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Statutory Dues	2.86	10.77
Independent Fees Payable	255.55	298.36
Total	258.41	309.14

Note 18.1: Current Provisions

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Provision for Gratuity (Refer Note-38)	0.80	0.06
Provision for Leave Encashment (Refer Note-39)	0.92	0.49
Total	1.72	0.55

Note 19: Current Tax Liability (Net)

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Provision for Tax	-	27.88
Total	-	27.88



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PNC Rajasthan Highways Private Limited

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Notes to The Financial Statements for the Year Ended March 31, 2023

Note 20 : Revenue from Operation

(₹ in Lakhs)		
Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Construction Revenue	60.24	130.21
Interest Income on Service Concession Receivables	3,374.32	3,044.24
Sale of Material	-	1.04
Total	3,434.57	3,175.49

Note 21 : Other Income

(₹ in Lakhs)		
Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Interest Income on Fixed Deposits	128.48	52.55
Interest on Income Tax Refund	15.75	28.22
Gain/(loss) on Redemption of Mutual Funds	101.46	98.40
Gain on fair valuation of MF	30.57	1.71
Total	276.25	180.88

Note 22 : Cost of Material Consumed

(₹ in Lakhs)		
Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Raw Material & others	227.65	1.04
Total	227.65	1.04

Note 23 : Employee Benefit Expenses

(₹ in Lakhs)		
Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Salaries & Wages	160.02	138.27
Contributions to - Provident fund & other funds	3.71	4.44
Staff Welfare Expenses	7.93	7.05
Total	171.67	149.76

Note 24 : Finance cost

(₹ in Lakhs)		
Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Interest Expense	-	2,228.10
Interest Expense on Non Convertible Debentures	2,294.41	113.20
Bank Charges	0.07	113.90
Total	2,294.49	2,455.21



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PNC Rajasthan Highways Private Limited

CIN : U45203DL2016PTC304751

Notes to The Financial Statements for the Year Ended March 31, 2023

Note 25 : Other Expenses

(₹ in Lakhs)		
Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Construction Expenses*	140.36	235.02
Mobile & Internet Expenses	1.07	0.01
Insurance Expenses	63.89	2.52
Electricity Expenses	115.15	151.78
Postage & courier expenses	0.05	-
Fuel Expenses	78.50	76.64
Legal & Professional Expenses	50.23	51.24
Printing & Stationary Expenses	0.28	0.59
Travelling Expenses	3.05	3.25
Labour Expenses	31.49	4.77
Balance Written Off	0.02	0.02
Labour Cess Paid	5.50	9.48
Audit Fess	1.00	0.75
Rates & taxes	3.75	-
Sub Contracting Expenses	92.39	5.79
Hire Charges	18.48	17.92
Major Maintenance Expenses	1,457.80	-
Repair & Maintenance Expenses	9.16	10.91
Rent Expenses	-	6.08
Freight & Cartage	3.36	0.93
Other Site Expenses	20.21	1.04
Other Miscellaneous Expenses	0.71	4.57
Advertisement expenses	0.56	-
Loss on sale of property, plant & equipments	2.56	-
Total	2,099.58	583.31

*Executed by related party (Refer Note No.29)



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PNC Rajasthan Highways Private Limited

CIN : U45203DL2016PTC304751

Notes to The Financial Statements for the Year Ended March 31, 2023

Note 26 : Tax Expenses

A. Income Tax Expenses

(₹ in Lakhs)		
Particulars	Period ended March 31, 2023	Period ended March 31, 2022
(a) Current Tax		
Current tax on profit for the period	-	27.88
MAT Credit Entitlement including	-	(27.88)
Tax of earlier years	-	-
Mat Credit Adjustment	-	-
Total current tax expense	-	-
(b) Deferred Tax		
Decrease/Increase in deferred tax	388.90	8.48
Total Deferred tax expenses	388.90	8.48
Total Income tax expenses	388.90	8.48

B. Reconciliation of Tax Expenses and accounting profit multiplied by India's Tax rate:

(Amount in Lakhs)		
Particulars	Period ended March 31, 2023	Period ended March 31, 2022
Profit before tax	(1,088.17)	167.05
Tax at Indian tax rate of 27.82% (Previous Year 27.82%)	-	46.47
Deferred Tax recognised during the year	388.90	8.48
Income not taxable due to Exemption U/S 80 IA of income Tax Act.	-	-
Change in rate of Tax		(46.47)
Total tax expenses as per profit and loss	388.90	8.48



PNC Rajasthan Highways Private Limited

CIN : U45203DL2016PTC304751

Notes to The Financial Statements for the Year Ended March 31, 2023

Note 27 : Earning Per share

(₹ in Lakhs except EPS)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
(a) Profit/(Loss) available to Equity Shareholders	(1,477.07)	158.57
(b) Weighted Average number of Equity Shares	264.30	264.30
(c) Nominal value of Equity Shares (in Rs.)	10.00	10.00
(d) Basic and Diluted Earnings Per Share [(a)/(b)]	(5.59)	0.60

Note 28 : Operating Segment Information

The Company operates in only one segment, namely "Infrastructure development on Hybrid Annuity Model" hence there are no reportable segments under Ind AS-108 'Segment Reporting'. Hence, separate business segment information is not applicable.

The directors of the company has been identified as The Chief Operating Decision Maker (CODM). The Chief Operating Decision Maker also monitors the operating results as one single segment for the purpose of making decisions about resource allocation and performance assessment and hence, there are no additional disclosures to be provided other than those already provided in the financial statements

There is only one customer having more than 10% of the total revenue.



PNC Rajasthan Highways Private Limited

CIN : U45203DL2016PTC304751

Notes to The Financial Statements for the Year Ended March 31, 2023

Note 29 : Related party transactions

(A) List of related parties

(a) Parent Entity

Particulars	Type	Ownership Interest	
		As at March 31, 2023	As at March 31, 2022
PNC Infra holdings Limited	Immediate holding company	100%	100%
PNC Infratech Limited	Ultimate holding	-	-

*holds 10 Equity shares.

(B) Transactions between related parties

The following transactions were carried out with the related parties in the ordinary course of business.

(₹ in Lakhs)			
Sr. No.	Nature of transaction	Year ended March 31, 2023	Year ended March 31, 2022
1	EPC Contract PNC Infratech Limited	-	981.33
2	Utility Shifting Contract PNC Infratech Limited	60.24	130.21
3	Purchase of assets/material PNC Infratech Limited	26.50	-
4	Unsecured Loan taken PNC Infratech Limited	-	900.00
5	Repayment of unsecured loan PNC Infratech Limited	900.00	-

(C) Balance Outstanding at the reporting date-

(₹ in Lakhs)			
Sr. No.	Particulars	As at March 31, 2023	As at March 31, 2022
1	Trade Payables- PNC Infratech Limited	-	274.29
2	Retention payable- PNC Infratech Limited	-	111.47
3	3Unsecured Loan - PNC Infratech Limited	3,904.00	4,804.00

(D) Compensation to Key Managerial Personnel

(₹ in Lakhs)			
Sr. No.	Key Managerial Personnel	Year ended March 31, 2023	Year ended March 31, 2022
1	Vivek Singh	7.65	5.83

(E) Terms and Conditions

The transactions with the related parties are made on term equivalent to those that prevail in arm's length transactions. The assessment is under taken each financial year through examining the financial position of the related party and in the market in which the related party operates. All the outstanding balances will be settled in cash.



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PNC Rajasthan Highways Private Limited
Notes to The Financial Statements for the Year Ended March 31, 2023

Note 30 : Fair Value Measurement

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

Financial instruments by category

Particulars	As at March 31, 2023			As at March 31, 2022		
	Amortised Cost	FVTPL	FVTOCI	Amortised Cost	FVTPL	FVTOCI
Financial Asset						
Service concession receivables	26,478.97		-	30,675.67		-
Investments	-	2,819.07	-	-	3,086.53	-
Trade Receivable	2,229.21	-	-	1,216.82	-	-
Cash and Bank Balances (Including Interest accrued)	3,498.43	-	-	1,366.32	-	-
Total Financial Assets	32,206.61	2,819.07	-	33,258.81	3,086.53	-
Financial Liabilities						
Borrowings	32,451.50	-	-	34,854.00	-	-
Trade Payables	59.98	-	-	316.86	-	-
Other Financial Liabilities	55.70	-	-	139.22	-	-
Total Financial Liabilities	32,567.17	-	-	35,310.07	-	-

(i) Fair Value Hierarchy

This section explains the judgments and estimates made in determining the fair values of the financial instruments that are measured at amortised cost and for which fair values are disclosed in financial statements. To provide an indication about the reliability of inputs used in determining fair values, the group has classified its financial instruments into three levels prescribed under the accounting standards.

The following table provides the fair value measurement hierarchy of Company's asset and liabilities, grouped into Level 1 to Level 3 as described below :-

Level 1: Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2: Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3: Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

Particulars	Carrying Value March 31, 2023	Fair Value Measurement using		
		Quoted price in Active Market (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
(A) Financial Assets and Liabilities measured at amortised cost for which fair values are disclosed at March 31, 2023				
(i) Financial Assets				
Service concession receivables	26,478.97	-	26,478.97	-
Investments	2,819.07	2,819.07	-	-
Total	29,298.04	2,819.07	26,478.97	-
(ii) Financial Liabilities				
Borrowings	32,451.50	-	-	-
Other Financial Liabilities	55.70	-	55.70	-
Total	32,507.20	-	55.70	-



(Amount in Lakhs)

Particulars	Carrying Value March 31, 2022	Fair Value Measurement using		
		Quoted price in Active Market (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
(A) Financial Assets and Liabilities measured at amortised cost for which fair values are disclosed at March 31, 2022				
(i) Financial Assets				
Service concession receivables	30,675.67	-	30,675.67	-
Investments	3,086.53	3,086.53	-	-
Total	30,675.67	-	30,675.67	-
(ii) Financial Liabilities				
Borrowings	34,854.00	-	34,854.00	-
Other Financial Liabilities	139.22	-	139.22	-
Total	34,993.22	-	34,993.22	-

The Company maintains policies and procedures to value financial assets or financial liabilities using the best and most relevant data available. The fair values of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Specific valuation technique used to value financial instrument includes:

> the fair value of financial assets and liabilities at amortised cost is determined using discounted cash flow analysis

The following method and assumptions are used to estimate fair values:

The Carrying amounts of trade payables, short term borrowings, cash and cash equivalents, short term deposits/retentions, expenses payable etc. are considered to be their fair value, due to their short term nature.

Long-term fixed-rate and variable-rate receivables / borrowings are evaluated by the Company based on parameters such as interest rates, specific country risk factors, credit risk and other risk characteristics. For borrowing fair value is determined by using the discounted cash flow (DCF) method using discount rate that reflects the issuer's borrowings rate. Risk of non-performance for the company is considered to be insignificant in valuation.

The fair value of trade receivables, security deposits and retentions are evaluated on parameters such as interest rate and other risk factors. Fair value is being determined by using the discounted cash flow (DCF)

Financial assets and liabilities measured at fair value and the carrying amount is the fair value.



Note 31 : FINANCIAL RISK MANAGEMENT

The Company's principal financial liabilities, other than derivatives, comprise borrowings, trade and other payables. The main purpose of these financial liabilities is to manage finances for the Company's operations. The Company principal financial asset includes loan , Service concession receivables and other receivables, and cash and short-term deposits that arise directly from its operations.

The Company's activities are exposed to **market risk, credit risk and liquidity risk.**

I. Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprise three types of risk: interest rate risk, currency rate risk and other price risks, such as equity price risk and commodity price risk. Financial instruments affected by market risk include loans and borrowings, deposits, investments, and derivative financial instruments.

(a) Interest rate risk

Interest rate risk is company's cash flow and profit on account of movement in market interest rates. For the Company the interest risk arises mainly from interest bearing borrowings which are at floating interest rates. To mitigate interest rate risk, the company closely monitors market interest.

(Amount in Lakhs)

i) Interest risk Exposure	As at March 31,2023	As at March 31,2022
Variable rate borrowings	28,547.50	30,050.00

ii) Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of borrowing affected. With all other variables held constant, the company's profit before tax is affected through the impact of change in interest rate of borrowing as follows-

Particulars	Increase/decrease in basis points	Effect on Profit before tax
March 31,2023	+50/-50	-142.74/142.74
March 31,2022	+50/-50	-150.25/150.25

(b) Foreign currency risk

The Company by nature does not operates internationally and as the Company has not obtained any foreign currency loans and also doesn't have any foreign currency trade payables and foreign receivables outstanding therefore, the company is not exposed to any foreign exchange risk.

(c) Price Risk

The company exposure to price risk arises from investments in mutual fund at the current year end. These investments are actively traded in the market and are held for short period of time.



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II. Credit risk

Credit risk arises from the possibility that the counterparty will default on its contractual obligations resulting in financial loss to the company. To manage this, the Company periodically assesses the financial reliability of customers, taking into account the financial conditions, current economic trends, and analysis of historical bad debts and ageing of accounts receivable.

The Company considers the probability of default upon initial recognition of assets and whether there has been a significant increase in credit risk on an on going basis through each reporting period. To assess whether there is significant increase in credit risk, it considers reasonable and supportive forward looking information such as:

- (i) Actual or expected significant adverse changes in business.
- (ii) Actual or expected significant changes in the operating results of the counterparty.
- (iii) Financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligation
- (iv) Significant increase in credit risk an other financial instruments of the same counterparty
- (v) significant changes in the value of collateral supporting the obligation or in the quality of third party guarantees or credit enhancements

The Company's maximum exposure to credit risk for the components of the balance sheet as 31.03.2021 is the carrying amounts. The Company reviews its outstanding position of Financial assets on periodically basis and takes necessary action to mitigate the risk.

III. Liquidity Risk

Liquidity risk is defined as the risk that company will not be able to settle or meet its obligation on time or at a reasonable price. The Company's objective is to at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Company's management is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risk are overseen by senior management. Management monitors the company's net liquidity position through rolling, forecast on the basis of expected cash flows.

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date based on contractual undiscounted payments:

(Amount in Lakhs)						
As at March 31, 2023	Carrying Amount	On Demand	Less than One Year	More than one year and less than three year	More than 3 Years	Total
Borrowings	32,451.50	-	976.63	5,724.53	25,750.35	32,451.50
Trade payables	59.98	-	59.98	-	-	59.98
Other Liabilities	55.70	-	55.70	-	-	55.70
Total	32,567.17	-	1,092.30	5,724.53	25,750.35	32,567.17

(Amount in Lakhs)						
As at March 31, 2022	Carrying Amount	On Demand	Less than One Year	More than one year and less than three year	More than 3 Years	Total
Borrowings	34,854.00	-	3,709.80	7,419.60	23,724.60	34,854.00
Trade payables	316.86	-	316.86	-	-	316.86
Other Liabilities	139.22	-	139.22	-	-	139.22
Total	35,310.07	-	4,165.87	7,419.60	23,724.60	35,310.07

Note 32 : Contingent Liabilities and Commitments (to the extent not provided for) - NIL (Previous Year NIL)

Note 33 : Capital Management

The primary objective of the Company's Capital Management is to maximize the shareholder value and also maintain an optimal capital structure to reduce cost of capital. In order to manage the capital structure, the Company may adjust the amount of dividend paid to shareholders, return on capital to shareholders, issue new shares or sell assets to reduce debts.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants, if any. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt.

Particulars	(Amount in Lakh)	
	As at March 31, 2023	As at March 31, 2022
Total Borrowings (excluding unsecured loan taken from related party refer Note No-35)	28,547.50	30,050.00
Less- Cash & Cash Equivalents	53.43	1,366.32
Adjusted Net Debt (A)	28,494.07	28,683.68
Equity Share Capital (including unsecured loan taken from related party refer Note No-35)	6,547.00	7,447.00
Other Equity	(762.83)	716.08
Total Equity (B)	5,784.17	8,163.08
Adjusted net Debt to Equity ratio (A/B)	4.93	3.51

Note : 34 Concession arrangement- main features**i) Name of the concession****PNC Rajathan Highways (P) Limited****ii) Description of arrangements**

Development of four laning/two laning with paved shoulder from km 0.00 to km 84.453 of Dausa- Lalsot- Kauthun section of NH-11 A extension in the state of Rajasthan under NHDP phase IV on Hybrid Annuity Mode.

iii) Significant term of arrangements

Period of Concession: 15 years from COD
 Construction Period : 910 days
 Remuneration: Annuity, Interest, O&M
 Investment grant from Concession grantor: Yes
 Infrastructure return to grantor at end of Concession : Yes
 Investment and renewal obligation: No
 Repricing dates- Half yearly for O&M basis upon which repricing or re negotiation is determined : Inflation price index as defined in concession agreement.

Note : 35 Unsecured loan of Rs 3904 Lakhs taken by the company from related party(Ultimate parent Company) is in lieu of equity as per terms of Concession Agreement dated November 07,2016 which defined "Equity" means the sum expressed in Indian Rupees representing the paid up equity share capital of the concessionaire for meeting the equity component of the Total Project Cost, and shall include Convertible instruments or other similar forms of capital, which shall compulsorily convert into equity share capital of the company and any other interest free funds advanced by any share holders of the company meeting such equity components.

Note : 36 Details of loan given, investments made and guarantee given covered U/s 186 of the Companies Act,2013- The Company is engaged in the business of providing infrastructural facilities as specified under Schedule VI of the Companies Act 2013, (the "Act") and hence the provision of section 186 of the Act related to loan/ guarantees given or securities provided are not applicable to the Company. There are no investments made by the Company during the period.

Note: 37 Figures for the previous period have been regrouped/rearranged, wherever necessary to confirm their current year classification.



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PNC Rajasthan Highways Private Limited**CIN : U45203DL2016PTC304751****Notes to The Financial Statements for the Year Ended March 31, 2023**

Note 38 -The disclosure is required by INDAS-19 " Employee Benefits" are as under-
The Liability for Employee Gratuity is determined on actuarial valuation using Projected unit credit method.
The obligation are as under-

Table A: Change in Defined Benefit Obligation**(₹ in Lakhs)**

S.No.	Particulars	For the period ending	
		31-03-2023	31-03-2022
1	Defined benefit obligation at beginning of period	1.79	0.45
2	Service cost	-	-
	a. Current service cost/(credit)	1.54	2.17
	b. Past service cost/(credit) - vested	-	-
	c. Past service cost/(credit) - unvested	-	-
	d. (Gain) / loss on settlements	-	-
3	Interest expenses	0.12	0.03
4	Cash flows	-	-
	a. Benefit payments from plan	-	-
	b. Benefit payments from employer	-	-
	c. Settlement payments from plan	-	-
	d. Settlement payments from employer	-	-
5	Actuarial (Gains) and Losses	-	-
	a. Effect of changes in demographic assumptions	-	-
	b. Effect of changes in financial assumptions	(0.12)	-
	c. Effect of experience adjustments	2.38	(0.86)
6	Transfer In /(Out)	-	-
	a. Transfer In	-	-
	b. Transfer (out)	-	-
7	Defined benefit obligation at end of period	5.71	1.79

Bifurcation of the present value of obligation at the end of the year**(₹ in Lakhs)**

Particulars	31-03-2023	31-03-2022
Current Obligations	0.80	0.06
Non-Current Obligations	4.91	1.73
Total Obligation	5.71	1.79

Table B: Change in Fair Value of Plan Assets**(₹ in Lakhs)**

S.No.	Particulars	For the period ending	
		31-03-2023	31-03-2022
1	Fair value of plan assets at beginning of period	0.46	-
2	Acquisition Adjustment	-	-
3	Charges and Taxes	-	-
4	Expected return on plan assets	0.05	0.02
5	Cashflows	-	-
	a. Total employer's contribution	-	-
	(i) Employer contributions	0.75	0.46
	(ii) Employer direct benefit payments	-	-
	(iii) Employer direct settlement payments	-	-
	b. Participant contributions	-	-
	c. Benefit payments from plan assets	-	-
	d. Benefit payments from employer	-	-
	e. Settlement payments from plan assets	-	-
	f. Settlement payments from employer	-	-
6	Return on Plan Assets (excluding interest income)	(0.22)	(0.02)
7	Transfer In /Out	-	-
	a. Transfer In	-	-
	b. Transfer out	-	-
8	Fair value of plan assets at end of period	0.46	1.06



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Table C: Net Interest (Income)/ Expense

(₹ in Lakhs)

S.No.	Particulars	For the period ending	
		31-03-2023	31-03-2022
1	Interest Expense - Obligation	0.12	0.03
2	Interest Income - Plan Assets	0.05	0.02
3	Net Interest (Income)/ Expense for the year	0.06	0.01

Table D: Net Periodic Benefit Cost recognized in the P&L

(₹ in Lakhs)

S.No.	Particulars	For the period ending	
		31-03-2023	31-03-2022
1	Current Service Cost	1.54	2.17
2	Net Interest Cost	0.06	0.01
3	Past Service Cost	-	-
4	Curtailment Cost / (Credit)	-	-
5	Settlement Cost / (Credit)	-	-
6	Net Periodic benefit cost recognised in P & L	1.60	2.18

Table E: Re-measurement

(₹ in Lakhs)

S.No.	Particulars	For the period ending	
		31-03-2023	31-03-2022
1	Actuarial (Gains)/ Losses on obligations	2.26	(0.86)
2	Return on Plan Assets, excluding amount recognized in the net interest	(0.22)	(0.02)
3	Change in Asset Ceiling	-	-
4	Re-measurement Cost/ (Credit) for the year	2.48	(0.84)

Table F: Recognition of Past Service Cost

(₹ in Lakhs)

S.No.	Particulars	For the period ending	
		31-03-2023	31-03-2022
1	Unrecognized Past Service Cost/(Credit) as at the beginning of the period	-	-
2	Past Service Cost (Credit) for the period	-	-
3	Past Service (Cost)/ Credit recognized during the period	-	-
4	Unrecognized Past Service Cost/(Credit) as at the end of period	-	-

Table G: Balance Sheet Reconciliation

(₹ in Lakhs)

S.No.	Particulars	For the period ending	
		31-03-2023	31-03-2022
1	Net defined benefit (liability) asset at beginning of period	(1.33)	(0.45)
2	Unrecognised past service cost at the beginning of the period	-	-
3	Expense In the P& L	(1.60)	(2.18)
4	Total remeasurements included in OCI	(2.48)	0.84
5	Employer's Total Contribution	0.75	0.46
6	Net transfer	-	-
7	Unrecognised past service cost at the end of the period	-	-
8	Net defined benefit (liability) asset as at end of period	(4.65)	(1.33)

Table H: Major Categories of Plan Assets(as a % of total Plan Assets)

S.No.	Asset Categories	For the period ending	
		31-03-2023	31-03-2022
1	Government of India Securities	0.00%	0.00%
2	State Government Securities	0.00%	0.00%
3	High Quality Corporate Bonds	0.00%	0.00%
4	Equity shares of listed companies	0.00%	0.00%
5	Property	0.00%	0.00%
6	Special Deposit Scheme	0.00%	0.00%
7	Funds managed by Insurer	0.00%	0.00%
8	Others (to specify)	0.00%	0.00%
9	Total	0.00%	0.00%



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Table I-Sensitivity of Defined Benefit Obligation (DBO) to key assumptions

The financial results are sensitive to the actuarial assumptions. The changes to the Defined Benefit Obligations for increase in decrease of 1% from assumed salary escalation, withdrawal and discount rates are given below:

S.No.	Scenario	DBO	Variation
1	Under Base Scenario	5.71	0.00%
2	Salary Increase Rate - Plus 100 Basis Points	5.93	3.83%
3	Salary Increase Rate - Minus 100 Basis Points	5.50	-3.63%
4	Withdrawal Rate - Plus 100 Basis Points	5.62	-1.51%
5	Withdrawal Rate - Minus 100 Basis Points	5.80	1.54%
6	Discount Rate - Plus 100 Basis Points	5.48	-3.96%
7	Discount Rate - Minus 100 Basis Points	5.95	4.26%

Table J - Expected Future Cashflows

Expected employer contributions Next year	6,14,934.00
Year Ending March 31,	Expected Benefit Payment (in Rs.)
2024	85,346.10
2025	76,541.87
2026	74,648.89
2027	99,676.17
2028	95,276.77
2029 - 2033	2,73,644.96
Discontinuance Liability	10,50,590.77

Table K: Significant Actuarial Assumptions

S.No.	Asset Categories	For the period ending	
		31-03-2023	31-03-2022
1	Discount Rate	7.00%	6.50%
2	Expected Return on Plan Assets	6.50%	6.50%
3	Salary Escalation Rate (p.a.)	5.00%	5.00%
4	Attrition Rate (p.a.)	25.00%	25.00%
5	Mortality Rate	100% of IALM 2012-14	100% of IALM 2012-14
6	Disability Rate	No explicit provision	No explicit provision

Table L: Member Data Statistics

S.No.	Asset Categories	For the period ending	
		31-03-2023	31-03-2022
1	Number of Employees	65	65
2	Normal Retirement Age	60	60
3	Average Age (in yrs)	36	34
4	Average Past Service (in yrs)	2	1
5	Average Monthly Salary (in Rs)	12,604	10,415
6	Future Service (in yrs)	-	-
7	Weighted Average duration of DBO	4	4

Table M: Benefits Valued

1	Eligibility	All permanent employees
2	Gratuity Salary	Basic Monthly Salary
3	Service	Completed Years
4	Normal Retirement Benefit	15/26*Service * Gratuity Salary, subject to
5	Death in Service Benefit	Same as normal retirement benefit
6	Leaving Service Benefit	Same as normal retirement benefit



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PNC Rajasthan Highways Private Limited

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Notes to The Financial Statements for the Year Ended March 31, 2023

Note 39 : The disclosure is required by INDAS-19 "Employee Benefits" are as under-
The liability for Employee Leave Plan is determined on actuarial valuation using Projected unit credit method.

Table A: Change in Defined Benefit Obligation

(₹ in Lakhs)

S.No.	Particulars	For the period ending	
		31-03-2023	31-03-2022
1	Defined benefit obligation at beginning of period	1.85	1.66
2	Service cost		
	a. Current service cost/(credit)	1.05	0.58
	b. Past service cost/(credit)	-	-
	d. (Gain) / loss on settlements	-	-
3	Interest expenses	0.12	0.11
4	Cash flows	-	-
	a. Benefit payments from plan	-	-
	b. Benefit payments from employer	-	-
	c. Settlement payments from plan	-	-
	d. Settlement payments from employer	-	-
5	Actuarial (Gains) and Losses	-	-
	a. Effect of changes in demographic assumptions	-	-
	b. Effect of changes in financial assumptions	(0.05)	-
	c. Effect of experience adjustments	0.37	(0.50)
6	Transfer In /(Out)	-	-
	a. Transfer In	-	-
	b. Transfer (out)	-	-
7	Defined benefit obligation at end of period	3.33	1.85

Bifurcation of the present value of obligation at the end of the year

(₹ in Lakhs)

	31-03-2023	31-03-2022
Current Obligations	0.92	0.49
Non-Current Obligations	2.41	1.36
Total Obligation	3.33	1.85

Table B: Change in Fair Value of Plan Assets

(₹ in Lakhs)

S.No.	Particulars	For the period ending	
		31-03-2023	31-03-2022
1	Fair value of plan assets at beginning of period	-	-
2	opening balance adjustment	-	-
3	Charges and Taxes	-	-
4	Expected return on plan assets	-	-
5	Cashflows		
	a. Total employer's contribution		
	(i) Employer contributions	-	-
	(ii) Employer direct benefit payments	-	-
	(iii) Employer direct settlement payments	-	-
	b. Participant contributions		
	c. Benefit payments from plan assets	-	-
	d. Benefit payments from employer	-	-
	e. Settlement payments from plan assets	-	-
	f. Settlement payments from employer	-	-
6	Return on Plan Assets (excluding interest income)	-	-
7	Transfer In /Out		
	a. Transfer In	-	-
	b. Transfer out	-	-
8	Fair value of plan assets at end of period	-	-

PNC Rajasthan Highways Private Limited

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Notes to The Financial Statements for the Year Ended March 31, 2023

Table C: Net Interest (Income)/ Expense

(₹ in Lakhs)

S.No.	Particulars	For the period ending	
		31-03-2023	31-03-2022
1	Interest Expense - Obligation	0.12	0.11
2	Interest Income - Plan Assets	-	-
3	Net Interest (Income)/ Expense for the year	0.12	0.11

Table D: Net Periodic Benefit Cost recognized in the P&L

(₹ in Lakhs)

S.No.	Particulars	For the period ending	
		31-03-2023	31-03-2022
1	Current Service Cost	1.05	0.58
2	Net Interest Cost	0.12	0.11
3	Past Service Cost	-	-
4	Net Actuarial Gains and Losses	0.32	(0.50)
5	Total P&L Expenses	1.48	0.19

Table E: Balance Sheet Reconciliation

(₹ in Lakhs)

S.No.	Particulars	For the period ending	
		31-03-2023	31-03-2022
1	Net defined benefit (liability) asset at beginning of period	(1.85)	(1.66)
2	Expense In the P& L	(1.48)	(0.19)
3	Employer's Total Contribution	-	-
4	Net transfer	-	-
5	Net defined benefit (liability) asset as at end of period	(3.33)	(1.85)

Table F - Expected Future Cashflows

Expected employer contributions Next year	1,04,740
Year Ending March 31,	Expected Benefit Payment (in Rs.)
2024	91,977
2025	72,311
2026	56,841
2027	44,673
2028	35,105
2029-2033	91,365
beyond 2033	31,195

Table G: Significant Actuarial Assumptions

S.No.	Particulars	For the period ending	
		31-03-2023	31-03-2022
1	Discount Rate	7.00%	6.50%
2	Expected Return on Plan Assets	0.00%	0.00%
3	Salary Escalation Rate (p.a.)	5.00%	5.00%
4	Attrition Rate (p.a.)	25.00%	25.00%
5	Mortality Rate	100% IALM 2012-14	100% IALM 2012-14
6	Disability Rate	No explicit provision	No explicit provision

PNC Rajasthan Highways Private Limited

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Notes to The Financial Statements for the Year Ended March 31, 2023

Table H: Member Data Statistics

S.No.	Particulars	For the period ending	
		31-03-2023	31-03-2022
1	Number of Employees	65	65
2	Normal Retirement Age	60	60
3	Average Age (in yrs)	35	34.00
4	Average future working life (in yrs)	4	4.00
5	Total Leave Encashment Salary(monthly)	8,19,286	6,76,975
6	Total Leave balance (in days)	718	467

Table I: Benefits Valued

Type of Plan	Other Long Term Employee Benefits
Normal Retirement Age	60
Salary for calculation of leave encashment	Basic
Salary for calculation of leave availment	Not Used
Type of leave valued	Privilege Leave
Cap on leave accumulation	30 days
Months to be treated as	30 days
Benefit on normal retirement	1/30 x salary x number of unused leave days
Benefit on resignation/ early withdrawal	Same as normal retirement
Benefit on death in service	Same as normal retirement



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PNC Rajasthan Highways Private Limited

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Notes to The Financial Statements for the Year Ended March 31, 2023

Note 40: Ratios

The following are analytical ratios for the year ended March 31, 2023 and March 31, 2022

Sr. No.	Particulars	Year ended			Explanation regarding variances if >25%
		March 31, 2023	March 31, 2022	Variances	
1	Current Ratio (times) (Current assets divided by current liabilities)	6.53	2.64	147.37	Due to higher of current assets and lower of current liabilities as compare to previous year.
2	Debt-Equity Ratio (times) (Long-term borrowings, Short-term borrowings and current maturities of long term borrowings excluding unsecured borrowing taken and outstanding from ultimate holding company(i.e. PNC Infratech Limited) divided by total equity including unsecured loan taken from ultimate holding company.	4.94	3.68	34.12	Due to loss in current year.
3	Debt Service Coverage Ratio (times) (Profit before Interest, Tax and Exceptional item divided by Interest Expenses together with principal repayment of Long-term borrowings)	0.32	0.38	(16.01)	N.A.
4	Return on Equity Ratio (%) (Profit after Tax divided by Total Equity, total equity also includes unsecured loan taken from ultimate holding company i.e. from PNC Infratech Limited)	(25.57)	1.95	(1,411)	Due to loss in current year.
5	Inventory Turnover Ratio (times) (Cost of Goods sold divided by Average inventory) Cost of Goods sold = Cost of materials consumed + Contract Paid + Construction expenses	NA	NA	NA	N.A.
6	Trade Receivable Turnover Ratio (times) (Revenue from operation divided by Average Trade Receivable including service concession receivable)	0.11	0.09	25.95	Due to increase in Trade Receivable & Revenue.
7	Trade Payable Turnover Ratio (times) (Purchase divided by Average Creditor)	0.74	0.09	694.84	Due to decrease in Trade Paybles.
8	Net Capital Turnover Ratio (times) (Revenue from operation divided by working capital(working capital refers to net current assets arrived after reducing current liabilities)	0.47	0.89	(47.50)	Due to decrease in revenue
9	Net Profit Ratio (%) (Profit after Tax divided by Revenue from operation)	(43.01)	4.99	(961.85)	Due to Provision of Major Maintanance which resulted loss in current year.
10	Return on Capital employed (%) (EBITDA divided by Capital employed (capital employed arrived after reducing current liabilities)	3.44	6.81	(49.50)	Due to Provision of Major Maintanance which resulted loss in current year.
11	Return on Investment (%) (Profit after tax/Total Assets)	(4.06)	0.41	(1,095.51)	Due to Provision of Major Maintanance which resulted loss in current year.

The accompanying notes form integral part of these financial statements
In terms of our report of even date attached


For RMA & Associates LLP
Chartered Accountants
FRN-000978N/N500062


CA Rahul Vashishtha
Partner
M.No.-097881

Dated: 23/05/2023
Place: Agra

For and on Behalf of the Board of Directors
PNC Rajasthan Highways Private Limited


Anil Kumar Rao
Managing Director
DIN- 01224525


Pankaj Kumar Agarwal
Director
DIN-05168566


Vivek Singh
Company Secretary & CFO