

INDEPENDENT AUDITORS' REPORT

To the Members of Valecha Infrastructure Limited Report on the Audit of the Consolidated Financial Statements

1. Qualified Opinion

We have audited the consolidated financial statements of M/s. Valecha Infrastructure Limited (hereinafter referred to as the 'Holding Co') and its subsidiary (Holding Company and its subsidiary together referred to as "the Group"), which comprise consolidated the Balance Sheet as at 31st March 2021, the consolidated Statement of Profit and Loss (including Other Comprehensive Income), the consolidated Statement of Cash Flows and the consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March 2021, and its consolidated profit (including other comprehensive income), consolidated changes in equity and consolidated cash flows for the year ended on that date.

2. Basis for Qualified Opinion

- a. *The Group continues to prepare its consolidated Financial Statements on going concern basis even though it has accumulated losses of Rs. (2,33,31,25,987/-) (Previous year: Rs (2,91,30,53,221/-)) and a Negative net worth of Rs. (2,22,90,79,891/-) (Previous year: Negative net worth of Rs. (2,52,63,24,525/-)). During the year ended March 31, 2021, the Company generated a net profit of Rs. 57,99,27,234/- (Previous year: net loss of Rs. 33,92,69,586/-). These events or conditions, indicate that a material uncertainty exists that may cast significant doubt on the group's ability to continue as a going concern. Further it had continued defaulted in repayment of its financial obligation including interest. Further we are unable to comment on the recoverability of the strategic investment made in subsidiaries.*
- b. *As stated in Note 24 of consolidated financial statement, Valecha LM Toll Private Limited (VLMTPL), a subsidiary of the Company has been admitted to National Company Law Tribunal (NCLT) on 29.03.2019 in view of the insolvency petition filed by Axis Bank Limited under section 7 of the Insolvency and Bankruptcy Code, 2016 and consequently Interim Resolution Professional ('IRP') was appointed by the NCLT who was subsequently confirmed and appointed as Resolution Professional by COC. The Company was referred to Hon'ble NCLT, Mumbai for order for liquidation and on 27th October, 2020, the NCLT passed liquidation order of the Company and liquidation process has commenced. Further, as per Regulation 32(a) to Regulation 32(d) of the Insolvency and Bankruptcy Board of India (Liquidation Process) Regulations, 2016 ("Liquidation Regulations"), the assets of the Company were e-auctioned on September 17, 2021, Accordingly, the Company has provided for diminution in the value of investment in Equity Shares and Compulsory Convertible Debentures, Rs. 7,40,00,000/- and Rs. 37,31,00,000/- respectively.*



Accordingly financial statement of VLMTPL has neither been prepared, nor considered for the purpose of consolidation.

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

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

The Holding Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in Holding Company's Annual Report, but does not include the consolidated financial statements and our auditor's report thereon.

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

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

4. Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Management and Board of Directors are responsible for preparation and presentation of these consolidated financial statements in terms of requirement of the Act that give a true and fair view of the consolidated financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Group in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the each 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, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Directors of the Holding Company, as aforesaid.



RAJRATAN KOTHARI ASSOCIATES
CHARTERED ACCOUNTANTS

2ND FLOOR, SAMADHAN, L.T.ROAD,
MULUND (EAST), MUMBAI - 400 081
PHONE: +91 22 - 21632148
MOBILE NO.: +91 98210 12212
Email ID : rajratankothari@gmail.com

In preparing the consolidated financial statements, the respective management and Board of Directors of the companies included in the Group are responsible for assessing the ability of each company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group is responsible for overseeing the financial reporting process of each company.

5. Auditors' Responsibility for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' 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.

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the each Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the 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 Group's ability to continue as a going concern. We conclude that a material uncertainty exists, accordingly we draw attention in our auditor's report to the related disclosures in the financial statements of holding company (Refer Note 17 and 18) and our report is not modified in respect of this matter. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.



RAJRATAN KOTHARI ASSOCIATES
CHARTERED ACCOUNTANTS

2ND FLOOR, SAMADHAN, L.T.ROAD,
MULUND (EAST), MUMBAI - 400 081
PHONE: +91 22 - 21632148
MOBILE NO.: +91 98210 12212
Email ID : rajratankothari@gmail.com

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of such entity or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial information of such entity included in the consolidated financial statements of which we are the independent auditors.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

We communicate with those charged with governance of the Holding Company and such other entity included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

6. Report on Other Legal and Regulatory Requirements

- a. As required by Section 143(3) of the Act, we report that:
 - i. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - ii. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
 - iii. The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - iv. In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.
 - v. On the basis of the written representations received from the directors of the holding company as on 31st March, 2021 taken on record by the Board of Directors of the holding company, none of the directors of the Group companies is disqualified as on 31st March, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.



RAJRATAN M. KOTHARI

B.COM. F.C.A.

RAJRATAN KOTHARI ASSOCIATES
CHARTERED ACCOUNTANTS

2ND FLOOR, SAMADHAN, L.T.ROAD,
MULUND (EAST), MUMBAI - 400 081

PHONE: +91 22 - 21632148

MOBILE NO.: +91 98210 12212

Email ID : rajratankothari@gmail.com

- vi. With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and its subsidiary company incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
- b. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
- The Group does not have any pending litigations which would impact its financial position.
 - The Group did not have any long-term contracts including derivative contract for which there were any material foreseeable losses;
 - There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - With respect to the other matters to be included in Auditor's Report in accordance with the requirements of section 197 (16) of the Act, as amended, in our opinion and to the best of our information's and according to the explanations given to us, no remuneration paid by the Holding Company or subsidiary company to its directors during the year.

For RAJRATAN KOTHARI ASSOCIATES

Chartered Accountants

Firm Regn. No. 113704-W

R.M.KOTHARI

Proprietor

Membership No. 032428

UDIN: 22032428AAAABD9890

Place: Mumbai

Date: 23-11-2021



RAJRATAN M. KOTHARI

B.COM. F.C.A.

RAJRATAN KOTHARI ASSOCIATES
CHARTERED ACCOUNTANTS

2ND FLOOR, SAMADHAN, L.T.ROAD,
MULUND (EAST), MUMBAI - 400 081

PHONE: +91 22 - 21632148

MOBILE NO.: +91 98210 12212

Email ID : rajratankothari@gmail.com

Annexure A to the Independent Auditors' report on the consolidated financial statements of Valecha Infrastructure Limited for the year ended 31 March 2021

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

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

Opinion

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31 March 2021, we have audited the internal financial controls with reference to consolidated financial statements of M/s. Valecha Infrastructure Limited (hereinafter referred to as "the Holding Company") and such company incorporated in India under the Companies Act, 2013 which are its subsidiary company, as of that date.

In our opinion, the Holding Company and its subsidiary company, have, in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls were operating effectively as at 31 March 2021, based on the internal financial controls with reference to consolidated financial statements criteria established by such companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to consolidated financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements were established and maintained and if such controls operated effectively in all material respects.



RAJRATAN M. KOTHARI

B.COM. F.C.A.

RAJRATAN KOTHARI ASSOCIATES
CHARTERED ACCOUNTANTS

2ND FLOOR, SAMADHAN, L.T.ROAD,
MULUND (EAST), MUMBAI - 400 081
PHONE: +91 22 - 21632148
MOBILE NO.: +91 98210 12212
Email ID : rajratankothari@gmail.com

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

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

Meaning of Internal Financial controls with Reference to Consolidated Financial Statements

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

Inherent Limitations of Internal Financial controls with Reference to consolidated Financial Statements

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

For RAJRATAN KOTHARI ASSOCIATES

Chartered Accountants

Firm Regn. No: 113704


R.M.KOTHARI

Proprietor

Membership No. 032428

UDIN: 22032428AAAAABD9890



Place: Mumbai

Date: 23-11-2021

Valecha Infrastructure Limited

Consolidated Balance Sheet as at 31st March 2021

(Amount in INR)

Particulars	Note No.	As At 31st March, 2021	As At 31st March, 2020
ASSETS			
Non-current assets			
(a) Property, Plant and Equipment	1	60,138	842,639
(b) Other Intangible assets	1	379,999,873	2,213,944,125
(c) Capital Work in Progress	2	-	-
(d) Income Tax Assets	3	5,083,204	6,574,204
Current assets			
(a) Financial Assets			
(i) Investment	4	35,200	-
(ii) Cash and cash equivalents	5	16,163,779	212,445,910
(iii) Other financial assets	6	360,380,074	359,746,987
(b) Other current assets	7	237,988	430,740
Total Assets		761,960,255	2,793,984,604
EQUITY AND LIABILITIES			
(a) Equity Share capital			
(a) Equity Share capital	8	500,000	500,000
(b) Other Equity	9	(2,229,579,891)	(2,526,824,525)
Minority Interest		(84,564,304)	(462,586,340)
LIABILITIES			
Non-current liabilities			
(a) Financial Liabilities			
(i) Borrowings	10	298,481,008	388,442,263
(b) Deferred tax liabilities (Net)	11	37,737,451	37,737,451
(c) Provisions	12	45,607,686	96,959,203
Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	13	1,410,924,809	1,769,773,842
(ii) Trade payables	14	386,436	18,509,874
(b) Other current liabilities	15	1,282,467,059	3,471,472,836
Total Equity and Liabilities		761,960,255	2,793,984,604

As per our report of even date

For Rajratan Kothari Associates
Chartered Accountants
FRN: 113704W

Rajratan M Kothari
Proprietor
Membership No : 032428
Place : Mumbai
Date : 23rd November, 2021

For and on behalf of the Board

Vijaykumar Himatlal Modi
Director
DIN: 01224842

Anil Sakharam Korpe
Director
DIN: 07543339



Valecha Infrastructure Limited				
Consolidated Statement of Profit & Loss for the Year Ended on 31st March 2021				
Particulars		Note No	As at 31st March, 2021	As at 31st March, 2020
I.	Revenue from operations	16	129,693,125	324,637,885
II.	Other income	17	505,912	2,699,045
III.	Total Revenue (I + II)		130,199,037	327,336,930
IV.	Expenses:			
	MPRDC Premium		-	14,922,301
	Employee benefits expense	18	3,777,360	15,123,733
	Finance costs	19	271,744,695	467,387,508
	Depreciation and amortization expense		69,098,015	182,413,022
	Other expenses	20	21,807,963	63,342,689
	Total expenses		366,428,033	743,189,253
V.	Loss before exceptional and extraordinary items and tax (III-IV)		(236,228,996)	(415,852,323)
VI.	Exceptional items Net (Gain)/Loss	22	-805,075,325	-
VII.	Loss before extraordinary items and tax (V - VI)		568,846,329	(415,852,323)
VIII.	Extraordinary Items		-	-
IX.	Loss before tax (VII- VIII)		568,846,329	(415,852,323)
X	Tax expense:			
	(1) Current tax		-	-
	(2) Deferred tax		-	-
XI	Loss for the period		568,846,329	(415,852,323)
	Add : Share of Loss Transfer to Minority Interest		11,080,905	76,582,737
	LOSS FOR THE YEAR (AFTER ADJUSTMENT FOR MINORITY INTEREST)		579,927,234	(339,269,586)
XII	Other Comprehensive Income			
	A Items that will not be reclassified to Profit & Loss (net of tax)		-	-
	B Items that will be reclassified to Profit & Loss (net of tax)	21	-	-
	C Transaction with owners in their capacity as owners		-	-
	Total Comprehensive income for the period (XI + XII) (Comprising profit/loss and other comprehensive income for the period)		579,927,234	(339,269,586)
XIII	Earnings per equity share:			
	(1) Basic		11,598.54	(6,785)
	(2) Diluted		11,598.54	(6,785)

The notes form an integral part of these financial statements

As per our report of even date

For Rajratan Kothari Associates
Chartered Accountants
FRN: 113704W

Rajratan M Kothari
Proprietor

Membership No : 032428

Place : Mumbai

Date : 23rd November, 2021



For and on behalf of the Board

Vijaykumar Himatlal Modi

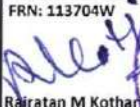




Director




DIN: 01224842

Anil Sakharam Korpe

Director

DIN: 07543339

Valecha Infrastructure Limited		
CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31 st MARCH, 2021		
	As at 31.03.2021	As at 31.03.2020
A Cash flow from Operating Activity		
Profit/ (Loss) Before Tax	568,846,329	(415,852,323)
Add / (Deduct) Adjustment for :		
Depreciation	69,098,015	182,413,022
Exceptional Items	(805,075,325)	-
Diminution In The Value Of Investment	-	-
Impairment of CWIP	-	-
Interest Received	-	(2,349,045)
Interest Paid	271,744,695	467,387,508
Dividend on Investment	-	-
Operating Profit/(Loss) before working capital changes	104,613,714	231,599,162
Changes in Working Capital :		
Increase/(Decrease) in Trade Payables and other current liabilities	334,771,166	442,795,311
(Increase)/Decrease in short term loans and advances & other current assets	(1,456,798)	(2,107,578)
Cash Generated From / (Used In) Operations	437,928,082	672,286,895
Direct Taxes (Paid)	1,491,000	(994,000)
Net Cash Flow From Operating Activities	439,419,082	671,292,895
B Cash Flow from Investing Activity		
Interest Received	-	2,349,045
Dividend on Investment	-	-
Proceeds from sale of investment	(35,200)	-
Purchase of Tangible Assets	(31,999)	-
Intangible Assets	-	-
Capital work in progress	-	-
Net Cash flow From Investing Activity	(67,199)	2,349,045
C. Cash Flow from Financing Activities		
Proceeds from / (Repayment) of Long Term Borrowing	(89,961,255)	(47,357,737)
Net Increase/ (Decrease) In Working Capital Borrowing	(118,207,269)	(3,442,527)
Proceeds from Application Money	-	-
Proceeds from Minority Interest	-	-
Interest Paid	(271,744,695)	(467,387,508)
Proceeds from Long & Short Term borrowings	-	-
Net Cash From Financing Activities	(479,913,219)	(518,187,772)
Net Increase in Cash and Cash Equivalents	(40,561,336)	155,454,168
Opening Balance of Cash and Cash Equivalents	212,445,910	56,991,742
Cash and Cash Equivalents on Account of Derecognition of Subsidiary	(155,720,795)	-
Closing Balance of Cash and Cash Equivalents	16,163,779	212,445,910
As per our report of even date		
For Rajratan Kothari Associates Chartered Accountants FRN: 113704W  Rajratan M Kothari Proprietor Membership No : 032428 Place : Mumbai Date : 23rd November, 2021		For and on behalf of the Board  Vijaykumar Himatlal Modi Director DIN: 01224842 
		 Anil Sakharam Korpe Director DIN: 07543339

Valecha Infrastructure Limited								
Consolidated Statement of changes in equity					Amount			
A. Equity Share Capital								
Balance as at March 31, 2020					500,000			
Changes in equity share capital during the year					-			
Balance as at March 31, 2021					500,000			
B. Other Equity								
			Reserves and Surplus					
			Compulsory	Corporate				
Particulars	Retained Earnings	Security Premium	Convertible Debenture	Guarantee	Total			
Balance as at March 31, 2019	(2,548,715,346)	73,112,000	183,100,000	130,016,696	(2,162,486,650)			
Profit for the year	(339,269,586)				(339,269,586)			
Other comprehensive income	-				11,107,328			
Balance as at March 31, 2020	(2,887,984,932)	73,112,000	183,100,000	130,016,696	(2,490,648,908)			
Profit for the year	579,927,234				579,927,234			
Other comprehensive income	-			994,000	994,000			
Adjustment on A/c of Derecognition of Subsidiary		(98,800,000)	(504,200,000)	(78,470,600)				
Balance as at March 31, 2021	(2,308,057,697)	(25,688,000)	(321,100,000)	52,540,096	(1,909,727,674)			
As per our report of even date								
For Rajratan Kothari Associates Chartered Accountants FRN: 113704W			For and on behalf of the Board					
  Rajratan M Kothari Proprietor Membership No : 032428 Place : Mumbai Date : 23rd November, 2021			  Vijaykumar Himatlal Modi Director DIN: 01224842			 Anil Sakharam Korpe Director DIN: 07543339		

VALECHA INFRASTRUCTURE LIMITED

Notes On Consolidated Financial Statements For The Year Ended On 31st March 2021

	As at 31st March, 2021 (Amount in INR)	As at 31st March, 2020 (Amount in INR)
Note 2: Non Current Assets		
Capital Work in Progress	-	-
(During F.Y. 2016-17 the company has made provision for impairment of Rs. 26,03,16,162/-)		
Total	<u>-</u>	<u>-</u>

	As at 31st March, 2021 (Amount in INR)	As at 31st March, 2020 (Amount in INR)
Note 3: Income Tax Assets		
Advance Income Tax	5,083,204	6,574,204
Total	<u>5,083,204</u>	<u>6,574,204</u>

	As at 31st March, 2021 (Amount in INR)	As at 31st March, 2020 (Amount in INR)
Note 4: Investment - Current		
Quoted Equity Instruments - At Fair value through other comprehensive income (OCI)		
Investment in Valecha Badwani Sendhwa Tollways Limited [37,00,000 (Pr. Yr. 37,00,000) Equity Shares Face Value of Rs 10 Each]	-	-
Investment in Valecha LM Toll Private Limited (VLMTPL) [74,00,000 (Pr. Yr. 74,00,000) Equity Shares Face Value of Rs 10 Each]	-	-
Less: Diminution in the value of investment in Eq. Share of VLMTPL (Refer Note 24)	-	-
Investment in Gopaldas Vasudev Construction Limited [352 Equity Shares Face Value of Rs 100 Each]	35,200	-
Investment in Debentures of subsidiary - Unquoted		
Investment in CCD - Valecha LM Toll Private Limited [3,73,10,000 (Pr. Yr. 3,73,10,000) CCD Face Value of Rs 10 Each]	-	-
Less: Diminution in the value of investment in CCD of VLMTPL (Refer Note 24)	-	-
Investment in Valecha Badwani Sendhwa Tollways Limited [1,48,00,000 (Pr. Yr. 1,48,00,000) CCD Face Value of Rs. 10 Each]	-	-
Total	<u>35,200</u>	<u>-</u>

	As at 31st March, 2021 (Amount in INR)	As at 31st March, 2020 (Amount in INR)
Note 5: Cash and cash equivalents		
(I) Cash on Hand	329,903	434,306
(II) Balances with Banks		
In Escrow Accounts	-	62,790,958
Balance held as Deposit	-	90,800,000
Interest Accrued on Bank Term Deposit	-	1,970,368
(III) Balances with Banks (In Current Accounts)	15,833,876	56,450,277
Total	<u>16,163,779</u>	<u>212,445,910</u>

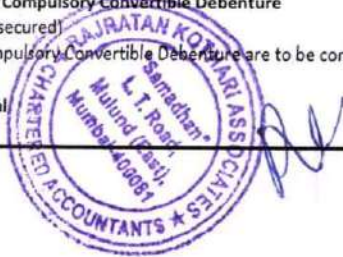


		As at 31st March, 2021 (Amount in INR)	As at 31st March, 2020 (Amount in INR)
Note 6:	Other Financial Assets		
(I)	Loans & Advances to related parties	357,194,789	357,111,547
(II)	Security Deposits	-	44,632
(III)	Prepaid Expenses	6,914	1,090,808
(IV)	Balances with Govt Authorities	-	-
(IV)	Advance against WO/PO	3,178,371	1,500,000
Total		360,380,074	359,746,987

		As at 31st March, 2021 (Amount in INR)	As at 31st March, 2020 (Amount in INR)
Note 7:	Other current assets		
(I)	Unamortised Expenses		
	Preliminary Expenses	-	-
(II)	Other		
	Prepaid Expenses	-	-
	TDS Receivable	237,988	430,740
Total		237,988	430,740

		As at 31st March, 2021 (Amount in INR)	As at 31st March, 2020 (Amount in INR)
Note 8:	Equity Share Capital		
(I)	Authorised Share Capital		
	20,00,000 Equity Shares of Rs 10 each	20,000,000	20,000,000
	40,00,000 Preference Shares of Rs 10 each	40,000,000	40,000,000
		60,000,000	60,000,000
(II)	Issued Share capital		
	50,000 Equity Shares of Rs 10 each	500,000	500,000
Total		500,000	500,000
(III)	Reconciliation of the shares outstanding at the beginning and the at the end of the reporting period		
	Opening no. of shares- 50,000 Equity Shares of Rs 10.00 each allotted as fully paid	500,000	500,000
	Issued during the period-	-	-
	Outstanding at the end of 50,000 Equity Shares of Rs 10.00 each allotted as fully paid	500,000	500,000
(IV)	Share Holding Pattern-Share In the Company held by each shareholder holding more than 5% shares and held by the holding and fellow subsidiary Company :		
	Valecha Engineering Limited (Holding Company) - C. Y. 50,000 Equity Shares of Rs 10 each (P. Y. 50,000 Equity Shares of Rs 10 each) - 100 % Holding		
(V)	Terms / Rights attached to Shares:		
	(a) The company has only one class of equity shares having par value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share.		
	(b) In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts.		
	(c) The distribution will be in proportion to the number of equity shares held by the shareholders.		

		As at 31st March, 2021 (Amount in INR)	As at 31st March, 2020 (Amount in INR)
Note 9:	Other Equity		
(I)	Security Premium account	-	73,112,000
(II)	Profit & Loss A/c		
	Opening Balance	(2,913,053,221)	(3,024,475,239)
	Other Comprehensive Income/(Loss)	-	-
	Provision For Resurfacing	-	-
	Profit/(Loss) for the year	579,927,234	111,422,018
		(2,333,125,987)	(2,913,053,221)
(III)	Transaction with owners in their capacity as owners		
	Corporate Guarantee Fees	51,546,096	130,016,696
(IV)	Compulsory Convertible Debenture (Unsecured)		
	Compulsory Convertible Debenture are to be converted into Equity Shares	52,000,000	183,100,000
Total		(2,229,579,891)	(2,526,824,525)



	As at 31st March, 2021 (Amount in INR)	As at 31st March, 2020 (Amount in INR)
Note 10: Borrowings - Non Current		
Term Loan		
Secured :		
(i) From Banks (BOT Project Finance)	298,481,008	388,442,263
(Term Loans are Secured by first pari passu charge on the moveable/ immovable assets and all intangible assets by way of mortgage/ hypothecation, and first charge on rights and interest in project, present and future and by way of pledge of shares of the company by VIL)		
(ii) From Banks - Other Term Loans	-	-
(Term Loans against the Pledge of shares & immovable property)		
Unsecured :		
Loans & Advances from related parties	-	-
Total	298,481,008	388,442,263

	As at 31st March, 2021 (Amount in INR)	As at 31st March, 2020 (Amount in INR)
Note 11: Deferred tax liabilities (Net)		
Deferred Tax Liabilities	37,737,451	37,737,451
Total	37,737,451	37,737,451

	As at 31st March, 2021 (Amount in INR)	As at 31st March, 2020 (Amount in INR)
Note 12: Provision - Non Current		
Resurfacing Expenses	45,607,685.87	96,959,203
Total	45,607,686	96,959,203
As per the service concession arrangement with MPRDC, the company is obligated to carry out resurfacing of the roads under concession. The company estimates the likely provision required towards resurfacing and accrues the costs on a straight line basis over the period at the end of the which resurfacing would be required, in the Statement of Profit and Loss in accordance with Ind AS 37 ' Provisions, Contingent Liabilities and Contingent Assets.		
Movement	(Amount in INR)	(Amount in INR)
Opening	96,959,203	69,975,735
Addition (Net off Expenses and write off)	(51,351,516)	26,983,467
Closing	45,607,686	96,959,203

	As at 31st March, 2021 (Amount in INR)	As at 31st March, 2020 (Amount in INR)
Note 13: Borrowings - Current		
Loans & Advances from related parties		
Unsecured	1,410,924,809	1,769,773,842
Total	1,410,924,809	1,769,773,842

	As at 31st March, 2021 (Amount in INR)	As at 31st March, 2020 (Amount in INR)
Note 14: Trade Payables		
Payable - Others	386,436	18,509,874
Total	386,436	18,509,874

	As at 31st March, 2021 (Amount in INR)	As at 31st March, 2020 (Amount in INR)
Note 15: Other Current Liabilities		
(i) Other Payables		
(a) Statutory Remittances	78,484	231,630
(b) Interest Payable	403,707,873	972,365,828
(c) Current Maturity of Long Term Debt-Bank	877,404,125	2,452,748,976
(d) Others	1,276,577	46,126,402
Total	1,282,467,059	3,471,472,836

	As at 31st March, 2021 (Amount in INR)	As at 31st March, 2020 (Amount in INR)
Note 16: Revenue From Operations		
(i) Revenue From Toll Collection	30,293,125	225,237,885
(ii) Annuity Income	99,400,000	99,400,000
Total	129,693,125	324,637,885



Note 17: Other Income	As at 31st March, 2021 (Amount in INR)	As at 31st March, 2020 (Amount in INR)
(I) Misc. Income	155,912	-
(II) Interest Income	-	2,349,045
(III) Consultancy Fees Recd.	350,000	350,000
Total	505,912	2,699,045

Note 18: Employee Benefit Expenses	As at 31st March, 2021 (Amount in INR)	As at 31st March, 2020 (Amount in INR)
(I) Salaries & Wages	3,444,538	13,728,382
(II) Contribution to Provident Fund	175,454	986,286
(III) Others	157,368	409,065
Total	3,777,360	15,123,733

Note 19: Finance costs	As at 31st March, 2021 (Amount in INR)	As at 31st March, 2020 (Amount in INR)
(I) Interest Expense on Borrowings	271,744,695	467,387,508
(ii) Other Expenses on Borrowings	-	-
Total	271,744,695	467,387,508

Note 20: Other Expenses	As at 31st March, 2021 (Amount in INR)	As at 31st March, 2020 (Amount in INR)
(I) Business Promotion	-	22,451
(II) CIRP Expenses	-	9,204,050
(III) Communication	25,748	73,343
(IV) Insurance	-	959,513
(V) Legal & Professional Fee	503,189	1,551,429
(VI) Postage & Telegram	2,799	1,532
(VII) Power & Fuel	724,987	2,743,946
(VIII) Printing & Stationery	57,430	259,987
(IX) Rates & Taxes	537,694	862,807
(X) Repair & Maintenance	2,102,127	7,066,731
(X) Interest Paid on statutory liabilities	-	-
(XI) Travelling & Conveyance	153,831	194,581
(XII) Toll Operator Fees	-	4,198,619
(XIII) Payment to Auditors	265,500	454,300
(XIV) Sundry Operational Expenses	785,718	562,009
(XIV) Preliminary Exp W/O	-	-
(XV) Toll Collection System - AMC	-	944,003
(XVI) Corporate Guarantee Fees	-	-
(XVII) MMR Provision	16,304,762	32,890,490
(XVIII) User Fee to MPRDC	302,940	282,668
(XIX) Miscellaneous balances written off	0	994,000
(XX) Other Expenses	41,238	76,231
Total	21,807,963	63,342,689

Note 21: Other Comprehensive Income/(Loss)	As at 31st March, 2021 (Amount in INR)	As at 31st March, 2020 (Amount in INR)
(i) Difference Between MV and Book Value of Shares of JSL	-	-
(ii) Reclassification of realised gain on equity shares through OCI (Difference between opening and closing market value of shares of JSL)	-	-
Total	-	-

Note 22: Exceptional Items (Net)	As at 31st March, 2021 (Amount in INR)	As at 31st March, 2020 (Amount in INR)
(i) Derecognition of Subsidiary	(1,252,175,325)	-
Total	(1,252,175,325)	-



NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH 2021
(CONSOLIDATED)

Note 1: Property, Plant and Equipment										
Details	Gross Block				Accumulated Depreciation			Net Block		
	Balance as at 1 April 2020	Additions	Adjustment/Disposals	Balance as at 31 March 2021	Balance as at 1 April 2020	Depreciation charge for the Period	Adjustment/Disposals	Balance as at 31 March 2021	Balance as at 31 March 2021	Balance as at 1 April 2020
(i) Tangible Assets										
Land	690,825		(690,825)	-						690,825
Plant & Equipment	306,802		(306,802)	-	237,052		(237,052)			69,750
Furniture and Fixtures	313,450		(254,640)	58,810	257,650	2,332	(207,845)	52,137	6,673	55,800
Vehicles	579,643		(272,930)	301,713	564,556		(277,929)	286,627	15,086	15,087
Computer	2,677,476		(2,677,476)	-	2,677,476		(2,677,476)			
Office Equipment	1,864,558	31,999	(1,463,358)	433,199	1,873,381	4,797	(1,483,358)	394,820	38,379	11,177
Total	6,452,754	31,999	(5,691,031)	793,722	5,610,115	7,129	(1,483,358)	733,584	60,138	842,639
(ii) Intangible Assets										
Concessionaire Right	3,693,170,350		(2,708,625,224)	984,545,126	1,479,226,225	69,090,886	(943,771,858)	604,545,253	379,999,873	2,213,944,125
Total	3,693,170,350	-	(2,708,625,224)	984,545,126	1,479,226,225	69,090,886	(943,771,858)	604,545,253	379,999,873	2,213,944,125
(ii)+(i) Total	3,699,623,104	31,999	(2,714,316,155)	985,338,848	1,484,836,340	69,098,015	(943,771,858)	605,278,837	380,060,011	2,214,786,764



RK



Valecha Infrastructure Limited				Valecha Infrastructure Limited			
2020-21				2019-20			
	VBSTL	VLMTPL			VBSTL	VLMTPL	
SH. Cap.	50,000,000	0		SH. Cap.	50,000,000	100,000,000	
				Share Premium		98,800,000	
R&S	(375,247,325)	0		R&S	(332,628,460)	(1,695,349,773)	
MI %	0	0		MI %	0	0	
SH. Cap.	13,000,000	0		SH. Cap.	13,000,000	26,000,000	
Share Premium				Share Premium		25,688,000	
R&S	(97,564,305)	0		R&S	(86,483,400)	(440,790,941)	
MI Amount	(84,564,305)	0	(84,564,305)	MI Amount	(73,483,400)	(389,102,941)	(462,586,341)
			378,022,036				(77,202,449)



NOTES FORMING PART OF THE CONSOLIDATED ACCOUNTS AS AT 31ST MARCH, 2021

(23) Significant Accounting Policies:

A. Consolidation of Accounts

- a. The consolidated financial statements are prepared in accordance with Indian Accounting Standard (AS) 110 on Consolidated Financial Statement issued by Institute of Chartered Accountants of India. The Consolidated Financial Statements comprise the Financial Statements of Valecha Infrastructure Limited (Holding Company) and its Subsidiary Companies.
- b. The share of Minority Interest in the net assets of consolidated subsidiary is identified and presented in the consolidated financial statement separately.
- c. The List of Subsidiaries included in the consolidated financial statements is as under.

Sr. No.	Name of the subsidiary company	Country of Incorporation	As at 31.03.2021		As at 31.03.2020	
			Proportion of ownership interest (%)	Proportion of voting power held (%)	Proportion of ownership interest (%)	Proportion of voting power held (%)
1	Valecha LM Toll Pvt. Ltd.	India	74%	74%	74%	74%
2	Valecha Badwani Sendhawa Toll Ways Ltd.	India	74%	74%	74%	74%

B. Investments:

Investments other than subsidiaries have been accounted as per Indian Accounting Standard (AS) 28 on "Accounting for Investment"

C. Other Significant Accounting Policies:

These are set out under "Significant Accounting policies" as given in the Company's Separate Financial Statements.

- (24) Valecha LM Toll Private Limited (VLMTPL), a subsidiary of the Company has been admitted to National Company Law Tribunal (NCLT) on 29.03.2019 in view of the insolvency petition filed by Axis Bank Limited under section 7 of the Insolvency and Bankruptcy Code, 2016 and consequently Interim Resolution Professional ('IRP') was appointed by the NCLT who was subsequently confirmed and appointed as Resolution Professional by COC. The Company was referred to Hon'ble NCLT, Mumbai for order for liquidation and on 27th October, 2020, the NCLT passed liquidation order of the Company and liquidation process has commenced. Further, as per Regulation 32(a) to Regulation 32(d) of the Insolvency and Bankruptcy Board of India (Liquidation Process) Regulations, 2016 ("Liquidation Regulations"), the assets of the Company were e-auctioned on September 17, 2021, Accordingly, the Company has provided for diminution in the value of investment in Equity Shares and Compulsory Convertible Debentures, Rs. 7,40,00,000/- and Rs. 37,31,00,000/- respectively.

- (25) The previous year's figures have been reworked, regrouped, rearranged and reclassified wherever necessary.



Place : Mumbai
Date : 23rd November, 2021



Vijaykumar Himatlal Modi
Director
DIN: 01224842

For and on behalf of the Board

Anil Sakharam Korpe
Director
DIN: 07543339