

**MORADABAD BAREILLY EXPRESSWAY
LIMITED**

ANNUAL REPORT

2013-14

DIRECTORS' REPORT

The Shareholders,
Moradabad Bareilly Expressway Limited

Your Directors have pleasure in presenting the Fourth 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:

Particulars	(in ₹.)	
	Year ended March 31, 2014	Year ended March 31, 2013
Total Income	145,103,410	138,498,737
Total Expenses	(16,970,891)	(15,118,395)
Profit/(Loss) Before Tax	128,232,519	123,380,342
Less: Provision for Tax	43,568,000	40,044,001
Profit/(Loss)After Tax	84,564,519	83,336,341
Balance carried forward	219,929,257	135,364,738

Operations:

During the year under review, your Company continued the development works of the four laning of Moradabad to Bareilly section of NH-24 comprising of 122 kms in the state of Uttar Pradesh, on Design Build Finance Operate & Transfer (DBFOT) ("the Project") on toll basis. The Company achieved physical progress of 89.22% and financial progress of 106.40% as of March 31, 2014

Dividend:

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

Directors:

Mr. Krishna Ghag and Mr. Deep Sen, Directors, retire by rotation at the forthcoming Annual General Meeting and being eligible have offered themselves for re-appointment

Auditors:

M/s. K. S. Aiyar & Co., Chartered Accountants, retires at the ensuing Annual General Meeting of the Company

Corporate Governance:

Four Board Meetings were held during the year under review on April 18, 2013, July 17, 2013, October 17, 2013 and January 20, 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. Krishna Ghag	4	4
2	Mr. S C Mittal (Appointed w.e.f 18/04/2013)	3	3
3	Mr. Harish Mathur	4	4
4	Mr. Ashutosh Chandwar	4	4
5	Mr. T. C. Pant (Appointed w.e.f 17/07/2013)	3	3
6	Mr. Deep Sen	4	3
7	Mr Ravi Sreehari (Resigned w.e.f 18/04/2013)	1	1

The Audit Committee has been constituted for good corporate governance and focused attention on the affairs of the Company. The Audit Committee comprises of Mr. Krishna Ghag and Mr. Harish Mathur. The Audit Committee met four times during the year under review on April 17, 2013, July 17, 2013, October 17, 2013 and January 20, 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. Krishna Ghag	4	4
2	Mr. Harish Mathur	4	4
3	Mr Ravi Sreehari (Resigned w.e.f 18/04/2013)	1	1

The Chairman of the Audit Committee was present at the AGM

Deposits:

Your Company has not accepted any deposits during the year under review

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 Profit 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 this 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 outgo 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 (NHAI), and other Regulatory Authorities, Banks, Financial Institution and Shareholders of the Company.

For and on behalf of the Board

Mumbai, April 22, 2014

Sd/-
Director

Sd/-
Director