

ANDHRA PRADESH EXPRESSWAY LIMITED

ANNUAL REPORT

2013-14

DIRECTORS' REPORT

The Shareholders
ANDHRA PRADESH EXPRESSWAY LIMITED

Your Directors have pleasure in presenting the Ninth Annual Report along with the Audited Statements of Accounts for the year ended March 31, 2014

FINANCIAL RESULTS

The financial results of the Company are as under:

(Amount in ₹)

Particulars	Year ended March 31, 2014	Year ended March 31, 2013
Total Income	1,317,457,656	1,158,579,241
Total Expenses	1,245,869,132	1,401,908,841
Profit/(Loss) Before Tax	71,588,524	(243,329,600)
Provision for Tax	-	-
Profit /(Loss)After Tax	71,588,524	(243,329,600)
Balance carried forward	(1,102,843,472)	(1,102,843,472)

OPERATIONS:

Your Company continued to maintain and operate the Kotakatta Bypass – Kurnool project to quality standards in accordance with the contractual requirements. During the year under review, the Company received annuity payment of ₹113.04 Crores from National Highways Authority of India

ISSUE OF DEBENTURES:

Your Company had issued 5,300 (Five Thousand Three Hundred) Rated, Listed, Secured, Redeemable, Zero-Coupon, Non-Convertible Debentures of ₹10,00,000 (Rupees Ten Lakhs Only) each, aggregating to ₹ 530,00,00,000/- (Rupees Five Hundred and Thirty Crores Only) on a Private Placement basis on November 8, 2012. Out of the aforementioned Debentures the Company had redeemed 538 debentures were redeemed during the year under review

DIVIDEND:

Due to inadequacy of profits, your Directors have not recommended any dividend for the year under review

DIRECTORS:

Mr. George Cherian, Director of the Company is liable to retire by rotation at the forthcoming Annual General Meeting of the Company and being eligible offer himself for re-appointment. Your Directors recommend his re-appointment

AUDITORS:

M/s Gianender & Associates, Chartered Accountants, Statutory Auditors, retire at the ensuing Annual General Meeting of the Company

DEPOSITS:

Your Company has not accepted any Fixed Deposits during the year under review

CORPORATE GOVERNANCE:

Four Board Meetings were held during the year under review on April 18, 2013, July 18, 2013, October 18, 2013 and January 21, 2014. The numbers of meetings attended by the Directors are as under:

Sr. No.	Name of Directors	No. of Board Meetings held during tenure	Meetings attended
1	Mr. Pradeep Puri	4	3
2	Mr. Mukund Sapre	4	3
3	Mr Avinash Bagul	4	4
4	Mr. Manu Kochhar	4	4
5	Mr. George Cherian	4	4

The Audit Committee was constituted pursuant to the provisions of the Section 292A of the Companies Act, 1956. The Audit Committee is comprised of Mr. Pradeep Puri, Mr. Mukund Sapre and Mr. George Cherian. The Audit Committee met four times during the year under review on April 18, 2013, July 18, 2013, October 18, 2013 and January 21, 2014. The numbers of meetings attended by the Members are as under:

Sr. No.	Name of Directors	No. of Board Meetings held during tenure	Meetings attended
1	Mr. Pradeep Puri	4	3
2	Mr. Mukund Sapre	4	4
3	Mr. George Cherian	4	4

The Chairman of the Audit Committee was present at the AGM

PARTICULARS OF EMPLOYEES:

There were no employees in respect of whom the information is required to be provided pursuant to Section 217(2A) of the Companies Act, 1956

DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to Section 217(2AA) of the Companies Act, 1956 (“the Act”) the Directors based on the representations received from the Operating Management, confirm that:

- (a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the Loss of the Company for that period;
- (c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) they have prepared the annual accounts on a going concern basis

FOREIGN EXCHANGE EARNINGS AND OUTGO:

There was no earning or outgoing of foreign exchange during the year under review

Since your Company does not have any manufacturing facility, the other particulars in the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 are not applicable and hence not provided

ACKNOWLEDGMENTS:

The Directors place on record their appreciation for the support and co-operation received from various Government Authorities including National Highway Authority of India and other Regulatory Authorities, Banks, Financial Institutions and Shareholders of the Company

For and on behalf of the Board

Mumbai, April 23, 2014

Sd/-
Director

Sd/-
Director