

WEST GUJARAT EXPRESSWAY LIMITED

ANNUAL REPORT

2012-13

DIRECTORS' REPORT

The Shareholders

WEST GUJARAT EXPRESSWAY LIMITED

Your Directors have pleasure in presenting the Eighth Annual Report along with the Audited Statements of Accounts for the year ended March 31, 2013

FINANCIAL RESULTS

The financial results of the Company are as under:

(Amount in ₹)

	Year ended March 31, 2013	Year ended March 31, 2012
Total Income	466,353,990	403,633,478
Total Expenses	532,397,406	589,322,037
Profit/(Loss) Before Tax	(66,043,415)	(185, 688,559)
Less: Provision for Tax	-	NIL
Net Profit/(Loss) After Tax	(66,043,415)	(185, 688,559)
Balance carried forward	(648,591,993)	(582,548,577)

OPERATIONS:

Your Company continued to maintain the Jetpur- Gondal- Rajkot road section and Rajkot Bypass project road to quality standards and in accordance with the contractual requirements. During the year under review, the toll revenue earned was Rs. 45.68 Crores

DIVIDEND:

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

REDEMPTION OF NON – CONVERTIBLE DEBENTURES:

The Company had issued 360 Unsecured Subordinate Non-Convertible Debentures (NCDs) with a face value of ₹10,00,000 each to Infrastructure Leasing & Financial Services Limited (IL&FS), on April 30, 2007. Out of the aforementioned Debentures the Company had redeemed 72 debentures and was holding 288 Debentures at the beginning of the year. During the year under review, your Company has redeemed 36 NCDs of ₹10,00,000 each in 4 equated quarterly installments of ₹90,00,000/- each on June 30, 2012 (Sixth installment), September 30, 2012 (Seventh installment), December 31, 2012 (Eighth installment) and March 31, 2013 (Ninth installment) to IL&FS

DIRECTORS:

In terms of the provisions of the Companies Act, 1956 and Articles of Association of the Company, Mr Pradeep Puri, Director of the Company is liable to retire by rotation at the forthcoming Annual

General Meeting of the Company and being eligible offers himself for re-appointment. Your Directors recommend his re-appointment

AUDITORS:

M/s. M. K. P. S. & Associates, Chartered Accountants, Statutory Auditors, retire at the ensuing Annual General Meeting and have expressed their willingness to continue as Statutory Auditors, if re-appointed

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 19, 2012, July 19, 2012, October 18, 2012 and January 18, 2013. 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	1
2	Mr. George Cherian	4	4
3	Mr. Avinash Bagul	4	4
4	Mr. Harish Mathur	4	3
5	Mr. Rajiv Dubey	4	2

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 George Cherian and Mr Harish Mathur. The Audit Committee met four times during the year under review on April 19, 2012, July 19, 2012, October 18, 2012 and January 18, 2013

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:

1. in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
2. 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;

3. 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;
4. 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 and other Regulatory Authorities, Banks, Financial Institutions and Shareholders of the Company

By the order of the Board

SD/-
Rajiv Dubey
(Managing Director)

SD/-
Harish Mathur
(Director)

Date : April 18, 2013
Place : Mumbai