

**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF YAVATMAL AIRPORT PRIVATE LIMITED**

Report on the Financial Statements

1. We have audited the accompanying financial statements of Yavatmal Airport Private Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss (including other Comprehensive Income), the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

2. The Company's management and Board of Directors are responsible for the matters stated in Section 134 (5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified in the Companies (Indian Accounting Standards) Rules, 2015 (as amended) 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 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 statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

3. Our responsibility is to express an opinion on these Standalone Ind AS Financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

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

4. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor

considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

6. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS 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 31st March, 2018, and its loss, its cash flows and the changes in equity for the year ended on that date.


Report on Other Legal and Regulatory Requirements

7. As required by the Companies (Auditor's Report) Order 2016 ("the order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, and on the basis of such checks of the books and records of the company as we considered appropriate and according to the information and explanations given to us, we give in Annexure - "A" a statement on the matters specified in paragraphs 3 and 4 of the order.
8. 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, the Statement of Profit and Loss (including other comprehensive income), the Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account
 - d. in our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act
 - e. On the basis of the written representations received from the directors as on 31st March, 2018, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 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, we give our separate report in "Annexure - B".

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

- i. The Company does not have any pending litigations which would have a material impact its financial position.
- ii. Based upon the assessment made by the company, there are no material foreseeable losses on its long term contracts that may require any provisioning
- iii. In view of there being no amounts required to be transferred to the Investor Education and Protection Fund for the year under audit the reporting under this clause is not applicable.

For MKPS & Associates
Chartered Accountants
FRN 302014E

 **CA Narendra Khandai**
Partner
M No. 065025

Place: Mumbai
Date: 19/04/18

Annexure - A to the Independent Auditors Report
Referred to in para 7 of our report of even date, to the members of Yavatmal Airport Private Limited for the year ended March 31, 2018

- i)
 - (a) The company is maintaining proper records showing full particulars, including quantitative details and situation of its fixed assets.
 - (b) The fixed assets of the company have been physically verified by the management during the year and no material discrepancies have been noticed on such verification. In our opinion, the frequency of verification is reasonable.
 - (c) The company doesn't have any land as its fixed assets and hence the reporting requirements under this sub-clause are not applicable.
- ii) In our opinion, and according to the information and explanations given to us, the company has sub-contracted the entire construction / operation related activities and therefore does not carry any inventories. Hence, the reporting requirements under clause (ii) of paragraph 3 of the order are not applicable.
- iii) In our opinion and according to the information and explanation given to us, the company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnership or other parties covered in the register maintained under section 189 of the Companies Act 2013. Accordingly, the reporting requirements under sub-clause (a), (b) and (c) of Clause (iii) of paragraph 3 of the order are not applicable.
- iv) In our opinion and according to the information and explanations given to us, there are no loans, investments, guarantees and securities granted in respect of which provisions of section 185 and 186 of the Act are applicable and hence the reporting requirements under clause (iv) of paragraph 3 of the order are not applicable.
- v) In our opinion and according to the information and explanations given to us, the company has not accepted any deposits during the period under audit. Consequently, the directives issued by Reserve Bank of India and the provisions of sections 73 to 76 of the Act and the rules framed thereunder are not applicable.
- vi) According to the information and explanations provided to us and as represented by the management, the maintenance of cost records have not been specified for the company by the Central Govt., under sub-section (1) of section 148 of the Act read with Companies (Cost Records and Audit) Rules, 2014 (as amended). Hence, the reporting requirements under clause (vi) of paragraph 3 of the order are not applicable.
- vii)
 - (a) According to the information and explanations given to us and based on the records of the company examined by us, the company is generally regular in depositing the 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 material statutory dues, as applicable, with the appropriate authorities in India. According to the information and explanations given to us, there are no undisputed amounts in respect of the aforesaid statutory dues which in arrears as at March 31, 2018 for a period of more than six months from the date they became payable.
 - (b) According to the information and explanations given to us, there are no applicable statutory dues which have not been deposited on account of any dispute.

- viii) In view of there being no loans from banks / financial institution / government and there being no debentures issued by the company as at the balance sheet date, the reporting requirements under Clause (viii) of paragraph 3 of the order are not applicable.
- ix) In view of no term loans from banks being availed by the company, the reporting requirements under clause (ix) of paragraph 3 of the order are not applicable.
- x) Based on the audit procedures performed by us for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given to us by the management, we report that we have neither come across any instance of fraud by the company or on the company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the management.
- xi) According to the information and explanations given to us, the company has not paid any managerial remuneration during the year and hence the reporting requirements under clause (xi) of paragraph 3 of the order are not applicable.
- xii) The company is not a Nidhi Company and hence the reporting requirements under clause (xii) of paragraph 3 of the order are not applicable.
- xiii) According to the information and explanations given to us, all transactions entered into by the company with related parties are in compliance with section 177 and 178 of the Act where applicable and the details thereof have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv) The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under audit.
- xv) According to the information and explanations provided to us, the company has not entered into any non-cash transactions with directors or persons connected with them.
- xvi) In our opinion and according to the information and explanations given to us, the company is not required to be registered under Section 45 - IA of the Reserve Bank of India, 1934.

For MKPS & Associates
Chartered Accountants
FDN 202014E

CA Narendra Khandal
Partner
M No. 065025

Place: Mumbai
Date: 19/04/18

Annexure – B to the Independent Auditors Report

Referred to in para 8 of our report of even date, to the members of Yavatmal Airport Private Limited for the year ended March 31, 2018

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 Yavatmal Airport Private Limited (“the Company”) as of March 31, 2018 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 the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). 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 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 judgement, 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 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 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, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For MKPS & Associates
Chartered Accountants
FRN 302014E**


**CA Narendra Khandal
Partner
M No. 065025**

**Place: Mumbai
Date: 19/04/18**

YAVATMAL AIRPORT PRIVATE LIMITED

**AUDITED Financial Accounts for the FY 2017-18
As of March 31,2018**

Yavatmal Airport Private Limited
Balance Sheet as at March 31, 2018

(Amount in '000)

Particulars	Note	As at March 31, 2018	As at March 31, 2017
ASSETS			
Non-Current Assets			
- Property, Plant and Equipment	1	810	1,318
-Other Intangible assets	2	30,548	30,902
Current Assets			
-Financial Assets			
Trade Receivables	3	32	24
Cash and Cash Equivalents	4	300	634
Other Current Tax Assets (Net)			
Other Current Assets	5	817	654
Total Assets		32,506	33,532
EQUITY AND LIABILITIES			
Equity			
-Equity Share Capital	6	3,350	3,350
-Other Equity	7	12,724	15,664
LIABILITIES			
Non-current liabilities			
- Financial Liabilities	8		
Other financial liabilities		5,655	14,181
Current liabilities			
-Financial Liabilities			
Trade Payables	9	389	333
-Other Current Liabilities	10	10,387	4
Total Equity and Liabilities		32,506	33,532

Notes on Accounts 1-25

Significant Accounting Policies 16

The Notes referred to above form an integral part of the Financial Statements.

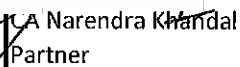
As per our Report of even date

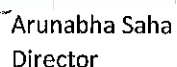
For MKPS & Associates

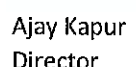
Chartered Accountants

Regn. No. 302014E

For and on behalf of the Board


A Narendra Khandal
Partner
Membership No : 065025


Arunabha Saha
Director
DIN- 07605467


Ajay Kapur
Director
DIN- 07824414

Place : Mumbai

Date : 19 APR 2018

Place : Mumbai

Date : 19 APR 2018

Yavatmal Airport Private Limited

Statement of Profit & Loss For the Period Ended March 31, 2018

(Amount in'000)

Particulars		NOTE	For the Period Ended March 31, 2018	For the Year Ended March 31, 2017
INCOME				
I	Revenue from Operations	11	37	142
II	Other Income	12	127	21
III	Total Income (I + II)		164	163
IV Expenses:				
	Employee Benefits Expense	13	485	452
	Depreciation and Amortization Expense	14	863	863
	Other Expenses	15	1,756	1,248
	Total Expenses(IV)		3,104	2,564
V	Profit (Loss) Before Tax (III-IV)		(2,939)	(2,400)
VI	Profit/ (Loss) before extraordinary items and tax (V - I)		(2,939)	(2,400)
VII	Profit (Loss) before tax (VII- VIII)		(2,939)	(2,400)
VIII	Tax expense:		-	-
IX	Profit (Loss) After Tax (V-VI)		(2,939)	(2,400)
X	Profit (Loss) for the period (XI + XIV)		(2,939)	(2,400)
XI	Earnings per equity share:			
	(1) Basic		(8.77)	(7.16)
	(2) Diluted		(8.77)	(7.16)

Notes on Accounts

1-25

Significant Accounting Policies

16

The Notes referred to above form an integral part of the Financial Statements.

As per our Report of even date

For MKPS & Associates

Chartered Accountants

Regn No 3020111E

CA N. S. Saha

Partner

Membership No : 065025

Arunabha Saha

Director

DIN- 07605467

Ajay Kapur

Director

DIN- 07824414

Place : Mumbai

Date : 19 APR 2018

Place : Mumbai

Date : 19 APR 2018

Yavatmal Airport Private Limited
Statement of Changes in Equity

(Amount in '000)

A. Equity Share Capital

Note No.	As at March 31, 2018	As at March 31, 2017
	3,350	3,350
	-	-
6	<u>3,350</u>	<u>3,350</u>

Balance at the beginning of the year
Changes in equity share capital during the year
Balance at the end of the year

B. Other Equity

	Securities Premium Account	Surplus in the Statement of Profit & Loss
Balance at April 01, 2016	29,253	(11,189)
Add : Total Comprehensive Income (Loss) for the year	-	(2,400)
Balance at March 31, 2017	<u>29,253</u>	<u>(13,589)</u>
Balance at April 01, 2017	29,253	(13,589)
Add : Total Comprehensive Income (Loss) for the year	-	(2,939.49)
Balance at March 31, 2018	<u>29,253</u>	<u>(16,529)</u>

Balance at April 01, 2016
Add : Total Comprehensive Income (Loss) for the year
Balance at March 31, 2017

Balance at April 01, 2017
Add : Total Comprehensive Income (Loss) for the year
Balance at March 31, 2018

The above Statement of change in equity should be read in conjunction with the accompanying notes 1 to 25.

As per our attached report of even date

As per our Report of even date

For MKPS & Associates

Chartered Accountants

Regn. No. 302014E

Narendra Khandal
Partner
Membership No : 065025

Arunabha Saha Ajay Kapur
Director Director
DIN- 07605467 DIN- 07824414

Place : Mumbai
Date : 19 APR 2018

Place : Mumbai
Date : 19 APR 2018

Yavatmal Airport Private Limited
Cash Flow Statement for the period ended March 31, 2018

(Amount in '000)


Particulars		Year ended	Year ended
		March 31, 2018	March 31, 2017
A. Cash Flow from/ (used in) Operating Activities			
Net Profit/ (Loss) after Tax		(2,939)	(2,400)
Depreciation and Amortisation Expenses		863	863
Interest Income		-	(1)
Operating Profit before Working capital changes		(2,076)	(1,538)
Adjustments for:			
Trade and Other receivables		(170)	(4)
Trade and other liabilities		10,439	71
Income Taxes Paid		-	(18)
Cash Flow from/ (used in) Operating Activities	[A]	8,192	(1,489)
B. Cash flow from/ (used in) Investing Activities			
Interest Income		-	1
		-	-
Cash flow from / (used in) Investing Activities	[B]	-	1
C. Cash flow from/ (used in) Financing Activities			
Proceeds from Subordinate debt from Holding Company		(8,526)	376
Proceeds from Loan from Holding Company			1,069
Net cash generated from/ (used in) Financing Activities	[C]	(8,526)	1,445
Net (Decrease)/ Increase in Cash and Cash equivalents	[A+B+C]	(333)	(43)
Cash and Cash equivalents as at the commencement of the period		634	677
Cash and Cash equivalents as at the end of the period		300	634
Net (Decrease)/ Increase in Cash and Cash equivalents		(333)	(43)

The above cash flow statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard-(AS 7) on Cash Flow Statements issued by The Institute of Chartered Accountants of India. Previous period figures have been regrouped/ reclassified/ rearranged wherever necessary to make them comparable to those for the current period.

As per our Report of even date.

For M K P S & Associates
 Firm Registration No.: 302014E
 Chartered Accountants

For and on behalf of the Board


 CA Nafendra Khandal
 Partner
 Membership No. : 065025

Arunabha Saha
 Director
 DIN- 07605467

Ajay Kapur
 Director
 DIN- 07824414

Place : Mumbai
 Date: 19 APR 2018

Place : Mumbai
 Date: 19 APR 2018

Yavatmal Airport Private Limited

Note 1

Notes on accounts to Balance Sheet and Statement of Profit and Loss as on March 31, 2018

Property, Plant and Equipment

(Amount in '000)

Particulars	Leasehold Improvement	Office Equipment	Plant & Machinery	Furniture and Fixtures	Total
Gross carrying value					
As at April 01, 2017	3,378	87	423	91	3,978
As at March 31, 2018	3,378	87	423	91	3,978
Accumulated Depreciation					
As at April 01, 2017	2,413	69	140	38	2,660
Depreciation for the year	483	-	20	6	509
As at March 31, 2018	2,896	69	160	44	3,169
Closing net carrying value as at March 31, 2018	482	18	263	47	810
Gross carrying value as at March 31, 2018	3,378	87	423	91	3,978
Accumulated Depreciation	2,896	69	160	44	3,169
Closing net carrying value as at March 31, 2018	482	18	263	47	810
Particulars	Leasehold Improvement	Office Equipment	Plant & Machinery	Furniture and Fixtures	Total
Gross carrying value					
As at April 01, 2016	3,377	87	423	91	3,978
As at March 31, 2017	3,377	87	423	91	3,978
Accumulated Depreciation					
As at April 01, 2016	1,930	68	120	31	2,150
Depreciation for the year	483	1	20	6	510
As at March 31, 2017	2,413	69	140	38	2,660
Closing net carrying value as at March 31, 2017	965	18	283	53	1,318
Gross carrying value as at March 31, 2017	3,377	87	423	91	3,978
Accumulated Depreciation	2,413	69	140	38	2,660
Closing net carrying value as at March 31, 2017	965	18	283	53	1,318

Yavatmal Airport Private Limited

Note 2

Notes on accounts to Balance Sheet and Statement of Profit and Loss as on March 31, 2018

Other Intangible assets

(Amount in '000)

Particulars	Upfront Premium	Total
Gross carrying value		
As at April 01, 2017	33,550	33,550
As at March 31, 2018	33,550	33,550
Accumulated amortisation		
As at April 01, 2017	2,648	2,648
Amortisation for the year	354	354
As at March 31, 2018	3,001	3,001
Closing net carrying value as at March 31, 2018	30,548	30,548
Gross carrying value as at April 01, 2017	33,550	33,550
Accumulated amortisation	3,001	3,001
Closing net carrying value as at March 31, 2018	30,548	30,548
Particulars	Upfront Premium	Total
Gross carrying value		
As at April 01, 2016	33,550	33,550
As at March 31, 2017	33,550	33,550
Accumulated amortisation		
As at April 01, 2016	2,294	2,294
Amortisation for the year	353	353
As at March 31, 2017	2,648	2,648
Closing net carrying value as at March 31, 2017	30,902	30,902
Gross carrying value as at June 30, 2016	33,550	33,550
Accumulated amortisation	2,648	2,648
Closing net carrying value as at March 31, 2017	30,902	30,902

Yavatmal Airport Private Limited

Notes on accounts to the Balance Sheet and Statement of Profit and Loss as on March 31, 2018

Particulars	(Amount in '000)	
	As at March 31, 2018	As at March 31, 2017
NOTE 3 Trade Receivables		
Unsecured		
Considered Good	32	24
Total	32	24
NOTE 4 Cash and Cash Equivalents		
Balance with Banks	300	634
Total	300	634
NOTE 5 Other Current Assets		
Advance Income Tax	18	-
Balances with Government Authorities	714	530
Prepaid Expenses	84	124
Advances to Vendor	-	-
Total	817	654

Yavatmal Airport Private Limited

Statement of Changes in Equity as on March 31, 2018

(Amount in '000)

	As at March 31, 2018	As at March 31, 2017
NOTE 6 Equity Share Capital		
Share Capital		
Authorised		
Equity Shares Rs. 10 par value	15,000	4,000
	<u>15,000</u>	<u>4,000</u>
Issued, Subscribed and Paid up:		
Equity Shares Rs. 10 each fully paidup	3,350	3,350
(All Shares are held by Reliance Infrastructure Limited and Reliance Airport Developers Private Limited)	<u>3,350</u>	<u>3,350</u>
Preference Share Capital		
Issued during the year on conversion of Sub debt (Refer Note 10)	5,655	-
Less: Shown in Note 10 (Financial Liabilities)	<u>5,655</u>	<u>-</u>
	<u>-</u>	<u>-</u>

During the year, the company has allotted preference shares of Rs. 10 each fully paid up to 565,500 shares for the purpose of converting the existing debts taken from them earlier. Thus, the allotment is made for conversion of existing debt and no fresh funds have been received.

a) Shares held by Holding Company

	No. of Shares	No. of Shares
Ordinary Shares		
- Ultimate Holding Company (M/s Reliance Infrastructure Limited)	87	87
- Its Holding Company (M/s Reliance Airport Developers Private	248	248
	<u>335</u>	<u>335</u>

b) Details of shares held by shareholders holding more than 5% of shares in the Company

	As at Mar 31, 2018	As at March 31, 2017		
Ordinary Shares	% of Holding	No. of Shares	% of Holding	No. of Shares
- Ultimate Holding Company (M/s Reliance Infrastructure Limited)	26%	87	26%	87
- Its Holding Company (M/s Reliance Airport Developers Private	74%	248	74%	248
	100%	<u>335</u>	100%	<u>335</u>

c) Terms/ rights attached to equity shares**Ordinary Shares**

The Company has Ordinary Shares (shares) having a par value of Rs. 10 each per share and each holder of Ordinary Shares is entitled to one vote per share. In the event of liquidation of the Company, the holder of shares will be entitled to receive remaining assets of the Company. The distribution will be in proportion to the number of shares held by the shareholder.

Terms of Issue of Preference Shares -All subordinated debt and inter corporate debt owed by the Company will be applied towards the application money for the NCNCRPS.

The issue will open and close on September 20, 2017

Rate of Dividend: 6% p.a. Non-Cumulative

Listing : The NCNCRPS shall not be listed

	As at Mar 31, 2018	As at March 31, 2017		
Preference Shares (Holding Pattern)	% of Holding	No. of Shares	% of Holding	No. of Shares
- Ultimate Holding Company (M/s Reliance Infrastructure Limited)	38%	217	-	-
- Its Holding Company (M/s Reliance Airport Developers Private	62%	349	-	-
	100%	<u>566</u>	-	<u>-</u>

NOTE 7 Other Equity**Share Premium Account**

	As at Mar 31, 2018	As at March 31, 2017
Opening Balance	29,253	29,253
Closing Balance	<u>29,253</u>	<u>29,253</u>

Surplus in retained earnings

	As at Mar 31, 2018	As at March 31, 2017
Opening Balance	(13,589)	(11,189)
Add: (Loss) for the period	(2,939)	(2,400)
Closing Balance	<u>12,724</u>	<u>15,664</u>

Yavatmal Airport Private Limited

Notes on accounts to the Balance Sheet and Statement of Profit and Loss as on March 31, 2018

Particulars	(Amount in '000)	
	As at March 31, 2018	As at March 31, 2017
Non-current liabilities		
NOTE 8 Financial Liabilities		
Loans and Advances	-	14,181
6% Non Cumulative Non Convertible Preference Share Capital @Rs10 par value (Pref Shares Nos- 565,500 shares @ Rs.10 per share)	5,655	-
<ul style="list-style-type: none"> • The NCNCRPS shall be redeemed at issue price. • The NCNCRPS shall be redeemed at the end of 20 (Twenty) years from the date of allotment. • Early redemption at the option of the allottee of the NCNCRPS will be at issue price: <ul style="list-style-type: none"> (a) out of the proceeds of a fresh issue of shares made for the purposes of redemption of the NCNCRPS, at any time after 5 years from the date of allotment of NCNCRPS; and (b) out of profits, at any time after 10 years from the date of allotment of NCNCRPS. 		
Total	5,655	14,181
NOTE 9 Trade Payables-Current		
Trade Payables	389	333
Total	389	333
NOTE 10 Other Financial liabilities-Current		
Statutory dues Payable	7	4
Inter Company Deposits received	10,381	-
Total	10,387	4

Yavatmal Airport Private Limited

Notes on accounts to the Balance Sheet and Statement of Profit and Loss as on March 31, 2018

(Amount in'000)

Particulars	As at Mar 31, 2018	As at March 31, 2017
NOTE 11 Revenue from Operations		
Aeronautical Income	37	142
Total	37	142
NOTE 12 Other Income		
Interest Income	-	1
Reversal of Excess Provisions	127	18
Miscellaneous Income	-	2
Total	127	21
NOTE 13 Employee Benefits Expense		
Salaries, Wages and Bonus	296	266
Staff welfare expenses	189	187
Total	485	452
NOTE 14 Depreciation & Amortization		
Depreciation & Amortization	863	863
Total	863	863
NOTE 15 Other Expenses		
Rent	0	0
Insurance	163	123
Rates and Taxes	139	121
Professional Fees	31	25
Audit Fees		-
- Statutory Audit	14	19
- Out of Pocket Expenses	4	0
Travelling & Conveyance Expenses	3	1
Communication	6	12
Repairing & Maintances Building	4	0
Repairing & Maintances Others	19	37
Interest on ICD	25	-
Electricity Charges	13	9
Water Expenses	21	10
Printing & Stationery	2	4
Security Expenses	1,156	791
Miscellaneous	3	96
ROC/Filing Fees for increase in Authorised Capital	151	-
Total	1,756	1,248

Note 16 Significant Accounting Policies

1 Introduction:

Yavatmal Airport Private Limited is a Special Purpose Vehicle incorporated by Reliance Airport Developers Private Limited and Reliance Infrastructure Limited. The Company was incorporated on September 29, 2009 in the state of Maharashtra, India.

The Company has entered into Lease Agreement with Maharashtra Industrial Development Corporation ("the MIDC") on October 30, 2009 to Design, Develop, Upgrade, Finance, Operate, Maintain and Manage the Airport at Yavatmal. Pursuant to the terms and conditions of the Agreement, the company has been assigned and conveyed the exclusive lease rights of the immovable and movable property for a period of 95 years.

2 Basis of Preparation

(i) Compliance with Indian Accounting Standards

The Financial statements of the Company have been prepared in accordance with Indian Accounting Standards ("Ind AS") notified under Section 133 of the Companies Act, 2013 ("the Act") to be read with Rule 7 of the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act. The Company adopted Ind AS w.e.f. April 01, 2016, (with a transition date of April 01, 2015). These financial statements are the first financial statements under Ind AS.

Financial statements have been prepared in accordance with the requirements of the information and disclosure mandated by Schedule III of the Act, applicable Ind AS, other applicable pronouncements and regulations.

(ii) Basis of Measurement

The Financial Statement have been prepared on the historical cost basis except for certain financial instrument that are measured at amortised cost at the end of each reporting period.

3 Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

- ☑ Expected to be realised or intended to be sold or consumed in normal operating cycle
- ☑ Expected to be realised within twelve months after the reporting period, or
- ☑ Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

4 Income Tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses. Income tax expense for the year comprises of current tax and deferred tax. Income tax is recognised in the Statement of Profit and Loss except to

5 Financial Instruments

a) Financial Assets

I) Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit and loss, transaction costs that are attributable to the acquisition of financial assets.

Financial assets are classified, at initial recognition, as financial assets measured at fair value or as financial assets measured at amortised costs.

II) Subsequent Measurement

For purpose of subsequent measurement financial assets are classified in two broad categories:

- i) Financial assets at fair value
- ii) Financial assets at amortised cost

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

Where assets are measured at fair value, gains or loss are either recognised entirely in the statement of profit or loss (i.e. fair value through profit or loss) or recognised in other comprehensive income (i.e. fair value through other comprehensive income).

All other financial assets is measured at fair value through profit and loss.

III) Impairment of Financial Assets

The company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

IV) Derecognition of Financial Assets

A financial asset is derecognised only when:

- The company has transferred the rights to receive cash flows from the financial asset or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

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

b) Financial Liabilities

I) Initial recognition and measurement

All financial liabilities are recognised at fair value. The Company financial liabilities includes Trade and other Payables.

II) Subsequent Measurement

In subsequent measurement, financial liabilities are measured at amortised cost.

III) Derecognition of Financial Liabilities

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

6 Provisions

Provisions are recognised when the Company has a present legal or constructive obligation, as a result of past events, for which it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made for the amount of the obligation. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

7 Contingent Liabilities and Contingent Assets

Contingent liabilities are possible obligation that arise from past events and whose existence will only be confirmed by that occurrence or non occurrence of one or more future events not wholly within the control of the company. Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as contingent liability, unless the probability of outflow of economic benefits is remote. Contingent liabilities are disclosed on the basis of judgement of the management/independent experts. These are reviewed at each balance sheet date and are adjusted to reflect the current management estimate. Contingent assets are neither recognised nor disclosed in the financial statements.

8 Cash and cash equivalents:

Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

9 Earnings Per Share

The Company reports basic and diluted Earnings per Share (EPS) in accordance with Ind AS 33 on Earnings per Share.

Basic EPS is computed by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

Diluted EPS is computed by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year as adjusted for the effects of all dilutive potential equity shares, except where the results are anti-dilutive.

10 First-time adoption – mandatory exceptions, optional exemptions

Transition to Ind AS

These are the Company's first financial statements prepared in accordance with Ind AS.

The accounting policies set out in note 2 have been applied in preparing the financial statements for the year ended March 31, 2017, the comparative information presented in these financial statements for the year ended March 31, 2016 and in the preparation of an opening Ind AS balance sheet at April 1, 2015 (the date of transition). In preparing its opening Ind AS balance sheet, the Company has adjusted the amounts reported previously in financial statements prepared in accordance with the accounting standards notified under Companies (Accounting Standards) Rules, 2006 (as amended) and other relevant provisions of the Act (previous GAAP or Indian GAAP or IGAAP). The transition from previous GAAP to Ind AS has not at all affected the company's financial position, financial performance and cash flows.

11 Revenue Recognition Policy:

In respect of our Business, revenue is recognised on accrual basis when services are rendered and is net of taxes.

Yavatmal Airport Private Limited

Notes annexed to and forming part of the financial statements

Note 17 Earnings per Share

The company has adopted Indian Accounting Standard (Ind AS) -33 "Earning per Share" issued by The Institute of Chartered Accountant of India for calculation of EPS and the disclosure in this regard are given below:-

Particulars	As at	As at
	March 31, 2018	March 31, 2017
Basic / Diluted Earning Per Share:		
Profit after taxation as per Profit and Loss Account	(2,939)	(2,400)
Weighted average number of Equity Shares Outstanding	335	335
Basic Earning Per Share	(8.77)	(7.16)
Nominal value of equity share	10.00	10.00

Note 18 Related Party Disclosures

As per Indian Accounting Standard (Ind AS) – 24 "Related party disclosure" as prescribed by Companies (Accounting Standards) Rules, 2006, the Company's related parties and transactions are disclosed below:

a, Details of Related parties, where control exists:

Holding Company	Reliance Airport Developers Private Limited
Ultimate Holding Company	Reliance Infrastructure Limited

b. Name of Subsidiary companies Not Applicable

c. Enterprises over which Key Management Personnel and their

d. Key Management Personnel and their relatives:

b. Following are the transactions with related parties during the year and outstanding balances as at the end of the year:

(Amount in'000)

Nature of Transactions	Name of the related party	Balance as on	Transactions during the Year *	Balance as on
		01 April 2017		31st March 2018
Sub Ordinate Debt received	Reliance Airport Developers Private Limited	34 86 140	(34,86,140)	
	Reliance Infrastructure Limited	15 74 860	(15,74,860)	
Preference Share Capital	Reliance Airport Developers Private Limited	-	34 86 140	34 86 140
	Reliance Infrastructure Limited	-	21 68 860	21 68 860
Inter Corporate Deposits Received	Reliance Airport Developers Private Limited	91 19 563	-	91 19 563
	Reliance Infrastructure Limited	12,61,000	-	12,61,000
	Reliance Infrastructure Limited	5 94 000	(5,94,000)	-

* Balance in Sub Ordinate Debt and Inter Corporate Deposits converted to Preference Share Capital

Yavatmal Airport Private Limited

Notes annexed to and forming part of the Financial Statements

Note 19 – Financial risk management

The Company activities exposes it to market risk, liquidity risk and credit risk.

This note explains the source of risk which the entity is exposed to and how the entity is manage the risk.

Risk	Exposure arising	Measurement	Management
Credit risk	Cash and cash equivalents, trade receivables, financial assets measured at	Aging analysis Credit ratings	Diversification of bank deposits, credit limits and letters of credit
Market risk — foreign exchange	Recognized financial assets and liabilities not denominated in	Cash flow forecasting Sensitivity analysis	Actively Managed
Market risk — interest rate	Long-term borrowings at variable Rates	Sensitivity analysis	Actively Managed
Liquidity risk	Borrowings and other liabilities	Rolling cash flow forecasts	Availability of committed credit lines and borrowing facilities

The Company's risk management is carried out by a project finance team and central treasury team (group treasury) under policies approved by board of directors. Group treasury identifies, evaluates and hedges financial risk in close co-operation with the group's operating units. The Management of the Company provides written principles for overall risk management, as well as policies covering specific areas, such as interest rate risk and credit risk, use of derivative financial instrument and non-derivative financial instrument, and investments of excess liquidity.

Commodity risk:

The Project SPV requires for implementation (construction, operation and maintenance) of the projects, such as cement, bitumen, steel and other construction materials. For which, the Project SPV entered into fixed price contract with the EPC contractor and O&M Contractor so as to manage our exposure to price increases in raw materials. Hence, the sensitivity analysis is not required.

Market risk — interest rate risk

The Bank loans follows floating rates with resets defined under agreements. While interest rate fluctuations carry a risk on financials, the project SPV earn toll income which is linked to WPI thus providing a natural hedge to the interest rate

a) Interest rate risk exposure

Particulars	As at March 31, 2018	As at March 31, 2017
Variable Rate Borrowings	-	-
Fixed Rate Borrowings	-	-
Total	-	-

b) Sensitivity analysis

Profit or loss is sensitive to higher/lower interest income from borrowings as a result of changes in interest rates.

Impact on profit/loss after tax	As at Mar	As at March 31, 2017
Interest rates (increase) by 1 basis point	-	-
Interest rates decrease by 1 basis points	-	-

Yavatmal Airport Private Limited

Notes annexed to and forming part of the Financial Statements

Note 20 - Capital risk management

The Company objectives when managing capital are to

- safeguard their ability to continue as a going concern, so that they can continue to provide returns
- Maintain an optimal capital structure to reduce the cost of capital.

For the purpose of the Company capital management, capital includes issued equity capital, share premium,

The Company manages its capital structure and makes adjustments in light of changes in economic conditions

In order to achieve this overall objective, the Company capital management, amongst other things, aims to

Consistent with others in the industry, the group monitors capital on the basis of the following gearing ratio:

Net debt including total borrowings (net of cash and cash equivalents)

divided by

Total 'equity' (as shown in the balance sheet).

The Company strategy is to maintain a debt to equity ratio within 1 to 0. The gearing ratios at March 31, 2017 and March 31, 2016 were as follows:

Particulars	As at March 31, 2018	As at March 31, 2017
Net debt (a)	-	-
Equity (b)	3,350	3,350
Net debt to equity ratio (a) / (b)	-	-

Particulars	As at March 31, 2018	As at March 31, 2017
Net debt (a)	-	-
Equity (b)	3,350	3,350
Net debt plus Equity (c = a+b)	3,350	3,350
Gearing ratio (a) / c	-	-

Yavatmal Airport Private Limited

Notes annexed to and forming part of the financial statements

Note 21 Micro and small enterprises as defined under the MSMED Act, 2006

There are no amount due to Micro & Small Enterprise as defined under the Micro Small and Medium Enterprise Development Act, 2006. This information is based upon the extent to which the details are taken from the suppliers by the company and has been relied upon by the auditors.

Note 22 Segment Reporting

The Company operates in a single segment namely "Operation, Maintenance and Management of Airports" and there are no other reportable segments under Indian Accounting Standard (Ind AS) – 108 'Operating Segment' Issued by ICAI.

Note 23 In the opinion of the management, the Current Assets, Loans and Advances and Current Liabilities are approximately of the value stated, if realised / paid in the ordinary course of business. The provision for all known liabilities is adequate and is not in excess of amounts considered reasonably necessary.


Note 24 In view of carried forward losses, the company has not recognised Deferred tax considering prudence


Note 25 Previous year figures have been regrouped and re-arranged wherever necessary to correspond to current year's classification.

As per our report of even date

For M K P S & Associates
Firm Registration No.: 302014E
Chartered Accountants

For and on behalf of the Board


CA Narendra Khandal
Partner
Membership No. : 065025


Arunabha Saha
Director
DIN- 07605467


Ajay Kapur
Director
DIN- 07824414

Place : Mumbai
Date: 19 APR 2018

Place : Mumbai
Date: 19 APR 2018