

INDEPENDENT AUDITORS' REPORT

To the Members of Yagyi Kalewa Highway Ltd (Formerly known as "Shitul Overseas Placement and Logistics Ltd").

Opinion

We have audited the accompanying standalone Ind AS financial statements of Yagyi Kalewa Highway Ltd (Formerly known as "Shitul Overseas Placement and Logistics Ltd"). ('the Company'), which comprise the balance sheet as at 31 March 2019, the statement of profit and loss (including other comprehensive income), the statement of cash flows and the statement of changes in equity for the year then ended and a summary of the significant accounting policies and other explanatory information (herein after referred to as "standalone Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 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 March 31, 2019, and its loss, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance(including other comprehensive income), statement of changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's 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 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 control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the 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 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 Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.



We communicate with those charged with governance 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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication

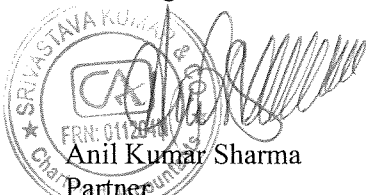
Report on Other Legal and Regulatory Requirements

1. 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, we give in the **Annexure "A"**, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. 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, Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid Standalone Ind AS financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 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, refer to our separate report in "**Annexure B**". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - 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 impact its financial position;
- ii. the Company does not have any long-term contracts including derivative contracts, for which provision is required for any foreseeable losses;
- iii. there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

for Srivastava Kumar & Co.
Chartered Accountants
Firm Registration No: 011204N



Anil Kumar Sharma
Partner
Membership No. 097850

Place: Gurugram
Date: May 24, 2019

Annexure - A to the Auditors' Report

Referred to in paragraph 1 under the heading report on other legal and regulatory requirements of the Auditors' Report of even date to the members of Yagyi Kalewa Highway Ltd (Formerly known as Shitul Overseas Placement and Logistics Ltd).

- (i) The Company did not have fixed assets during the year under review. Therefore, clauses 3 (i) (a) to (c) of the Order are not applicable.
- (ii) The Company did not have any inventory during the year under review. Therefore, clause 3 (ii) of the Order is not applicable.
- (iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Act. Therefore, the clauses 3 (iii) (a) to (c) of the Order are not applicable.
- (iv) According to the information and explanations given to us, there are no loans, investments, guarantees or security provided by the Company. Therefore, clause 3 (iv) of the Order is not applicable.
- (v) The Company has not accepted any deposits from the public.
- (vi) To the best of our knowledge and as explained, the Central Government has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Act, for any of the service rendered by the Company.
- (vii) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues applicable to it.

According to the information and explanations given to us, no undisputed amounts payable in respect of statutory dues were outstanding, at the year end, 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 statutory dues which have not been deposited on account of any dispute.

- (viii) The Company did not have any loans or borrowings from any financial institutions, banks, government or debenture holders during the year. Therefore, clause 3 (viii) of the Order is not applicable.
- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, clause 3 (ix) of the Order is not applicable.
- (x) According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.



- (xi) The Company did not pay/provide any managerial remuneration during the year. Accordingly, clause 3 (xi) of the Order is not applicable.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, clause 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, the Company did not transact with the related parties during the year. Accordingly, clause 3(xiii) of the Order is not applicable.
- (xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with them. Accordingly, clause 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

for Srivastava Kumar & Co.

Chartered Accountants

Firm Registration Number: 011204N



per Anil Kumar Sharma
Partner

Membership Number 097850

Place: Gurugram

Date: May 24, 2019

Annexure - B to the Auditors' Report

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 Yagyi Kalewa Highway Ltd (Formerly known as Shitul Overseas Placement and Logistics Ltd). ("the Company") as of 31 March 2019 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

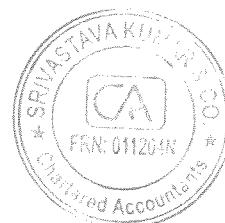
The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial 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, issued by ICAI and deemed to be 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 judgment, including the assessment of the risks of material misstatement of the standalone Ind AS 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.

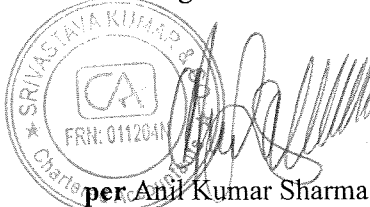
Opinion

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 31 March 2019, 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 Srivastava Kumar & Co.

Chartered Accountants

Firm Registration Number: 011204N



per Anil Kumar Sharma

Partner

Membership Number 097850

Place: Gurugram

Date: May 24, 2019

YAGYI KALEWA HIGHWAY LIMITED
(Formerly known as Shitul Overseas Placement and Logistics Limited)
Standalone Balance Sheet as at March 31, 2019
(All amounts in INR, unless otherwise stated)

		(Figures in Rupees)	
Particulars	Note	As at March 31, 2019	As at March 31, 2018
ASSETS			
Current assets			
Current tax receivable (net)	3	2,498	-
Financial assets			
Cash and cash equivalents	4	39,519	1,650,977
		<u>42,017</u>	<u>1,650,977</u>
EQUITY AND LIABILITIES			
Equity			
Equity share capital	5	2,000,000	2,000,000
Other equity		(1,972,064)	(363,724)
		<u>27,937</u>	<u>1,636,277</u>
Current liabilities			
Financial liabilities			
Trade payables - MSME		-	-
Trade payables - Others	6	14,080	14,700
		<u>14,080</u>	<u>14,700</u>
		<u>42,017</u>	<u>1,650,977</u>
Summary of significant accounting policies	2		

The accompanying notes form an integral part of the financial statements

This is the balance sheet referred to in our report of even date

For **Srivastava Kumar & Co.**
Chartered Accountants
Firm registration number: 011204N

per **Anil Kumar Sharma**
Partner
Membership Number. : 097850

For and on behalf of the Board of Directors of
Yagyi Kalewa Highway Limited


Director
DIN : 08364092


Director
DIN : 08315202

Place: Gurugram
Date: May 24, 2019

YAGYI KALEWA HIGHWAY LIMITED

(Formerly known as Shitul Overseas Placement and Logistics Limited)

Standalone statement of profit and loss for the year ended March 31, 2019

(All amounts in INR, unless otherwise stated)

Particulars	Note	(Figures in Rupees)	
		Year ended March 31, 2019	Year ended March 31, 2018
Income			
Revenue from operations		-	-
Other income	7	24,977	-
Total Income (I)		24,977	-
Expenses			
Other expenses	8	1,627,105	14,700
Total expenses (II)		1,627,105	14,700
Earning before interest, tax, depreciation and amortization (EBITDA)		(1,602,128)	(14,700)
Finance costs	9	6,212	649
Loss for the year		(1,608,340)	(15,349)
Total comprehensive loss for the year		(1,608,340)	(15,349)
Earnings per equity share [nominal value per share Rs. 10 each (Previous year Rs. 10)]	10		
Basic and Diluted (in Rs.)		(8.04)	(0.08)
Summary of significant accounting policies	2		

The accompanying notes form an integral part of the financial statements

This is the statement of profit and loss referred to in our report of even date

For **Srivastava Kumar & Co.**

Chartered Accountants

Firm registration number: 011204N


per **Anil Kumar Sharma**

Partner

Membership Number. : 097850

Place: Gurugram

Date: May 24, 2019

For and on behalf of the Board of Directors of

Yagyi Kalewa Highway Limited


Director



Director

DIN : 08364092 DIN : 08315202

YAGYI KALEWA HIGHWAY LIMITED

(Formerly known as Shitul Overseas Placement and Logistics Limited)

Cash flow statement for the year ended March 31, 2019

(All amounts in INR, unless otherwise stated)

(Figures in Rupees)

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Cash flow from operating activities		
Loss before tax	(1,608,340)	(15,349)
Depreciation	-	-
Interest income	(24,977)	-
Operating loss before working capital changes	(1,633,317)	(15,349)
Changes in working capital:		
- Increase/ (Decrease) in trade payables	(620)	3,525
Cash used in operations	(1,633,937)	(11,824)
Direct taxes paid (net of refunds)	(2,498)	-
Net cash flow from/ (used in) operating activities (A)	(1,636,435)	(11,824)
Interest received	24,977	-
Net cash flow from investing activities (B)	24,977	-
Net increase/(decrease) in cash and cash equivalents (A+B)	(1,611,458)	(11,824)
Cash and cash equivalents at the beginning of the year	1,650,977	1,662,800
Cash and cash equivalents at the end of the year	39,519	1,650,977
Components of cash and cash equivalents		
Cash on hand	-	-
Balances with banks:		
On current accounts	39,519	1,650,977
Total cash and cash equivalents (also refer note 4)	39,519	1,650,977

The accompanying notes form an integral part of the financial statements

This is the cash flow statement referred to in our report of even date.

For Srivastava Kumar & Co.

Chartered Accountants

Firm registration number: 011204N

per Anil Kumar Sharma

Partner

Membership Number. : 097850

For and on behalf of the Board of Directors of

Yagyi Kalewa Highway Limited

Director

DIN : 08364092

Director

DIN : 08315202

Place: Gurugram

Date: May 24, 2019

1. Corporate Information

Yagyi Kalewa Highway Ltd (Formerly known as Shitul Overseas Placement And Logistics Ltd) ('the Company') is a public limited company domiciled in India and incorporated on July 01, 2009. The Company is engaged in the business of manpower placement and to operate as foreign recruitment agents. The registered office of the company is located at 17-18, Nehru Place, New Delhi – 110019, India. The company is a subsidiary of Punj Lloyd Limited, a company incorporated and listed in India.

These financial statements are approved for issue by the Company's Board of Directors on May 24, 2019.

Pursuant to an order dated March 08, 2019 of the National Company Law Tribunal (NCLT), Principal Bench, New Delhi, India, Corporate Insolvency Resolution Process (CIRP) has been initiated for Punj Lloyd Limited (Holding Company) as per the provisions of the Insolvency and Bankruptcy Code, 2016 (IBC). An Interim Resolution Professional (IRP) and thereafter Resolution Professional (RP) have been appointed for carrying out the CIRP of Punj Lloyd Limited. Upon initiation of CIRP, the powers of the Board of Directors of Punj Lloyd Limited have been suspended and shall be exercised by the IRP/ RP.

2. Summary of significant accounting policies

a. Basis of preparation

(i) Compliance with Ind AS

The financial statements comply in all material aspects with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) read with Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act.

(ii) Basis of measurement

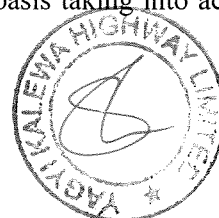
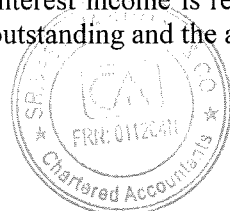
The financial statements have been prepared on a accrual basis and under historical cost convention, except for the assets and liabilities which have been measured at fair value or revalued amount for certain financial assets and liabilities.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

b. Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are exclusive of taxes or duties collected on behalf of third parties. The Company recognizes revenue when the amount of revenue can be reliably measured, it is probable that the economic benefits will flow to the Company and specific criteria, as described below, are met for each of the Company's activities.

- i) Revenue is recognized to the extent that it is probable that the economic benefit will flow to the Company and the revenue can be reliably measured.
- ii) Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate.



c. Financial Instruments

Financial Instruments (assets and liabilities) are recognized when the Company becomes a party to a contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Initial recognition and measurement

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, other than those designated as fair value through profit or loss (FVTPL), are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognized immediately in statement of profit and loss.

Financial assets

(1) Subsequent measurement

Subsequent measurement depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its financial assets.

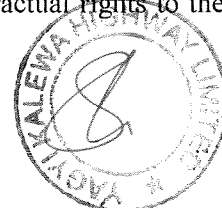
- **Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost using the Effective Interest Rate (EIR) method. The EIR amortisation is included in other income in the statement of profit and loss. The losses arising from impairment are recognised in the statement of profit and loss.
- **Fair value through other comprehensive income (FVTOCI):** The Company has investments which are not held for trading. The Company has elected an irrevocable option to present the subsequent changes in fair values of such investments in other comprehensive income. Amounts recognized in OCI are not subsequently reclassified to the statement of profit and loss.
- **Fair value through profit and loss (FVTPL):** FVTPL is a residual category for financial assets in the nature of debt instruments. Financial assets included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss. This category also includes derivative financial instruments, if any, entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109.

(2) Impairment of financial assets

The Company applies Ind AS 109 for recognizing impairment losses using Expected Credit Loss (ECL) model. Impairment is recognized for all financial assets subsequent to initial recognition, other than financial assets in FVTPL category. The impairment losses and reversals are recognized in statement of profit and loss.

(3) De-recognition

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or the same are transferred.



Financial liabilities

(a) Subsequent measurement

There are two measurement categories into which the Company classifies its financial liabilities.

- **Amortised cost:** After initial recognition, interest-bearing borrowings and other payables are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in statement of profit and loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.
- **Financial liabilities at FVTPL:** Financial liabilities are classified as FVTPL when the financial liabilities are held for trading or are designated as FVTPL on initial recognition. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognised in the profit or loss.

(b) De-recognition

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires.

(c) Offsetting financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis or to realise the assets and settle the liabilities simultaneously.

d. Fair value measurement

The fair value of a financial asset or liability is measured using the assumption that market participants would use when pricing the asset or liability, assuming that market participants act in their best economic interest.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

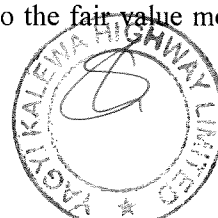
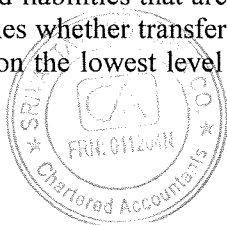
All financial assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 – Where fair value is based on quoted prices from active market.

Level 2 – Where fair value is based on significant direct or indirect observable market inputs.

Level 3 – Where fair value is based on one or more significant input that is not based on observable market data.

For financial assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers is required between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a



whole) (a) on the date of the event or change in circumstances or (b) at the end of each reporting period.

e. Income taxes

Tax expense comprises current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date.

Deferred tax is provided using the liability method on temporary difference between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses, to the extent that it is probable that taxable profit will be available against which the deduction temporary differences and the carry forward of unused tax credits and unused tax loss can be utilized.

At each reporting date, the Company re-assesses unrecognized deferred tax assets. It reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of deferred tax assets to be utilized.

Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax assets to be recovered.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred tax assets and deferred taxes relate to the same taxation authority.

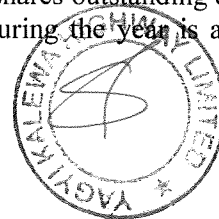
Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The Company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the Company recognizes MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income-tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as "MAT Credit Entitlement." The Company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the Company does not have convincing evidence that it will pay normal tax during the specified period.

f. Segment reporting

Operating segments are defined as components of an enterprise for which discrete financial information is available that is evaluated regularly by the chief operating decision maker, in deciding how to allocate resources and assessing performance. Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

g. Earnings per Share

Basic earnings per share are calculated 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. The weighted average number of equity shares outstanding during the year is adjusted for the events of bonus issue and share split.



For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

h. Cash and cash equivalents

Cash and cash equivalents, for the purposes of cash flow statement, comprise cash on hand, demand deposits, 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.

i. Provisions

Provisions are recognized when the Company has a present legal or constructive obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Where the effect of the time value of money is expected to be material, 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. When discounting is used, the increase in the provision due to the passage of time is recognized as interest expense.

j. Contingent liabilities and Contingent assets

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. A disclosure is made for a contingent liability when there is a:

- a) possible obligation, the existence of which will be confirmed by the occurrence/non-occurrence of one or more uncertain events, not fully within the control of the Company;
- b) present obligation, where it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation;
- c) present obligation, where a reliable estimate cannot be made.

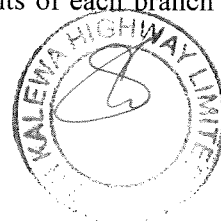
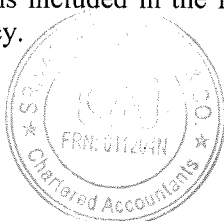
Contingent assets are not recognized but disclosed where an inflow of economic benefits is probable.

k. Functional Currency

The financial statements are presented in Indian Rupee, which is also the functional currency of the Company.

Foreign currency transaction

The financial statements are presented in Indian Rupee, which is also the functional currency of the Company. The overseas branches of the Company separately determines the functional currency and items included in the financial statements of each branch are measured using the functional currency.



YAGYI KALEWA HIGHWAY LIMITED
(Formerly known as Shitul Overseas Placement and Logistics Limited)
Statement of changes in equity for the year ended March 31, 2019
(All amounts in INR, unless otherwise stated)

	Numbers	Amount
Equity share of Rs. 10 each issued, subscribed and fully paid		
At 31 March 2018	200,000	2,000,000
At 31 March 2019	200,000	2,000,000

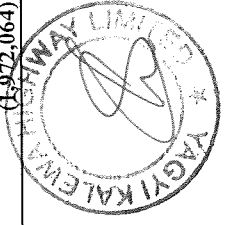
Other Equity

For the year ended March 31, 2018

Description	Reserves and Surplus		OCI	Total
	General Reserve	Retained earning		
As at April 01, 2017	-	(348,375)	-	(348,375)
Profit/ (loss) for the year	-	(15,349)	-	(15,349)
Add: Exchange difference during the year on net investment in non-integral operations	-	-	-	-
Other comprehensive Income (net of taxes)	-	-	-	-
Total Comprehensive Income	-	(363,724)	-	(363,724)
As at March 31, 2018	-	(363,724)	-	(363,724)

For the year ended March 31, 2019

Description	Reserves and Surplus		OCI	Total
	General Reserve	Retained earning		
As at March 31, 2018	-	(363,724)	-	(363,724)
Profit/ (loss) for the year	-	(1,608,340)	-	(1,608,340)
Add: Exchange difference during the year on net investment in non-integral operations	-	-	-	-
Other comprehensive Income	-	-	-	-
Total Comprehensive Income	-	(1,972,064)	-	(1,972,064)
As at March 31, 2019	-	(1,972,064)	-	(1,972,064)



YAGYI KALEWA HIGHWAY LIMITED**(Formerly known as Shitul Overseas Placement and Logistics Limited)****Notes to standalone financial statements for the year ended March 31, 2019**

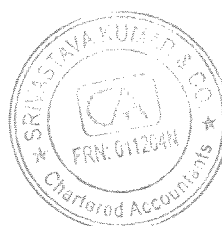
(All amounts in INR, unless otherwise stated)

3. Other Assets

Particulars	As at March 31, 2019	As at March 31, 2018
Other advances		
Advance income-tax (net of provision for taxation)	2,498	-
	<u>2,498</u>	<u>-</u>

4. Cash and bank balances

Particulars	As at March 31, 2019	As at March 31, 2018
Cash and cash equivalents		
Balances with bank:		
Deposits with maturity for more than three months but less than 12 months	-	-
On current account	39,519	1,650,977
	<u>39,519</u>	<u>1,650,977</u>



YAGYI KALEWA HIGHWAY LIMITED

(Formerly known as Shitul Overseas Placement and Logistics Limited)

Notes to standalone financial statements for the year ended March 31, 2019

(All amounts in INR, unless otherwise stated)

5. Equity share capital

Particulars	As at March 31, 2019	As at March 31, 2018
Authorized shares		
450,000 (Previous year: 450,000) equity shares of Rs. 10 each	4,500,000	4,500,000
Issued, subscribed and fully paid-up shares		
200,000 (Previous year: 200,000) equity shares of Rs. 10 each	2,000,000	2,000,000
	2,000,000	2,000,000

a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting period*Equity shares*

	As at March 31, 2019		As at March 31, 2018	
	Nos.	Amount	Nos.	Amount
At the beginning of the year	200,000	2,000,000	200,000	2,000,000
Outstanding at the end of the year	200,000	2,000,000	200,000	2,000,000

b. Terms/rights attached to equity shares

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. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

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. The distribution will be in proportion to the number of equity shares held by the shareholders.

c. Shares held by holding company

Out of equity shares issued by the Company, shares held by its holding company, are as below:

	As at March 31, 2019	As at March 31, 2018
Punj Lloyd Limited, the holding company	1,020,000	1,020,000
102,000 (Previous year: 102,000) equity shares of Rs. 10 each		

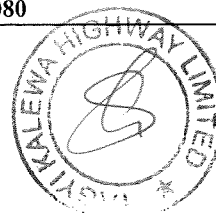
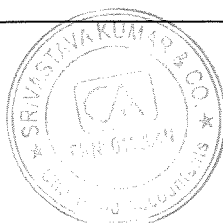
d. Details of shareholders holding more than 5% of equity shares of the Company

	As at March 31, 2019		As at March 31, 2018	
Name of Shareholder	Nos.	% holding in the class	Nos.	% holding in the class
Punj Lloyd Limited	102,000	51%	102,000	51%
Atna Investment Limited	-	-	98,000	49%
Punj Lloyd Infrastructure Limited	98,000	49%	-	-

e. No bonus shares or shares issued for consideration other than cash or shares bought back over the last five years immediately preceding the reporting date.

6. Trade payables

Particulars	As at March 31, 2019	As at March 31, 2018
Trade payables (also refer note 16 for details of dues to micro and small enterprises)	14,080	14,700
	14,080	14,700



YAGYI KALEWA HIGHWAY LIMITED**(Formerly known as Shitul Overseas Placement and Logistics Limited)****Notes to standalone financial statements for the year ended March 31, 2019**

(All amounts in INR, unless otherwise stated)

7. Other income

Particulars	As at March 31, 2019	As at March 31, 2018
Interest Income	24,977	-
	<u>24,977</u>	<u>-</u>

8. Other expenses

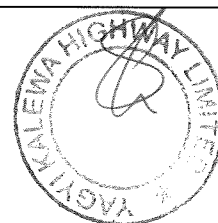
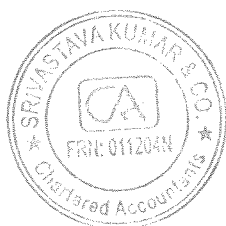
Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Payment to auditor (refer below)	7,080	7,080
Consultancy and professional	1,603,845	-
Rates and taxes	16,180	7,620
	<u>1,627,105</u>	<u>14,700</u>

Payment to auditors:**As auditors:**

Audit fees	7,080	7,080
	<u>7,080</u>	<u>7,080</u>

9. Finance costs

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Bank charges	6,212	649
	<u>6,212</u>	<u>649</u>



YAGYI KALEWA HIGHWAY LIMITED
(Formerly known as Shitul Overseas Placement and Logistics Limited)
Notes to standalone financial statements for the year ended March 31, 2019

10 Earnings per share

Basic and diluted earnings

Particulars	As at March 31, 2019	As at March 31, 2018
a) Calculation of weighted average number of equity shares of Rs. 10 each		
Number of equity shares at the end of the year	200,000	200,000
Equity shares at the end of the year	200,000	200,000
Weighted average number of equity shares outstanding during the year	200,000	200,000
b) Net loss after tax available for equity share holders (Rs.)	(1,608,340)	(15,349)
c) Basic and diluted earnings per share (Rs.)	(8.04)	(0.08)
d) Nominal value of share (Rs.)	10	10

11 Segment Information

Business Segment:

The Company's business activity falls within a single business segment, i.e., manpower placement. Therefore, segment reporting in terms of Ind AS 108 on Segmental Reporting is not applicable.

Geographical Segment:

The Company operates only within India; hence there are no reportable geographical segments.

12 Related Parties

Names of related parties where control exists irrespective of whether transactions have occurred or not:

Holding Company: Punj Lloyd Limited

Fellow subsidiary: Atna Investment Limited

Fellow subsidiary: Punj Lloyd Infrastructure Limited

Key Managerial Personnel:

Mr. Surender Kumar - Director

Mr. Ajay Agarwal - Additional Director

Mr. Kaushalendra Pratap Singh - Additional Director

Related party transactions

No transactions have been entered with the related parties during the current or previous year.

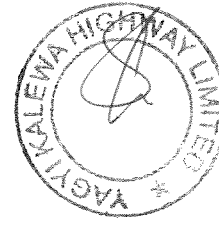
13 Capital Management

For the purpose of the company's capital management, capital includes issued equity capital, and all other equity reserves attributable to the equity holders of the parent. The primary objective of the company's capital management is to maximize the shareholders value.

The company manages its capital structure and makes adjustment in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The company monitors capital using a gearing ratio, which is net debts divided by total capital plus net debt. The company includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents, excluding discontinued operations.

Particulars	As at March 31, 2019	As at March 31, 2018
Trade payables	14,080	14,700
Less:		
Cash and cash equivalents	(39,519)	(1,650,977)
Net Debts	(25,439)	(1,636,277)
Equity attributable to the owners	27,937	1,636,277
Capital & net debts	2,498	-
Gearing Ratio	N.M	N.M

The company manages its capital structure and makes adjustment in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The company monitors capital using a gearing ratio, which is net debts divided by total capital plus net debt. Gearing ratio of the company is not measurable.



14 Fair Value

The management assessed that cash and cash equivalents and trade payables approximate to their carrying amounts largely due to the short term maturities of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

15 Financial risk management objectives and policies

Exposure to credit, interest rate, foreign currency risk and liquidity risk arises in the normal course of the Company's business. The Company has risk management policies which set out its overall business strategies, its tolerance for risk and its general risk management philosophy and has established processes to monitor and control the hedging of transactions in a timely and accurate manner. Such policies are reviewed by the management with sufficient regularity to ensure that the Company's policy guidelines are adhered to.

The management reviews and agrees policies for managing each of these risks, which are summarized below.

(a) Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under financial instrument or customer contract, leading to financial loss. The company is not exposed to credit risk as the commercial operation has not been commenced.

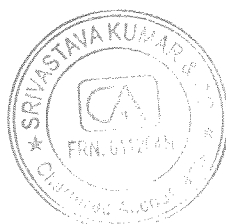
With respect to credit risk arising from the other financial assets of the Company, which comprise cash and cash equivalents, the Company's exposure to credit risk arises from default of the counterparty, with a maximum exposure equal to the carrying amount of these instruments.

(b) Interest rate risk

Interest rate risk is the risk that the fair value of a financial instrument will fluctuate because of changes in the market interest rate. The Company's exposure to the risk of changes in market interest rates related primarily to the Companies long term debt obligation with floating interest rate. As on March 31, 2019 the Company does not have any bank borrowing at floating interest rate.

16 There are no contingent liabilities and capital commitments as at March 31, 2019.

17 There are no employees on the rolls of the company, hence no provision, for employees benefit in terms of Ind AS 19, is required to be made.



18 Due to micro, small and medium enterprises

As per information available with the company, there are no dues to Micro, Small and Medium Enterprises as at the Balance Sheet date and no interest has been paid/payable to any such party.

Information in respect of Micro, small and Medium Enterprises:

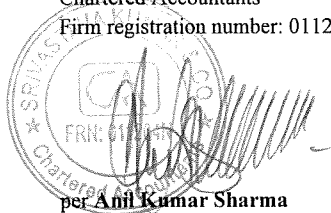
Particulars	2018-19 (₹)	2017-18 (₹)
1. The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year:		
(i) Principal Amount due; and	NIL	NIL
(ii) Interest due thereon	NIL	NIL
2. The amount of interest paid by the buyer in terms of section 16, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year as announced by any dispute resolution council/authority.	NIL	NIL
3. The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act:	NIL	NIL
(i) Payment made to supplier (Other than interest) beyond the appointed day during the year;	NIL	NIL
(ii) Interest paid to supplier on principal amount paid beyond the appointed day during the year; and	NIL	NIL
(iii) Interest due and payable to supplier on principal amount paid beyond the appointed day during the year.	NIL	NIL
4. The amount of interest accrued and remaining unpaid at the end of each accounting year; and	NIL	NIL
5. The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23".	NIL	NIL

The above information has been provided to the extent such parties have been identified on the basis of information made available by the Company's Management.

19 Previous year figures have been regrouped/ reclassified, where necessary, to conform to this year's classification.

As per our report of even date

For **Srivastava Kumar & Co.**
Chartered Accountants
Firm registration number: 011204N



per **Anil Kumar Sharma**
Partner
Membership Number. : 097850

Place: Gurugram
Date: May 24, 2019

For and on behalf of the Board of Directors of
Yagyi Kalewa Highway Limited



Director
DIN : 08364092



Director
DIN : 08315202